



**Media and Games
Invest Group**

ANTI-BRIBERY AND ANTI- CORRUPTION POLICY

Adopted by the Board of Directors of MGI - Media and Games Invest
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1. Why do we need this Anti-Bribery and Anti-Corruption Policy?

This Anti-Bribery and Anti-Corruption Policy (“**Policy**”) commits MGI - Media and Games Invest SE and all its group companies (the “**MGI Group**”) 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.

The purpose of this Policy is to provide Staff Members of the MGI Group (as defined below) with clear guideline on how to identify, prevent and report risks related to bribery and corruption.

MGI Group 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.

This Policy is part of our group-wide compliance management system and applies to group companies of the MGI Group, irrespective of their place of registry, legal form, and size. This includes all companies in which MGI - Media and Games Invest SE directly or indirectly holds more than 50% of the voting rights or over which MGI - Media and Games Invest SE can exercise a controlling influence.

It is binding on all Managers, Employees, and Contract Workers of the MGI Group (“**Staff Member**”).

For the purposes of this Policy, the terms

- “**Manager**” and “**Management**” shall mean 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 MGI Group;
- “**Employee**” shall mean any person employed by an entity of MGI Group without being a Manager;
- “**Contract Workers**” shall mean any self-employed or temporary worker who acts on behalf of MGI Group without being an Employee.

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 MGI Group complies with all relevant anti bribery laws.

2. What basic principles do we follow? How do I behave properly?

a. Awarding and accepting of Benefits

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

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

As a basic rule, we 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 our 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 **Annex 1** 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 MGI 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
EU – Employees and Contract workers	<30€	<80€	Prior written approval of superior
EU – Management	<45€	<120€	<120€
US – Employees and Contract workers	<40USD	<100USD	Prior written approval of superior
US – Management	<50USD	<150 USD	<150USD
India – Employees and Contract workers	<10USD	<25USD	Prior written approval of superior
India – Management	<15USD	<40USD	<40USD
Rest of World – Employees and Contract workers	<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.

b. Event Management

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

c. 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 MGI Group in each individual case. Approval must be documented, e.g., in the personnel file.

d. Donations and Political Contributions

The MGI Group 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 MGI Group. 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.

3. What should be done if irregularities occur that indicate bribery or corruption?

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

- via the MGI Whistleblower Tool at <https://mgi.integrityline.com/>

OR

- via e-mail at compliance@mgi-se.com.

If your report is of a sensitive nature or relates to a serious violation of this Policy, we encourage our Staff Members to report it through our anonymous external group-wide Whistleblower Tool.

All information on how to use the MGI Whistleblower Tool can be found in our Whistleblower Policy.

4. Violation of the Policy or Anti-Bribery and Anti-Corruption laws

Violations of this Policy and the law carry significant civil and criminal penalties and would seriously jeopardize our reputation and standing. Furthermore, disciplinary, and legal action will follow from our end, up to and including termination of employment. Management may look favourably on any self-disclosure, which may be considered in favour of the person concerned.

5. 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 MGI Group Legal Department at

compliance@mgi-se.com.



Media and Games Invest Group

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