

Anti-Bribery Policy

As adopted December 2023

Gentherm Incorporated, together with its global subsidiaries (collectively, “**Gentherm**”) is committed to acting with integrity and to the highest standards of ethical conduct in all of our activities. We abide by the laws of the United States and other countries where we conduct business. It is Gentherm’s policy to conduct all business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships.

This Policy applies to all Gentherm directors, officers, and employees, as well as any third parties that act on Gentherm’s behalf (collectively, “**Gentherm Personnel**”). All Gentherm Personnel and anyone authorized to conduct international business on its behalf anywhere in the world must do so ethically and in accordance with Gentherm’s Code of Business Conduct and Ethics (“**Code of Conduct**”). This Anti-Bribery Policy is not designed to be all encompassing, but it is intended to expand upon the provisions of the Code of Conduct. The Code of Conduct requires all Gentherm Personnel worldwide to comply with the U.S. Foreign Corrupt Practices Act (“**FCPA**”), the UK Bribery Act 2010 (“**UK Bribery Act**”) and all similar anti-bribery laws, rules and regulations that apply to Gentherm wherever it does business (collectively, “**Anti-Bribery Laws**”).

For purposes of this policy,

- **Anything of Value** includes not only cash or cash equivalents, but also trips and airfare upgrades, entertainment, donations, investment opportunities other than arm’s length transactions for fair market value, an interest in a business venture, services, payment of medical, educational or living expenses, and transfer of information. Value is not determined solely by the ordinary retail value, but also by whether the recipient subjectively attaches value to the payment or benefit provided.

- **Foreign Official** means any official or employee of a foreign government, or any department, agency, or instrumentality thereof, or any public international organization (i.e. United Nations, World Health Organization, etc.), or their close and immediate family. This policy also includes agents acting in an official capacity for or on behalf of any such government, department, agency, or instrumentality, or public international organization. This includes physicians and administrators at state-owned hospitals or health systems that may be managed as part of a national health ministry. For more information on defining or identifying a “foreign official” review guidance found in the Gentherm Global Travel, Gifts & Entertainment, and Expense Reporting policy, or talk to a member of the Legal and Compliance Department.

Under Anti-Bribery Laws and this Anti-Bribery Policy, bribery of any kind, within or outside of the United States, notwithstanding any local practice, custom or convention, is strictly prohibited. Gentherm prohibits all Gentherm Personnel and anyone acting on its behalf to make any payments or provide Anything Of Value to any person, including any Foreign Official, directly or indirectly, for the purpose of influencing an action or decision, inducing the person to do or refrain from doing any act, or securing an unfair advantage. This policy applies to informal interactions as well as formal agreements.

Gentherm requires that all Gentherm Personnel to comply with the Anti-Bribery Laws, including as set forth in this Anti-Bribery Policy. Compliance with this Anti-Bribery Policy is mandatory. Furthermore, Gentherm Personnel are obligated by this and other Gentherm policies, as well as by the FCPA, to keep books, records and accounts that accurately and fairly reflect all transactions and dispositions of corporate assets. No Gentherm Personnel has the authority to act contrary to the provisions of Anti-Bribery Laws or this Anti-Bribery Policy, or to authorize, direct or condone any violations by any other person.

There are certain circumstances in which you are more likely to interact with someone who is considered a foreign official under anti-bribery laws. Those interactions may include:

- The occurrence of a government audit, such as a tax audit or facility inspection,
- Interactions with local government agencies during the process of applying for permits / licenses, and
- Business outreach and interactions during any traditional gift-giving season or event.

Examples of interactions that would fall within the scope of this policy may include:

- A local government official asks for gifts related to a local holiday season, implying that a generous gift may result in more favorable treatment under local regulations.
- A local customs official required an additional cash payment be made to release a shipment and a receipt is not provided.
- A new supplier tells you that the supplier’s company can provide better prices because it is well-connected with the Royal Family of the country in which supplies are produced.

- During contract negotiations to supply devices to a state-owned hospital, the managing physician indicates that the physician's nephew is looking for a business internship and suggests that perhaps your company could hire the nephew or make further introductions on the nephew's behalf.

Any contracts with or involving foreign officials must be in writing and the business arrangement must be reviewed by the Office of General Counsel prior to execution of any such contract. Gentherm requires its contracts contain specific language and provisions to address compliance with the Anti-Bribery Laws and this policy, including in contracts with third parties engaged to represent Gentherm and its interests in another country.

Although improper payments are prohibited by this Policy, in the event that any improper payments are made inadvertently or under exigent circumstances, these transactions must be properly recorded, even if they may be considered a violation of applicable law. When in doubt, any such payment must be brought to the attention of, and reviewed by, Gentherm's Office of the General Counsel.

If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your supervisor, or the Legal and Compliance Department as soon as possible. Individuals may also report such occurrences through the Gentherm Ethics Hotline ([here](#)). There will be no action or reprisal taken against any Gentherm Personnel or any other person reporting a concern in good-faith. Reporting a good-faith concern means that the individual believes that what he or she is asserting is true, whether a subsequent investigation proves that report to be true or not. We will not tolerate retaliation or retribution for reporting such concerns. Gentherm personnel who report an issue in good-faith, will be protected from intimidation and retaliation.

Failure to comply with this Policy may lead to disciplinary action, up to, and including, dismissal. Certain violations of this Anti-Bribery Policy may require Gentherm to refer the matter to law enforcement authorities for investigation or prosecution. Individuals can be held personally and criminally liable for paying bribes to foreign officials. Any individual who directs, approves, or ignores any conduct in violation of this Anti-Bribery Policy, or who has knowledge of such conduct and does not immediately report it, also may be subject to disciplinary action as permitted by applicable law.