ACG ACQUISITION COMPANY LTD

SANCTIONS POLICY

Version 1.2

30/09/22

1. Policy statement

1.1. It is ACG Acquisition Company Ltd's ("ACG") policy to conduct all of its business in an honest and ethical manner. The global nature of our business and because sanctions apply across borders means the individuals or entities ACG engage with in those territories may be subject to sanctions imposed by multiple government authorities. This includes those of the United Kingdom (UK), Switzerland, the European Union (EU) and/or the United States (US), amongst others.

1.2. ACG is committed to complying with all sanctions applicable to its business activities. ACG does not participate in transactions or engage in conduct designed or intended to evade or facilitate a breach of applicable sanctions. ACG does not conduct business in, or involving any, embargoed territory or sanctions targets, and does not conduct business that would violate any applicable trade controls or anti-boycott laws. It does not engage in any sanctionable activity that could result in the designation of ACG as a sanctions target. ACG also does not conduct business with SSI entities, which is prohibited by sanctions.

2. About this policy

2.1. The purpose of this policy is to:

a. set out ACG's responsibilities, and of those working for and on our behalf, in observing and upholding our position on sanctions; and

b. provide information and guidance to those working for and on our behalf on how to recognise and deal with Sanction regulations.

2.2. ACG has identified that the making of investments or acquiring operations in countries that are deemed to be in emerging markets provides a particular risk for its business. To address those risks ACG will use the services of appropriate specialists and experts to analyse individual transactions and parties involved to ensure that this policy is followed.

2.3. In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2.4. This policy does not form part of any employee's contract of employment and ACG may amend it at any time.

3. Who must comply with this policy?

3.1. This policy applies to all persons working for ACG or any Group Company, or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

4. **Who is responsible for the policy?**

4.1. The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

4.2. The CFO and Company Secretary have primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering money laundering.

4.3. Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

4.4. You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the CFO or Company Secretary.

5. **What are sanctions**?

5.1. Government authorities impose sanctions for a variety of national security and foreign policy reasons, either unilaterally, based on UN Security Council resolutions, or other multilateral policy initiatives. Failure to address the risk of sanctions violations may undermine ACG's reputation and lead to investigations, fines and/or other penalties for the company and/or individuals.

5.2. Appendix 1 details key terms in relation to the various mechanisms that are in place with regard to sanctions on both individuals and entities.

6. **Processe**s

6.1. ACG's Sanctions measures include the following processes:

6.1.a Identifying the party/ies involved (or his/her representative and proxy if a transaction is being concluded in favour of another individual), and verifying identity;
6.1.b Identifying the beneficial owner of the party, as well as undertaking reasonable measures to verify his/her identity;
6.1.c Obtaining information on the purpose and intended nature of the business relationship;
6.1.d Ensuring that the individual or entity involved in any transaction does not appear on any relevant Government sanction list;
6.1.e Observing rules regarding transactions with Politically Exposed Persons; and
6.1.f Suspending transactions in certain cases.

6.2. ACG shall ensure that all new employees are aware of its Sanctions Policy requirements.

7. Risk-based approach

7.1. To assess each transaction ACG shall apply a risk-based approach that requires the party involved in a transaction to undergo a risk assessment according to their identity, reputation, geographical origin and/or related country, alongside the sanction requirements for the appropriate jurisdiction.

8. Record-keeping

8.1. ACG keeps financial records and has appropriate internal controls in place which will evidence the business reason for entering into transactions with third parties.

8.2. All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness.

8.3. Where appropriate, ACG will record and identify where sanctions vetting of transactions has been undertaken and the outcome arising.

9. Your responsibilities

9.1. You must ensure that you read, understand and comply with this policy.
9.2. The prevention, detection and reporting of money-laundering are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
9.3. You must notify the Company Secretary as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future.
9.4. How to raise a concern
9.5. You are encouraged to raise concerns about any issue or suspicion of any attempt to ignore the impact of a sanction being in place on any party that ACG is seeking to contract with at the earliest possible stage.
9.6. If you believe or suspect a breach of this policy has occurred or may occur, you must advise the CFO or Company Secretary as soon as possible.
9.7. If you are unsure about whether a particular transaction might be subject to sanction restrictions, raise it with the CFO or Company Secretary.

10. Training and communication

10.1. Training on this policy forms part of the induction process for all individuals who work for ACG, and regular training will be provided as necessary.

11. Breaches of this policy

11.1. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
11.2. ACG may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

Contacts

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Company Secretary – ACG@prismcosec.com

Appendix 1

<u>Explanation of sanction key terms</u>

ANTI-BOYCOTT LAWS
Laws enforced by certain states to prohibit compliance with a boycott of certain other states.

BLOCKING SANCTIONS
Sanctions that freeze or block assets, funds and/ or economic resources of a sanctions target and that prohibit making available assets, funds and/or economic resources to such sanctions targets, directly or indirectly.

EMBARGOED TERRITORY
Any country or territory that is the subject of comprehensive (i.e., country-wide or territorywide) sanctions by the US. Embargoed territories are subject to change.

SANCTIONS
Laws, regulations and compulsory measures enacted by sanctioning authorities (governmental authorities or supranational organisations) to prohibit or restrict doing business with or involving certain individuals, groups, entities, vessels, aircraft, regimes, countries or territories. These laws, regulations and measures may directly or indirectly restrict transactions involving goods, services, payments and capital transfers, or the movement of persons. They may also include other prohibitions, as well as licensing and reporting obligations.

SANCTIONS TARGET
• any individual, entity, organisation, government, vessel or aircraft which is a listed target of blocking sanctions (e.g. US Specially Designated Nationals)
• any entity owned 50% or more, directly or indirectly, or controlled by any such listed target.

SANCTIONING AUTHORITY
Any supranational organisation or any governmental authority of the United Kingdom (UK), United States (US), United Nations (UN), European Union (EU), Switzerland or any other applicable jurisdictions that imposes sanctions.

SECTORAL SANCTIONS IDENTIFICATIONS (SSI) ENTITY

Any entity that is subject to sectoral sanctions, and any entity that is 50% or more owned, directly or indirectly, or controlled by any such entity.

SECTORAL SANCTIONS

Sanctions imposed by any sanctioning authority that do not impose blocking sanctions but restrict the ability of certain individuals or entities to access financing or to export or import equipment, goods, technology or services.

TRADE CONTROLS

Trade restrictions imposed by governmental authorities or supranational organisations against certain countries, organisations and individuals. Examples of trade controls include import and export restrictions and anti-boycott laws.