

## **Cambridge Sensotec Code of Ethics and Anti-Bribery Policy**

The Board of Directors of Cambridge Sensotec Limited ('The Company') has adopted this Code of Ethics and Anti-Bribery Policy (the "Code" for all of the Company's directors and employees ('Employees')).

### **I. INTRODUCTION**

Employees are expected to conduct company business in a legal and ethical manner.

#### **Honest and fair dealing**

Employees shall endeavour to deal honestly, ethically and fairly with the Company's customers, suppliers, competitors and other employees. No Employee, in conducting company business, shall; take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Honest conduct is considered to be conduct that is free from fraud or deception. Ethical is considered to be conduct conforming to accepted professional standards of conduct.

#### **Conflicts of interest**

A conflict of interest may occur when an Employee's private interests interfere, or appear to interfere, with the interests of the Company as a whole. While it is not possible to describe every situation in which a conflict of interest may arise, Employees shall not use or attempt to use their position with the Company to obtain improper personal benefits. Any Employee who becomes aware of a conflict of interest, or is concerned that such a conflict might develop, should immediately discuss the matter with the Audit Committee or legal counsel at the Company.

#### **Bribery**

The Company shall not use illegal payments, bribes, kickbacks or other questionable inducements to influence government decision making or any business transaction. The use of Company's funds or assets for any unlawful or improper purpose is prohibited. In the conduct of business, Employees shall avoid making payments that are or appear to be improper. Specifically, the Company prohibits bribery of or by any of its Employees and fosters a culture within the Company in which bribery is not acceptable.

Indirect bribery (bribery committed on the Company's behalf by third parties) is also caught by the Code. The Company will strive to deal only with reputable third parties and will do necessary due diligence on third parties where appropriate i.e., where circumstances may indicate a higher risk for bribery (for example, conducting business with a third party located in a jurisdiction with a reputation for bribery and corruption).

#### **Compliance with laws, rules and regulations**

It is Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Employee to adhere to the standards and restrictions imposed by those laws, rules and regulations, and in particular, those relating to accounting and auditing matters.

Any Employee who is unsure whether a situation violates any applicable law, rule, regulation or Company policy should contact the Company's legal counsel. Failure to comply with the Code may

subject the Employees to criminal or civil penalties as well as to disciplinary action by the Company up to and including termination for cause. Signing of initial and annual acknowledgments of the Code All Employees will be required to complete an acknowledgment indicating that they have read and understood the Code and that they agree to abide to its requirements. Employees will further be asked to annually sign an acknowledgment confirming the same.

## **II. CONFLICTS OF INTEREST AND CODE OF ETHICS**

### **Corporate opportunities**

Employees owe a duty to advance the legitimate interests of the Company when the opportunities to do so arise. Employees shall not take for themselves personally opportunities that are discovered through the use of corporate, property, information or position.

### **Protection and proper use of company assets**

The Company's assets shall only be used for legitimate business purposes and only by authorized Employees or their designees. This applies to tangible assets (such as Company equipment, office equipment, telephones, personal computers, copy machines, etc.) and intangible assets (such as software, trade secrets and confidential information). Employees have a responsibility to protect the Company's assets from theft and loss and to ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. If any Employee, becomes aware of theft, waste or misuse of the Company's assets he/she shall report this to his/her manager.

### **Confidentiality and personal data privacy**

It is important that Employees protect the confidentiality of Company information. Employees may have access to proprietary and confidential information concerning the Company's business, clients and suppliers. Confidential information includes such items as non-public information concerning the Company's business, financial results and prospects and potential corporate transactions. Employees are required to keep such information confidential during employment as well as thereafter, and not to use, disclose, or communicate that confidential information other than for legitimate business purposes. The consequences to the Company and the Employee concerned can be severe where there is unauthorized disclosure of any non-public or proprietary information.

To ensure the confidentiality of any personal information collected on individuals and to comply with applicable data privacy laws, Employees in possession of non-public, personal information about the Company's customers, potential customers, or Employees, shall maintain the highest degree of confidentiality and shall not disclose any personal information unless an explicit authorization is obtained by the management of the Company.

### **Electronic communication**

Electronic communications include all aspects of voice, video and data communications, such as voice mail, e-mail, fax and internet. Employees shall use electronic communications for business purposes and refrain from personal use. Among other things, Employees shall not participate in any online forum where the business of the Company or its customers or suppliers is discussed: this may give rise to a violation of the Company's confidentiality policy or subject the Company to legal action for defamation. The Company reserves the right to inspect all electronic communications involving the use of the Company's equipment, software, systems, or other facilities ("Systems") within the confines of applicable local law and Employees should not have an expectation of privacy when using Company Systems.

### **Corporate communications**

Only certain designated Employees may discuss the Company's matters with the news media, securities analysts and investors. All inquiries from regulatory authorities or government representatives shall be referred to the appropriate manager. Employees exposed to media contact when in the course of employment shall not comment on rumors or speculation regarding the Company's activities.

### **Health, safety and environmental protection**

The Company shall conduct its business in a manner designed to protect the health and safety of its Employees, its customers, the public, and the environment. The Company's policy is to operate its business in accordance with all applicable health, safety and environmental laws and regulations so as to ensure the protection of the environment and the Company's personnel and property. Employees shall conduct themselves in a manner that is consistent with this policy. Any departure or suspected departure from this policy must be reported promptly.

## **III. ANTI-BRIBERY POLICY**

### **Anti-bribery law**

International anti-bribery law prohibits a person or company from both accepting bribes as well as bribing others to gain or retain a business advantage. There is also a specific prohibition relating to the bribing of government officials. Most anti-bribery laws are quite broad and are designed to prohibit any type of inducement intended to circumvent their terms. A bribe of a government official, existing or potential customers of the company's products or services can be broadly defined as:

A payment, offer, or promise of; Anything of value; To any:

Immediate family members of the foregoing or any person while knowing that a all or part of such payment will be passed on to any of the people considered as existing or potential customers;

For the purpose of:

Influencing an official act or decision of that person;

Inducing such person to do or omit to any act, in violation of his/her lawful duty;

Inducing such person to use his/her influence as a person with decision making power within a company or with a foreign government to affect or influence any business deal, transaction or government act; or Securing any improper purpose;

In each case, to assist in obtaining or retaining business for or with, or directing any contract or business to, any person.

It is important to note that "anything of value" extends beyond cash and can include, for example, excessive commissions, excessive discounts, waivers, promotions, gifts, payment or reimbursement of travel or entertainment.

In some countries, contacts, customers or officials may request improper payment, gifts or other incentives to perform their duties in connection with or in furtherance of these communications. Employees are prohibited from making or providing any such improper payments. Compliance with international anti-bribery laws in these situations is paramount.

Facilitation payments are small payments made to contacts, customers or government officials in accordance with publicly known or widely-followed local custom to expedite or secure performance of

non discretionary, routine buying or procurement procedure. The Company strongly discourages Employees from making facilitation payments in counties where the local law permits them. In counties where facilitation payments are prohibited the Company also prohibits them. For clarification as to whether a particular payment is a prohibited facilitation payment, please consult the Company's Directors.

### **Exceptions to bribery prohibitions**

Relief from the prohibitions of various international anti-bribery laws is limited. If any Employee believes that his/her conduct would meet one of the exceptions discussed below, that Employee should contact immediately the Company's Directors before taking any action.

### **Routine, government payments**

Most, if not all, governments require fees, taxes or payments for various government services. Payment of these fees is permissible and should occur in the ordinary course of dealing with a government. Be careful, however, to avoid making such payments to government officials in their individual capacity, or paying amounts in excess of the amount required by law.

### **Bona fide business expenditures**

Most anti-bribery laws permit payments to government officials that constitute bona fide, reasonable business expenditures. The expenditures must relate directly to the promotions, demonstration, or explanation of services or to the execution or performance of a contract with a foreign government or agency. Despite appearances, this exception to anti-bribery laws is not straightforward and, often the line between what is bona fide expenditure and what is improper inducement can become blurred. The analysis of such expenditure must focus on whether the expenditure in each situation is necessary and, if so, whether the payment is reasonable under the circumstances.

### **Local law**

Most anti-bribery laws do not prohibit payments that are lawful under the written laws and regulations of the government official's country. It is, however, rare that a country would officially permit payments or offers that are intended to cause that official to violate a lawful duty.

### **Gifts, entertainment and hospitality**

Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to the business. These activities are acceptable provided that they fall within reasonable bounds of value, frequency, ethical conduct and have a transparent and legitimate business purpose.

However, if the value of the gift or entertainment becomes too large, it can affect, or be seen to affect, business judgment. It can also create expectations of special treatment. All gifts and entertainment given or received must be of a reasonable value and appropriate and proportionate to the business relationship in question.

### **Accounting & record keeping**

It is the Company's policy that all financial transactions are recorded in a timely and accurate manner. Records reflect transactions in conformity with accepted accounting standards and are designed to prevent off-the-books transactions such as kickbacks and bribes.

The Company has devised and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

Transactions are executed in accordance with management's general or specific authorization;

Transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements and to maintain accountability for assets.

Access to assess is permitted only in accordance with management's general or specific authorization. The recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

Employees shall follow all applicable standards, principles and laws for accounting and financial reporting. No Employee shall establish an undisclosed or unrecorded account on behalf of the Company for any purpose. In addition, false or artificial entries are not to be made in the books and records of the Company for any reason.

#### **IV. GENERAL TERMS**

##### **Procedures regarding waivers**

Because of the importance of the matters involved in this Code, waivers will be granted only in limited circumstances and where such circumstances would support a waiver. Waivers of the Code may only be made by the Audit Committee and will be disclosed by the Company.

##### **Internal reporting**

Employees shall take all appropriate action to stop any known misconduct by fellow Employees or other Company personnel that violate this Code. Employees shall report any known or suspected misconduct to the Director. The Company will not retaliate or allow retaliation for reports made in good faith.

##### **Company's corporate complaints procedure**

As individuals who work on behalf of the Company, we all have a responsibility to help detect, prevent and report instances not only of bribery, but also of any other suspicious activity or wrongdoing. The senior management of the Company is absolutely committed to ensuring that all of us have a safe, reliable and confidential way of reporting any suspicious activity.

If you have a concern regarding a suspected instance of bribery, corruption, unethical conduct, etc., you may communicate the information to the Directors and seek their assistance. In the event that such an incident is reported, the Company shall act as soon as possible to evaluate the situation.

Employees individually are ultimately responsible for their compliance with applicable laws as well as the Code. Every manager will also be responsible from administering the Code as it applies to Employees and operations within each manager's area of supervision.

Signed :



Mark Swetnam, Managing Director  
18/06/2025