

ANTI-BRIBERY & ANTI-CORRUPTION POLICY

April 2021

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Digital Edge

PREAMBLE

Message on Compliance

A fundamental ingredient of our success as a Company is that all personnel working for or on our behalf, no matter by what name they are called – employees, directors, agents, consultants, sales representatives, channel partners, resellers, and joint venture partners – conduct themselves with the highest degree of honesty and integrity. This includes ensuring their compliance with all applicable laws, rules, regulations, and codes, wherever we operate in the world – including those laws relating to anti-bribery and corruption (“ABC Laws”).

At Digital Edge, we are fully committed to the fight against corruption and will make every effort to remain in full compliance with all applicable ABC Laws. We understand the critical importance of having effective and sustainable controls in place to combat corruption and the potential impact on our brand and reputation in the event of any non-compliance with these laws.

This Anti-Bribery and Anti-Corruption Policy (the “Policy”) has been designed to clearly set forth our stance on bribery and corruption, i.e., we have a zero-tolerance approach, and to ensure that all employees and third-party representatives fully understand their obligations under this Policy when acting on behalf of the Company.

This Policy is drafted in simple terms and is intended to help you recognize potential bribery and corruption issues and to give you guidance on acceptable and unacceptable behavior and practices. It is your responsibility to read and understand this Policy. If, at any time you are in doubt of your obligations under this Policy or in respect of a particular business practice, please contact the Company’s Legal Department for further assistance.

This Policy will be supplemented with anti-bribery and anti-corruption training, which will put bribery and corruption risk into context by presenting real life scenarios in which you may encounter in your professional lives whilst working for Digital Edge.

Compliance with this Policy and all relevant ABC Laws is a condition of continued employment and/or association with Digital Edge, and the Company will not hesitate to terminate its relationship with any person or entity who commits, or is suspected to have committed, bribery.

Our employees, customers, business partners and other stakeholders expect and demand nothing less than full compliance with this Policy. Ethical conduct is the foundation on which this Company has been built, and your continued commitment to our high ethical standards is expected and very much appreciated.

Sincerely,



Samuel Lee

CEO

1. POLICY SUMMARY

This Policy is intended to provide a level of awareness regarding applicable ABC Laws, which include the U.S. Foreign Corrupt Practices Act (“**FCPA**”) and United Kingdom Bribery Act (“**UKBA**”), and is intended to make you aware of their prohibitions so that you can recognize potential problems and address them appropriately.

A violation of ABC Laws can lead to severe civil and criminal penalties, including jail time, as well as reputational harm to the Company. A violation of this Policy could result in disciplinary actions, including termination of your employment and/or association with the Company. It is therefore vital that you not only understand and appreciate the importance of this Policy, but also comply with it in your day-to-day business activities.

2. POLICY APPLICATION

This Policy applies to all employees, officers, directors, and employees (collectively, “**Personnel**”) of DEA TopCo LP and its direct and indirect wholly owned and controlled subsidiaries (hereafter the “Company” or “Digital Edge”). This Policy is based on internationally accepted best practices and is applicable to the Company’s worldwide operations.

This Policy reflects the standards the Company expects any person or entity that performs services for or on behalf of the Company to adhere to when acting on the Company’s behalf. Such persons or entities acting on the Company’s behalf could include business associates, partners, consultants, agents, intermediaries, representatives, suppliers, contractors, and certain third-party service providers (collectively “**Third Parties**”).

3. POLICY STATEMENT, GUIDELINES, & PROHIBITIONS

The Company is committed to conducting business in accordance with the highest ethical standards and has a zero tolerance for unethical business conduct. Digital Edge prohibits all forms of bribery and corruption, including the offering, promising, authorizing, or providing anything of value to any customer, business partner, vendor or other third party to induce or reward the improper performance of an activity connected with our business.

a. *Bribery and corruption are strictly prohibited.*

To reiterate, the Company strictly prohibits bribery or corruption in any form whatsoever.

Personnel and Third Parties are prohibited from giving or offering bribes, kickbacks, or similar payment or consideration of any kind, whether at home or abroad, to any person or entity (including but not limited to any customers or potential customers, government official, political party, candidate for political office or any intermediaries, such as agents, attorneys or consultants) in order to influence official acts or decisions of that person or entity, obtain or retain business for, or direct business to, the Company; and/ or secure any improper advantage.

A “bribe” is anything of value that is offered, promised, given, or received by any party to influence a decision or to gain or reward an improper or unfair advantage for the benefit of the Company. “Corruption” is the willingness to act dishonestly in return for money or other personal gain. Bribery and corruption can take many forms, including the offering, provision, or acceptance of:

- ⊗ Cash payments.

- ⊗ non-arm's length transactions.
- ⊗ Sham jobs or “consulting” relationships.
- ⊗ Kickbacks.
- ⊗ Political and/or charitable contributions.
- ⊗ Gifts, travel, hospitality, and the reimbursement of expenses.

It is important to note that a bribe does not necessarily need to involve cash or an actual payment exchanging hands but can take many forms such as an expensive gift, lavish treatment during a business trip or tickets to a hospitality event.

Did you know?	<p>ABC Laws do not just apply to the person who pays the bribe or offers anything of value – they also apply to the people who have acted in furtherance of the same. For example, ABC Laws could apply to anyone who:</p> <ul style="list-style-type: none"> ✓ approves the payment. ✓ creates or accepts false invoices. ✓ relays email instructions to pay or accept a bribe or kickback. ✓ covers up an illegal payment. ✓ knowingly cooperates in the payment of a bribe, or ✓ is aware of, but turns a “blind eye”, towards an illegal payment or kickback.
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b. Do not make “facilitation payments.”

The making of ‘facilitation payments’ either directly or indirectly through agents, contractors or intermediaries by Personnel and Contracted Third Parties is prohibited. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other Third Parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents, or releasing goods held in customs. This does not include legally required administrative fees or legally permitted fees to fast-track services.

If you have a question about whether a particular payment is permitted under this Policy, please contact the Legal Department prior to making such payment.

c. Gifts, Meals and Entertainment

A prohibition on bribery may sound easy and obvious. However, knowing when a friendly business gesture crosses the line into bribery may be difficult in real-world situations. The Company acknowledges that giving and receiving nominal benefits (such as gifts, meals, and entertainment) is a common business practice and is intended to strengthen and build long term business relationships.

Giving or receiving benefits is appropriate, proper, and legitimate if the benefit in question is:

- ✓ bona fide.
- ✓ moderate and reasonable.
- ✓ infrequent in occurrence,
- ✓ appropriate in nature.
- ✓ transparent and open.
- ✓ given for a legitimate purpose (related to work or business).
- ✓ consistent with customary practice.
- ✓ in compliance with applicable laws.

A benefit is not appropriate, proper, and legitimate if it is given in cash, cash equivalents (gift certificates, coupons), items readily convertible into cash (jewelry, stocks, stock options) or contributions to political parties or political candidates.

Personnel and Third Parties are prohibited from providing gifts, meals, entertainment, or anything of value to any person or entity in connection with Company business unless it is provided in accordance with:

- ✓ this Policy,
- ✓ the Company's Business Code of Conduct, and
- ✓ the Company's other applicable Policies and Procedures (e.g., Gifts & Entertainment Policy, Corporate Hospitality and Travel Hosting Policy, Charitable Donation and Social Contribution Policy, and Travel and Business Entertainment Expense Reimbursement Policy).

4. INTERACTIONS WITH PUBLIC OFFICIALS

Interactions with public officials require enhanced scrutiny and sensitivity.

While it is the Company's policy to prohibit paying of bribes to anyone, some ABC Laws like the FCPA primarily apply to payments to government officials. There is increased sensitivity of dealings with government officials because it is an area where bribery activity and corruption are more likely to occur.

Be aware of these risks in any dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts, or offering employment to close relatives of public officials can be treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute violations of applicable ABC Laws.

In addition, because interactions with public officials carry special risks under applicable ABC Laws, contracts and payments to public officials should be reviewed carefully to determine what additional safeguards, if any, may be necessary to protect the Company.

Please seek authorization from the Legal Department prior to entertaining, contracting with, or offering or extending any benefits or payments to public officials.

5. POLITICAL DONATIONS AND LOBBYING

Do not offer contributions to political parties or candidates that might influence, or be perceived as influencing, a business decision.

It is the Company's policy that under no circumstances shall Company funds be used to make political contributions to political parties or candidates in any country, even if such contributions are permitted by a country's written laws or regulations. It must be clearly understood that no employee in the Company can therefore make any sort of political contribution from Company funds under any circumstances whatsoever.

The Company's policy is not intended to discourage or prohibit employees of a country from voluntarily making personal political contributions, from participating in the political process on their own time and at their own expense, from expressing their personal views on legislative or political matters, or from otherwise personally engaging in political activities in such country.

6. CHARITABLE DONATIONS

Do not solicit or offer donations to suppliers, vendors, or public officials if it is a prerequisite for future business or if the offer of a donation is intended to obtain a business advantage.

We encourage our Personnel to contribute personal time and resources to charities and nonprofit organizations. Charitable donations or requests for charitable donations made by individuals on their own behalf should comply with any applicable local laws and regulations. If you are requested by a public official to make a personal donation to a particular charity, please seek authorization from the Legal Department before agreeing to or making the donation.

The Company also believes in contributing to the communities in which it does business and permits reasonable donations to charities, however, it needs to be certain that donations to charities are not disguised illegal payments to government officials in violation of ABC Laws. The Company also needs to confirm that the charity does not act as a conduit to fund illegal activities in violation of anti-money laundering laws or anti-terrorism laws. It is therefore the Company's policy that, unless the solicitation is supported by the Company in writing pursuant to the Company's Charitable Donation and Social Contribution Policy, Personnel are prohibited from using the Company's resources to solicit donations.

All requests on behalf of the Company for corporate gifts to charities and other not-for-profit organizations must be authorized in advance pursuant to the Charitable Donation and Social Contribution Policy.

7. SOCIAL CONTRIBUTION PAYMENTS

Do not solicit or offer to make social contribution payments, whether within or outside of a contractual agreement to do so, without first seeking approval in accordance with the Company's Charitable Donation and Social Contribution Policy.

Certain agreements may require the Company to make payments to assist with the development of a particular country. These payments may be charitable donations and training obligations, or social contribution payments. The Company may also wish to make development related payments outside of a contractual obligation. Whether within or outside of a contract, these types of payments must be reviewed for compliance with applicable ABC Laws, and approval of any such payment must be obtained in accordance with the Charitable Donation and Social Contribution Policy prior to agreeing to make the payment.

Neither the existence of a contractual obligation nor the legality of the payment under any applicable local laws or regulations shields the Company from liability under certain ABC Laws.

8. RECORD-KEEPING

Record all our transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction are clear.

In addition to prohibiting bribery and corruption, some ABC Laws require proper record-keeping and the establishment and maintenance of internal controls. The purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices. All the Company's transactions must be recorded completely, accurately and with sufficient detail so that the purpose and amount of any payment is clear. No accounts or payments may be kept "off-book". False, misleading, or artificial entries must never be made in the books and records of the Company for any reason.

It is the Company’s policy that it will maintain books and records practices and internal controls so as to ensure that: (i) receipts and expenses are accurately recorded with reasonable detail and are based on accurate and sufficient supporting documentation; and (ii) no “off the books” accounts are created or maintained, and it is also the Company’s policy that such books and records will be maintained for seven (7) years after the consummation, termination, or expiration of any applicable transaction.

Did you know?	<p>Examples of improper record-keeping include, but are not limited to:</p> <ul style="list-style-type: none"> ✓ making records appear to show a payment to one person when, in fact, the payment was made to someone else. ✓ creating a “slush fund”; submitting false or inaccurate expense account reports, and ✓ creating records that inaccurately characterize the true nature of a transaction or payment (for example, reporting an “overhead expense” instead of “commission”).
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9. THIRD PARTIES & DUE DILIGENCE

Third Parties are not permitted to pay, offer, accept, or request bribes on our behalf.

The Company recognizes that there are circumstances in which relationships with third parties such as channel partners will be required or prudent from a commercial perspective, however, public corruption often occurs when companies use third parties as intermediaries to obtain business or influence action on their behalf. Further, ABC Laws do not always differentiate between acts made by you or by someone acting on your behalf. As such, the Company can face liability under anti-corruption laws based on improper payments made by its agents, consultants, channel partners, resellers, or other business partners, regardless of whether the Company had direct knowledge of the improper payments. For this reason, we need to be certain that we only deal with third party intermediaries who are prepared to apply the same standards of business conduct as the Company does itself.

The Company performs appropriate due diligence on certain engagements, including with respect to any Third Parties acting on the Company’s behalf, in accordance with its Third Parties Due Diligence Policy. The Company will perform appropriate due diligence on the engagement of any Third Parties providing service in or headquartered in jurisdictions with a Corruption Perceptions Index (“CPI”)¹ score of 50 or lower. For reference purposes, as of the date of adoption of this Policy, selected countries with a CPI score lower than 50 are listed on [Appendix B](#) attached hereto.

Further, certain undertakings with Third Parties may be subject to due diligence, or on a particular engagement if directed by the Company after reviewing the engagement pursuant to the Third Party Due Diligence Policy. Due diligence may include informing these Third Parties (and associated companies) of this Policy, meeting with them to better assess their character, making commercially reasonable inquiries into their reputation and past conduct, conducting background screenings and watch list checks, and obtaining compliance certifications from the Third Party. Anti-bribery language will be included in Third Party agreements, where appropriate, in consultation with legal counsel and in accordance with the Company’s Contracting Guidelines.

¹ The CPI ranks countries/territories based on how corrupt their public sector is perceived to be. It is a composite index, a combination of polls, drawing on corruption-related data collected by a variety of reputable institutions. The CPI reflects the views of observers from around the world, including experts living and working in the countries/territories evaluated. A country/territory’s score indicates the perceived level of public sector corruption there on a scale of 0 - 100, where 0 means that a country is perceived as highly corrupt and 100 means that a country is perceived as very clean. A country’s rank indicates its position relative to the other countries and territories included in the index, and the 2019 index includes 198 countries and territories, with the number 1 representing the least corrupt country and number 198 representing the most corrupt country in the index.

Did you know?	You may never do through any third party what you may not do directly. Authorizing or encouraging any third-party, including a distributor, reseller, or channel partner to pay bribes or engage in other misconduct is a violation of Company Policy and Anti-Corruption Laws. Even the knowledge of an improper payment or illegal activity can lead to civil and criminal liability against the Company and quite possibly for the individual with knowledge.
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10. REPORTING

The Company’s Personnel and Third Parties have an obligation to adhere to this Policy. If you witness behavior on the part of any Personnel or Third Party that you believe may represent a violation of this Policy, you must promptly report it. Internal reporting is important to the Company and it is both expected and valued. The Company takes all reports seriously, and every report received will be assessed and, where necessary, appropriate investigation will be undertaken. The confidentiality of reported violations will be maintained where possible, consistent with the need to conduct an adequate review and subject to applicable law.

Reports should in the first instance be made to the Legal Department or through the reporting channels in the Company’s Whistleblower Policy. No retribution or retaliation will be taken against any person who has made a report based on the reasonable, good faith belief that a violation of this Policy has occurred.

11. TRAINING

Company policy requires all Personnel and certain Third Parties to take and pass the Company’s anti-corruption training course/s which will be rolled out by the Company from time to time. The course/s may be conducted on-line or in-person and will be administered by the Company’s Legal Department. Each Personnel or Third-Party will be notified via email that they are required to take the course/s. Those required to take such course/s must do so within the notified timeframe and to repeat the course/s as and when required. Failure to do so without justification will be viewed very seriously by the Company and could result in the withholding of any discretionary bonus payment, suspension and/or termination of your employment and/or association with the Company.

12. THE FCPA AND THE UKBA

Given the importance and extra-territorial effect of the FCPA and the UKBA, a summary of the applicability of those laws and relevant prohibitions there under are set out at Appendix A to this Policy. All Personnel and Third Parties should read and understand the application of those laws to the Company.

13. PERIODIC AUDITS

In furtherance of this Policy, the Company will conduct periodic, confidential audits. Our management team will determine the frequency and scope of any periodic audit. These periodic audits are designed to prevent and detect violations of the applicable ABC Laws, this Policy and other Company policies.

The audits will focus on the following items:

- ✓ Strategy to ensure compliance with applicable ABC Laws;
- ✓ Communication with and education of Company Personnel and relevant Third Parties;
- ✓ Establishment and implementation of monitoring mechanisms;
- ✓ Due diligence procedures taken prior to entering into arrangements with Third Parties; and
- ✓ Review of a random sample of the Company's business agreements.

The periodic audits will also include a review of the Company's books and records pertaining to the relevant expenditures (gifts, meals, entertainment, travel, donations, etc.) by Company Personnel and Third Parties on behalf of the Company.

14. INVESTIGATIONS

In addition to the periodic audits described above, there may also be individual instances in which the Company may wish to investigate a certain matter. In these events, the Legal Department, in consultation with outside legal counsel, may perform an investigation of the Company's records, books and accounts, and any other evidence required under the circumstances to prevent and detect violations of applicable ABC Laws and to ensure compliance with this Policy and other Company policies.

15. ENFORCEMENT & DISCIPLINARY ACTION

The Company will impose discipline on individuals found to have breached this Policy, in a manner that is fair, consistent and that reflects the nature and facts of the violation. Anyone subject to this Policy who violates it may face disciplinary actions up to and including termination of his or her employment or relationship with the Company for cause and without notice. The violation of this Policy may also violate certain ABC Laws. If the Company discovers a violation of any ABC Law, it may refer the matter to the appropriate authorities, which could lead to penalties, fines or imprisonment or other liability.

APPENDIX A

I. UNITED STATES FOREIGN CORRUPT PRACTICES ACT (“FCPA”)

The FCPA has two primary sections. The first section makes it illegal to bribe foreign officials (the anti-bribery provisions) and the second section imposes record keeping and internal accounting requirements upon publicly traded U.S. companies, as well as certain private companies (the accounting provisions).

You can find the full text of the FCPA at the DOJ’s website: <http://www.justice.gov/criminal/fraud/fcpa/>

A. Anti-bribery Provisions

The FCPA’s anti-bribery provisions prohibit the Company and its directors, officers, employees, representatives, agents, business partners, certain distributors and suppliers, and any other third parties acting on behalf of the Company from offering, authorizing, promising, directing, or providing anything of value to any “foreign official” for the purpose of influencing that person to assist the Company in obtaining or retaining business or securing an improper business advantage (including in connection with obtaining project approvals, permits or entitlements).

The scope of the FCPA is vast. For example:

- You do not need to make a payment for liability to attach under the FCPA. The mere offer or promise of a payment can result in a violation of the FCPA.
- The FCPA extends to payments of anything of value—not just payments of cash. There is no minimum threshold or materiality requirement for corrupt payments. Prohibited payments can take many forms, including the purchase of an official's property or services at inflated prices, entertainment, meals, gifts, charitable donations, travel expenses, loans with favorable terms, scholarships, cars or sports equipment, or anything else of value.
- The FCPA prohibits both direct and indirect payments. Indirect payments through an agent, partner, subsidiary, consultant, or any other third-party may also give rise to liability. The FCPA prohibits payments to any person while “knowing” or “having reason to know” that any part of the proceeds will be provided to or otherwise used to influence the acts of a non-U.S. official.
- The U.S. Securities and Exchange Commission and U.S. courts have made clear that an arrangement need not be of a “quid pro quo” nature to be corrupt. Any attempt to favorably influence foreign officials, even if that simply includes purchasing their good will, may be considered securing an improper advantage and a violation of the FCPA.

For examples of bribes or improper payments under the FCPA, see Section D below.

B. Accounting Provisions

In addition to prohibiting improper payments, the FCPA also contains accounting provisions that impose additional record-keeping and internal control requirements on public companies like the Company. These accounting provisions do not just prohibit improper accounting of improper payments, but they also prohibit improper accounting of proper payments. Put differently, even bona fide business expenses, if improperly accounted for in the books and records of the Company, can lead to a violation of the FCPA.

The FCPA’s accounting provision requires the Company to maintain internal accounting controls and keep books and records that accurately reflect all transactions and the disposition of assets, which includes but is not limited to an obligation to keep accurate records regarding gifts, entertainment and/or travel provided to foreign officials. Thus, the FCPA prohibits the mischaracterization or omission of any transaction on a company’s books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for this component of the FCPA.

For the purposes of the FCPA, “foreign official” means any officer or employee of a foreign government (i.e., other than the United States) or any department, agency, or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a “public international organization”, any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organization, any foreign political party or party official, or any candidate for foreign political office. Thus, foreign officials include not only elected officials, but also consultants who hold government positions, employees of companies owned by foreign governments, political party officials and others. The term “public international organization” includes such organizations as the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter- American Development Bank.

C. Penalties

The FCPA imposes criminal liability on both individuals and corporations. For individuals who violate the anti-bribery provisions of the FCPA, criminal penalties include fines of up to \$100,000, or, alternatively, twice the amount of the gross pecuniary gain resulting from the improper payment (pursuant to the Alternative Fines Act), imprisonment of up to five years, or both. The Company may not reimburse any fine imposed on an individual. Corporations may be fined up to \$2,000,000, or, alternatively, twice their pecuniary gain, for criminal violations of the FCPA’s anti-bribery provisions. In addition to criminal penalties, a civil penalty of up to \$10,000 may be imposed upon a company that violates the anti-bribery provisions, and against any officer, director, employee or agent of a company, or a stockholder acting on behalf of a company who violates the anti-bribery provisions of the FCPA. The U.S. Department of Justice and the U.S. Securities Exchange Commission may also obtain injunctions to prevent FCPA violations.

Individuals who willfully violate the accounting provisions of the FCPA may be fined up to \$5,000,000, or, alternatively, twice the amount of the gross pecuniary gain resulting from the improper payment (pursuant to the Alternative Fines Act), imprisoned up to twenty years, or both. A corporation may be fined up to \$25,000,000, or, alternatively, twice the amount of the gross pecuniary gain resulting from the improper payment (pursuant to the Alternative Fines Act). In addition to criminal penalties, a civil penalty of up to \$500,000 may be imposed upon a company that violates the anti-bribery provisions, and a civil penalty of up to \$100,000 may be imposed upon any officer, director, employee or agent of a company, or a stockholder acting on behalf of a company who violates the accounting provisions of the FCPA.

D. Examples of FCPA Violations and Red Flags

Requests by foreign officials for payments that would violate the FCPA can be much more subtle than a direct request for a kickback or bribe. The FCPA prohibits the provision of “anything of value” to a foreign official for improper purposes. This term is very broad, and can include any item of pecuniary value, including but not limited to, the following:

- making payments or giving something of value to a government official in order to receive or renew a license or permit or to obtain an approval that the Company needs to continue business.
- making payments or giving something of value to a government official that is intended to influence implementation of a law that is beneficial to the Company’s business or to influence repeal of a law that is adverse to the Company’s business.
- making payments or giving something of value to a government official in exchange for overlooking or forgiving a regulatory compliance mistake or violation.
- making payments or giving something of value to government officials or political parties in connection with transactions or proposed transactions related to the Company’s products or services, or
- authorizing or making payments to government officials intended to influence acts and decisions that would help the Company to win a deal or prevent the Company from losing a deal.

Below are some “red flags” that may require further inquiry to ensure that improper payments are not being directed to government officials:

- requests for commissions that are unusually large in relation to the work to be performed.
- references by a local agent to “special accommodations” that have to be made with local officials or statements that you should not ask too many questions about how business gets done in the local jurisdiction.
- hesitation on the part of an agent or consultant to provide the details of the services to be performed and statements that he or she will “do what it takes to get the deal done” in the local jurisdiction.
- requests for “up front” payments when such payments are not expressly required by a written business agreement.
- requests for payment to an offshore bank account, in cash, in a different name, to a shell corporation, to an account in a different country, through private payment procedures, or to an unrelated third-party.
- refusal by a prospective agent to commit in writing to comply with the Company’s compliance policies.
- refusal to submit to or respond to the Company’s due diligence requests without a reasonable explanation.
- refusal by a consultant to provide written reports of its activities.
- a history of illegal or questionable behavior by a prospective consultant.
- family or business relationships between the Company’s agent and government officials.
- proposals for consulting or lobbying contracts by persons who claim to have “special arrangements” with government officials.
- requests for commission payments prior to announcement of an award decision.
- requests by government officials that specific parties be engaged to provide services or materials to the Company.
- requests that the Company bid for services to be made through a specific representative or partner, or
- demands that payments only be made in cash.

Neither the lists above are an exclusive list of issues that may arise under the FCPA. In the event that you are faced with a situation that is similar to any of the examples above, you should immediately contact the Company’s Chief Legal and Compliance Officer to ensure compliance with the FCPA.

II. UKBA

The UKBA goes beyond the requirements of the FCPA in that it prohibits bribery not only in the public sector, but also in the private sector, both domestic and foreign. It also gives tremendous enforcement discretion to prosecutors.

You can find the full text of the UKBA at the website: <https://www.legislation.gov.uk/ukpga/2010/23/contents>

In general, the UKBA creates four new offences:

- an offence of active bribery (i.e., giving, promising, or offering a bribe).
- an offence of passive bribery (i.e., requesting, agreeing to receive, or accepting a bribe).
- a specific offence of bribing a foreign public official, and
- a new corporate offence which applies where a corporate or partnership fails to prevent those performing services on their behalf from paying bribes.

A. Active Bribery

A bribe can be offered, promised, or given directly or through a third party, i.e., the offence expressly applies where an agent is used to pay a bribe. An offence is committed if the offeror of the bribe intends to induce the recipient of the bribe to perform his function or activity improperly. It does not matter that the function or activity has no connection with the U.K. and is performed outside the U.K.

An objective “reasonable man” test will be adopted for the determination of whether the recipient has performed his function or activity improperly, i.e., whether the recipient is in breach of an expectation by a reasonable man that the function or activity will be performed in good faith and impartially.

B. Passive Bribery

The recipient of a bribe commits an offence even if he has no intention of committing a criminal act or is unaware that he is in breach of an expectation arising from his position of trust. It does not matter if the person performing the function accepted the bribe with the intention of performing his function or activity improperly.

Accordingly, employees who perform a function or activity (e.g., in the Procurement or Construction teams) should exercise extreme caution in the receipt of any advantage from a third party as such advantage may be perceived (by adopting a “reasonable man” test) to influence the impartiality of exercising his/her function or activity.

C. Bribery of Foreign Public Officials

It is unnecessary for the offeror of a bribe to know or intend that the foreign public official (foreign being non-U.K.) acts improperly. It is sufficient that he intends to influence the official. Also, it is not necessary for the official to actually act improperly. Hence, the offence is similar to the FCPA bribery offence, but without the specific defences for bona fide expenses and for facilitation payments available in the U.S.

D. Corporate Offence of Failing to Prevent Bribery

The provision on corporate liability is one of the strictest for commercial organizations, making companies effectively vicariously liable for both public and private sector bribery by its employees, agents, or other more loosely connected parties. The offence can be triggered by acts of bribery anywhere in the world.

E. Penalties

Corporations and other entities convicted of violating the UK Bribery Act can face unlimited fines and disreputable. In addition, individuals can face up to 10 years in prison.

APPENDIX B

CERTAIN JURISDICTIONS WITH CPI SCORES OF 50 OR LESS

<u>Country</u>	<u>CPI Score</u>	<u>Rank (out of 198 Countries)</u>
Malaysia ²	51	57
India	40	86
China	42	78
Indonesia	37	102
Vietnam	36	104
Thailand	36	104
Philippines	34	115

² Although Malaysia has an index of 51, it is included in the Company's mandatory review under its Third-Party Due Diligence Policy.