

Anti-bribery and corruption policy

Yondr's mission is to help clients meet their data center capacity and technical real estate needs, faster, more elegantly and with better performance outcomes than anyone else. Our people are Everyday Investors, Candid Friends, Focused Explorers and Quiet Heroes who together create a viable and future-proofed infrastructure model for 21st century business, helping clients meet tomorrow's needs, today.

Introduction:

The purpose of this policy is to set standards of behaviour that help prevent Yondr from becoming involved in bribery and corruption. Yondr is committed to doing business with integrity and transparency and preventing payments of bribes and corrupt acts in any business dealings worldwide. Any form of bribery and corruption is prohibited which includes accepting, offering, paying, giving, soliciting, or authorising bribes. These acts expose Yondr and its employees to the risk of prosecution, fines and other penalties, as well as damaging reputations and increasing the cost of doing business.

Compliance with this policy does not mean that Yondr cannot entertain its customers, suppliers and partners as part of normal commercial relationship building, which is a legitimate part of business. It means that any gifts and hospitality need to be acceptable and proportionate. Therefore this policy should be read in conjunction with Yondr's Gifts and Hospitality Policy.

Any questions regarding this policy should be directed to the Yondr's Company Secretary.

Definitions:

There are various legal definitions of bribery and corruption, but broadly, and for the purposes of this policy:

'Bribery' is promising, offering or giving, or requesting, soliciting and accepting directly through a third party any advantage to or from any person or company to induce or reward a behaviour that is illegal, unethical or a breach of duty. 'Corruption' is abuse of entrusted power for private gain.

An "advantage" or 'bribe' can be any kind of benefit, financial or otherwise, or anything of value or perceived value. It could include any personal, commercial, contractual or regulatory advantage, including even a promise to do or not do something. The advantage could be for an individual, or any person or company associated with them.

The value of the advantage does not matter. Even if of low value, if the intent is improperly to influence the recipient, it can still be a bribe. Even if a bribe is turned down or fails to have the intended effect, it is still a bribe. Yondr can be liable for bribery committed by: an employee, officer or director of Yondr; or any other person performing services for or on behalf of Yondr anywhere in the world (including agency workers, contractors, agents, intermediaries and other business partners).

Those who assist, incite or procure a bribe or conspire with others to bribe can also be guilty of offences.

The policy:

This policy applies to everyone who is employed by Yondr anywhere in the world in any capacity, including directors, officers, employees, agency workers and contractors. Everyone to whom this policy applies are prohibited from:

- / Giving, promising, offering, authorizing or suggesting a bribe in order to obtain or keep business or to secure some other improper advantage
- / Soliciting or accepting a bribe to influence a decision, or to commit or omit to do an act
- / Making facilitation payments
- / Using another party to conduct any of the above

Compliance with this policy on a day-to-day basis, and the prevention, detection and reporting of suspected bribery and corruption, is the responsibility of everyone who is employed by Yondr. Any knowledge or suspicion of bribery or corruption must be reported through the Yondr Whistle-blowing Policy so that they can be investigated in a confidential manner.

Failure to comply with this policy will be treated as a serious disciplinary offence, and may result in reprimand, suspension and/or summary dismissal for gross misconduct. If you commit a bribery offence, you could be prosecuted and face a fine and/or penalty of imprisonment. Yondr could also face fines which could result in significant reputational damage and undermine the trust and relationships that Yondr has built up with its customers and other stakeholders.

Complying with this policy will help protect both you and Yondr. No employee will suffer any adverse consequences for refusing to pay or receive bribes, even if that may result in the company losing business, or suffer any adverse consequences as a result of reporting any suspicion of bribery or corruption in good faith. It is important that this policy is fully understood by all those to whom it applies. Compulsory training will be provided periodically to all relevant employees and will be monitored, evaluated and refreshed regularly. You will be informed if and when you are required to take the training.

Reporting procedure:

It is your duty immediately to report any knowledge or suspicion of bribery or corruption.

Follow the procedures outlined in Yondr's whistleblowing policy. All reported concerns (including those that have been made anonymously) will be treated in the strictest confidence.

It is much better to speak up than to keep quiet about a concern. Keeping quiet may make you personally liable for being complicit in the bribe or corruption. In addition, failure to report a suspicion or occurrence of bribery and corruption will be taken very seriously by Yondr and may result in disciplinary action. You will not suffer any adverse consequences as a result of reporting any suspicion of bribery or corruption.

This policy was approved by the Yondr Board of Directors on 30 September 2019.