



# Verve Policy on ANTI-BRIBERY AND ANTI-CORRUPTION (COM-BRI-01)

---

## Document Details

Document Title	Verve Policy on ANTI-BRIBERY AND ANTI-CORRUPTION
Document ID	COM-BRI-01
Document Type	Policy
Version	2.0
Status	Published
Classification	Public
Review Cycle	Yearly
Valid as of	2025-07-01
Next Review	2026-05-01
Responsible	SVP Legal
Accountable	CEO
Consulted	---
Informed	All Staff

## Documented Update and Approval History

This Document was adopted by the Board of Directors of Verve Group SE by 2025-05-27.

Version	Date	Editor	Approved by	Changes made
2.0	2025-05-06	Maren Fischer	Remco Westermann	Update to new Verve policy template

## Table of Contents

DOCUMENT DETAILS.....	2
DOCUMENTED UPDATE AND APPROVAL HISTORY .....	3
TABLE OF CONTENTS.....	4
INTRODUCTION .....	5
Documented References.....	5
Document Purpose .....	5
Document Scope.....	5
Roles and responsibilities .....	5
Definitions .....	5
1 GENERAL .....	7
1.1 Why do we need this Anti-Bribery and Anti-Corruption Policy? .....	7
1.2 What basic principles do we follow? How do I behave properly? .....	7
1.3 What should be done if irregularities occur that indicate bribery or corruption? .....	10
1.4 Do you have further questions? .....	10
2 VIOLATIONS OF THIS POLICY AND APPLICABLE LAWS.....	10
APPENDIX .....	11

## Introduction

### Documented References

- Verve Whistleblowing Policy
- Verve Policy on Reporting

### Document Purpose

The purpose of this Anti-Bribery and Anti-Corruption Policy (“**Policy**”) is to provide Staff Members of Verve (as each defined below) with clear guidelines on how to identify, prevent and report risks related to bribery and corruption.

### Document Scope

This Policy is part of our group-wide integrated management system and applies to Verve (as defined below). It is binding on all Managers, Employees, Contract Workers of Verve (“**Staff Members**”) and users which access the Verve IT infrastructure. Subsidiaries may define procedures and standards to supplement this policy or mandate stricter regulations.

### Roles and responsibilities

Role	Acronym	Responsibility
Verve Legal and Compliance Department		Responsible
Lead Author		Person responsible for the creation or update of a document or record

### Definitions

Term	Acronym	Description
Verve	Verve	any company of the Verve Group SE, irrespective of their place of registry, legal form, and size. This includes all companies in which Verve Group SE directly or indirectly holds more than 50% of the voting rights or over which Verve Group SE can exercise a controlling influence
Manager / Management		any person or group of persons (including the boards of directors and the C-Level), who controls or administers an entity or a group of persons within Verve
Employee		any person employed by an entity of Verve without being a Manager

---

Contract Workers		any self-employed or temporary worker who acts on behalf of Verve without being an Employee
------------------	--	---

## 1 General

### 1.1 Why do we need this Anti-Bribery and Anti-Corruption Policy?

This Policy commits Verve to conducting business in accordance with any and all applicable laws and regulations. It prohibits bribery of government officials as well as commercial bribery. Bribery is the offering, promising, authorizing or providing of anything of value to a person in order to improperly obtain or retain business or an undue advantage in the conduct of business, such as the conclusion of a contract, the disclosure of confidential information or a waiver of penalty following a tax investigation.

Verve maintains a zero-tolerance approach to bribery and corruption in all its forms or even the appearance of such, whether active or passive, public or private.

Management has a special role model function in this context. It must inform its Employees and Contract Workers about the content of this Policy and work towards a high level of awareness, honesty, integrity, and fairness in all daily dealings.

Some Staff Members may be required to complete Anti-Bribery and Anti-Corruption training. Such Staff Members are obligated to complete the training as assigned.

Internal audits are conducted at regular intervals to verify that Verve complies with all relevant Anti-Bribery laws.

### 1.2 What basic principles do we follow? How do I behave properly?

#### 1.2.1 Awarding and accepting benefits

It is Verve's basic principle to conduct all business activities in accordance with any and all applicable Anti-Bribery and Anti-Corruption laws and regulations. Verve is aware that violations of these laws may result in severe legal consequences for Verve and/or the individuals involved.

Measures to prevent and detect bribery and corruption are among the most important aspects of Verve's compliance management system.

As a basic rule, Verve must strictly avoid creating even the impression that the acceptance or awarding of benefits could induce or reward the improper conduct of an activity connected with Verve's business. **"Benefit"** shall mean any material or immaterial advantage or profit gained from something, such as gifts, dinner invitations, and invitations to events, as these kinds of Benefit are most relevant to practice. Examples of acceptable and unacceptable benefits can be found in the **Appendix** to this Policy.

The question of whether a Benefit is legitimate must be determined through a **self-assessment by the Staff Member** who is awarding or accepting the Benefit. Bribery can take many forms and can be difficult to distinguish from legitimate business. The Verve Legal and Compliance Department is available for legal advice. However, the performance of this assessment lies primarily with the respective Staff Member.

For the avoidance of doubt, please note that the following rules apply to both awarding and accepting Benefits. **They apply in a cumulative manner, i.e. all of them, and not just single ones, must be fulfilled unless there is no risk the acceptance or awarding of benefits could create even the impression of improper business conduct.**

## No public official

As a basic principle, Benefits must never be offered if the recipient is deemed to be a public official. “Public Official” shall mean any employee of national, state, provincial, and local governments and all their departments and agencies, from high-level officials to low-level employees. The term also covers employees of state-owned or state-controlled entities, that is, employees of companies and organizations that may not explicitly be a part of the government but that are owned or controlled by the government.

An exception to this principle is only permitted if:

- the Benefit is considered to be of low market value, e.g. coffee, soft drinks or snacks, or
- the competent authority, within the scope of its powers, approves the acceptance in advance.

**If the recipient of a Benefit is not a public official, benefits are permissible under the following conditions:**

### Official business contact details

The handover of Benefits as well as communication related to it must be carried out via the involved person’s business details and communication channels, and not through personal emails, mobile numbers, social media or delivery to private addresses.

### Social Adequacy

The Market Value of any Benefit awarded or accepted must be socially adequate. For the purposes of this Policy, the term “Social Adequacy” means that the market value of the Benefit is only within the scope of what is socially customary and is considered acceptable by the public. The term “Market Value” means the value to be paid for a product or service on the open market, less any discounts or rebates.

The following table summarizes up to which Market Value per person a Benefit is deemed socially adequate. A Benefit whose Market Value exceeds these amounts require prior written approval of the responsible superior; approvals by e-mail are sufficient. Amounts vary depending on the region in which the recipient is located and in which the Benefit will be accepted/awarded as well as the recipient’s position within its employing company.

	Gifts	Meal invitations	Invitation to event
<b>EU – Employees and Contract workers</b>	<30€	<80€	Prior written approval of superior
<b>EU – Management</b>	<45€	<120€	<120€
<b>US – Employees and Contract workers</b>	<40USD	<100USD	Prior written approval of superior
<b>US – Management</b>	<50USD	<150 USD	<150USD
<b>India – Employees and Contract workers</b>	<10USD	<25USD	Prior written approval of superior
<b>India – Management</b>	<15USD	<40USD	<40USD
<b>Rest of World – Employees and Contract workers</b>	<30€	<80€	Prior written approval of superior



Rest of World – Management	<45€	<120€	<120€
----------------------------	------	-------	-------

**Please note:** In addition to the table above, the travel policies for gamigo group, Verve group and Smaato group apply for the respective Staff Members with respect to inviting business partners to events and meals for internal budget control reasons.

### Frequency

As a basic principle,

- Staff Members may accept benefits from one and the same person no more than three times per year from each company.
- Benefits may be granted to one and the same person at a certain company no more than three times per year.

Each of these accepted or granted benefits may have the Market Value up to the amount specified above.

### Business context

Benefits must only be awarded and accepted if there is a sufficient business context:

- In the context of gifts, this means that there must be no temporal connection to an ongoing contract negotiation. In addition, it is ideally marketing material that is being awarded or accepted or there is a special occasion for the gift, for example, a birthday or anniversary.
- In the context of meal invitations, this means that there is a temporal connection to a business event, for example, a trade fair or a business meeting.
- In the context of invitations to events, this means that the time allocated to the business element of an event must prevail over the time allocated to its entertainment and/or hospitality element.

### No benefits for family members and friends

No benefits should be awarded to family members or friends of business partners.

### No cash money, no vouchers

Staff Members are not allowed to accept cash money or vouchers from business partners or to award cash money or vouchers to business partners under any circumstances.

### No travel and accommodation cost

Travel and accommodation cost of business partners must not be covered or reimbursed under any circumstances.

#### 1.2.2 Event Management

Staff Members organizing events for Verve should contact the Verve Legal and Compliance Department in good time to clarify the legally permitted framework for the organization of events. In this way, Verve will ensure that the event can be held without giving the external impression that Verve may be in violation of Anti-Bribery and Anti-Corruption laws.

### 1.2.3 Avoidance of Conflicts of Interest

A conflict of interest is a situation in which a person or organization is involved in multiple interests, financial or otherwise, where serving one interest could involve working against another. Typically, this relates to situations in which the personal interest of an individual or organization might adversely affect a duty owed to make decisions for the benefit of a third party.

Conflicts of interest can arise in several ways. Examples of conflicts include any side-line activities and investments by Managers, Employees and/or their close relatives in other business activities and competitors, or with other business partners. These must be approved by the CEO of Verve in each individual case. Approval must be documented, e.g., in the personnel file.

### 1.2.4 Donations and Political Contributions

Verve is committed to its social responsibility. If donations are made, we will comply with applicable law. In all cases, there must be an approval from the CEO of Verve. Under no circumstances should a donation (even for charitable purposes) be made with the expectation of something in return. A donation receipt of the recipient is always required.

## 1.3 What should be done if irregularities occur that indicate bribery or corruption?

Staff Members are obligated to report any indications of irregularities that indicate bribery or corruption immediately. Reports must be submitted to the Verve Legal and Compliance Department

- Report to the Verve Legal and Compliance Department via e-mail at: [compliance@verve.com](mailto:compliance@verve.com)  
**OR**
- (Anonymous) report via the Verve Whistleblowing Tool at: <https://mgi.integrityline.com/>

If the report is of a sensitive nature or relates to a serious violation of this Policy, Verve encourages its Staff Members to report it through Verve's anonymous external group-wide Whistleblowing Tool.

Staff Members can find more details on our whistleblowing system in the Verve Whistleblowing Policy (for non-US based Staff Members) and the Verve Reporting Policy (for US based Staff Members).

## 1.4 Do you have further questions?

For questions regarding the acceptance or awarding of gifts or invitations, or if you have any other questions about this Policy or applicable Anti-Bribery and Anti-Corruption laws in general, please contact the Verve Legal and Compliance Department at

**[compliance@verve.com](mailto:compliance@verve.com)**

## 2 Violations of this Policy and Applicable Laws

Violations of this Policy and the law may result in severe civil and criminal penalties for Verve and would seriously jeopardize our reputation and standing. You may be subject to disciplinary and legal action, up to and including termination of employment. Please note that any self-disclosure might be considered in your favour.

## Appendix

### Examples of acceptable benefits ✓

Gifts	Hospitality	Events
<ol style="list-style-type: none"> <li>1. Corporate merchandise, such as business diaries, pens, USB sticks, all with appropriate branding</li> <li>2. A bottle of wine with a market value of up to 20 euros for Christmas</li> <li>3. Any gift made to Verve as a company and not to an individual employee working for Verve</li> </ol>	<ol style="list-style-type: none"> <li>1. Invitation to a restaurant whose price range for a full menu, including beverages, meets the Verve Market Value limits</li> <li>2. Arrangement of a buffet with a per person market value of up to 50 euros during a trade show</li> </ol>	<ol style="list-style-type: none"> <li>1. Tickets for gamescom with the remark that gamigo will be there and ready for talks and product presentations</li> <li>2. Invitation to a two-hour leisure event with a market value of up to 100 euros after attending a Verve detailed product presentation at a trade fair</li> </ol>

### Examples of unacceptable benefits ✗

Gifts	Hospitality	Events
<ol style="list-style-type: none"> <li>1. A bottle of wine with a market value of 20 euros for Christmas, after the gift giver has previously inquired with you, which wine you particularly like to drink</li> <li>2. A Montblanc fountain pen with a market value of 460 euros</li> </ol>	<ol style="list-style-type: none"> <li>1. During a one-week negotiation session, daily invitation to a restaurant, even though the price range for a full menu, including beverages, meets the Verve Market Value limits</li> <li>2. Invitation to a Michelin starred restaurant</li> </ol>	<ol style="list-style-type: none"> <li>1. Invitation of the business partner's daughter to gamescom with the remark that gamigo will be there and ready for talks and product presentations</li> <li>2. Invitation to a soccer match if there is no business connection</li> </ol>

## Verve Group SE

Humlegårdsgatan 19A  
114 46 Stockholm, Sweden

[www.verve.com](http://www.verve.com)

[info@verve.com](mailto:info@verve.com)