



Anti-Bribery and Corruption Policy

ofi **Group Limited**



Version Control

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1. What is this policy about?

ofi Group Limited and its subsidiaries ("**ofi**" or the "**Company**") takes a zero-tolerance approach to bribery and corruption and complies with all applicable anti-bribery and corruption laws globally, including the UK Bribery Act 2010 (the "**UKBA**"), the U.S. Foreign Corrupt Practices Act 1977 (the "**FCPA**") and the (Singapore) Prevention of Corruption Act (the "**SPCA**"), as well as any local anti-bribery and corruption laws in the countries where **ofi** conducts business.

This Anti-Bribery and Corruption Policy (the "**Policy**") requires that all Employees (defined below) and Associated Persons (defined below) neither offer bribes, seek bribes, agree to receive bribes, or accept bribes in the course of their work activities; and act with integrity in all their business dealings and relationships, wherever they operate.

This Policy:

- i. sets out each Employee's responsibility for the detection and prevention of Bribery (as defined below) in all its forms, and in observing and upholding **ofi**'s position against any Bribery or other corrupt activity; and
- ii. provides information and guidance on how to recognize and deal with Bribery issues and what behavior is not acceptable to the Company.

This Policy should be read together with **ofi**'s Code of Conduct and the Government Interaction Policy found here [COMPLIANCE POLICIES](#)

If you are in any doubt about whether any specific conduct could amount to Bribery you should contact the Legal, Compliance and Company Secretary ("**LCCS**") function immediately. The details of who to engage with are set out on the [Legal, Compliance and Company Secretary \("**LCCS**"\) Website](#).

2. Who does this policy apply to?

This Policy applies to all **ofi** Employees, Associated persons who provide services for or on behalf of **ofi**, and Joint Venture ("**JV**") partners.

"**Employees**" means all employees, officers, directors and managers of the Company (whether permanent or temporary) and of the Company's subsidiaries, affiliates or related corporations, whether permanent or temporary.

"**Associated Persons**" means, employees, representatives, officers and directors of the Company's representatives, partners, vendors, contractors, shippers, agents, customers, suppliers, consultants, business contacts, advisers, brokers, including authorized travel agents and general sales agents, and any other entity or individual that performs services for or on behalf of the Company or any of its affiliates or related corporations, wherever located and whether permanent or temporary.

Where the Company enters a joint venture ("**JV**") of any kind, anywhere in the world, an equivalent policy with similar underlying principles of ethical business to this Policy should be implemented by any such JV entity.

3. What is bribery?

“**Bribery**” or a “**Bribe**” includes, directly or indirectly:

- promising,
- offering,
- agreeing to pay,
- authorizing payments of,
- paying,
- giving,
- accepting,
- requesting, or
- soliciting

anything of value (financial or otherwise) to, or from, a third party intending that a person performs (or is rewarded for performing) a role improperly.

It also covers any offer, promise or giving of anything of value to a Public Official (sometimes referred to as a Government Official) as defined below, with the intention of influencing such Official in the performance of their official duties.

Bribery does not have to involve cash or an actual payment exchanging hands and can take many forms including, but not limited to:

- a “kick-back” in a commercial transaction,
- an expensive gift,
- lavish treatment during a business trip,
- expensive meals,
- airline tickets
- discounts,
- tickets to a hospitality event,
- offers of employment,
- charitable contributions.

This applies whether you are being asked for anything of value or whether such an offer is instigated by you to the potential recipient, directly or indirectly through a third party.

It is important to note, as set out in clause 4, hereunder, that being bribed is also prohibited.

No employee may accept, request, or solicit a Bribe.

“**Facilitation Payments**” are considered to be a Bribe and are strictly prohibited. Facilitation payments are unofficial small payments typically made to low-level Public Officials (a.k.a. Government Officials) to expedite or secure a service or routine action e.g., queue-jumping, inspections approvals, acceleration of services or tax refunds etc.

This Policy shall apply even in circumstances and in countries where the giving and receiving of Bribes may be common local practice or the custom. It is not a valid defense to argue that the Bribe in question is customary in any profession, trade, vocation or calling, industry, jurisdiction or country.

An Employee or Associated Person will not be considered to be in breach of this Policy if a payment or benefit is provided due to an imminent risk of serious physical harm. Where a payment or benefit is provided under such circumstances, that Employee/Associated Person must promptly report the payment or benefit made to the LCCS function and set out the full circumstances

concerning that payment, including the value of the payment, the recipient, and the nature of the threat.

4. Responsibilities

Employees, Associated Persons and JV partners should familiarize themselves, and ensure ongoing compliance, with the requirements of this Policy.

Employees, Associated Persons and JV partners must not;

- offer Bribes,
- seek Bribes,
- agree to receive Bribes, or
- accept Bribes

in the course of their work activities.

They must act with integrity in all their business dealings and relationships, wherever they operate, and they must not take any steps which would harm the reputation of ofi.

Appendix I sets out examples of circumstances of unacceptable conduct which may give rise to Bribes, or the inference of Bribes, and which should be avoided.

5. Dealing with Public (Government) Officials

Bribery of a Public Official (a.k.a. Government Official) is the key focus of most anti-bribery legislation. It could include (but is not limited to) activities such as:

- paying a judge to give someone a lighter sentence,
- paying off a mayor to approve a construction project,
- paying a government employee to get preferential treatment in a license application, or
- offering money to a police officer to look the other way on illegal activities.

It is therefore particularly important that you understand who a Public (Government) Official is.

A **Public (Government) Official** is any person exercising a public function either: (i) for or on behalf of a country or territory (or any subdivision thereof); or (ii) for any public agency or public enterprise including any officer or employee of a government, governmental body or state-owned enterprise. Such an Official may be part of, or act on behalf of, an international, national, state, regional, or local government body such as the United Nations or an environmental protection agency, customs authority, municipality, etc. A person need not be elected to a government post to be considered to be a Public (Government) Official.

For purposes of this Policy, **examples of Public (Government) Officials** include:

- civil servants,
- regulatory inspection officials,
- employees of state-owned or state-controlled entities (including public hospitals or universities)
- ambassadors and embassy employees,
- elected and appointed public officials and members of their staff,
- political officials and members of their staff,
- political party officials,
- customs officials,
- members of the armed forces,

- employees, officials, and representatives of public international organizations such as the United Nations and World Bank, and
- any other individual who holds a legislative, governmental, public administrative or judicial position of any kind of a country or territory

5.1 Provision and Prohibition of Gifts and Entertainment to Public (Government) Officials.

The provision of G&E (definition below) to Public (Government) Officials is generally discouraged due to the potential risk of it being considered unlawful under anti-bribery regulation. Consequently, any G&E must be reasonable and proportionate in all circumstances.

There are, however, **circumstances where it is never appropriate for G&E to be provided to, or received from, Public (Government) Officials**, in particular, when

- a) **ofi** is tendering for a public contract which has a connection to the potential recipient (including their organization) of the G&E
- b) **ofi** is seeking a license or permit (or the like) from an authority and the potential recipient has a link to the issuance, or
- c) where the offer or receipt of the gift could readily be interpreted as improper.

For the avoidance of doubt any such G&E must **also** be compliant with the wider requirements as established by section 6 of this Policy and, in particular, need to be both:

- (i) pre-approved and declared (as per section 6.4(i) hereunder); and
- (ii) not given with the *intention* of obtaining or retaining an advantage in the conduct of business.

6. Handling gifts and entertainment

“**Gifts**” and/or “**Entertainment**” (**G&E**) means anything given to, or received from, an external third party, that has commercial or personal value including, but not limited to:

- transfers of value such as discounts,
- loans,
- sponsorship,
- favorable terms on any product or service,
- transportation,
- use of the Company's or other's assets,
- subsidizing of expenses,
- tickets to a sporting or theatrical event,
- client entertainment, dinner, or drinks.

“**Giff(s)**” are anything of value that has commercial or personal value including, but not limited to:

- diesel/petrol,
- smart phones, laptops or other such devices
- wrist watches,
- jewelry,
- designer clothing/shoes
- transportation,

- sponsorship,
- favorable terms on any product or service,
- transfers of value such as discounts, loans,
- use of the Company's or other's assets e.g. car/chauffeur,
- internships, scholarships,
- subsidizing of a third parties' expenses.

In addition, where Entertainment is provided to any external party and an **ofi** employee is not also present, it **MUST** be classified and handled as a Gift.

“Entertainment”, is business entertainment/hospitality with third parties which provides an opportunity for substantial interaction and enhancement of the actual or potential client, supplier or other stakeholders relationship. It reflects a gesture of goodwill and gratitude in a business/professional setting and can include, but is not limited to:

- meals and /or drinks,
- golf days,
- tickets to a sporting or theatrical events, e.g., cricket matches, music concerts, tennis matches, soccer matches, golfing competitions, etc

For the avoidance of doubt, travel and accommodation provided to journalists attending organised press events or where ofi invites, or an Employee is invited to be, a speaker at a corporate or industry event, would not be considered G&E, but routine business expenditure.

Even though the provision of Gifts can help to promote **ofi**'s brand, they should only be provided in limited circumstances and particularly, be in compliance with this Policy and the Overriding Principle.

6.1 G&E Overriding Principle and Pre-Conditions for the Provision of G&E

Consistent with **ofi**'s Code of Conduct, the giving and receipt of G&E to or from third parties, which are reasonable, proportionate, given in good faith and appropriate in the circumstances, and which do not create a conflict of interest for any of the participants, is permitted as long as they comply with the G&E Overriding Principle and Pre-conditions, prohibitions, thresholds, guidance and controls set out in this Policy

G&E Overriding Principle

The G&E Overriding Principle stipulates that all G&E provided, or received, must be **reasonable, proportionate and made in good faith** in the usual course of business.

You should carefully consider whether the G&E complies with the Overriding Principle before you provide or accept it. The following are some of the circumstances where the G&E may not be provided or received, and circumstances where the provision of G&E may not be reasonable, proportionate or given in good faith:

- a) You may **never provide or accept G&E**:
 - where the G&E appears to be potentially related to actual or anticipated business with the recipient, particularly in a competitive context,
 - to an existing or potential counterparty when **ofi** is in the process of tendering or negotiating terms with such counterparty,
 - when you are applying for a license, permit or similar permission to conduct business activities and the person receiving such G&E is instrumental in the decision-making process,

- if the counterparty provides a service where it is essential that they preserve their independence and may neither influence **ofi**, nor be influenced by **ofi**, for example the Company auditor,
- where such G&E is specified under Appendix III,
- if such G&E does not meet all the Pre-Conditions detailed hereunder.

b) Circumstances where G&E **may not be reasonable or proportionate**

- where the company is offering potentially unjustifiable “add-ons” such as transport or accommodation in addition to the corporate entertainment event,
- where accepting the entertainment would put you in a compromising position or make you feel you owed the provider something in return,
- where a family member of an employee is provided G&E by a third party,
- where the entertainment provided is lavish in nature or disproportionate to the nature of the business you have with the third party (also see list of Impermissible Entertainment in 6.2).

In such circumstances you should seek guidance from the Regional General Counsel or the Chief Compliance Officer.

Pre-Conditions

G&E may only be provided/received on condition that **all** of the following requirements are met:

- i. **Illegal Influence:** it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits,
- ii. **Legal:** it complies with applicable law, including any local requirements,
- iii. **Appropriateness:** it complies with the Overriding Principle in all circumstances, taking into account the reason for the gift, whether it is of an appropriate type and value, and given at an appropriate time,
- iv. **Prohibited:** it is not expressly prohibited in this Policy, see Clause 5.1. 6.1 a) and Appendix III,
- v. **Provider:** it is given in **ofi**'s name, not in your name,
- vi. **Cash:** it does not include cash or a cash equivalent (such as gift certificates or vouchers) without the express written permission of the Chief Compliance Officer or Regional General Counsel,
- vii. **Never Hidden:** it is given/received openly, not secretly,
- viii. **Values:** it must not be indecent or incompatible with **ofi**'s values, Code of Conduct or policies (see Appendix III),
- ix. **Reputation:** It must not adversely affect **ofi**'s reputation, and
- x. **Approval:** the appropriate approvals (as set out in this Policy) are obtained.

6.2 Examples of Permissible and impermissible G&E

G&E, when given or received, should always be modest in value, proportionate, appropriate in the circumstances and consistent with normal business practices.

Permissible Gifts that may be allowed include, but are not limited to,

- customary de minimis value Gifts during festive seasons,
- gifts for special life events (weddings, births, etc.),
- customary business relationship gifts,
- 'thank you' gifts for event speakers where giving their time free of charge, or an honorarium (speaker fees) for them to speak at an **ofi** conference or event or travel expenses for an individual to participate in such a conference or event, or
- promotional items such as low value pens, calendars, caps etc.

Permissible Entertainment expenses might include

- tickets to sporting events or concerts,
- business dinners,
- lunches or drinks,
- theatre events, or
- golf outings.

Impermissible Entertainment could include

- all expenses paid social/holiday weekend with or without the third party; or
- any Entertainment received or given during a time where **ofi** may be applying for a licence, permit, or engaging in a tender or negotiation to enter into a business arrangement,
- use of a third parties' private or company assets for personal purposes i.e. yacht, holiday home, where such third party engages, or expects to, engage in business with **ofi**.

Where you are unsure whether some Entertainment may be accepted contact the Chief Compliance Officer or Regional General Counsel.

6.3 Check First

Many counterparties, particularly Public (Government) Officials, prohibit the acceptance of Gifts and Entertainment and so particular care must be taken to understand if the provision of such G&E would be acceptable prior to offering it.

Extreme caution must be exercised to ensure that the giving or receiving of any G&E does not create a conflict of interest, or otherwise constitute a Bribe. Accepting or giving G&E in return for a business advantage or a competitive insight, whether directly or indirectly, knowingly, or unknowingly, may constitute a Bribe and is forbidden.

6.4 G&E Thresholds

- Public Officials:** The general rule is that providing G&E to Public Officials should be avoided wherever possible, however, if you believe it is essential to provide G&E to a Public Official you must **always** get approval from your supervisor and the Chief Compliance Officer ("CCO") or Regional General Counsel ("RGC") prior to providing such G&E. You should also be aware of the conditions under which it is never permissible to provide G&E to Public (Government) Officials (set out in Clause 5.1 herein).
- G&E Thresholds:** Any G&E to be given or accepted to/from third parties, should be approved and recorded in accordance with the G&E Thresholds Table below:

G&E Thresholds Table

- All G&E, given or received, must be in line with the Overriding Principle, regardless of the thresholds set out hereunder.
- Guidance and examples on reasonable and proportionate and unacceptable G&E are set out in Clause 5.1, 6.1, 6.2 and Appendix III.
- Where unsure, refer to the CCO and RGC for discussion and approval.

Recipient	Type	Basic Threshold* (per person) for declaration and Routine Approval	Supervisor Approval	High Value Threshold (per recipient) for declaration and Pre-Approval by the CCO or RGC	Limit per recipient per year
Public (Government) Officials	All Gifts and Entertainment (received or provided)	No Threshold; All G&E to be pre-approved and declared	Yes	Consistent with applicable law. Where permissible threshold is \$100 USD	See Frequency Provisions in sections 6.4.iii below. Any exception to be approved by CCO or RGO
All other third- parties	Gifts (received or provided)	Over \$100 USD	Yes	\$300 USD**	May not accept Entertainment from the same provider which exceeds the High Value Threshold more than 3 times a year.
	Entertainment (provided)	Over \$250 USD	Yes	\$1000 USD**	
	Entertainment (received)	Over \$500 USD	Yes	\$1000 USD**	

"Routine Approval" is the de facto approval where a manager approves the expense claim. All managers must take steps to review all G&E being claimed and approve in line with the guidance in the ABC policy.

* When claiming expenses in Concur or via manual expense claim, information should be shared on all G&E provided (not just that which is above the Basic Threshold).

** Any gifts provided that exceed \$300 (USD) per person per gift or Entertainment exceeding \$1000 (USD) per person, to be pre-approved by the Chief Compliance Officer or Regional General Counsel.

iii. Frequency Limits regarding Provision/Acceptance of Gifts

- Employees may not receive or provide Gifts to the same person frequently.
- Employees must ensure that the total value of any Gifts provided to, or received from, the same person does not exceed three hundred US dollars (\$300) in any one calendar year,
- Employees may not accept Entertainment from the same provider, the value of which exceeds the High Value Threshold, more than 3 times in a calendar year and the

CCO/RGC must retain a record of all such High Value Entertainment received.

- Any exception to this must be approved by the CCO or RGC.

iv. **Declaring High Value Gifts and Entertainment:** The maintenance of a detailed record on G&E is essential and is one of the most efficient ways to detect and prevent instances of Bribery.

To this end, all Employees must promptly record details of any G&E which has been given by them to, or received from, an external party in line with the G&E Thresholds table set out above.

This process does not replace the normal process for claiming expenses.

a. **G&E Provided:**

When claiming G&E expenses you must follow the normal process for claiming expenses, e.g. through the Concur expense system, or manual expense claim form etc. This information will then make up a detailed record of G&E provided in the SAP system. Managers must ensure that their staff have completed all the required details in their expense claim for G&E before they approve their expenses.

Should G&E need to be claimed in any other way, if the amount exceeds the threshold set out in the Threshold Table, the manual Gifts and Entertainment Reporting Form should be completed and shared with LCCS.

b. **G&E Received:**

If you have been provided with G&E which you believe is above the High Value threshold as detailed in the Threshold Table above you must notify the CCO or one of the RGCs via email or by completing a Gifts and Entertainment Reporting Form and sending to your supervisor, and the CCO or RGC

When not to give or accept G&E: Appropriateness of timing must always be considered. To ensure that intentions cannot be misconstrued either by the recipient or by other third parties, you should not give or accept G&E to/from any third party when a transaction, contract, pitch, or tender is in process involving that third party or even on completion of such a matter.

v. **Prohibited or Unwanted Gifts and Entertainment**

If an Employee receives any G&E or other benefit that may be deemed to be prohibited, inappropriate or unwanted (see Appendix III) such Gift must be immediately returned, and/or the Entertainment not accepted. In such circumstances details of such unacceptable G&E which is returned should be notified to the Chief Compliance Officer or Regional General Counsel.

If returning the Gift is impractical or undesirable, then it should be handed over to the country Financial Controller for donation or disposal as appropriate. The country Financial Officer should make and keep a written record of such Gift and how it was disposed of.

Written communication accompanying returned Gift(s) or rejected Entertainment should be sent to the donor explaining the Company's policy with respect to G&E and politely requesting that no such G&E should be offered in the future.

vi. **Consider the Intention of the G&E:** The intention behind the G&E provided should always be considered and should be in compliance with the Overriding Principle and not be deemed in any way to be improper. When in doubt, you should contact the LCCS function who can

provide advice in respect of the giving and/or receiving of G&E.

vii. **Useful G&E Guidelines**

* Pay restaurant directly - do not give money to the party you are dining with to settle the bill.
* Business Purpose only: Be sure that expenses paid relate to ofi legitimate business purpose only.
* Where travel and accommodation is provided by ofi : <ul style="list-style-type: none"> ~ Do treat recipients all the same way you would treat ofi employees in terms of types of travel tickets and hotel accommodation. ~ Do pay for airline tickets and hotels directly rather than reimbursing the non-ofi party for their expenses. ~ Do not arrange for the nonofi party's lodging for more days/nights than required to attend the business event. ~ Do not pay for the travel and/or accommodation expenses of the non-ofi party's family members connected to the intended business recipient.
* Non-Business Activities: Limit the time spent on non-business activities during a business event.
* Pay for your own Travel and Accommodation: When invited to a counterparty's hospitality/business event, ofi should pay for your travel and accommodation unless otherwise impossible.

7. Donations

ofi only makes charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the LCCS function, and any contribution made to governments, or Public (Government) Officials must be in line with **ofi**'s Government Interaction Policy.

Employees and Associated Persons should be alert to the fact that giving, offering or receiving charitable donations or charitable sponsorship with the intention of inducing or rewarding improper conduct in relation to **ofi**'s business is likely to constitute a Bribe and is strictly prohibited.

8. Dealing with third parties

Working with third parties, customers, suppliers, distributors, agents, and others is essential to **ofi**'s business. Third parties can also present corruption, fraud, conflicts of interest, and reputational concerns, among others. Therefore, we are required to ensure that the third parties with whom we do business understand our expectations for doing business.

Third parties may not be used to engage in conduct that we are prohibited from engaging in directly.

1. Due Diligence:

Employees must undertake appropriate risk-based due diligence of our proposed partners (including but not limited to agents, suppliers, distributors, consultants etc.) before we engage with them to address the risk of doing business with companies with a reputation or practice of bribery and to mitigate potential risk to ofi.

See Appendix II for a list of red flags that may arise in the due diligence process, such as a lack of clarity on the scope of services to be provided, the business justification for the services, a lack of relevant experience, a newly created entity, or proximity to government decision-

makers.

2. **Distributors and agents:**

No distributor, agent or other third party may be permitted to be a channel through which improper payments are made on the Company's behalf. Compensation paid to distributors, agents and other third parties (such as consultants) must be appropriate and justifiable remuneration for legitimate services rendered, and their contractual arrangements must be documented and appropriately authorized. Distributors, agents and other third parties must be required to agree contractually to comply with ofi Supplier Principles which set out the multiple standards we expect of those companies providing services or supplying goods. In addition, anti-bribery and corruption wording should be incorporated in the terms and conditions for business with **ofi**, and any failure to comply with the Supplier Principles should give **ofi** the right to terminate their agreement.

3. **Contractors and suppliers:**

The Company will conduct procurement in a fair and transparent manner, and we will act with due care when evaluating prospective contractors and suppliers. We will ensure our Supplier Principles are known to our contractors and suppliers, and, where possible, we will have a right of termination where our they are breached.

4. **Supplier Reputation:**

Be alert for any suppliers with poor reputations or practices, by conducting appropriate due diligence. It is strongly recommended that you do not work with a third party supplier that does not have its own anti-bribery policy or other such similar Code or policies on ethical business practices.

5. **Relationships**

Be alert to close relationships between parties in the supply chain (e.g., agent/distributor) or where parties may have a close relationship with a Public (Government) Official or an Employee.

6. **Fees for Services**

Seek a detailed breakdown of all fees/costs upfront, especially where success fees and services are concerned, and question anything which appears unusual.

9. **Key responsibilities**

1. **ofi's Board of Directors, Executives and its senior management** have ultimate responsibility for ensuring that this Policy complies with **ofi's** legal and ethical obligations, and that Employees are aware of and comply with it, including through regularly scheduled mandatory training and appropriate systems and controls.
2. **Management at all levels** are responsible for ensuring those reporting to them complete relevant training and understand their responsibilities.
3. **The Human Resources function** is responsible for notifying new Employees about this Policy at their induction and contacting the LCCS function to ensure appropriate training is given.
4. **The LCCS function** has primary and day-to-day responsibility for implementing this Policy, keeping the Policy updated, ensuring all Employees receive regular training on its contents and dealing with any queries on its interpretation. The Regional General Counsels will support and sponsor the embedding of compliance in their region. LCCS will investigate

any instance or alleged breaches of this Policy. Please refer all enquires on this Policy to the LCCS function.

5. **The Internal Audit function** is responsible for monitoring the compliance of the Company with this Policy and advising LCCS of any instances of alleged breaches of this Policy.

10. Record-keeping

ofi must keep financial records and have appropriate internal controls in place which will evidence the business reason for making all payments to third parties.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers, and business contacts, should be prepared and maintained with strict accuracy and completeness.

No accounts or records must be kept “off- book” or informally to facilitate or conceal improper payments.

11. Reporting suspected/actual bribery concerns

If you suspect any suspicious internal or third-party Bribery activity or are unsure whether a particular act constitutes Bribery you must raise your concerns directly with the LCCS function.

If you wish to anonymously report actual knowledge or suspicion of Bribery or corrupt activity you should do so via the **ofi** [Speak Out!](#) Reporting Line.

Allegations relating to a breach or suspected breach of an applicable law or this Policy will be investigated by **ofi** in accordance with the **ofi** Whistleblowing Policy. The Whistleblowing Policy sets out the process that will then be followed and the protections that a Whistleblower can expect should they raise such a concern or complaint in relation to any actual or suspected breach of this Policy.

No Recriminations

ofi will not dismiss, harass, or otherwise discriminate against Employees who raise concerns in good faith, even if they are mistaken.

Anyone who reports suspected or actual Bribery instances shall, where possible, be given complete anonymity and **ofi** shall support Employees against any form of action against them in relation to the making of any such report.

If you believe that you have suffered any such treatment, you should inform the LCCS function immediately. The LCCS function may then review or seek more information if required and decide what action to take with respect to the complaint. If appropriate, the complaint will be passed on to **ofi**'s senior management.

12. Training and communication

ofi ensures that all of its existing and new Employees are made aware of this Policy. Training on this Policy forms part of the induction process for all new Employees. All existing Employees will receive,

and are required to attend and complete, relevant training (as it is updated from time to time) on how to adhere to this Policy.

The Company's zero-tolerance approach to Bribery must be communicated to all Employees at the outset of the Company's employment with them and as appropriate thereafter.

Associated Persons should be provided with a copy of this Policy, so they are aware of the standards of conduct expected of them.

13. Breach of policy

There are serious criminal consequences if any person or the Company are found to have conducted or been involved in Bribery, whether directly or indirectly, including fines, imprisonment and significant reputational damage.

Employees or Associated Persons who are found to be in violation of this Policy shall be subject to appropriate disciplinary action, which may extend to immediate termination of employment or appointment/contract. Disciplinary action will also be taken against Employees who have knowledge of such violations but conceal such information from **ofi**, or who take detrimental action against others who report such violations.

It is **NOT** a valid excuse or defense that:

- a. you did not intend to personally benefit from the Bribe, but did so for the benefit of some other person, including the Company and/or any of the Group companies or another third party,
- b. you were acting on the instructions of your supervisor(s),
- c. you personally believe such acts or practices are necessary or justified in order for the Company to remain competitive or profitable in a particular jurisdiction or industry, or in order to retaliate against the corrupt practices of others (e.g., our competitors); or
- d. you personally believe that such acts or practices are common or normal business acts in a particular jurisdiction or industry.

14. Monitoring and review

The LCCS function team will regularly monitor and review the effectiveness and implementation of this Policy, always considering its suitability, adequacy, and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures may be subject to regular audits to provide further assurance that they are effective in countering Bribery.

Appendix I

Unacceptable conduct

The giving, receiving or facilitating of a Bribe or involvement in any connected activity, in any circumstances, is totally unacceptable to the Company.

For the avoidance of doubt, it is not acceptable for you (or someone on your behalf) to:

- ✗ give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given,
- ✗ give, promise to give, or offer, a payment, gift or hospitality to a Public (Government) Official, agent or representative to “facilitate” or expedite a routine procedure,
- ✗ accept payment from a third party that you know, or suspect is offered with the expectation that it will obtain a business advantage for them,
- ✗ accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return,
- ✗ threaten or retaliate against another worker who has refused to commit a Bribery offence or who has raised concerns under this Policy,
- ✗ appoint any third party to act on behalf of the Company who you know or have good reason to believe to have engaged in any Bribery or unlawful conduct,
- ✗ pay any third party (excluding bona fide consultants or agents) for the purposes of making business connections for the Company,
- ✗ engage in any activity that might lead to a breach of this Policy, or
- ✗ accept a ‘kickback’ – a kickback is typically any payment made in return for a business favor or advantage. All Employees and Associated Persons must avoid any activity that might lead to, or suggest, that a kickback (or Facilitation Payment) will be made or accepted by the Company.

You must also consider and be alert to the fact that a benefit offered or given indirectly, for example through an agent, or through a third party acting on the Company's behalf, may also constitute a Bribe.

Appendix II

“Red flags”

The following is a list of possible red flags that may arise and which raise concerns under various anti-bribery and corruption laws (including the UKBA and the FCPA) and this Policy. If you encounter any of these red flags then you should report them promptly to the LCCS function team.

The list is not intended to be exhaustive and is for illustrative purposes only. If you have any specific situational queries or concerns, please contact the LCCS function team.

Red flags arise if:

- you become aware that a third party (including an Employee or Associated Person) engages in, or has been accused of engaging in, improper business practices, including Bribery,
- you learn that a third party (including an Employee or Associated Person) has a reputation for paying Bribes, or requiring that Bribes are paid to them, or has a reputation for having a “special relationship” with foreign Public (Government) Officials,
- a third party (including an Employee or Associated Person) insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for **ofi**,
- a third party (including an Employee or Associated Person) requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made,
- a third party (including an Employee or Associated Person) requests that payment is made to a country or geographic location different from where the third party resides or conducts business,
- a third party (including an Employee or Associated Person) requests an unexpected additional fee or commission to “facilitate” a service,
- a third party (including an Employee or Associated Person) demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services,
- a third party (including an Employee or Associated Person) requests that a payment is made to “overlook” potential legal violations,
- a third party (including an Employee or Associated Person) requests that you provide employment (permanent or temporary) or some other advantage to a friend or relative,
- you receive an invoice from a third party (including an Employee or Associated Person) that appears to be non-standard or customized,
- a third party (including an Employee or Associated Person) insists on the use of side letters or refuses to put terms agreed in writing,

- you notice that **ofi** has been invoiced for a commission or fee payment that appears large given the service stated to have been provided,
- a third party (including an Employee or Associated Person) requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to **ofi**,
- the third party (including an Employee or Associated Person) requests a split of purchases to avoid procurement thresholds,
- the third party (including an Employee or Associated Person) is vague or elusive about source of funds for the transaction or activity,
- the third party (including an Employee or Associated Person) requests that the Company not report or disclose a particular activity or transaction,
- the third party (including an Employee or Associated Person) threatens to withhold services absent payments to individuals in addition to contractually agreed payments, or payments in cash or cash equivalents,
- a Public (Government) Official, third party or Associated Person insists on a specific person or company to serve as third party,
- the third party or Associated Person refuses to agree to the contractual provisions relating to anti-Bribery,
- during negotiations, the third party or Associated Person seems indifferent to the price for the Company products or services, or otherwise fails to act in a profit seeking manner,
- the third party or Associated Person insists that its identity remain confidential or refuses to divulge the identity of its owners (legal or beneficial) or principals,
- the third party or Associated Person does not have offices or a staff, or frequently moves locations, or
- you are offered an unusually generous gift or offered lavish hospitality by a third party or Associated Person.

Appendix III

Prohibited Gifts and Entertainment

- i) Prohibited **Gifts** includes the following (non-exhaustive list);
- Cash, cash equivalents e.g., vouchers, Gift Cards and Tokens, unless approved by the CCO or RGC,
 - Items prohibited by law,
 - Items of a highly personal nature (e.g., jewellery),
 - Tickets or entry to inappropriate social venues e.g. strip clubs,
 - Gifts that are indecent, offensive or pornographic in nature,
 - Gifting the placing of bets (e.g. horse racing) or other gambling related Gifts,
 - Gifts that may harm the reputation of ofi.
- ii) Prohibited **Entertainment** includes the following (non-exhaustive list);
- Entertainment that is indecent, offensive or pornographic in nature,
 - Entertainment that is discriminatory, derogatory, abusive, violent in nature,
 - Illegal activities,
 - Gambling in casinos or other such venues,
 - Socially unacceptable activities e.g. blood sports (dog/cock fighting etc.),
 - Entertainment that may harm the reputation of ofi.

ofi staff may not organize activities that are classified as prohibited.

ofi staff are also prohibited in principle from accepting an invitation to such an event.

If in doubt as to whether a Gift or Entertainment is prohibited, you should speak with the Chief Compliance Officer or Regional General Counsel prior to accepting any such gift or invitation.