

ANTI-CORRUPTION POLICY

1 BACKGROUND AND PURPOSE

The purpose of this Anti-Corruption Policy is to prevent and detect bribery and corruption by providing ethical principles and practical guidelines for the everyday operations of Atria.

Atria is committed to conducting its business in accordance with the highest ethical standards and in compliance with all applicable laws. Atria does not accept any kind of bribery or corruption in its business operations.

This Anti-Corruption Policy has been approved on 28.3.2019.

This Policy applies to all directors, officers and employees and in all business areas and Atria's operating countries within the Atria Group, as well as to all Atria's agents, subcontractors and other third parties acting on behalf of Atria. If an operating country has any exceeding requirements in its local legislation, those must be taken into account.

Atria complies with the rules of the most relevant international anti-corruption conventions, such as the UN Convention against Corruption, OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and ICC rules on Combating Corruption. As a global enterprise, Atria may also need to comply also with laws having extraterritorial application, including the US Foreign Corrupt Practices Act, the UK Bribery Act, and other similar anti-corruption laws around the world.

2 PROHIBITION OF CORRUPTION AND BRIBERY

Corruption means the abuse of an entrusted power for private gain. Corruption is best known as bribery, fraud, embezzlement and extortion. Atria prohibits all forms of corruption in its operations.

Prohibited bribery for Atria employees means the offering, promising, giving, accepting or soliciting, either directly or indirectly, of an advantage as an inducement for an action or refrainment from action, which is illegal or breach of trust of their duties. Inducements may include, but are not limited to, money, gifts, loans, fees, rewards or other advantages to, by or for any person in connection with a business operation in order to obtain or retain a business, or to obtain or retain personal or any other improper advantage.

3 POLICY STATEMENTS

3.1 General

Atria recognizes that, when conducted appropriately, informal interactions and exchange of gifts, hospitality, travel and other offerings may be a relevant part of developing relationships with customers, partners and suppliers. However, excessive and inappropriate gifts and other offerings can be a form of bribery.

As a general rule, all gifts and other offerings must be done transparently and in the right way so that it does not create even an impression of impropriety. The giving or accepting of gifts, hospitality and other offerings must be appropriate, of reasonable value and may need to be disclosed.

Should a gift, hospitality or other offering feel inappropriate, Atria employees are required not to give or accept them and must discuss the matter with their superior. In addition, employees can always ask the Group Legal for guidance on any issues related to this Policy.

3.2 Gifts and Hospitality

As a general rule, Atria employees may accept and offer gifts as part of normal business operations to a modest value of less than EUR 100.

All accepted and offered gifts with a relevant value of EUR 100 or more must be approved by the employee's superior.

Furthermore, as a general rule, Atria employees may accept and offer *bona fide* hospitality as part of normal business operations to a reasonable and proportionate value. Hospitality means all forms of social interaction such as meals, receptions, entertainment and attendance to cultural and sport events.

In addition, any gifts and hospitality (irrespective of their amount) offered or accepted shall meet the following requirements:

- (i) it complies with local law,
- (ii) it is not made with the intention of influencing the receiver to obtain or reward the retention of a business, or as an exchange for favors or benefits,
- (iii) it is reasonably priced and appropriate considering the context in which it is given or received (e.g. giving small gifts around Christmas),
- (iv) it does not include cash, open vouchers or gift certificates,
- (v) it is accepted or offered openly, not secretly,
- (vi) it is given in the company's name, not in one's personal name,
- (vii) it is not contrary to the known provisions of the receiver's Code of Conduct, Anti-Corruption Policy or other relevant policy,
- (viii) it is not offered or accepted too frequently or at an inappropriate time, and
- (ix) in case of hospitality, the party paying for the hospitality is present at the event.

Gifts and hospitality that are repeated, no matter how small, may be considered to be an attempt to create an obligation on the part of the giver and should therefore be avoided.

Any advantages, including, but not limited to hospitality and gifts, given to family members, spouses or other third parties of Atria's employees or family members, spouses or other third parties of business partners, may be considered to indirect or direct bribery and should therefore be avoided.

Gifts and hospitality for parties engaged in tenders or competitive bidding processes are forbidden altogether (see also Clause 3.6 below) and interactions with public officials require special care and consideration as set out in Clause 3.4 below.

3.3 Travel

From time to time, guests are invited to visit Atria's facilities or events sponsored by Atria. As a general rule, Atria must not pay for travel expenses, including accommodation, of third parties.

Atria permits the payment of certain travel and accommodation expenses for business guests in accordance with applicable travel policies if:

- (i) it is for legitimate business purposes,
- (ii) it is reasonable given the guest's level or seniority,
- (iii) attendance at business activities is mandatory,
- (iv) no friends or inappropriate third-party guests of the invitee are traveling at Atria's expense,
- (v) no unreasonable or non-business related side-trips are taken,
- (vi) no daily expense allowances are provided.

All offered travel and accommodation expenses of third parties with relevant or essential value must be approved by the employee's superior.

Atria shall always pay for all travel and accommodation expenses of its own employees, even if another party offers to pay for them, unless there is justified reason to act in a different manner, such act is in accordance with Atria's applicable travel policies and it is approved by the superior of the employee in question.

3.4 Public Officials

A high degree of risk exists when Atria interacts with public officials who may be in an actual or perceived position of influence which could affect Atria's business. Atria does not improperly influence a public official to obtain or retain business or an advantage in business.

When interacting with public officials, Atria follows relevant written standards, laws, regulations and codes of conduct applicable to public officials.

As a general rule, Atria permits the offering and accepting of gifts or hospitality to or from a public official only if:

- (i) they are offered in in the course of ordinary business-related meetings or events (e.g. meeting with a corporate customer from the public sector, or a seasonal event open to a wide group of corporate clients),
- (ii) they are modest and reasonably priced, and
- (iii) they are appropriate given the timing and context, including past, pending or future business or administrative matters that are within the public official's influence.

3.5 Facilitation Payments

Facilitation or "grease" payments typically refer to small, unofficial payments to public officials to expedite or secure actions or services, such as obtaining an ordinary license or business permit, which the payer has a legal right to receive without the payment. Facilitation payments are not allowed, irrespective of the country of operation. It is for example forbidden to offer benefits and money to public officials with the intention of speeding up normal official decisions. The fact that facilitation payments are a common practice in a given country does not make them lawful.

3.6 Kickbacks

A kickback is a form of bribery between private entities made with the purpose of winning a tender for a contract. In such a situation, the contract or an order is awarded to the payer of the kickback. A kickback in this situation is illegal even if the company, which pays it, presents the best bid and would have won the contract even without the kickback.

Atria will not pay or promise to pay any kickback in exchange for contracts/orders being awarded to a specific supplier. Furthermore, Atria will not promise, solicit, give or receive any offering that can be seen to be relate to the awarding of a contract, irrespective of whether such offering is exchanged before or after the contract has been awarded.

3.7 Charitable Contributions

Atria may make donations and charitable contributions to non-profit organisations that fund e.g. education, culture, research or other social projects in the countries where Atria operates, provided that such donations are not given with the purpose of obtaining or retaining business or any other undue advantage. Atria employees must ensure, through due diligence and transparency, that charitable contributions are not used as a substitute for, and do not constitute, bribery. Consequently, such donations should only be given to organisations, not individuals.

Decisions regarding Atria Group funds available for donations are made at the Annual General Meeting of Atria and decision-making relating to donations is described in Atria's decision-making policy.

3.8 Political Contributions

Political contributions are defined as financial or other kinds of support given to political parties and political campaign efforts. Atria does not make direct or indirect contributions to political parties, organisations or individuals engaged in politics. Atria may, however, provide its products or other marketing goods for the above mentioned purposes upon condition that such support is insignificant of value and in line with Atria's applicable policies. Atria employees may, however, exercise their private rights to participate in democratic political activities, provided that this is without any connection to Atria.

4 ATRIA REQUESTS RELATED TO THIRD PARTIES

Atria engages in large number of relationships with third parties (including but not limited to agents, consultants, sales representatives, resellers, subcontractors, accountants or similar intermediaries). As Atria may be called liable for bribery committed by a third party, third party relationships can present high risk of being involved in bribery and corruption.

In order to effectively mitigate the risk of third party bribery and corruption, Atria requests all third parties to read and understand this Policy and to comply with the relevant laws and regulations applicable, including local laws and laws that have extraterritorial applicability.

For this purpose, Atria employees shall:

- (i) make clear that Atria expects all activities carried out on behalf of Atria to be compliant with this Policy,
- (ii) conduct appropriate due diligence on the capacity of potential third parties exposed to bribery and corruption risks to effectively comply with anti-corruption law in their dealings on behalf of Atria; and
- (iii) avoid dealing with potential third parties known or reasonably suspected to be involved in bribery or other corrupt practices.

5 COMPLIANCE

Atria provides regular training and communication on this Anti-Corruption Policy to all its employees appropriate to their needs and the potential risks of bribery relating to their work.

Atria employees are required and any third parties are encouraged to report any suspected violation of this Policy to their superior and/or the Legal Department. Report of violations may also be submitted by e-mail (compliance@atria.com) or by mail in the following address: Atria Plc, Legal department, P.O. Box 900, 60060 ATRIA, Finland.

Reports are reviewed carefully by the responsible persons who maintain confidentiality to the fullest extent possible. All reported and suspected violations of this Anti-Corruption Policy will be investigated. Atria protects adequately the personal data of the reporting person and the person who is allegedly responsible for a breach. The reports are not kept longer than is necessary and will be deleted promptly and usually within two months of completion of the investigation of the facts alleged in the report, or after a longer period of time, if the reports are needed for the purposes of ongoing criminal investigations or judicial proceedings or for securing the rights of the reporting person or the person who is allegedly responsible for a breach. In such cases, personal data should be kept until the conclusion of these proceedings and the period allowed for any appeal. At all events, the need to retain the reports will be further reviewed after the period of three years has lapsed from the earlier review. Based on the findings of the investigation, appropriate corrective and disciplinary action up to and including termination of an employment relationship will be taken. Atria employees providing good faith reports are not retaliated against for making such a report.