

Anti-Bribery & Corruption Policy

I expect all directors, senior management, and employees of Pearl Holding III Limited (the "**Company**") and all of the Company's subsidiaries (together, the "**Group**") have the highest sense of ethics, to be honest and worthy of trust, and to be role models for their colleagues. The Group takes a zero tolerance approach to bribery and corruption. This is why I personally expect you to read and abide by this Anti-Bribery & Corruption Policy (the "**ABC Policy**").

Chan Kok Wai Peter
CEO of Pearl Group

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GLOSSARY OF DEFINED TERMS

ABC	Anti-Bribery & Corruption
ABC Laws	The FCPA, the UKBA as well as any other ABC laws and regulations applicable to the Group
Beneficial Owner	The person to whom the benefits of ownership of an interest in the entity accrues, even though the interests in the entity might be held by, or in the name of, another person or held in an account over which another person has investment discretion.
Company	Pearl Holding III Limited
Covered Persons	Employees and Third Parties (when acting on behalf of the Group).
Employees	All employees (including temporary and agency employees), directors and officers of the Group
FCPA	US Foreign Corrupt Practices Act
Gift	<p>Includes: cash or gift vouchers, credit, special discounts on goods or services, free services, loans of goods or money, invitations to sporting events or concerts, travel and travel-related expenses, gym or golf memberships, preferential treatment or access, hotel expenses, entertainment, meals, donations to your favourite charity, or any other consideration, advantage, or anything else of value. In some circumstances, it can also include Gifts given in connection with important personal events such as weddings or for festival periods such as Chinese New Year or Hari Raya or Songkran, such as when the Company reimburses the cost of the gift.</p> <p><u>A "Gift" can include any item of any value.</u></p>
Government Authority	The term " Government Authority " means (a) a Governmental Entity; (b) an instrumentality, board, commission, court, or agency, whether civilian or military, of any Governmental Entity, however constituted; (c) an association, organization, business or enterprise which is owned or controlled by a Governmental Entity (otherwise known as a state-owned or state-controlled entity); or (d) a political party.
Government Entity	The term " Governmental Entity " means any supra national, national, state, municipal or local government (including any subdivision, court, administrative agency or commission or other authority thereof) or any arbitrator or any quasi-governmental or private body exercising any

	regulatory, taxing, importing or other governmental or quasi-governmental authority.
Government Official	Any of the following: (i) an employee, officer or representative of, or any person otherwise acting in an official capacity for or on behalf of a Government Authority; (ii) a legislative, administrative, or judicial official, regardless of whether elected or appointed; (iii) an officer of, or individual who holds a position in, a political party; (iv) a candidate for political office; (v) an individual who holds any other official, ceremonial, or other appointed or inherited position with a government or any of its agencies; (vi) an officer or employee of a supra-national organization (including, without limitation, the World Bank, United Nations, International Monetary Fund and OECD); and (vii) spouses and other immediate family members of the foregoing.
Group	The Company and all of its direct and indirect subsidiaries
Hospitality	<p>All social entertainment and/or hosting in connection with the Group's business, for example, tickets to sporting events, or invitations to social events, concerts (where an Employee is present and discusses business matters). It includes invitations to lectures, conferences and trade shows or equivalent (and any accommodation, meals, and/or travel provided in connection with such invitations). It also includes lunches and dinners.</p> <p><u>"Hospitality" can include any item of any value.</u></p>
Joint Venture	A joint venture includes any joint venture, teaming arrangement, or other business combination with a third party.
Joint Venture Partner	Each party to a Joint Venture.
Third Parties	Consultants, independent contractors, agents, and brokers who perform services for or on behalf of the Group
UKBA	UK Bribery Act

INTRODUCTION

1.1 Summary and Guiding Principles

It is the Group's policy to conduct its business in a manner consistent with the ABC Laws. You must comply with this ABC Policy, even where local law is less strict than this ABC Policy. Where local law is stricter, you must comply with local law in addition to this ABC Policy.

1.2 Scope

This ABC Policy applies to all **Covered Persons**.

1.3 Effective Date / Approval / Annual Review

This ABC Policy is effective April 2, 2018.

The CEO has approved this ABC Policy and the General Counsel will review and update this ABC Policy as needed.

1.4 Roles & Responsibilities

Employees

All Employees must read, familiarize themselves with, and comply with this ABC Policy. Any Employee who fails to comply with the standards contained in this ABC Policy will be subject to appropriate disciplinary action, which may include termination.

Each Employee is required to complete and sign, when hired and at least annually thereafter, an acknowledgment statement, confirming that the Employee fully understands, and has committed to complying with this ABC Policy. These acknowledgment statements shall form a part of the personnel file of each Employee. The Acknowledgement Statement is at **Appendix A**.

If you have questions or concerns regarding this ABC Policy, you should contact the General Counsel.

Senior Management

The Group's senior management shall be responsible for implementing a compliance program that is reasonably designed to prevent the Group, its Employees, and its Third Parties from violating the ABC Laws. The Group's senior management has implemented a management-level compliance committee (the "**Compliance Committee**") which includes the Group CEO, CFO, General Counsel, and the HR Director.

PROTOCOLS FOR COMPLIANCE

1.5 General Principles for Compliance

This ABC Policy strictly prohibits all public or private bribery. This means that you **must not** offer, pay, promise to pay, or authorize the payment of **anything of value**, directly or indirectly, to a **Government Official** or private person for the purpose of:

- influencing any act or decision of such person;
- inducing such person to do or omit to do an act; or
- securing any improper advantage,

in order to obtain or retain any business, license, permit, or other unfair advantage.

You also must not knowingly engage in such prohibited conduct through an intermediary such as a consultant, agent, Joint Venture Partner, or other party. A person has knowledge if he or she is aware of a "*high probability*" that such prohibited conduct will occur. Further, a person's "*conscious disregard*", "*willful blindness*", or "*deliberate ignorance*", of culpable conduct or suspicious circumstances is also considered as evidence of knowledge.

"**Anything of value**" means anything that provides a benefit, including, but not limited to, cash or cash equivalents, gifts, consideration, the purchase or sale of property or services at inflated or discounted prices, hospitality, cars, jewellery, home improvements, travel, loans, loan guarantees, stock or shares, free use of company or personal property such as cars, equipment, office space, housing, charitable contributions or donations, refunds, rebates, and preferential treatment in the provision of, or preferential access to, business opportunities, goods or services. A thing of value also can include intangible benefits, such as inside information, stock tips, or assistance in arranging a business transaction (e.g., providing a business opportunity or employment to a family member), or an agreement to act or not act in a way that is unfairly advantageous to the person making the offer to the Government Official.

1.6 Dealings with Government Officials

Bribing a Government Official is a serious offence and carries particular reputational and legal risks. Therefore, you must ensure that you are particularly vigilant when dealing with Government Officials that you do not do anything that could be a breach of this ABC Policy or ABC Laws.

1.7 Facilitation Payments

A facilitation payment (also known as a "grease payment" or "speed money") is a small value payment to a Government Official, made to secure or expedite the performance of routine, non-discretionary governmental action, such as granting permits or licenses, to which the payer is entitled.

Facilitation payments are generally made to facilitate or accelerate an action by a Government Official and are not otherwise required by the official process, for example:

- a payment to a customs official to speed up the release of goods from a customs warehouse;
- a payment to a regulator to ensure that an application is processed more quickly.

These types of payments are bribes under this ABC Policy and, therefore, this ABC Policy strictly prohibits facilitation payments. You **must not** make facilitation payments in connection with the Group's business, nor use Third Parties to make such payments in connection with the services they are providing the Group.

This ABC Policy does not tolerate facilitation payments unless required for medical or safety emergencies (i.e., where there is a risk to life, physical safety or liberty). Wherever possible, the Covered Person making the payment must seek a written receipt of some kind.

Any Covered Person receiving a request for a facilitation payment must report it as soon as possible to the General Counsel.

1.8 Indirect Payments through Third Parties

This ABC Policy prohibits both direct and indirect payments and provisions of Anything of Value including *quid pro quos*. The Group can face criminal liability for improper payments by its Employees and Third Parties. This means that Employees cannot use Third Parties to make improper payments.

The Group expects all Third Parties with whom it engages to act with integrity and to undertake their business in accordance with this ABC Policy. Our agreements with Third Parties must include provisions that prohibit them from offering, promising, accepting, giving, receiving, or authorizing bribes in connection with the Group's business.

In order to mitigate the risk of Third Parties making improper payments, all Third Parties must (a) undergo a risk-based on-boarding process that includes ABC due diligence, and (b) provide ABC certifications at the time of on-boarding and annually.

1.9 Protocols for Compliance

Under this ABC Policy, you **must not**:

- offer, promise, give, or authorize a bribe of any kind or Anything of Value to any person, directly or indirectly;
- request, receive, solicit, agree to receive, obtain, or accept a bribe of any kind or Anything of Value from any person, directly or indirectly;
- make facilitation payments;

- authorize or engage in any of the above conduct through a Third Party;
- take advantage of a situation where you know, or ought to know, that a bribe or Anything of Value has been promised, offered or received by Third Parties or any other party.

You must:

- comply with the highest ethical standards in conducting the Group's business;
- be vigilant in identifying any improper conduct and conduct proper due diligence;
- report to any member of the Compliance Committee, or through the Company's Whistle Blowing Policy, any suspicious activity.

DUE DILIGENCE

1.10 Transactions and Counterparties

The Group may from time to time engage in transactions involving contractors, local suppliers and local distributors, as well as a range of potential intermediaries and other multinational enterprises ("**Counterparties**"). In some cases, transactions may involve or require interaction with Government Officials (e.g., local regulators, customs and tax officials) and/or Government Authorities.









You must be vigilant in considering the risks presented by such transactions under this ABC Policy. In particular, you must watch for indicators of possible improper requests for, or the promise of provision of benefits to, Government Officials in connection with transactions, regardless of whether the Group has any direct involvement or responsibility for the circumstances of concern.

The Group will undertake a risk-based compliance review in planning for any new venture or engagement that might expose it to risks under ABC Laws, including projects undertaken to improve public welfare and community relations. In such "due diligence" process, you should be sensitive to any indicators, or "red flags", suggesting risks or issues under ABC Laws.





The Employee responsible for the transaction should record relevant information regarding the transaction and provide it to the General Counsel early in the transaction planning process. An ABC checklist form is attached at **Appendix B** to assist in such diligence efforts for transactions of substantial size or otherwise meriting due diligence. The amount of due diligence that should be conducted depends on the risk associated with a particular transaction or Counterparty as determined by the General Counsel.

Examples of red flags to look for in transactions include:

Red Flags Involving Local Business Counterparties

-  The Counterparty is a Government Authority.
-  Reputation research on the Counterparty identifies past allegations or incidents of corruption or illegality, or provides other causes for concern regarding its integrity or the integrity of its principals.
-  Government Officials (or their immediate family members) serve as directors, officers, employees or agents of the Counterparty or otherwise receive compensation or other benefits, directly or indirectly, from the Counterparty.
-  Government Officials may be shareholders or beneficial owners of the Counterparty.
-  A Government Official is offered, or expects to receive, a financial interest in the Counterparty or the transaction.
-  The Counterparty, or its principals, refuses to sign an ABC certification, or objects to providing an ABC compliance warranty without providing a reasonable explanation.
-  A Government Official associated with the Counterparty has a conflict of interest in connection with the transaction (e.g., by having the authority to direct or influence a governmental action in relation to the transaction).
-  The Counterparty's participation in the underlying transaction is attributable to a sole-sourced or non-transparent bidding process or other apparent non-market considerations.

Red Flags Involving the Structure of the Transaction

-  Control mechanisms are lacking or inadequate to prevent the diversion or misuse of funds committed to the transaction.
-  Payments are contemplated or made to accounts or persons in countries that otherwise have no role in the transaction and without a reasonable commercial justification.
-  Shell companies, holding companies, or blind trusts are proposed or used for the transaction without a reasonable commercial justification.
-  There are parties involved in the transaction that do not have a substantive commercial role.

The presence of red flags does not necessarily require withdrawal from the relevant transaction, but rather means that further inquiry is necessary to determine whether, and to what extent, risks are present and whether adequate safeguards or other preventive measures can be put in place to mitigate such risks. When in doubt, consult the General Counsel.

1.11 Consultants and Other Intermediaries

Professional integrity is a prerequisite for the selection and retention of Consultants by the Group. Consultants annually must certify their adherence to and compliance with this ABC Policy and must never be authorized or permitted to circumvent the Group's requirements, values and principles.

In particular, in connection with their work on behalf of the Group, Consultants must not make, offer, promise, or authorize the payment of money or anything of value, directly or indirectly, to any Government Official for purposes of:

- (i) influencing any act or decision of such person in his/her official capacity;
- (ii) inducing such person to do or omit to do an act in violation of the lawful duty of such person; or
- (iii) securing any improper advantage,

in order to assist the Group or the Consultant in obtaining or retaining business for or with, or directing business to, any person.

We hold Consultants responsible for understanding whether any particular individual is a Government Official, and obtaining guidance from the General Counsel in cases of doubt.

Due Diligence Review













Prior to on-boarding, all Consultants first must undergo a due diligence review to ensure that the appointment or compensation of the Consultant would not result in, or significantly risk, a violation of the ABC Laws. Any such Consultant will be required to respond to a questionnaire (in the form as provided in **Appendix C**) and to certify as to the accuracy of the information provided. Whenever the General Counsel deems it appropriate or necessary, the investigation shall include a personal interview of the prospective Consultant by the General Counsel or a designee.

As part of the due diligence review, the Group will assess, among other things:

- the reputation of the Consultant, including through public information and reference checks;
- whether any Government Official has a direct or indirect beneficial interest in, or a relevant relationship with, the Consultant;
- the professional capability and experience of the Consultant;
- the adequacy of the internal controls of the Consultant;
- the financial standing and credibility of the Consultant;
- the history of the Consultant's compliance with ABC Laws and other relevant laws and regulations regarding integrity; and

- any additional items as determined by the General Counsel.

When conducting this due diligence you should seek to identify and be aware of any red flags, including, for example:

-  The Consultant is, or is affiliated with, a Government Authority or Government Official.
-  The Consultant requests payment to an account that is not in the Consultant's name, or to a third party, or to a bank located in a jurisdiction in which the Group conducts no business.
-  The Consultant makes unusual or suspicious requests, such as to backdate invoices.
-  The Consultant proposes or uses shell companies, holding companies or blind trusts to hold funds or facilitate transactions.
-  The Consultant objects to our standard contract transparently setting forth the terms of the engagement, without providing a reasonable commercial justification.
-  The Consultant hesitates or is unwilling to provide ABC certifications.
-  The Consultant asks for success fees that are substantially higher than the "going rate" in the relevant market among comparable service providers, without providing a reasonable commercial justification for the difference.
-  The Consultant was recommended by a Government Official.
-  The Consultant appears to lack the resources and/or qualifications to provide the services offered.
-  The Consultant is new to the business, unable to provide references, or unable to document its claimed experience.
-  The Consultant appears to be in significant financial difficulties or has a history of insolvency.
-  The reputational research on the Consultant identifies past allegations or incidents of corruption or unlawful activity, or provides other cause for concern regarding the Consultant's integrity.

The presence of red flags does not necessarily mean that the Company or the Group cannot retain the Consultant, but rather it means that further inquiry is necessary to determine whether, and to what extent, risks are present and whether adequate safeguards or other preventive measures can be put in place to mitigate such risks. When in doubt, consult the General Counsel.

Contracts with Consultants

The Group shall:

- a) have a written contract with all Consultants; and
- b) The contract will incorporate, among other provisions, a requirement that the Consultant comply with the prohibitions of the ABC Laws, maintain adequate books and records, and institute and uphold this ABC Policy in connection with all work performed for the Group and provide an annual certification of adherence to and compliance with this ABC Policy and all ABC Laws.

A list of contract clauses (and exhibits) for inclusion in Consultant contracts appears in **Appendix D**. These are model provisions and should be adapted to the specific relationship contemplated by the Group and the Consultant.

The Group will only make payments to the Consultant by electronic funds transfer. The Group will make the payment directly into a bank account in the Consultant's name as provided in the Group's contract with the Consultant. Unless the General Counsel determines that another jurisdiction is commercially justifiable, the bank account should be located in the Consultant's country of residence and/or another country in which the Group does business.

1.12 Joint Ventures

This ABC Policy requires that each Group company must conduct due diligence on all Joint Ventures and Joint Venture Partners to ensure that the Joint Venture would not result in a significant risk of violating any applicable ABC Laws or this ABC Policy.







Due Diligence Review

Joint Venture Partners will be required to respond to a questionnaire (in the form as provided in **Appendix E**) and certify as to the accuracy of the information provided.

As part of the due diligence review, the Group will assess, among other things:

- the reputation of the Joint Venture Partner and its principals, including through public information and reference checks;
- whether any Government Official has a direct or indirect beneficial interest in, or a relevant relationship with, the Joint Venture Partner;
- the professional capability and experience of the Joint Venture Partner and its principals;
- the adequacy of the internal controls of the Joint Venture Partner;
- the financial standing and credibility of the Joint Venture Partner;
- the history of the Joint Venture Partner's and its principals' compliance with ABC Laws and other relevant laws and regulations regarding integrity.

When conducting this due diligence, you should seek to identify and be aware of any red flags, including, for example:

-  The Joint Venture Partner is a Government Authority.
-  Reputation research on the Joint Venture Partner identifies past allegations or incidents of corruption or illegality, or provides other causes for concern regarding its integrity or the integrity of its principals.
-  Government Officials (or their immediate family members) serve as directors, officers, employees, or agents of the Joint Venture Partner or otherwise receive compensation or other benefits, directly or indirectly, from the Joint Venture Partner.
-  A Government Official is known or suspected to be a material shareholder or material beneficial owner of the Joint Venture Partner.
-  A Government Official is offered, requested, or expects to receive a financial interest in the Joint Venture.
-  The Joint Venture Partner or its principals refuse to sign an ABC certification or objects to providing an ABC compliance warranty.

The presence of red flags does not necessarily mean that the Group cannot proceed with the Joint Venture, but rather it means that further inquiry is necessary to determine whether, and to what extent, risks are present and whether adequate safeguards or other preventive measures can be put in place to mitigate such risks. When in doubt, consult the General Counsel.

Contracts with Joint Ventures

All agreements forming a Joint Venture will require the Joint Venture to comply with the ABC Laws. In addition, the Group should use its best efforts to ensure that any Joint Venture adopts and implements standards consistent with this ABC Policy.

Certifications

The Group will request an annual certification from the manager or other individual in a supervisory role and in a position to have relevant personal knowledge at each Joint Venture to the effect that the Joint Venture has adhered to and will comply with ABC Laws and the provisions of this ABC Policy.

The certification will be in substantially the same form as attached at **Appendix F**.

GIFTS & HOSPITALITY

1.13 Introduction

Giving or accepting **Gifts** or lavish **Hospitality** may create the perception of a conflict of interest or other impropriety and may create legal liability under the ABC Laws. The Group must always adhere to the ABC Laws that apply to the Group's businesses. Group Employees

must never offer to provide (or solicit or coordinate the provision of) any Gift or Hospitality which could be viewed as attempting to inappropriately influence the recipient's decisions or secure an advantage for the Employee or the business. Similarly, Group Employees must not solicit or accept for themselves, for the Group, or for any other person any Gift or Hospitality that might reasonably be expected to inappropriately influence their decisions or secure an advantage for the Employee or the business.

- Please note that tickets to events can be Gifts or Hospitality depending upon whether the Group is hosting the event. Under this ABC Policy, a ticket to an event to a counterparty where the Group is not hosting the event is a Gift. For example, a ticket to a sports event where no Employee is present is a Gift. Conversely, a ticket to a Group hosted event is Hospitality. For example, a ticket to a sporting event where Employees are present and discuss business matters with the guest (e.g., a Company box) is Hospitality.

1.14 Interactions with Government Officials

Gifts for Government Officials

Dealings with any Government Official, including providing them with Gifts and Hospitality, are particularly risky, because ABC Laws tend to be stricter and the penalties higher in relation to Government Officials. As a general guideline, ***only with the prior written approval (as indicated in the chart below)***, providing reasonable, low-value, promotional materials with the Group's logo to Government Officials may be permitted (subject to special circumstances such as prohibitions under the internal policies of the relevant Government Authorities), but other gifts to Government Officials are strictly prohibited.

The below chart lists the thresholds for gifts to Government Officials:

Less than USD 50 per gift	USD 50-100 per gift	More than USD 100 per gift or more than USD 200 per person annually
Prior approval from: (1) General Manager and Functional VP; and (2) CFO or General Counsel	Prior approval from (1) Functional VP; (2) CFO or General Counsel; and (3) CEO	Not permitted

Hospitality for Government Officials

All Hospitality for a Government Official must be approved in advance (as indicated in the chart below), regardless of the amount.

The Employee hosting the Hospitality must submit a request for ***advance written approval*** using the Gifts & Hospitality Approval/Reporting Form (attached at Appendix A) with any

supporting documentation to ***obtain the prior written approval (as indicated in the chart below) of the Designated Management Officer.*** After any hospitality event, the Group employee must report the actual attendees and the total amount of the hospitality expenses to the Designated Management Officer within **five business days** of the relevant event, providing the relevant receipts.

The Group hosted Hospitality must be limited to general social invitations that are customarily extended to Government Officials, are not lavish or have the appearance of being lavish, and do not carry business obligations. In addition to being reasonable and customary for conducting business, the Hospitality must not be so frequent or extensive to raise any questions of its propriety. Generally, we should not offer Hospitality to any Government Official or Government Authority on more than a bi-annual basis.

Reporting Requirements and Thresholds for Hospitality for Government Officials

Not to exceed more than two times per year and not more than USD 100 per person annually	
Less than USD 50 per person	USD 50 or more per person per event or USD 100 per person within a calendar year.
Prior approval from (1) General Manager or Functional VP ¹ ; and (2) CFO or General Counsel	Not permitted

1.15 Interactions with Commercial Counterparties

This ABC Policy does not restrict reasonable, proportionate and legally permissible Gifts and Hospitality to commercial counterparties, i.e., a counterparty which is not owned or controlled by a Government Authority or otherwise involve a Government Official, for a proper purpose, provided the Gift or Hospitality complies with the reporting requirements and thresholds set out below.

Gifts for Commercial Counterparties

No cash Gifts and USD 200 per person annual limit				
Less than USD 30 per person	USD 30-50 per person	USD 50-75 per person	More than USD 75 per person	Total value of Gifts per person per calendar year exceeds USD 200,

¹ Functional VPs are as follows: (i) for Procurement, Purchasing, Logistics, Customs, Freight & Transportation – VP of Procurement; (ii) for Sales, BD & Commercial, MarCom – VP of Sales & BD; and (iii) for Finance, Tax & IT – CFO.

Prior approval from (1) General Manager; or (2) Functional VP	Prior approval from (1) General Manager; and (2) Functional VP	Prior approval from (1) Functional VP; (2) CFO or General Counsel; and (3) CEO	Not permitted	Prior approval from (1) CEO; (2) CFO; and (3) General Counsel;
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Hospitality for Commercial Counterparties

Per event limit of: USD 2,000 with prior approval from CEO, CFO, and General Counsel				
Less than USD 50 per person	USD 50-75 per person	More than USD 75 per person	More than USD 150 per person	USD 1,000 per person or more per event
Prior Approval from (1) General Manager; or (2) Functional VP	Prior approval from (1) General Manager; and (2) Functional VP	Prior approval from (1) CEO; and (2) CFO or General Counsel	Prior approval from (1) CEO; (2) CFO; and (3) General Counsel	Not permitted unless in the case of special situation and only with prior approval from (1) CEO; (2) CFO; and (3) General Counsel

1.16 Records

Employees must document and keep records of all Gifts and Hospitality, including the names and titles of the recipients and their organizations, the venue, and business purpose, using the Gifts and Hospitality Approval and Reporting Form (attached at **Appendix G**). Group Employees must also submit original supporting documentation (e.g., invoices, receipts) with the Gifts and Hospitality Approval and Reporting Form.

1.17 Gifts & Hospitality Received

While it is difficult at times to determine the precise value of Gifts and Hospitality received, the thresholds described above also apply to Employees who receive such benefits. Employees should use reasonable judgment to determine the value of Gifts and Hospitality and the Employees are encouraged to consult with the General Manager or Functional VP as needed prior to accepting such Gift or Hospitality.

1.18 Exceptions

Benefits such as Hospitality of nominal value (e.g., tea, coffee, sandwiches, or other refreshment at a business meeting or event) or Gifts of nominal value or customary closing gifts (e.g., inexpensive items bearing a corporate logo such as calendars, pens, caps, etc.) are not covered by the requirements under this guideline, except with regard to Government Officials.

Employees can accept (but not provide) industry standard Hospitality, such as industry drinks or other networking events, free admission to industry-related briefings by economists, lawyers, accountants or banks, free admission to conference events (but not expenses) without prior approval by the General Counsel so long as they are open to other industry representatives, and are not lavish, disproportionate or inappropriate.

1.19 Political Donations

This ABC Policy prohibits all Employees from making political donations on behalf of the Group. The Group will deny all requests for political donations.

Nothing in this ABC Policy prevents Employees from making political donations in a personal capacity. However, a personal political donation must be transparent, compliant with applicable laws, and not made as a means of indirectly making a donation on behalf of the Group.

1.20 Charitable Donations, Community Projects and Sponsorships

A charitable donation is a Gift, Hospitality, funding or other contribution to a registered charitable organization or entity. It is important that charitable donations be free from any suspicion of bribery, whether direct or indirect. Covered Persons may not make a charitable donation if the request for the donation comes from customer, supplier or Government Official.

Covered Persons must not donate to individuals; the donations must be to incorporated and compliant community groups, clubs, associations, not-for-profit organizations, non-government organizations, other community-related commercial organizations and/or academic bodies such as universities. The Group does not donate to organizations linked to political parties or politicians.

The table below sets out the thresholds for charitable donations:

All charitable organizations must be pre-approved by CFO and General Counsel		
Less than USD 5,000 per year	USD 5,000 or more per year	USD 10,000 or more per year
Prior approval from CFO and General Counsel	Prior approval from (1) CEO; (2) CFO; and (3) General Counsel	Not permitted unless in the case of disasters and emergencies and only with prior approval from (1) CEO; (2) CFO; and (3) General Counsel

Pre-Donation Due Diligence

When deciding whether to offer a donation to a charity, there are some simple questions to ask:

- Is the charity a valid charity, i.e., is it registered with the applicable regulatory authority responsible for regulating charities in the relevant jurisdiction?
- Is there any history of bribery-related issues or other irregularities with this charity?
- Can the Company make the donation under applicable laws?
- Will the Company make the donation directly to the charity via bank transfer?
- Will the recipient use the donation for charitable purposes?
- Is the person requesting the donation (name/address) a Government Official or connected to a Government Official?
- Could the donation result in a personal gain (monetary or otherwise) to the person requesting the donation (or someone connected to the person)?
- Is there a possible conflict of interest arising from a related business transaction?
- If the person who requested the donation is a Government Official, does applicable law permit such a donation, as would be the case for a contractually specified "offset" including Government works, community contributions, or local employment quotas?

Post-Donation Due Diligence

If the General Counsel approves the donation, the accounting/finance department must make sure that (i) it accurately records the donation in the Company's books and records; and (ii) the charity has provided the Company with a written receipt of the donation. The Employee making the donation should monitor that the charity applies the donation for the intended purpose (to the extent reasonably possible).

TRAINING

The Group, through the General Counsel, will provide, or will arrange for regular training on the ABC Policy. When necessary, the Group will provide specialized training to personnel with significant compliance responsibilities. The General Counsel is responsible for overseeing the Group's compliance with maintaining records of all training sessions, including copies of the presentations, dates, instructor's name and attendance lists.

EMPLOYEE HIRING

Prior to the appointment or compensation of relevant Employees, including any officer, director or salaried Employee, the Group must carry out reasonable due diligence to ensure that such appointment or compensation is consistent with this ABC Policy and would not result in a violation of ABC Laws.

BOOKS AND RECORDS

The accounts/finance department, in consultation with the General Counsel, must act to ensure that:

- (i) books, records and accounts are kept in reasonable detail to accurately and fairly reflect transactions and dispositions of assets; and
- (ii) a system of internal accounting controls is maintained to provide reasonable assurances that:
 - a. transactions are executed in accordance with management's general or specific authorization;
 - b. transactions are recorded as necessary, (i) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (ii) to maintain accountability for assets;
 - c. access to assets is permitted only in accordance with management's general or specific authorization; and
 - d. the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

HANDLING COMPLIANCE ISSUES / CORRECTIVE ACTIONS

1.21 Reporting Obligations

Covered Persons should report any concerns regarding potential violations of this ABC Policy in accordance with the Whistle Blowing Policy.

1.22 Enforcement and Discipline

The standards set forth in this ABC Policy are important to the Group and Covered Persons must take these standards seriously. Accordingly, the Group will not tolerate any violations of these standards and, in accordance with applicable laws and regulations, will take appropriate disciplinary actions, up to and including termination.

Any penalty the Group imposes will reflect the seriousness of the ABC Policy violation and any unique circumstances of the situation.

1.23 Response to Suspected Violations

In the event of a material violation or suspected violation of the ABC Policy, the General Counsel, promptly shall notify senior management.

The General Counsel shall determine the appropriate response as soon as practicable, which may include:

- investigating all aspects of the alleged ABC Policy violation;
- preparing recommendations for remedial action;
- as appropriate, notifying the Compliance Committee of the incident and the planned response; and
- promptly initiating all appropriate remedial measures.

CONTROLLING LANGUAGE

In case of a discrepancy between the English language original of this ABC Policy and the translation, the English language version will control.

APPENDIX A

EMPLOYEE RECEIPT AND ACKNOWLEDGMENT

I acknowledge that I have received my personal copy of the Anti-Bribery Compliance Policy (the "**ABC Policy**"). I understand that I am responsible for knowing, understanding, and adhering to the standards and requirements of the ABC Policy and that a deliberate violation or taking any action that is highly likely to result in a violation, would constitute a disciplinary offence that could result in a penalty up to and including termination.

Signature

Print Name

Date

*

*

*

APPENDIX B

ANTI-BRIBERY COMPLIANCE CHECKLIST FOR DUE DILIGENCE OF TRANSACTIONS

Please read this checklist in conjunction with the ABC Policy. All capitalized terms have the same meaning as in the ABC Policy.

Government Authorities and Officials

1. List Government Authorities involved in the transaction, including those whose approval may be required at some stage in the transaction.

--

2. List relevant Government Officials involved in the transaction, including:
 - (a) *Government Officials whose approval, individually or as a member of a body, may be required at some stage in the transaction.*
 - (b) *Government Officials who are in a position to influence, formally or informally, any required Government Authority approval.*
 - (c) *Government Officials who may receive a direct or indirect personal benefit arising from the transaction.*

--

Local Business Partners involved in the Transaction (the "Counterparty")

3. What is the Counterparty's name, location and primary business activity?

--

4. By whom and how was the Counterparty identified or selected? (Did the Group identify the Counterparty? Was the Counterparty recommended by a Government Official? Please provide relevant details.)

--

5. What is the date and place of incorporation of the Counterparty?

6. Which countries will the transaction involve?

7. Assess the Counterparty's reputation. (e.g., do any publicly available materials indicate that the Counterparty has a history of involvement in corrupt activities or questionable relationships?)

8. Is information available on the accounting practices, financial controls, and corporate governance of the Counterparty? (For Counterparties that are public companies, review public filings.) Identify outside auditors (if any) and applicable accounting standards.

9. Are any Government Officials (or their immediate family members) a director, officer, employee or agent of the Counterparty or otherwise receiving compensation from the Counterparty?

If yes:

- *Does local law authorize Government Officials to hold such relationship with the Counterparty?*
- *How was the relationship created and by whom?*
- *What are the government roles and responsibilities of the Government Official?*
- *Is the Government Official in a position to influence, formally or informally, any Government Authority approval relevant to the transaction?*

10. Identify each beneficial owner of an interest in the Counterparty, including a direct or indirect ownership or voting interest (i.e., through a parent company). Identify the name and address, citizenship, and percentage interest in the Counterparty for each beneficial owner.

- *Identify any beneficial owners that are Government Authorities or Government Officials.*
- *Identify any potential limitation on the availability of relevant ownership information.*
- *To what extent do particular government owners exert influence over the Counterparty's operations?*

--

11. Identify each officer and director of each beneficial owner that is a Government Official/Authority, if any. Identify the name, title, job responsibilities, and citizenship for each officer and director of such beneficial owner.

--

12. Identify any shareholders of the Counterparty who are Government Officials/Authorities that have an interest in the Transaction or are in a position to approve the transaction.

--

13. Has the Counterparty previously participated in a joint venture that involved anti-bribery due diligence? If yes, what, if any, certifications or other safeguards did it agree to in that context.

--

14. Is the Counterparty involved in any Joint Ventures with a Government Authority or Government Official?

- *Is the Joint Venture involved in the transaction? (If yes, collect information on the owners/shareholders, officers, and directors of the Joint Venture and determine if they are Government Officials or Government Authorities.)*
- *Is the Government Authority or Government Official with an interest in such Joint Ventures in a position to influence, formally or informally, any required Government Authority approval for the transaction?*

15. Are any of the Counterparty's Joint Ventures involved in the transaction?

16. In what, if any, other capacities (e.g., supplier, marketing representative, export agent) is the Counterparty involved in the transaction besides its role as project sponsor?

17. Will the Counterparty use any consultants, representatives, agents, brokers, or other intermediaries ("Consultants") for the transaction?

If yes:

- *Identify address and background of the Consultant;*
- *Determine the nature of the Consultant's involvement (e.g., will the Consultant have any interaction with Government Authorities or Government Officials); and*
- *Identify the Counterparty's compensation arrangements with the Consultant.*

18. What is the relationship, if any, between the Group and the Counterparty's Consultants?

Structure of Transaction - Control of Funds

19. Are there appropriate anti-bribery provisions included in the structural documents?

20. Does the flow of funds raise any concerns under either the ABC Laws or the ABC Policy (e.g., does money flow through or into any offshore accounts)?

21. What financial controls are in place to make sure that no person uses the money for purposes that would violate ABC Laws?

* * *

APPENDIX C

CONSULTANT DUE DILIGENCE QUESTIONNAIRE

Capitalized terms have the same meaning as in the ABC Policy

General Information

1. Consultant name:

--

2. Please list all jurisdictions in which the Consultant has offices and/or provides services:

--

3. Please list contact information for the Consultant including telephone, fax, e-mail, and website (if available):

--

Individuals

*If the Consultant is an **INDIVIDUAL**, please answer the following questions (if the Consultant is a company, please skip to **question 12**).*

4. Please briefly describe your experience in the industry, including examples of previous work (if any) relevant to the proposed engagement:

--

5. Please identify if you (currently or previously) are a Government Official:

Government Position and Duties	Dates Position Held

6. Please identify each of your immediate family members who are Government Officials:

Name	Relationship to the Consultant	Government Position and Duties

7. Do you have any existing business relationships with Government Officials or Government Authorities? If yes, please explain:

8. Please describe any business relationship that any of your immediate family members have with any Government Officials in the jurisdiction(s) in which you operate:

9. Have you or any company that you controlled ever been declared insolvent or filed for bankruptcy? If yes, please explain:

10. Have you ever, directly or indirectly (e.g., through another person), made any payments or conferred benefits, or promised to make payments or to confer benefits, upon a Government Official in order to influence him/her in the exercise of his/her official authority? If yes, please explain:

11. Have you ever been accused of or convicted for violations of any ABC Laws or other relevant laws and regulations regarding integrity?

Companies

*If the Consultant is a **company** please answer the following questions (if the Consultant is an individual, please skip to **question 30**):*

12. Legal structure of the Consultant (e.g., Corporation, Partnership):

--

13. Date and Place of Incorporation/Registration:

--

14. Years the Consultant has been in business:

--

15. Please briefly describe the establishment of the Consultant entity, the primary areas of business activity, changes in ownership, changes in areas of concentration, jurisdictions in which it operates, growth plans, potential new markets, etc.:

--

16. Please list any subsidiaries, Joint Ventures and other affiliates that the Consultant owns, directly or indirectly, in whole or in part ("**Affiliates**"). For each Affiliate, please provide the following information:

Name	Legal Structure/ Corporate Relationship to the Consultant	Date/Place of Incorporation	Type of Business

17. Please list any direct and indirect Parent Companies² and Sister Companies³ of the Consultant:

Name	Legal Structure/ Corporate Relationship to the Consultant	Date/Place of Incorporation	Type of Business

18. Please describe any training provided by the Consultant to employees relating to: (i) ethical business practices and (ii) compliance with ABC Laws. Please indicate which officers/directors/employees receive such training:

--

19. With respect to each officer and director of the Consultant, please provide the following information:

Name	Title	Responsibilities for the Consultant	% Beneficial Ownership, if any, in Consultant	Citizenship

20. With respect to any direct or indirect Beneficial Owner of an interest in the Consultant, please provide the following information:

² A "**Parent Company**" is a company that owns enough voting stock in the Consultant to control management and operations by influencing or electing its board of directors.

³ A "**Sister Company**" is a subsidiary of the direct parent company of the Consultant, other than the Consultant itself.

Name	Responsibilities for the Consultant	Beneficial interest in the Consultant (i.e., percent ownership or control)	Citizenship

21. Please identify each Beneficial Owner of the Consultant that is a Government Official/Authority:

Name	Title	Government Duties

22. Please identify each officer, director, employee or Beneficial Owner of the Consultant (collectively, "**Principal**"), or any immediate family member of a Principal, that is a Government Official:

Name	Relationship with Consultant or Principal	Government Position and Duties

23. Please describe the Consultant's accounting system and controls and identify its outside auditor:

--

24. Please identify any consultants, representatives, agents, brokers, or other intermediaries ("**Intermediary**") of the Consultant as follows:

Name/ Address (if company) or Citizenship (if individual)	Relationship with the Consultant	Is the Intermediary a Government Official?	Terms of Compensation (e.g., if the Intermediary is paid a commission)

25. With respect to each such Intermediary, please provide the following information for each of its Principals:

Name of Principal	Government positions (if any) held by the Principal

26. Has the Consultant ever been declared insolvent or filed for bankruptcy? If yes, please explain:

--

27. Has the Consultant, or any of its Affiliates, Principals, Parents or Sister Companies, directly or indirectly, made any payments or conferred benefits, or promised to make payments or to confer benefits upon a Government Official in connection with the business or anticipated business of the Group? If yes, please explain:

--

28. Has the Consultant, or any of its Affiliates, Principals, Parents or Sister Companies ever been accused of or convicted for violations of any ABC Laws or other relevant laws and regulations regarding integrity?

--

29. Please provide the following documents:

- (a) Company Charter/Registration Information;

- (b) Evidence from official government registry that the Consultant is in good standing;
- (c) Copy of the Consultant's code of ethics and business conduct (if any);
- (d) Written ABC guidelines (if any);
- (e) Copies of any agreements with Consultant's Intermediaries relevant to the Consultant's representation of the Group.

References

30. Please provide at least three unaffiliated business references:

Full Corporate Name	Name of Contact Person and Full Address	Contact Information

Certification

I certify that:

1. I am duly authorized to make this certification on behalf of the Consultant and have personal knowledge regarding the subject matter of this certification.
2. After appropriate inquiry, the information provided in this Questionnaire response is accurate and complete in all material respects.

I agree that if subsequent developments cause the information reported herein to be no longer accurate or complete, I will immediately so notify the Group.

Submitted by:

Signature: _____
 Name: _____
 Title: _____
 Date: _____

* * *

APPENDIX D

ANTI-BRIBERY TERMS TO BE INCLUDED IN CONSULTANT CONTRACTS

1. In its representation of [Company] and/or its direct or indirect subsidiaries (the "**Group**"), the Consultant will perform only the duties set forth in the [Agreement] and as directed by the Group. Specifically, as required by the Group, the Consultant shall [describe duties of the Consultant]. The Consultant agrees that it will not perform any acts on the Group's behalf not explicitly authorized by the [Agreement], unless the Consultant first receives written authorization from the Group.
2. The Consultant possesses all necessary licenses and qualifications to perform its duties under the [Agreement].
3. In its representation of the Group, the Consultant will comply fully with the US Foreign Corrupt Practices Act ("**FCPA**"), the UK Bribery Act, as well as any other anti-bribery law, anti-corruption law, conflict of interest law, and any other applicable law, rule or regulation of similar purpose and effect applicable to the Consultant or the Group (collectively, "**ABC Laws**").
4. *The Consultant acknowledges that it has received a copy of the Group's Anti Bribery ABC Policy ("**ABC Policy**"). The Consultant has reviewed, understands and will comply with the ABC Policy.*
5. Other than disclosed at [Exhibit A], no Principal of the Consultant or any Affiliate, nor any immediate family member of such persons (collectively, the "**Covered Persons**") is a Government Official.
6. In their roles as Government Officials as disclosed in [Exhibit A], the Covered Persons in question have no power, duties and responsibilities that would conflict with the Consultant's representation of the Group under the [Agreement] and will take no action involving or on behalf of the Group in their roles as Government Officials. Moreover, any such Covered Person will disclose as appropriate to any governmental agency or instrumentality to which such information might be relevant that (a) the Consultant represents the Group under the [Agreement], and (b) the Covered Person has an affiliation with the Consultant.
7. The Consultant shall not engage or use any subcontractors, sub-agents or other third parties in the performance of the [Agreement], unless it receives prior written authorization from the Group.

8. *The Consultant will complete, sign and return to the Group the attached Anti-Bribery Certification Statement ([Exhibit B]) ("**Certification**") with the executed [Agreement]. The Group does not authorize the Consultant to act on its behalf until the Consultant executes the Certification.*
9. *The Consultant will execute the Certification on an annual basis during the term of the [Agreement], and agrees to furnish further certificates as may be required from time to time.*
10. *In its performance of the [Agreement], the Consultant shall make, keep, or cause to be kept, such books and records as may be required to give a complete record of all disbursements of funds and other transactions carried out by the Consultant on behalf of the Group and shall provide the Group with access to such books and records upon request. The preparation of such books and records will include accounting controls sufficient to provide reasonable assurances that all such transactions are executed in accordance with the terms and conditions of the [Agreement].*
11. The Consultant agrees that if the Group knows or has good reason to suspect that the Consultant, its Affiliates or their respective Principals are engaging, or have engaged in conduct in violation of the FCPA, the UK Bribery Act, or other ABC Laws or the ABC Policy, the Group may terminate the [Agreement] in accordance with Section [XX] of the [Agreement].
12. The Consultant shall report immediately to the Group any violation of the ABC Laws of which it obtains knowledge, or has reasonable grounds to believe occurred in respect of its activities on behalf of the Group.

APPENDIX E

JOINT VENTURE PARTNER DUE DILIGENCE QUESTIONNAIRE

Relevant Business Activity and Organization

1. Company (the "**Company**") Name:

2. Please list all jurisdictions in which the Company has customers and/or provides services:

3. Please provide contact information of the Company including telephone, fax, e-mail, address and website:

4. Legal structure of the Company (e.g., Corporation, Partnership):

5. Date and Place of Company incorporation/registration:

6. Years the Company has been in business:

7. Please briefly describe the establishment of the Company, the primary areas of business activity, changes in ownership, changes in areas of concentration, jurisdictions in which it operates, growth plans, potential new markets, etc.:

--

8. Please list any subsidiaries, Joint Ventures and other affiliates that are owned, directly or indirectly, in whole or in part, by the Company ("**Affiliates**"). For each Affiliate, please provide the following information:

Name/Address	Legal Structure/ Corporate Relationship to the Company	Date/Place of Incorporation	Type of Business

9. Please list any direct and indirect Parent Companies⁴ and any Sister Companies⁵ of the Company:

Name/Address	Legal Structure/ Corporate Relationship to the Company	Date/Place of Incorporation	Type of Business

⁴ A "**Parent Company**" is a company that owns enough voting stock in another firm to control management and operations by influencing or electing its board of directors.

⁵ A "**Sister Company**" is a subsidiary of the direct parent company of the Consultant, other than the Consultant itself.

Company Ownership and Control

10. With respect to each officer and director of the Company, please provide the following information:

Name	Title	Responsibilities for the Company	% Beneficial Ownership, if any, in Company	Citizenship

11. With respect to each Beneficial Owner of an interest in the Company, please provide the following information:

Name/Address	Beneficial Interest in the Company (i.e., percent ownership or control)	Citizenship

12. Please identify each Beneficial Owner of the Company that is a Government Official/Authority:

Name	Title	Government Duties

13. Please identify each officer, director, employee or Beneficial Owner of the Company (collectively, "**Principal**"), or any immediate family member of a Company Principal, who is a Government Official:

Name	Relationship with Company or Company Principal	Government Official Position and Duties

14. Has the Company, or any of its Affiliates or Principals, ever been accused of or convicted for violations of any ABC Laws or other relevant laws and regulations regarding integrity?

--

15. Please describe the Company's accounting systems and controls and identify its outside auditor:

--

Consultants

16. Please identify any consultants, representatives, agents, brokers, or other intermediaries (collectively, "**Consultants**") involved with the Company in connection with the Joint Venture's business:

Name/ Address (if Company) or Citizenship (if individual)	Relationship with the Company	Is the Consultant a Government Official?	Terms of Compensation (e.g., if the Consultant is paid a commission)

17. With respect to each such Consultant, please provide the following information for each of its Principals:

Name of Principal	Responsibilities for the Company	Government Positions held by Principal

Business References

18. Please provide at least three unaffiliated business references.

Full Corporate Name	Name of Contact Person and Full Address	Contact Information

Documents

19. Please provide the following documents:

- (a) Company Charter/Registration Information;
- (b) Evidence from official Government Authority that Company is in good standing;
- (c) Company code of ethics; and
- (d) Written ABC guidelines (if any).

Certification

I certify that:

- 1. I am duly authorized to make this certification on behalf of the Company and have personal knowledge regarding the subject matter of this certification.
- 2. After appropriate inquiry, the information provided in this Questionnaire response is accurate and complete in all material respects.

3. In connection with the business of the Joint Venture, the Company, its Affiliates, their respective Principals and Consultants, have not, and will not, take any action in violation of ABC Laws, and have not and will not pay, offer, promise, or authorize the payment of money or anything of value, directly or indirectly, to any Government Official for the purpose of:

- (i) influencing any act or decision of such person in its or his official capacity;
- (ii) inducing such person to do or omit to do an act in violation of the lawful duty of such person; or
- (iii) securing any improper advantage,

in order to assist the Company, the Group or the Joint Venture in obtaining or retaining business for or with, or directing business to, any person.

I agree that if subsequent developments cause the information reported herein to be no longer accurate or complete, I will immediately so notify the Group.

Signature: _____

Name: _____

Title: _____

Date: _____

* * *

APPENDIX F

MANAGER'S CERTIFICATION

I hereby certify that [Name of Joint Venture]:

1. has and will comply with the prohibitions of the US Foreign Corrupt Practices Act, the UK Bribery Act, and any other anti-bribery law, anti-corruption law, conflict of interest law, and any other applicable law, rule or regulation of similar purpose and effect (collectively, "**ABC Laws**").
2. makes and keeps books, records and accounts which in reasonable detail accurately and fairly reflect the transactions and dispositions of its assets, and
3. maintains a system of internal accounting controls sufficient to provide reasonable assurances that:
 - a. transactions are executed in accordance with management's general or specific authorization;
 - b. assets are recorded as necessary to permit preparation of financial statements and to maintain accountability for assets;
 - c. access to assets is permitted only in accordance with management's authorization; and
 - d. the recorded accountability for assets is compared with existing assets at reasonable levels and appropriate action is taken with respect to any differences.

I further certify that I have reviewed [Name of Joint Venture]'s adherence to the ABC Policy for the preceding year and have noted no violations other than as reported below.

Date of Violation	Provision of the ABC Policy that was Violated	Description of Violation	Resolution

I agree to immediately notify the Group if subsequent developments cause the certifications and information reported hereinafter to be no longer accurate or complete.

Signature

Date

*

*

*

APPENDIX G

GIFTS AND HOSPITALITY APPROVAL AND REPORTING FORM

Please attach supporting documents and/or additional pages to provide full responses to all questions below.

Employee/Consultant Name:		
Approval requested for:	Gift <input type="checkbox"/>	Hospitality (including travel) <input type="checkbox"/>
Government Official recipient?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Pre-approval required?*	Yes <input type="checkbox"/>	No <input type="checkbox"/>
Name and title/position of recipient(s)/ or offeror (if you are the recipient):		
Name of recipient's/offeror's employer:		
Full description of gift/hospitality (including location of any hospitality and other participants):		
Total value/cost of gift/hospitality (if the cost is not known this should be estimated) and basis for determining such value (attach related documentation to this form):		
Nature and value of other gifts/hospitality provided to the recipient/by the offeror in the past 12 months:		
Date of proposed gift/hospitality, if known:		
Business purpose/justification for such gift/hospitality:		
Are you aware of any current, proposed or anticipated business between the Company/ Group and the recipient or the recipient's/offeror or the offeror's employer? If yes, please explain:		

Does the recipient, including you, have authority to impact the Group's/Company's business? If yes, please describe.	
Are you aware of any pending transaction involving the recipient/recipient's or offeror/offeror's employer? If yes, please describe.	
Any additional comments or relevant information that we should consider?	

I confirm that, so far as I am aware, the above details are complete and correct and that I shall notify the Designated Management Officer of any additions and/or changes in the information given at the time that they arise.

Print name:	Date:
Signature:	

Designated Management Officer Determination:

Approved ☐ Rejected ☐

Print name:	Date:
Signature:	
Rationale for Approval/Rejection:	

Print name:	Date:
Signature:	
Rationale for Approval/Rejection:	

APPENDIX H

To assist Employees with understanding their compliance obligations, we have drafted a set of responses to Frequently Asked Questions ("FAQs") that provide guidance on how to comply. These FAQs are for informational purposes only. If you believe that you have an actual ABC issue, you should contact the General Counsel or CFO directly for fact-specific guidance.

DO NOT ATTEMPT TO INTERPRET THE REGULATIONS WITHOUT GUIDANCE FROM THE GENERAL COUNSEL OR CFO.

1. ANTI-BRIBERY AND CORRUPTION (ABC) COMPLIANCE

Do's:

- Do read the ABC Policy
- Do conduct iterative due diligence on third parties (e.g., customers, suppliers, and OEMs) and intermediaries (e.g., brokers, consultants, agents, advisers, etc.) in accordance with the standards set out in the ABC Policy, including checks to see if the counterparty: (i) is directly or indirectly owned by Government Officials or has been involved in improper activities, (ii) appears to be providing incomplete or inaccurate information, (iii) suggests success fees after the transaction closes, (iv) lacks the apparent experience needed, (v) mainly offers connections or access to information as their value-add to the business, and (vi) engages in other suspicious activity
- Do report misconduct or appearance of misconduct through the company's reporting channel as indicated in the Whistle Blowing Policy
- Do keep adequate records

Don'ts:

- Do not make any payments or give anything of value to Government Officials, either directly or indirectly
- Do not provide Gifts, or Hospitality to Government Officials without pre-approval from the General Counsel or the CFO
- Do not engage in public sector or private sector bribery, regardless of monetary value or a commitment to take or not take a particular action
- Do not hire intermediaries or other third parties without first conducting due diligence

- Do not make payments to intermediaries without conducting due diligence in order to make sure that any approved payments do not directly, indirectly or have the potential to violate any ABC laws or the Group policies
- Do not make payments to intermediaries if you know, have reason to believe, or learn that the payments will be used to pay bribes
- Do not provide reimbursements to any government official, intermediary or other third parties without adequate receipts and invoices

2. **ANTI-BRIBERY & CORRUPTION**

2.1 **What is the FCPA and why does it apply to me?**

The FCPA prohibits directly or indirectly giving, promising or offering anything of value (not just cash) to a foreign government official in his/her official capacity for the purpose of securing an improper advantage such as securing any governmental approvals, licenses, permits or in order to obtain or retain business. The FCPA also requires a company to maintain accurate books and records and internal auditing controls "sufficient to provide reasonable assurances."

The FCPA applies to all US incorporated companies, US persons, and any individual who commits a corrupt act while in the United States. In certain circumstances, such as with the Company, the FCPA also applies to non-US affiliates or subsidiaries of US companies as well as non-US companies that engage in corrupt acts with a sufficient US jurisdictional nexus. US enforcement authorities can also charge non-US companies that engage in bribery through US bank accounts under US AML laws, which have a broader jurisdictional scope. Therefore, as a matter of policy, all Covered Persons must comply with the FCPA as it applies to them and their employees.

2.2 **Does the FCPA have a value threshold for bribery?**

No. The FCPA does not include any thresholds. Offering an item worth even USD 5 can constitute a bribe if done with a corrupt intention. The term "anything of value" covers tangible items with a monetary value (e.g., cash, gifts, tickets, expensive wines, trips, and collectibles) as well as intangible items with no monetary value (e.g., preferential treatment, promise to do or refrain from doing something). The offeror does not need to complete the offer, as the offer itself can be a bribe.

The FCPA applies whether the offer is direct or indirect, paid, promised, approved or simply offered, accepted or rejected, even if the offeror does not ultimately provide any benefit to the offeree.

2.3 Does a person's intention matter for the purposes of the FCPA?

Yes. The FCPA requires corrupt intent. The intent or the purpose of giving something of value to the non-US Government Official must be to obtain an improper business advantage, governmental approval, consent, authorization or anything favourable for the business where the Government Official has direct or indirect approval. If you are making the payment, giving a gift, or giving something else of value with the purpose of obtaining a benefit in relation to your business, **it is a bribe**. Under the FCPA, a benefit can include many things, such as gaining preferential treatment, securing a favourable tax or customs rate, securing a license or permit, winning a contract or sale, preventing a third party from winning a contract, agreeing to do or not do something, or other advantages that are sought in exchange for a bribe.

Ask yourself the following two questions: (i) would you make the gift, donation, or promise except for the fact that the person is a Government Official with whom you have business or interactions (e.g., you require the Government Official to issue a permit or license); and (ii) are you expecting, wanting, or hopeful of receiving something in return?

If the answer to any of these questions is 'yes' then you cannot proceed. It makes no difference whether in the end you delivered on your promise because even the act of offering something of value to a non-US government official could be a bribe.

It is important to remember that because it is very difficult to prove you had no intention of bribing (or receiving anything in return for your offer to the non-US government official), in most circumstances enforcement authorities will presume that your intention was to offer a bribe. For example, prosecutors cannot read someone's mind so they will assume improper conduct if you give a gift to a Government Official during a period where a license or tender is pending before that Government Official. Therefore, you must always be concerned with the appearance of impropriety. Even if you do not have corrupt intentions, giving something of value under the wrong circumstances can create the appearance of bribery. Always check with the General Counsel or CFO when considering the giving or promising anything to a Government Official or at the request of a Government Official.

2.4 What is a "foreign" government official under the US FCPA?

A "foreign" government official means any non-US Government Official. The definition includes any officer and employee (regardless of level) of a non-US government or agency. It also includes personnel of state-owned entities (even if such entities engage in commercial conduct). This could be a business or company in which the non-US government has an ownership interest or if the non-US government funds the entity, is entitled to profits, or has control over the hiring and firing of senior personnel. Generally, this applies if the entity provides services to the public at large, or if the public and government perceive the entity to be performing public services. Finally, non-US Government Officials include the personnel of

public international organizations such as the World Bank, politicians, party officials or candidates for office.

For example, in China, this would include Chinese Government Officials or employees of a state-owned company; in Singapore, Singaporean Government Officials or employees of a Singapore sovereign wealth fund, and so on, because they are Government Officials. Under the FCPA, the definition of a “government official” is broad and includes employees of state-owned enterprises, candidates for political office, officials of certain intergovernmental organizations, and members of a royal family, among others. For example, doctors and nurses working for a state-owned hospital are Government Officials under the FCPA. In addition, you must treat relatives of Government Officials as Government Officials. This is why you should always determine whether a counterparty could be a Government Official, even if it is not readily apparent. Therefore, it is our policy not to allow the giving of Gifts to Government Officials.

Please also note that under our ABC Policy a Government Official is broadly defined to include any officer and employee (regardless of level) of a Government Authority, personnel of state-owned entities (even if such entities engage in commercial conduct), and members of political parties. This broad definition applies to all countries even if the law for a specific country has a narrower definition for government official.

2.5 Does the FCPA cover rebates and discounts?

Yes. Discounts and rebates requested by and offered to Government Officials are examples of things of value under the FCPA. Although offering discounts and rebates is an acceptable commercial practice, you must never offer discounts or rebates to Government Officials with a corrupt intent – such as to secure an unfair business advantage. You must always negotiate discounts and rebates at arm's length and document the discounts/rebates in accordance with the ABC Policy. You must ensure that an individual, especially a Government Official, will not personally benefit from the discount or rebate. You must raise to your manager (or the General Counsel) any requests for discounts or rebates to Government Officials that are excessive or unusual. You must identify and reject a discount or rebate which is a kickback to the individual making the decision. Note that discounts or rebates to customers that are state-owned entities, which are not excessive or unusual, would not violate the FCPA, because you are not offering the discount or rebate to a Government Official. Instead these are discounts to the government entity itself and, therefore, permissible.

2.6 Is it acceptable to give donations to charities?

Maybe. If an Employee or the Company donates to a charity with the intention of obtaining a business advantage it could potentially violate the FCPA or other ABC Laws. This is especially true if an individual seeking the donation stands to benefit either through funnelling money through a false front organization or in the case of true charities, by gaining in prestige or

influence within the charity as a result of their fundraising. This includes charities whose employees or directors include family members of Government Officials with whom you do or may do business, or who have direct or indirect decision-making authority over anything involving the Group, its employees or the business. This sometimes happens when your business contact is associated with a particular charity and you wish to curry favour by giving the donation. Alternatively, perhaps the Government Official's spouse has set up a foundation in his or her own name, which may or may not be legitimate.

This question can also arise in connection with a request to sponsor an event, like a race or concert, to benefit a charity or help with emergency relief in a flood or fire. Sometimes the donation is given directly to the Government Authority with which you are doing business and then, that Government Authority donates to a charity linked with a Government Official, which could be considered a violation of the FCPA.

If you are ever asked to donate to a charity or any other organization or to sponsor an event (whether personally or on behalf of the Group) in connection with the Group's business, you must report it immediately to the General Counsel or CFO. If you make any donations on behalf of the Group, you should only do so after appropriate due diligence and approval from the General Counsel and CFO in accordance with the ABC Policy.

2.7 Can we continue to donate items or funds for our customers' or suppliers' lucky draws and raffles?

No. It is high risk to contribute to lucky draws especially those that involve Government Officials or Government Authorities/Entities, or involve high-valued items or donations. Such arrangements have been the subject of past investigations and enforcement actions. Accordingly, the ABC Policy prohibits to donations to events hosted by or involving Governmental Officials or Government Authorities/Entities.

For other such events, Covered Persons should never contribute to lucky draws, raffles, or similar events without the prior written approval of the General Counsel or CFO, which the General Counsel/CFO will only give in accordance with the thresholds in the ABC Policy. This includes events where there is a mutual exchange of donations. Covered Persons should decline to contribute to such events and should not request customers or suppliers to contribute to any lucky draw, raffle, or similar event.

2.8 Some of our OEMs, customers or suppliers offer year-end discounts to our employees. Does the FCPA and the ABC Policy permit this?

Yes. Both the FCPA and the ABC Policy permit such discounts if discounts are offered widely and are not offered for obtaining an improper business advantage. For example, a customer or supplier in the electronics industry may offer year-end discounts on its excess inventory. If vendor offers the same discount to multiple business partners and there is no pressure to purchase the goods, then it would not appear to violate applicable ABC Laws. You cannot

accept special discounts or promotions offered only to you, a family member, or only to the Group. Unless you are aware of a discounted product offering through public information, always check with your manager before making any such purchases.

When offered a product or service discount from an OEM, customer or supplier, Covered Persons should consider the following:

- (i) Is the counterparty offering the discount as a way to secure an improper advantage?
- (ii) Is the counterparty making the offer to only a few individuals?
- (iii) Does the counterparty expect that the Company or Group will purchase the goods/services provided by the vendor in return?

If the answer to any one of those questions is yes, then offers must not be publicized to Company employees and should be reported to the General Counsel or CFO.

2.9 What are the restrictions on giving hampers, red envelopes, or other customary gifts?

The ABC Policy does not allow Gifts to any Government Official. This includes small items customarily given around the holidays such as hampers, red envelopes, and similar tokens. You may only give such items to commercial counterparties who are not Government Officials, and only in accordance with the thresholds set forth in the ABC Policy. For further information, please read the Gifts and Hospitality section of the ABC Policy.

2.10 May we give facilitating or "grease" payments?

No. Sometimes low-level Government Officials demand small payments to expedite approvals, licenses, permits, or clearances, which are not official fees or made pursuant to a regular schedule. You must refuse to make any such payments, no matter how small, and must report the request to senior management or the General Counsel. If you have doubt as to whether the payment is permissible, ask to see the fee schedule on which the request is based and for an invoice or receipt and tell the requestor that you must ask permission from the General Counsel or CFO before making the payment. The only exception to this rule is if there is risk to life, liberty or limb if you do not make the payment. In such limited instances, if you make the payment without an opportunity for pre-approval, then it must be immediately reported thereafter to the General Counsel or CFO. Risk to property is not necessarily enough to justify a facilitation payment, however, if the risk to property is likely to cause risk to safety and health, then you may make a facilitation payment, but it must be pre-approved.

2.11 Is there any ABC risk if the transaction looks legitimate at first glance?

Yes. Most ABC risks are not apparent and persons involved in a bribery scheme usually structure the transaction to hide the misconduct. Therefore, before entering into a business

relationship with an OEM, customer or supplier, it is important to check for "red flags" that may indicate there is a higher risk of bribery or misconduct. Examples of red flags include, but are not limited to:

- ❏ Lack of a robust compliance program and/or personnel designated and empowered to enforce compliance policies;
- ❏ Problems with the third party relationships (agents, resellers, OEMs, distributors, suppliers, customers) such as the third party: (i) refuses to certify compliance with ABC requirements; (ii) does not appear to be qualified to perform its duties; (iii) charges high commission rates or success fees for sales work; or (iv) is related or linked to a government official;
- ❏ The industry and/or country of the OEM, customer or supplier has a history or reputation of FCPA and corruption problems; or
- ❏ Irregular invoicing or ordering problems, such as: (i) vague, non-specific descriptions for payments; (ii) overabundance of "general purpose" or "miscellaneous" line items that can be used to hide bribes; (iii) identities of any agents are not disclosed; or (iv) unrecorded or misstated transactions.

QUESTIONS, CONCERNS, OR REPORTING

The Group has set up several resources to look to if you have any questions or concerns, or if you wish to report any known or suspected wrongful acts, which includes:

- Ask Your Supervisor or Manager. The Group provides training for all supervisors, managers, and senior management. If he/she is not able to answer your question or address your concern, then he/she will raise the matter to senior management, or legal counsel.
- Ask the General Counsel. General Counsel will be available to answer your questions or concerns. Known or suspected wrongful acts can be reported to the General Counsel. In addition, the Group has established a relationship with outside counsel, who can assist with questions, concerns, and reported wrongful acts. Please direct all questions to the General Counsel who will then contact external counsel, if needed.
- A Company Whistle-Blowing Program. You can anonymously report any known or suspected wrongful acts by employees, contractors, OEMs, customers, suppliers or government officials through the reporting channel as indicated in the Whistle Blowing Policy.