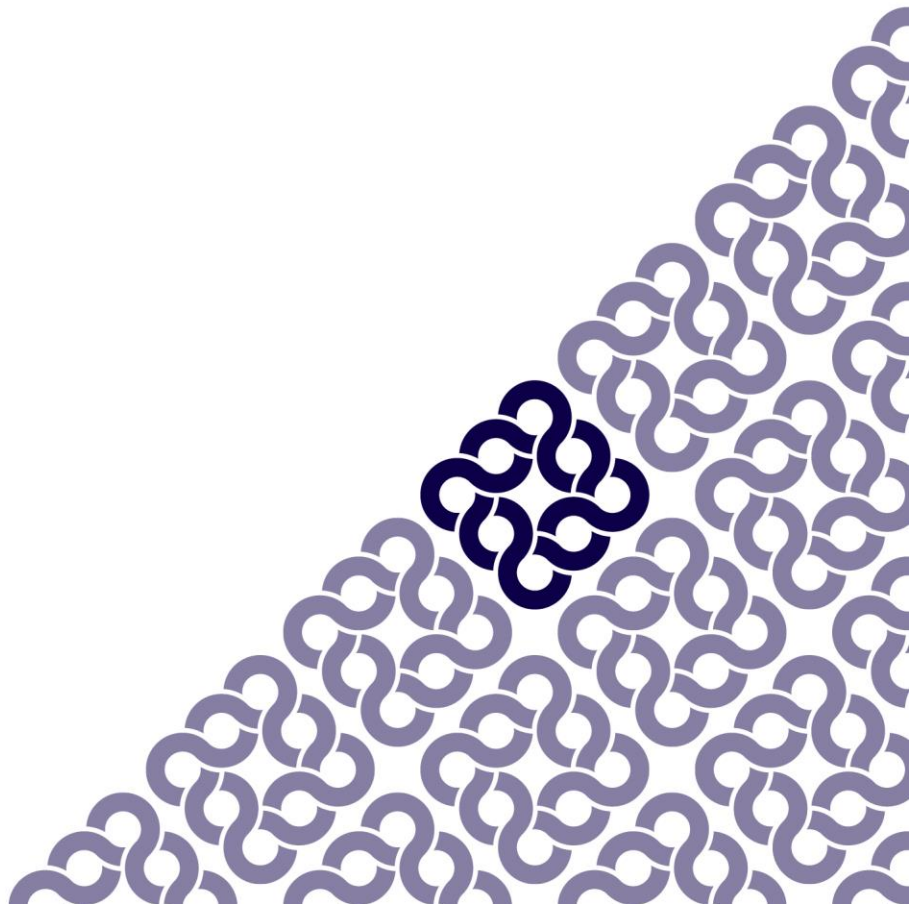


February 2025

ANTI-BRIBERY

AND CORRUPTION

POLICY



Introduction

Athora Holding Ltd. and its subsidiaries (together “**Athora**”) are committed to upholding high ethical standards in the conduct of our business. Our Code of Conduct, the law and this Anti-Bribery and Corruption Policy (“**Policy**”) establish certain standards of business conduct designed to prevent bribery and corruption. Compliance with this Policy is an integral part of a shared responsibility to strive to meet those standards.

Based on our current operations we comply with the U.K. Bribery Act 2010, (the “U.K. Bribery Act”) the Bermuda Bribery Act 2016 (the “**Bermuda Bribery Act**”), and other applicable international bribery and corruption laws in the countries where we operate (collectively, “**Anti-Bribery Laws**”).

Scope

This Policy defines the principles for compliance with Anti-bribery laws. It is important that all Athora’s employees, “our people” do not place themselves in a situation where they may violate those laws, and that all our people are aware of their responsibilities and the procedures for dealing with Anti-bribery.

Athora expects that any third party performing services or acting on its behalf will abide by ethical standards similar to Athora’s relating to anti-bribery and corruption; their commitment to avoiding doing business without bribery, and in particular, not to offer or receive bribes when conducting business on Athora’s behalf. All our people should take reasonable steps to ensure this is the case.

Key Requirement 1

All Athora Business Units are required to implement a local Anti-bribery and Corruption Policy.

Where local laws, regulations, policies or standards are stricter than the requirements set out in this policy, the stricter will prevail.

Where variations to the policy requirements are required, due to local legislation, regulation, or operational environment, an exception to this policy must be sought from the Group Head of Compliance. These policy exceptions once agreed, shall be reflected in the local standard.

Risks controlled by this Policy

The aim of this Policy is to control the risk which can occur if Athora fails to have adequate processes and procedures in place to avoid bribery and corruption. These risks include, but are not limited to, client disadvantage, regulatory fines and sanctions, and damage to Athora's interests and reputation.

Principles and Corporate Objectives

In overseeing the development of this Policy, the Board and management have been guided by the following principles and objectives:

- Reputation is one of Athora's most important assets. Acting ethically and with integrity is crucial to Athora's business. Athora's commitment to integrity and compliance with the law means we seek to carry out our business fairly, honestly and openly.
- Athora is opposed to and prohibit all forms of bribery and corruption, regardless of local customs or traditions.
- Athora is committed to transparent and responsible business conduct.
- Although global anti-bribery and corruption laws are all generally designed around the notion of preventing and criminalizing bribery and corruption, the rules may differ in some respects. Athora's goal is to develop a common set of standards to reasonably comply with the highest standards of applicable Anti- Bribery Laws and assist all our people in their understanding and awareness.

Zero Tolerance – Consequences of Breach

Athora is committed to a zero-tolerance standard towards bribery and corruption and avoiding obtaining business benefits through any improper or unethical means. Athora strives to avoid even the appearance of impropriety and has a zero-tolerance standard for actual or attempted bribery or corruption.

It is important that Athora maintains a culture of integrity where bribery is unacceptable. Therefore, failure to adhere to this Policy may result in disciplinary action up to and including termination of employment.

Athora will fully support any of our people who decline a business opportunity or advantage which would place Athora's ethical principles or reputation at risk or violate the law or this Policy.

Avoiding Bribery

What is a Bribe?

A bribe is directly or indirectly giving, promising, offering, authorizing, requesting or receiving “anything of value” to improperly influence an act or decision of another for the purpose of obtaining or retaining business, or to win an improper business advantage for the Company.

A bribe is not always paid in cash. The term “anything of value” can be any benefit the recipient would find interesting or useful. Examples include, but are not limited to:

- Cash or cash equivalents such as gift certificates or gift cards (other than cards and certificates as approved by senior management that may be awarded by Athora to its people in connection with various recognition, award and other engagement or incentive type activities).
- Loans.
- Gifts or prizes (except as stated above).
- Employment offers or a promise of future employment to an individual or any of his/her relatives and dependents.
- Excessive entertainment and business/hospitality (payment of expenses, travel, hotel, meals, costs of trips etc.).
- Use of vehicles or vacation homes.
- Political or charitable donations.

Never accept or offer bribes in any form or make payments to expedite or secure performance of a business action. Just offering or requesting a bribe is unlawful, even if the transfer never takes place.

General Provisions of International Bribery and Corruption Laws

There are some key similarities in applicable Anti-Bribery Laws. Generally, they:

- Make it unlawful to request, or agree to receive or accept a bribe, and in addition make it unlawful to offer or give a bribe.
- Prohibit private sector (commercial) bribery, as well as bribery of foreign government or public officials.
- Penalize companies for the failure to prevent bribery.
- Broaden liability for third party conduct. Commercial organizations, such as Athora, can be held liable for failure to prevent persons performing services for or on behalf of the organization from committing bribery.
- The Bermuda Bribery Act imposes a duty on public officials to report an offer of a bribe or circumstances relating to collusion in the awarding of contracts.

Government Officials

Global anti-bribery and corruption laws make it unlawful to offer bribes to government or public officials, regardless of whether the bribe is paid to them directly, to someone else on their behalf or through an intermediary. All benefits or expenditures proposed to be made to or on behalf of Government Officials must be approved in writing, in advance by Athora’s Compliance Department, regardless of the size.

For purposes of this Policy, the term “Government Official” includes:

- Any officer, employee (regardless of seniority), representative or elected or appointed official of any government or government or state-owned or controlled entity, anywhere in the world. Examples of government or state- owned or controlled entities include central banks, government pension or sovereign wealth funds, public schools and universities, government healthcare facilities, police agencies, military entities.
- Any employee, representative, official or agent of a public (quasi-governmental) international organisation, such as the World Bank or the United Nations.
- Any individual exercising a legislative, administrative or judicial function.
- Any holder or candidate for public office or official of a political party
- Any member of a royal family.
- Any spouse, child, parent or sibling or other familial relation of the above.

It is the responsibility of all employees to understand whether someone is a Government Official. If there is any doubt about whether someone is a Government Official, employees should discuss the matter with their Compliance Department prior to taking any further action.

Key Requirement 2

The local policy should at least include the following terms:

- The definition of bribery
- A general description of bribery and corruption laws
- Information on how to identify a Government Official

Third Party and Employee Conduct

Athora can be held criminally liable for bribes offered, paid or received in connection with Athora’s business by any party acting on Athora’s behalf or providing services for or on Athora’s behalf. This includes third parties performing services for, or acting on Athora’s behalf and employees, even if Athora had no knowledge of the bribe or if Athora fails to prevent them from carrying out an act of bribery on Athora’s behalf.

Contributions (e.g. cash or in-kind transfers) to business partners may be a punishable offence if they are intended to suppress competition from third parties or to give preferential treatment to individuals. Contributions to business partners are not permitted if they appear to cause undue influence. This is generally assumed if the contribution is made in connection with a direct business transaction.

For these reasons, it is important to exercise care and carry out due diligence when hiring and selecting third parties that will act or perform services on Athora's behalf, especially if that person will interact with Government Officials. The Human Resources Department has implemented due diligence processes within their hiring process. There is an Outsourcing Risk Policy and a Procurement Policy which should be reviewed for due diligence requirements when retaining third party services.

All contracts with third party service providers must be in writing and all initial contracts or renewals must be reviewed by the Legal Department.

If there is reason to suggest a third party should not be retained or an illegal payment has been made by an intermediary, contact the Compliance Department right away. Examples of "red flags" that may warrant further investigation include the following:

- Past accusations of improper business practices.
- The transaction involves a country with corrupt payment practices.
- The third-party objects to the inclusion of an anti-corruption representation in agreements.
- The third-party requests unusual contract terms or payment arrangements, such as a payment in cash.
- The third party's fee exceeds fair and reasonable compensation for the work to be performed.

Key Requirement 3

The local policy should include a description of liability for third parties, due diligence and circumstances which may warrant investigation.

Facilitating Payments

Athora does not permit facilitating payments of small payments of cash or anything of value given to Government Officials for the purpose of expediting or securing the performance of a routine government action (for example,

processing a visa or work permit, scheduling a routine inspection or getting utilities connected).

Key Requirement 4

The local policy should include a prohibition on facilitating payments.

Business Meals, Entertainment, Gifts and Travel

Athora recognizes certain hospitality such as gifts, travel, lodging, meals and entertainment (“Business Hospitality”) plays an important role in conducting business. However, if given inappropriately, Business Hospitality may be construed as bribery.

Business Hospitality aimed at establishing goodwill, fostering legitimate business relationships or that provide an opportunity to learn more about Athora is permitted as long as it is for a legitimate business purpose.

In all cases, Business Hospitality must comply with the Company’s Code of Conduct. All our people should also consult their local Travel and Expense and Gift and Entertainment Policies which may contain additional guidance.

Key Requirement 5

The local Travel and Expense and Gift and Entertainment policies must include the following:

- A description of legitimate Business Hospitality
- A financial limit on the giving or receiving Business Hospitality in accordance with approved local limits
- A Gift and Entertainment Register so that our people can record activities

Offering Hospitality to Government Officials

Any Business Hospitality proposed to be extended to a Government Official requires prior written approval from the Group Head of Compliance. Never offer Business Hospitality to a Government Official in return for business favour or advantage or to influence a governmental decision. If there is any doubt as to whether a person is a Government Official, consult with the Compliance Department.

Receiving Hospitality

Since requesting or accepting a bribe is also illegal and an individual can be personally liable for bribery, all our people should be careful and diligent to make sure that any Business Hospitality offered is also in compliance with this Policy and Anti-Bribery Laws.

Athora recognizes that there may be some unusual circumstances which require special consideration when giving or accepting Business Hospitality. Our people should ask their manager or supervisor, the Compliance Department for guidance if feel there are specific circumstances requiring special consideration in deciding whether to give or accept Business Hospitality.

No Cash Payments

Cash payments are not permitted.

Key Requirement 6

Athora prohibits cash payments.

Political Contributions and Charitable or Sponsorship Donations

Political parties and candidates are considered Government Officials. No political contribution can be offered or made on behalf of Athora. Our People may participate in political activities on their own time, with their own money; Athora will not reimburse personal political contributions.

Similarly, donations made to charities associated with a Government Official may be also considered benefits designed to improperly influence. Any charitable sponsorship or donation made on behalf Athora must be pre-approved by the Group CEO.

Keep in mind that political contributions and charitable or sponsorship donations can include non-monetary items (such as loaned or donated equipment) or use of corporate resources.

Key Requirement 7

Athora prohibits political contributions. Charitable sponsorship or donations must be approved by the Group CEO.

Books and Records

Athora is required to maintain a system of adequate internal accounting controls and to keep books, records, and accounts that accurately and fairly reflect all transactions and dispositions of Athora assets.

All payments must be accurately recorded. False, misleading, incomplete, inaccurate, or artificial entries in Athora's books and records are strictly prohibited. Consult with the Compliance Department if there is any question involving recording payments or transactions.

Questions

Athora encourages all our people to promptly contact their local Compliance function with any question or concern regarding anti-bribery or corruption laws or this Policy. In addition, questions can be sent to the Group Compliance Department.

Reporting Known or Suspected Violations

All our people are responsible for reporting any known or suspected violations of law or this Policy. Failure to report actual or potential violations of this Policy or applicable law is a breach of this Policy and may result in disciplinary measures. Reports can be made to the Compliance Department, or through the speaking up channels. Please refer to the Speaking Up Policy. Reports can be made anonymously.

Non-retaliation

It is against Athora's policy to retaliate against anyone who reports a concern or known or suspected violation of this Policy in good faith and also in line with the Speaking Up Policy and laws governing whistleblowing.

Related Policies

In addition to the Code of Conduct, all our people should also consider any policies concerning procurement, outsourcing, business travel and gift and entertainment.