



Global Anti-Bribery Rules & Principles

Anti-Bribery

We are One Team

We are proud to act with integrity and fight corrupt, illegal, and unethical practices. We are exemplary when doing business. At CEVA, every employee, in every position – from the Shop Floor to the Board – applies and follows these rules.

Purpose, application, and scope

The purpose of these Global Anti-Bribery Rules & Principles (“R&P”) is to ensure that CEVA, its subsidiaries and affiliates, employees, and business partners in every position comply with all applicable anti-corruption laws and regulations, including but not limited to the FCPA, OECD Convention, the UK Bribery Act, Sapin II*, and similar anti-corruption laws in effect in countries where CEVA does business and has operations.

These R&P explain the risks of bribery and corruption and inform employees about what they should and should not do to ensure we all continue to act with integrity. These R&P should be read along with the [One CEVA Code](#) as well as any other internal regulations. Questions regarding these R&P should be directed to [Ethics & Compliance](#).

We are committed to ethical business conduct

We all live up to our commitment to follow the applicable anti-bribery laws and regulations. Together with our business partners, we strive for a world that is prosperous, secure, and free of corruption. Each of us goes above and beyond to defend our principle of zero tolerance toward bribery.

We have zero tolerance towards bribery

We must never offer, promise, give, or receive anything of value, either directly or indirectly, with the intention of improperly influencing that person’s actions to obtain or retain business or secure a business advantage.

Gifts, entertainment & hospitality

We ensure that gifts, entertainment, and hospitality – both received and provided – are always legal, reasonable, culturally acceptable, and within CEVA’s internal financial limits. Even when gifts, entertainment, or hospitality are exchanged out of the purest motives of a personal or professional friendship, they can be misunderstood and perceived as an improper advantage. We protect CEVA and follow the [Gifts, Entertainment & Hospitality Rules & Principles](#) to avoid any perception of bribes, conflicting interests, or impropriety.

We interact with government officials responsibly

We conduct all interactions with government officials with integrity and honesty and in a transparent and professional manner. We do not give, offer, or accept anything of value to or from a government official or any third party in an attempt to obtain business or improperly influence the other party’s decision or action.

Any relationship with government officials must strictly comply with the rules and regulations to which they are subject, and any benefit conveyed to a government official must be fully transparent, properly documented, and accounted for.

* Law No. 2016-1691 on Transparency, Combating Corruption and the Modernization of Economic Life, dated December 9, 2016.

All gifts, hospitality, or entertainment offered to government officials must be approved by Ethics & Compliance in line with the [Gifts, Entertainment & Hospitality R&P](#).

Political contributions

Generally, CEVA does not intervene in political matters, and we all must strictly follow all financial, ethical, and other laws and regulations regarding political activities.

As private citizens, we all may participate in political activities and make contributions in our own name, on our own time, and with our own money. CEVA, however, does not engage in politics, and no political contribution can be made without CEVA's Chairman's approval. [CEVA Business Rules](#) set out the rules and required approvals regarding political contributions.

Charitable contributions

Charitable contributions are part of CEVA's mission. We conduct charitable activities in a way that promotes CEVA's best interests and contributes to CEVA's good reputation.

Before any donation or charitable contribution, we must ensure the integrity of the beneficiary and ensure there is no connection to a government official who is in a position to act or make a decision in CEVA's favor.

Charitable contributions can only be made in line with the [CEVA Business Rules](#) and must be submitted in advance to Global Communications and Ethics & Compliance.

Sponsorships

CEVA may sponsor sporting, community, and cultural activities and events. However, sponsorship may never be used to obtain an undue business advantage. Before any sponsorship, you must receive approval from local management and ensure that:

- the sponsorship actions are not offered with an intent to inadmissibly influence the recipient (e.g., to make an inappropriate business decision in favor of CEVA);
- the business-related part of such an event is predominant, and the event must contribute to CEVA's good reputation;
- the sponsorship must not be offered during/immediately before or after contract negotiations or during the bid process with CEVA;
- the sponsorship must be documented and retained following local requirements governing document retention;
- all costs of CEVA's sponsorship must be paid directly to the providers.

Any sponsorship requests must be submitted to Global Communications and Ethics & Compliance in advance.

Lobbying

Lobbying (or representation of interests) enhances dialogue and informs the decisions made by public authorities that are likely to affect CEVA's interests. However, lobbying efforts must be professional, reasonable, and appropriate to avoid the appearance of influence peddling. Any representation of CEVA's interests must follow the Group's relevant regulations and policies.

Facilitation payments

Facilitation payments have no place in CEVA and are strictly prohibited. In case of extortion involving a threat to the safety of a CEVA employee or any other facilitation payment demand, notify your line manager and Ethics & Compliance immediately.

Influence peddling

Influence peddling has no place in CEVA. In any doubtful situation, consult Ethics & Compliance immediately.

We keep accurate books & records

All our financial books and records accurately reflect the rationale, purpose, substance, and legality of transactions and payments. We are responsible for the accuracy and security of the books and records we own.

We do not induce or facilitate third parties to make incomplete or misleading entries in their records. We are alert to suspicious transactions where we have concerns regarding the parties involved, the structure, and/or its proceeds. At CEVA, we do not:

- authorize or fund any transaction that is undisclosed or unrecorded in our books, records, and accounts;
- approve, induce, or make any payment with the purpose or understanding that any of it will be used for anything other than what is described in the supporting documents;
- omit, falsify, or disguise entries in any of our books and records or induce or facilitate any third party to do so on their own;
- pay expenses that are improper, unauthorized, and/or not supported by adequate documentation;
- deal with, possess, conceal, or assist any other person to deal with or conceal funds, assets, or property where there is knowledge or suspicion that they relate to an underlying crime or terrorist funding.

CEVA's business partners' responsibility

Together, we deliver a supply chain that we can all be proud of. At CEVA, we follow a rigorous selection process for collaboration with third parties (supplier, co-contractor, subcontractor, intermediary, agent, etc.). We follow [CEVA's Third Party Compliance Due Diligence Program](#) to ensure that our business partners adhere to our high ethical standards, particularly when it comes to corruption and bribery. We never engage business partners to commit bribery or violate anti-corruption laws.

We speak up

We are all responsible for protecting our values and reputation. If you suspect a violation of these R&P, you should speak up. For more information, refer to the [Speaking Up and Retaliation Prevention Rules & Principles](#).

Glossary

Term	Definition
Corruption	Abuse of entrusted power for improper personal advantage.
Active bribery	Offering, promising, or giving anything of value as an inducement for an action that is illegal, unethical, or a breach of trust (for example, bribing a government official to obtain a license, paying small bribes to customs officials to expedite the passage of goods, employing a government official's son to influence the award of contracts, etc.).
Passive bribery	Requesting, agreeing to receive, or accepting anything of value as an inducement for an action that is illegal, unethical, or a breach of trust (for example, a security guard bribed to allow access into a building for the purpose of theft, a procurement professional demanding a 'kickback' to award a contract; an operator accepting a favor by a customer to expedite delivery, etc.).
Kickback	A bribe paid incrementally by the contractor as it is paid, usually an agreed percentage of the contract.
Books & records	Written records of a corporation's activities and business transactions (e.g., accounts, invoices, correspondence, papers, CDs, tapes, memoranda, and any other document or transcribed information of any type).

CEVA business partners	This includes, but is not limited to, suppliers, consultants, intermediaries, contractors, subcontractors, agents, customs brokers, freight forwarders, logistics providers, representatives, Joint Venture partners, or companies and individuals with whom CEVA has a business or commercial relationship or who otherwise have express or implied authority to act on behalf of CEVA.
Government official	An individual who is defined as a government official under local law. This includes employees of any government (such as regulatory authority, customs, or tax authority officials), government-run or government-owned companies, government agencies (such as government-funded universities, banks, or hospitals), political parties or candidates, family members of government employees, or anyone with political influence, even if there is no formal government tie. Government investments in research companies, technology companies, and transportation providers must also be considered in certain countries. If you are unsure about whether an individual or entity could be considered a government official, contact Ethics & Compliance.
Gifts, entertainment & hospitality	Anything of value provided to or received from another person in connection to CEVA's business. "Gifts" may include cash, goods, and services for which the beneficiary does not pay the market price, vouchers, coupons, luxury items, product subscriptions or, licenses, etc. "Entertainment" may include tickets or any other form of invitation to in-person or virtual sports, music, cultural events, business conferences, etc. "Hospitality" may include any form of amenity: travels and trips by car, air, train, or boat, hotel accommodation, meals, payment of restaurant bills, etc. <i>*Excluded are promotional items, diaries, calendars, pens, pencils, or similar products bearing the company's logo and modest hospitality (tea, coffee, water) offered during meetings.</i>
Anything of value	Any form of benefit, which includes, but is not limited to: <ul style="list-style-type: none"> • cash or cash equivalents, gift cards, loans, gifts, or prizes; • employment offers or promises of future employment (to an individual or any of their relatives); • favorable terms on a product or service or product discounts; entertainment & hospitality (payment of travel, hotel or restaurant bills, payment for cultural or sports events); living expenses, or costs of trips or resort stays; • use of vehicles or vacation homes; • discounted or free tickets to events; • services, personal favors, or home improvements; • charitable donations; • invitation letters to support a visa application; • other benefits that are of value to the recipient/provider.
Facilitation payment	Payment made to government officials to obtain or speed up routine services that the officials must provide.
Influence peddling	An act of a person monetizing their real or perceived influence to obtain a favorable decision from a third party. It involves three participants: the influence seeker (the one who provides benefits or gifts), the influence peddler (the one who uses the influence they possess thanks to their position), and the target with decision-making power (public authority, government agency, magistrate, expert, etc.).
Conflicts of interest	A situation that influences or appears to influence one's ability to act objectively in the best interest of CEVA. Corruption can arise when a conflict of interest is concealed, understated, mismanaged, or abused. Please see the Conflicts of Interest Rules & Principles for more information on disclosing and managing conflicts of interest.
Lobbying	Any activity that has the intention of influencing legislation, policy formation, or the decision-making process through any form of advocacy.
Employee	Any director, officer, manager, or employee, whether designated or hired by CEVA, either for a limited duration or an indeterminate period, to work for CEVA.
Charitable contribution	A payment or in-kind benefit gifted to a body with charitable or equivalent status and made without expectation of return.
Sponsorship	A transaction where a company makes a payment, in cash or in kind, to associate its name with a rights holder and, in exchange for the sponsorship fee, receives rights and benefits such as the use of the rights holder's name, advertising credits in media, events, and publications, and use of facilities and opportunities to promote its name, products, and services. It is a business transaction and part of promotion and advertising.

Questions & Answers

We are planning to open a new warehouse and are under pressure as it is taking “way too long” to obtain a permit. An officer at the local authority says the process can be expedited by paying a small additional fee. Can we pay?

No. Facilitation payments that might secure or expedite routine governmental legal actions (permits, licenses, visas, customs clearance, etc.) have no place in CEVA.

The city mayor is looking for transport. If we perform this transport free of charge, we can request the mayor to influence the local authorities and expedite the necessary permits we have been waiting for. Can we do that?

No. Influence peddling has no place at CEVA. Using one’s real or perceived influence to obtain a favorable decision from a third party may appear to be influence peddling, which is strictly prohibited.

During the tender process, a vendor invites us to attend a business meeting and offers to pay for accommodation, travel, and tickets to a major sporting event happening at the same time and place. Can we accept this offer?

No. Accepting any **gift or invitation** that might influence your decision-making ability during a tender process is prohibited. Tender periods are sensitive times, and even though the offers may be exciting and in pleasurable surroundings, they should be refused in accordance with the [Gifts, Entertainment & Hospitality R&P](#).

A potential vendor wants to discuss face-to-face, outside of working hours, in a comfortable place how they can improve their offer so that “it is a win-win”. The idea seems suspicious to me; what should I do?

If you have any doubt, **speak up** to your first or second-line manager. Alternatively, you can also reach out in full confidence to your Ethics & Compliance officer in your country or region. If you prefer, you can use [CEVA’s Ethics & Compliance Helpline](#), available 24/7, in multiple languages – in most countries, you can also report your concern anonymously.

We want to enter a Joint Venture. During the negotiation process, we learned that one of the senior managers of the partner company is also a government official. What should we do?

Even the **perception of bribing government officials** can **damage the reputation** of CEVA and its employees. Any CEVA employee engaging with a business party that is a government official or related to a government official must [contact CEVA's Ethics & Compliance](#) in advance.

I am the local Head of Finance. The local Product Head asked me to pay for the service of a local truck operator who was hired urgently because of an accident with CEVA's permanent business partner. However, I found out that the contract with this third party was not signed by CEVA, the service provider is new to CEVA, and there is no sufficient documentation for the operation. Can I authorize the payment?

No. Despite the urgency of the situation, paying the service provider without following the applicable procurement process and lacking adequate documentation is forbidden in CEVA. Please contact your local Ethics & Compliance officer to receive proper advice.



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