



SCYTALYS

Interoperability Systems

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ANTI-BRIBERY & ANTI-CORRUPTION POLICY

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European Finance & Aerospace

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Commercial-In-Confidence

Setting the standards for protecting OUR and OUR CLIENTS' Reputation for Integrity

Introduction

- In conducting our business activities, coming into contact with third parties (subcontractors, intermediaries etc.) and serving our clients, it is essential that we adhere to certain code of practices and that we apply a high level of conduct standards.
- Proper conduct rules and strict observation of anti-corruption legislation is a cornerstone of our code of practice and a safeguard of our and our clients reputation of integrity.
- Walking away from conducts and businesses that are of questionable integrity is a MUST.
- Our and our clients' reputation is NON NEGOTIABLE.



Anti-Bribery and Anti-Corruption Policy

Anti-Corruption Legislation

- During the last years, anti-corruption legislation has been enacted both on national and international levels in an attempt to combat corruption practices, bribery and improper contact.
- According to anti-corruption legislation, companies are held responsible for the business practices of their:
 - a) employees,
 - b) agents, and
 - c) intermediaries (such as advisors, consultants, representatives etc.)
- Examples of such anti-corruption legislation are:
 - 1) US Foreign Corrupt Practices Act (FCPA),
 - 2) Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector,
 - 3) European Anti-Corruption Conventions,
 - 4) The United Nations Convention against Corruption (UNCAC), and
 - 5) OECD Anti-Bribery Convention - Combating Bribery of Foreign Officials in International Business Transactions .



Anti-Corruption Legislation (cont.)

1. US Foreign Corrupt Practices Act (FCPA)

SUMMARY

- The US Foreign Corrupt Practices Act (FCPA) is the most widely enforced anti-corruption law.
- It is the first to introduce corporate liability, responsibility for third parties and extraterritoriality for corruption offences, meaning companies and persons can be held criminally and civilly responsible for corruption offences committed abroad.
- It was enacted in 1977 after foreign bribery scandals involving U.S. companies. The act was amended in 1988 and in 1998.
- The FCPA makes it illegal to corruptly give, offer or promise money or anything of value, directly or indirectly through agents or intermediaries, to foreign officials or political parties or candidates to obtain or retain business.
- Individuals are subject to criminal liability under the FCPA, regardless of whether the company is found guilty or even prosecuted.



Anti-Corruption Legislation (cont.)

2. Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector

SUMMARY

- Under Article 3 of the Treaty on European Union, it is the Union's objective to provide citizens with a high level of safety within an area of freedom, security and justice without internal frontiers, in which the free movement of persons is ensured in conjunction with appropriate measures with respect to external border controls, asylum, immigration and the prevention and combating of crime, organised or otherwise, including corruption.
- The aim of this Framework Decision is in particular to ensure that both active and passive corruption in the private sector are criminal offences in all Member States, that legal persons may also be held responsible for such offences, and that these offences incur effective, proportionate and dissuasive penalties.



Anti-Corruption Legislation (cont.)

3. European Anti-Corruption Conventions

SUMMARY

- Council of Europe Criminal Law Convention on Corruption (COE Criminal Law Convention)

The COE Criminal Law Convention aims to coordinate the criminalisation of corrupt practices, provide complementary criminal law measures and improve cooperation for the prosecution of offences. It entered into force in 2002, and compliance is monitored by the Group of States against Corruption (GRECO).

- Council of Europe Civil Law Convention on Corruption (COE Civil Law Convention)

The COE Civil Law Convention aims to define common international rules of civil law and corruption. Parties are required to compensate persons who have suffered damage as a result of corruption. It entered into force in 2003, and compliance is monitored by the Group of States against Corruption (GRECO).



Anti-Corruption Legislation (cont.)

3. European Anti-Corruption Conventions (cont.)

SUMMARY

- European Union Convention against Corruption Involving Officials (EU Convention against Corruption)

The EU Convention against Corruption aims to fight corruption involving EU or Member States' officials. Member States must ensure that passive or active corruption by officials is a criminal offence. Heads of businesses are to be declared criminally liable for active corruption by a person under their authority acting on behalf of the company.

- European Union Convention on the Protection of the European Communities' Financial Interests (EU Convention on Financial Interests)

The EU Convention on Financial Interests aims to create a common legal basis for the criminal protection of the EC's financial interests. Fraud affecting expenditure and revenue must be punishable by criminal penalties.



Anti-Corruption Legislation (cont.)

4. The United Nations Convention against Corruption (UNCAC)

SUMMARY

- The United Nations Convention against Corruption (UNCAC) is the most comprehensive anti-corruption convention, entering into force in December 2005. It covers a wide-range of corruption offences, including domestic and foreign bribery, embezzlement, trading in influence and money laundering. The UNCAC provisions obligate State Parties to take a number of public and private anti-corruption measures:
 - a) Prevention: Countries are obligated to take anti-corruption measures in public and private sectors.
 - b) Criminalisation: Countries are required to establish a wide range of criminal offences, including basic forms of corruption (like bribery and embezzlement).
 - c) International cooperation: Countries agree to cooperate with one another in every aspect of the fight against corruption and are required to give mutual legal assistance in gathering information for use in court.
 - d) Asset Recovery: Effective asset-recovery provisions send the message that there is no place to hide illicit assets.



Anti-Corruption Legislation (cont.)

5. OECD Anti-Bribery Convention - Combating Bribery of Foreign Officials in International Business Transactions

SUMMARY

- The OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (OECD Convention), adopted in 1997, addresses bribery of foreign public officials. Its aim is to create a level playing field between OECD countries by subjecting countries to the same criminal standards. Before the OECD Convention, the US was the only OECD country that prohibited its companies from bribing foreign officials. The OECD Convention does not address private (business-to-business) bribery.



Anti-Corruption Legislation (cont.)

5. OECD Anti-Bribery Convention - Combating Bribery of Foreign Officials in International Business Transactions (cont.)

SUMMARY

- OECD Anti-Bribery Convention has been signed by Australia, Austria, Belgium, Brazil, Canada, Chile, China, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, India, Indonesia, Ireland, Israel, Italy, Japan, Korea, Luxembourg, Mexico, The Netherlands, New Zealand, Norway, Poland, Portugal, Russia, Slovak Republic, Slovenia, South Africa, Spain, Sweden, Switzerland, Turkey, United Kingdom, United States.
- Each signatory is committed to implement legislation making it a criminal offense for any person intentionally to offer, promise or give any undue pecuniary or other advantage, directly or through intermediaries, to a foreign public official in order to obtain or retain business or other improper advantage in conduct of international business.
- The OECD Convention does not address private (business-to-business) bribery.



Elements of an Anti-Corruption Violation

- The intentional promise, offering or giving and the intentional solicitation or acceptance,
- Directly or Indirectly (to a third party “knowing” that the third party will convey) of any:
 - a) payment and/or article of monetary value,
 - b) benefit, such as a favor or promise, and
 - c) pecuniary and/or undue advantage,

To:

- ✓ an “Official” or “Business Professional” or “Competitor”
- ✓ influence an act, decision, omission in the performance or to refrain from acting of an Official or “Business Professional” or “Competitor”
- ✓ secure “any improper advantage”
- ✓ obtain, retain or direct business



Key Definitions: Anything of Value

Anything of value:

- Not just money.
- Refers to any goods that have a certain utility to the recipient that is real and that is ordinarily not given away free but is purchased.
- Extends beyond cash to include improper gifts, entertainment, charitable and political contributions, and employment or internships for clients, officials, or their related persons.
- No de minimis exceptions.
- Anything of value includes:
 - a) Gifts (such as tickets, side trips, meals, family vacations).
 - b) A Stock, bond, note, or other investment interest in an entity.
 - c) Tangible good(s) and/or intangible benefit(s) (promises included).
 - d) Pecuniary item or other (it does not have to be of a certain value).



Key Definitions: Prohibited Practices

- Bribery: the act of giving money, goods or other forms of recompense to a recipient in exchange for an alteration of their behaviour (to the benefit/interest of the giver) that the recipient would otherwise not alter.
- Influencing any act, decision or omission in the performance of the Official.
- Inducing an Official to influence a government decision.
- Securing any improper advantage to obtain, retain, direct business, or prohibiting others from conducting business.



Key Definitions: Official

- Officer or employee of a government or any government department, agency or instrumentality (including government-controlled company).
- Public officials and officials of public international organizations.
- Person acting for or on behalf of a government or any government department, agency or instrumentality.
- Close relative of an Official.
- Any person that is likely to influence the opinion and acts of the Official in order to obtain an unfair benefit.



Red Flags

- For 3rd/other parties involved in international transactions extra caution is required when:
- The country or region is known for widespread corruption.
- There are news accounts of payoffs or bribes within the country or industry, or by this individual or sales representative.
- The industry has a history of corruption.
- The 3rd/other party involved refuses to provide detailed information about the specific services provided or how he conducts his activities on behalf of the company.
- The 3rd/other party refuses to confirm that he will abide by the FCPA or to execute the required certifications of compliance.
- Statements by the 3rd/other party that indicate a lack of truthfulness or lack of full disclosure.
- 3rd/other party has a bad reputation.



Red Flags (cont.)

- Statements by the 3rd/other party that a particular amount of money is needed in order to “get the business” or “make the necessary arrangements”.
- 3rd/other party has family, business or other close ties with government officials.
- 3rd/other party requires that his identity not be exposed.
- A potential foreign government customer recommends the 3rd party.
- The 3rd/other party lacks a “real office” and staff to perform the required services or is new to the industry.
- Any odd request by the 3rd/other party that reasonably raises suspicions.
- A commission that is substantial in absolute numbers or in relation to the business for which the 3rd/other party is retained.
- Payment that is disproportionate to the value of any services.
- Payment in a third country, especially in secrecy jurisdictions.



Red Flags (cont.)

- Payment through convoluted or confidential means, or a request that the payment not be fully disclosed in the written agreement.
- Over-invoicing or under-invoicing, or requests to back-date invoices or payments.
- Invoices that do not contain a detailed breakdown of the specific services provided.
- A request that a payment be made on an invoice that does not accurately reflect the services for which payment is requested.
- A request that checks be made out to cash or bearer. In addition, request that payments be made in cash.
- A request that payments be made in whole or part to a third party or to a person or entity not involved in the transaction.
- Requests for unusual bonuses or extraordinary payments as well as requests for an unorthodox or substantial up-front payment.



General Guidelines

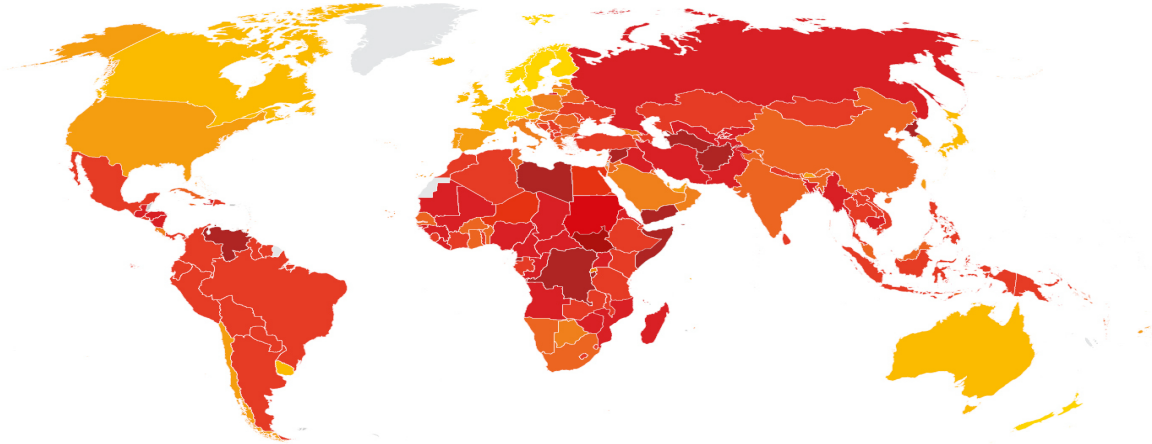
- Detect Early Warning Signals.
- Test an Action Before You Commit.
- Do an Ethics Check:
 - ✓ Is it legal?
 - ✓ Is it the right thing to do?
 - ✓ Does it enhance or diminish our company's reputation?
 - ✓ How will it be perceived by my superiors, our clients, the public authorities both in my country and in the foreign country?
- When in doubt, ask before you act.
- Suspected violations must be reported immediately.
- **Remember:** A risky choice or conduct puts in danger not only the particular transaction but the reputation and the entire well being of our company vis-a-vis the international business community.





CORRUPTION PERCEPTIONS INDEX 2021

The perceived levels of public sector corruption in 180 countries/territories around the world.



SCORE COUNTRY/TERRITORY

88	Denmark
86	Finland
88	New Zealand
85	Norway
85	Singapore
85	Sweden
84	Switzerland
82	Netherlands
81	Luxembourg
80	Germany
76	United Kingdom
76	Hong Kong
74	Canada
74	Iceland
74	Ireland
74	Estonia
74	Austria
73	Australia
73	Belgium
73	Japan
73	Uruguay
71	France
70	Seychelles
69	United Arab Emirates
68	Bhutan
68	Taiwan

67	Chile
67	United States of America
65	Barbados
64	Bahamas
63	Qatar
62	Korea, South
62	Portugal
61	Lithuania
61	Spain
59	Israel
59	Latvia
59	Saint Vincent and the Grenadines
58	Cabo Verde
58	Costa Rica
57	Slovenia
56	Italy
56	Poland
56	Saint Lucia
55	Botswana
55	Dominica
55	Fiji
55	Georgia
54	Czechia
54	Malta
54	Mauritius
53	Grenada

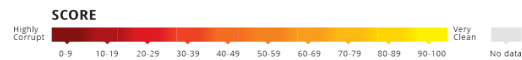
53	Cyprus
53	Rwanda
53	Saudi Arabia
52	Oman
52	Slovakia
49	Armenia
49	Greece
49	Switzerland
49	Namibia
48	Malaysia
47	Croatia
46	Cuba
46	Montenegro
45	China
45	Romania
45	Sao Tome and Principe
45	Vanuatu
44	Jamaica
44	South Africa
44	Tunisia
43	Ghana
43	Hungary
43	Kuwait
43	Senegal
43	Malta
43	Solomon Islands
42	Bahrain
42	Benin

42	Burkina Faso
42	Bulgaria
41	Timor-Leste
41	Belarus
41	Trinidad and Tobago
40	India
40	Maldives
39	Kosovo
39	Colombia
39	Ethiopia
39	Guyana
39	Morocco
39	North Macedonia
39	Suriname
39	Tanzania
39	Vietnam
38	Argentina
38	Brazil
38	Indonesia
38	Lesotho
38	Serbia
38	Turkey
37	Gambia
37	Kazakhstan
37	Sri Lanka
36	Cote d'Ivoire
36	Ecuador

36	Moldova
36	Panama
36	Peru
35	Albania
35	Bosnia and Herzegovina
35	Malawi
35	Mongolia
35	Thailand
34	El Salvador
34	Sierra Leone
33	Egypt
33	Nepal
33	Philippines
33	Zambia
33	Algeria
32	Eswatini
32	Ukraine
31	Gabon
31	Mexico
31	Niger
31	Papua New Guinea
30	Azerbaijan
30	Bolivia
30	Djibouti
30	Dominican Republic

30	Laos
30	Paraguay
30	Togo
30	Kenya
29	Angola
29	Liberia
29	Mali
29	Russia
28	Mauritania
28	Myanmar
28	Pakistan
28	Uzbekistan
27	Cameroon
27	Kyrgyzstan
27	Uganda
26	Bangladesh
26	Madagascar
26	Mozambique
25	Guatemala
25	Guinea
25	Iran
25	Tajikistan
24	Lebanon
24	Nigeria
24	Central African Republic
23	Cambodia
23	Honduras

23	Iraq
22	Zimbabwe
21	Eritrea
21	Congo
21	Guinea Bissau
20	Chad
20	Comoros
20	Haiti
20	Nicaragua
20	Sudan
19	Burundi
19	Democratic Republic of the Congo
19	Turkmenistan
17	Equatorial Guinea
17	Libya
16	Afghanistan
16	Korea, North
16	Yemen
14	Venezuela
13	Somalia
13	Syria
11	South Sudan



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