

# Anti-Bribery Policy

PELATRO LIMITED

## 1. Policy Statement

The purpose of this policy is to protect Pelatro Group, its subsidiaries (hereinafter “Pelatro”) and Employees from breaches of anti bribery laws. Pelatro and its Board of Directors do not tolerate any form of bribery and is committed to complying with applicable anti-bribery laws in all countries in which Pelatro conducts business.

Pelatro requires its Employees at all times to act honestly and with integrity. Pelatro will not tolerate any Employee or Third Party being involved in any level of bribery or corruption. Employees and Third Parties are required to report any circumstances which are in breach of Pelatro’s Anti-Bribery Policy. All reported incidents of actual or suspected bribery will be promptly and thoroughly investigated and dealt with appropriately.

## 2. Scope of this Policy

This policy applies to all Employees of Pelatro and Third Parties performing duties for or on behalf of Pelatro. This policy extends to all of Pelatro’s operations worldwide and Employees and Third Parties wherever located, regardless of geographical location. This policy must be read in conjunction with Pelatro Code of Conduct.

## 3. Definitions of Terms Used in this Policy

**Bribe:** This includes:

- Offering, promising or giving anything of value to improperly influence another in order to obtain business for Pelatro; or
- Requesting or accepting anything of value as a reward for or as an inducement to act improperly in relation to the awarding of business by Pelatro.

Bribes can include money, gifts, hospitality, expenses, reciprocal favours, political contributions, or any direct or indirect benefit or consideration. Please refer also to section 6 of this policy.

**Disclosure Review Committee:** the committee chaired by the Non-Executive Chairman comprising the Managing Director and the executive Director.

**Employees:** All workers performing duties on behalf of Pelatro whether or not employed directly by Pelatro.

**Facilitation Payments:** Payments that are requested by Foreign Government Officials to speed up a routine government action such as:

- Processing licenses, permits, or other official documents;
- Processing government paperwork such as visas and work orders; and
- Providing services such as police protection and mail pick-up and delivery

Or

By customers or potential customers of Pelatro for business contracts, agreements, purchase orders etc.

**Foreign Government Officials:** Officials of any government department or agency; officials of any public international organisation (*e.g.*, the United Nations); political parties and party leaders; candidates for public office; executives and employees of government-owned or government-run companies (such as a doctor in a state-controlled hospital); anyone acting on behalf of any of these officials; an individual holding a legislative, administrative or judicial position.

**Third Party/Parties:** Includes agents, brokers, partners, consultants, contractors, sub-contractors, joint venture partners and other representatives performing work for the benefit of Pelatro.

#### **4. Bribery and Corruption**

It is illegal to pay or receive a Bribe whether paid or received directly or indirectly. There is no need for the Bribe to be successful to be viewed as corrupt, the offering of it is enough to amount to a criminal offence.

These principles apply equally in any jurisdiction in which Pelatro operates or carries on business.

#### **5. Facilitation Payments**

It is illegal to make any sort of payment or give anything of value to a Foreign Government Official where this is to obtain or retain business or some other commercial advantage for Pelatro.

In some countries, it may be customary for Foreign Government Officials to request Facilitation Payments. However, Facilitation Payments made anywhere in the world are prohibited by Pelatro and you must not make payments regardless of local custom.

#### **6. Gifts and Entertainment**

No business gift valued at more than US\$500 may be given to anybody. Cost for entertainment of any individual customer must not exceed US\$500. No business gift, of any value, can be given to government officials without specific approval from the Board.

#### **7. Donations**

Political donations are not permitted. No charitable donations or CSR payments can be made without specific approval from the Board.

#### **8. Third Party Payments, Use of Third Parties and Due Diligence**

Pelatro can be liable for the actions of Third Parties performing services for and on behalf of Pelatro. You must not make a payment to a Third Party if you know or suspect that the person may use or offer all or a portion of the payment directly or indirectly as a Bribe. It is your responsibility to ensure that Third Parties engaged on behalf of Pelatro are legitimate service providers. Pelatro must only trade with Third Parties who have been reviewed in

accordance with Pelatro's vendor governance processes and before engaging any such party you are required to take certain steps and undertake appropriate risk assessment and due diligence in accordance with Pelatro's vendor governance processes and this Anti-Bribery Policy. The risk assessment and due diligence should cover factors including the country in which the

business is to be conducted, the Third Party's actual or potential business partners and the nature of the proposed project or transaction. All paperwork and records documenting the due diligence checks and risk assessment should be retained for a minimum of 6 years.

- Ensure that more than one person is involved in the decision making process;
- Ensure that all decisions are made in accordance with Pelatro's Delegations of Authority;
- Conduct pre-qualification checks in accordance with the Pelatro's procurement policies, procedures and processes;
- Appoint a risk review committee comprising senior management, tasked with reviewing integrity due diligence reports, and making a decision as to the suitability of the Third Party.

Due Diligence reports on Third Parties should include the following:

- Contact information, including other assumed names, trade names and aliases
- Ownership (including ultimate beneficial ownership information)
- Principals (officers, directors, key executives)
- Branches, subsidiaries or affiliates
- Ties to senior political, government or military officials
- CV and credentials of key employees
- Prior criminal charges and investigations
- Specific nature of services
- Commercial references
- Experience, for example the length of time performing the same services
- Annual report and financial statements
- Enquiries regarding reputation, business connections and other relevant information
- Appropriate local law searches and analysis
- Any applicable licences
- Identification of conflicts of interest

When conducting any business with the Third Party:

- Specific and immediate guidance should be provided to the Third Party on complying with relevant anti-bribery laws and Pelatro's policies
- The Third Party should as a minimum sign Pelatro's Supplier Code of Conduct and Statement of Business Integrity as well as any additional declaration of compliance which may be required or appropriate under local laws
- Ensure that a written contract is signed by both parties and includes:
  - clear and measurable deliverables
  - anti-bribery provisions and the right to immediately terminate the services if necessary on suspicion of bribery or corrupt practices or failure to comply with the contract provisions or policies
  - indemnities and liability provisions
  - a requirement for the Third Party to have anti-bribery policies in place if appropriate
  - provisions which tie payments to performance of the services and the basis for payment of expenses - an obligation to provide detailed time sheets and activity reports
  - an obligation that the Third party discloses to Pelatro all payments it has made, is obliged to make or intends to make to any agents, brokers, intermediaries or other third parties in connection with the contract or transactions
  - a right to audit the Third Party's books and records regarding bribery-related matters for high risk areas, partners or jurisdictions
  - a requirement that if the Third Party gains knowledge of any conduct by one of its employees, subcontractors, independent consultants, agents or other third party which constitutes bribery or corruption, or if the Third Party has specific suspicion of such conduct, that it shall immediately inform Pelatro of such knowledge.
- Update due diligence reports on a regular basis
- Monitoring performance and compliance:
  - Conduct reviews to assess the Third Party's performance, quality, enforcement of internal controls - and respect for Pelatro policies at appropriate intervals during the life of the contract
  - Periodic activity reports should be provided to support invoices
  - Keep adequate records of meetings and instructions
- Implement effective investigation procedures to respond to any allegations of violation

When dealing with Third Parties, suspicious indicators of potential violations of anti-bribery or anti-corruption laws include the following:

A Foreign Government Official recommends that Pelatro hire a specific third party;

- The proposed compensation of a Third Party retained by Pelatro is unreasonably high compared to the market rate without a reasonable explanation;
- A Third Party retained by Pelatro requests that payments be made “up front to secure the business”, in cash; in the form of equity in a company; off-shore; to an unknown third party; be split among multiple accounts; be made to an account in a country other than where the Third Party is located or business is to be performed; via a personal company in a low disclosure jurisdiction or known tax haven; the Third Party has a preference for success fees as opposed to a flat fee; a request for payment of a commission before or immediately upon the award of the contract by the client to Pelatro, or any other unusual financial arrangements;
- A Third Party that Pelatro seeks to retain lacks qualifications or staff to perform the expected services;
- A Third Party relies heavily on political or government contacts instead of technical skills or time invested;
- Upon checking references, you find that the Third Party has an unsavoury reputation; is not well known in the industry; has no track record or lacks of qualifications or experience in the sector or country to which the business relates; is not resident or has no business presence in the country where the client or contract/project is located;
- The Third Party that Pelatro seeks to retain will not agree to terms requiring compliance with anti-bribery laws;
- A country in which Pelatro is conducting or seeks to conduct business is a high risk location for bribery or corruption, or a country with higher perceived risk of corruption according to the Corruption Perceptions Index or equivalent indices);
- The same Third Party is repeatedly used for business without any reasonable justification for their repeated appointment.
- Higher risk associated line of business or industry;
- Prior allegations of corrupt business practices;
- Multiple or high profile problems with regulators;
- Inflated invoices;
- Poorly documented or unexplained expense reports;
- Inaccurate or incomplete books and records and/or poor controls over disbursements;
- Large and/or frequent cash expenditure or political contributions;
- An adviser arrives on the scene just before a contract is awarded, or claims to know all the right people and can secure the contract;

- Personal or close relationship with the government or customers which could improperly influence the client's decision;
- An adviser is recommended by a government official or client or a government official insists that a representative is retained as agent or partner;
- Reliance on political/government contacts as opposed to knowledgeable staff and investment of time to promote the company's interests;
- Refusal to sign a declaration of compliance, code of conduct or a contract;
- Lack of internal code of conduct or anti-bribery protocols.
- If you are in any doubt whatsoever about the legitimacy of a proposed Third Party you should discuss your concerns with the Managing Director prior to entering into any arrangements with the Third Party.

## **9. Record Keeping**

All payments made or received by Pelatro must be accurately recorded in Pelatro's books and records. All financial transactions must be authorised by appropriate management in accordance with internal control procedures. Half yearly reports are to be submitted to Board of Directors regarding anti-bribery procedures and compliance.

## **10. Obligations to Report Breaches of Anti-Bribery Laws**

Employees and Third Parties are required to draw attention to circumstances where they believe that there may have been improper behaviour by other Employees or Third Parties in accordance with this Policy.

If you are concerned that an anti-bribery breach is occurring or has occurred, you should report it immediately via the Whistleblower email id or to any member of the Disclosure Review Committee. Contact details are set out at the end of this policy.

All matters will be dealt with in confidence and in strict accordance with the terms of the Public Interest Disclosure Act 1998, which protects the legitimate personal interests of Employees.

## **11. Consequences for Breaches of Anti-bribery laws**

**Consequences for individuals:** Consequences may include imprisonment, disqualification from acting as a director and significant monetary fines against you as an individual. You would also be subject to disciplinary action, up to and including dismissal from the company.

**Consequences for Pelatro:** Consequences may include the company facing unlimited fines, damage to the corporate brand and reputation of Pelatro, loss of the ability to trade in certain jurisdictions, debarment from bidding for government contracts, loss of business, legal action by competitors, litigation and substantial investigation expenses.

In addition, under certain anti-bribery laws, the directors and senior officers of Pelatro can be held personally liable for the breaches committed by Employees and Third Parties and face significant fines and/or imprisonment.

**12. Enforcement and Discipline**

Pelatro views bribery very seriously. Pelatro will investigate all allegations of bribery and take legal and/or disciplinary action in all cases where it is considered appropriate. A breach of this policy may result in an Employee facing disciplinary action, including dismissal. Where a case is referred to the police or other law enforcement agency, Pelatro will co-operate fully with the criminal investigation which could lead to the Employee being prosecuted.

**13. Anti-Bribery Training**

Employees are required to undergo training on a regular basis to ensure they are aware of the types of bribery, the risks of engaging in corrupt activity and bribery, Pelatro's Anti-Bribery Policy, and how they may report suspected bribery. Training should be recorded as part of Employees' training and Personal Development Review records.

Pelatro will make training available to all Employees. It is the responsibility of Third Parties to ensure that they have access to suitable training.

**14. Responsibilities and Review**

The Segment and Function Managing Directors and Finance Directors have responsibility for bribery matters with oversight and support from the Disclosure Review Committee. It shall be the responsibility of the Disclosure Review Committee to review this policy and its implementation on an annual basis to ensure it continues to comply with relevant anti-bribery laws.

**15. Questions and Information**

If you want to ask a question about the requirements in this policy, please contact your line manager, HR or a member of the Legal Department. If you are concerned that an anti-bribery breach is occurring or has occurred, you should report it immediately via the Whistleblower Hotline or to any member of the Disclosure Review Committee.

**Disclosure Review Committee:**      [whistle.blower@pelatro.com](mailto:whistle.blower@pelatro.com)

**16. Employee Acknowledgement Slip**

I confirm that I have read and understood the company's Anti Bribery Policy and will ensure I work in accordance with these standards, if I become aware of these standards being violated, I will raise my concern in accordance with the provisions of this Policy.

Name: \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_