

Approved
By the resolution of the Board of
TBC Bank Group PLC



Chairman of the Board
Date: December 8, 2022

Anti-Bribery, Anti-Corruption and Anti-Facilitation of Tax Evasion Policy

Area of Compliance	Anti-Bribery, Anti-Corruption and Anti-Facilitation of Tax Evasion Policy	
	Contributing Departments	
Department responsible for the document	Compliance Department of JSC TBC Bank	
Corporate units engaged in the implementation	The entire staff/all employees of the Group	
Reviewed by		
Approved by	The Supervisory Board	
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1. Introduction

- 1.1. TBC Bank s PLC and its subsidiaries (together, the Group) are committed to acting fairly and with integrity in all of their business dealings and relationships and take a zero- tolerance approach to financial crime.
- 1.2. All forms of financial crime, including bribery, corruption, tax evasion, facilitation of tax evasion and money laundering, are criminal offences and undermine customers, regulators, international organisations and other stakeholders' trust in the Group. According to the best practice for countering financial crime, the Group should have clearly defined anti-bribery and anti-money laundering rules, effective controlling systems, internal mechanisms for promoting integrity, a well-defined remuneration policy and management of conflicts of interest and accountability rules.
- 1.3. The Group prohibits any form of bribery and corruption, including but not limited to accepting, offering, paying, giving, soliciting or authorising bribes, by promoting internal integrity and fulfilling the obligation towards the stakeholders of the Group.
- 1.4. The purpose of the Group's Anti-Bribery, Anti-Corruption and Prevention of the Facilitation of Tax Evasion Policy is to ensure compliance of the Group employees and any other person that acts in the name of the Group (including, for the avoidance of doubt, the boards of directors and senior management of all relevant companies within the Group)"associated persons", with legal regulations and anti-bribery, anti-corruption international standards.
- 1.5. This policy provides guidance to employees, directors and officers on how to recognize and deal with bribery, corruption and tax evasion issues and defines the responsibilities of the employees and those working on behalf of the Group.
- 1.6. You will not face any adverse or negative consequences for complying with this policy. Failure to comply with this policy may however result in disciplinary action, including dismissal and may also result in civil proceedings and/or criminal prosecution and sanctions (including custodial sentencing) against you personally and your supervisor or manager, to the extent there was a lack of leadership, supervision or diligence.
- 1.7. The Group's Anti-Bribery and Anti-Corruption **and Anti-Facilitation of Tax Evasion Policy** aims at establishing internal guidance on the prevention of bribery, based on national and foreign legal provisions including but not limited to, UK's anti - bribery and corruption law - *the Bribery Act 2010*, *FCA (financial Conduct Authority) guideline on preventing financial crime* (January 2015), *Wolfsberg Anti-Corruption Guidelines* (August 2011), *Criminal Finance Bill 2017* and best practices.
- 1.8. The Anti-Bribery and Anti-Corruption **and Anti-Facilitation of Tax Evasion Policy** and amendments to the policy are approved by the Supervisory Board of the Group.

2. Scope

2.1. This document sets out behavior that is expected of employees, directors, officers and any person acting on the Group's behalf ("associated persons") when offering, giving and accepting gifts, hospitality and inducements to/from external third parties and provides a common standard of good practice across the Group.

2.2. The policy applies to the whole staff of the Group irrespective of their location, function or grade.

2.3. The Group employees (permanent and temporary staff), outsourced service providers, agents, joint venture partners, contractors, sub-contractors or any other persons acting on behalf of the Group are required to adhere to this policy.

2.4. The aim of this policy is to establish effective systems and adequate internal control mechanisms to mitigate bribery and corruption risk, to set the responsibilities of the Group and of those working for it in observing and upholding the Group's position on facilitation of tax evasion. The policy provides guidance on the types of behaviour that may give rise to violations of anti-bribery and anti-corruption laws/criminal finance bill requirements and reinforces a culture of honesty and openness among the Group's staff.

2.5. In order to establish efficient controlling system against violations of Anti-bribery and Anti-corruption and Anti-Facilitation of Tax Evasion Policy requirements there should be implemented/amended complementary internal standards and procedures in the Group, including but not limited to:

- Code of Ethics;
- Code of Conduct;
- Know your customer procedure
- CDD procedures
- Know Your Partner procedures including, a risk assessment of the types of the third parties the Group is engaged with;
- Know your Employee
- Assessment of the Group's business lines and the jurisdictions in which the Group operates;
- Gift and Hospitality instructions;
- Whistleblowing Policy; and
- Incident and risk escalation procedures together with management information processes.

3. Bribery

3.1. Bribery is an act that involves the promise, offer, acceptance, or transfer of an advantage either directly or indirectly, in order to gain any commercial, contractual, regulatory or personal advantage and/or to induce or reward behavior that is illegal, unethical or a breach of duty. For the purpose of bribery offences it makes no difference whether the recipient knows or not that performance of the function or activity is improper.

3.2. Bribes can take many forms, for example:

- money (or cash equivalent);
- unreasonable gifts;
- excessive or inappropriate entertainment or hospitality;
- payments made to perform a normal job more quickly or prioritise a particular customer (facilitation payments);
- the offer of an opportunity to a person or a friend/relative of a person (e.g. offering a job or work experience);

- political/charitable donations (if the contribution provides an indirect benefit to a person who has requested or suggested it, is provided to public officials **including those in government departments (domestic and foreign), as well as employees of government owned or controlled commercial entities, international organisations, political parties and political candidates**, or is effectively a disguised bribe); or
- the provision of anything of value for inadequate consideration.

3.3. The level of the risk of bribery diverges according to the Group's activities, products and services.

The activity the Group is engaged in could pose low, medium or high bribery risk to the Group. According to the level of the bribery risk, the Group will apply either enhanced or standard due diligence procedures. Enhanced due diligence procedures might include:

- escalations process established by the Group;
- additional documentation requirements (where appropriate);
- increased frequency of review process; and/or
- when the increased risk emerges in connection with third parties, other relevant procedures should be applied for investigating the reputation of the third party.

3.4. According to the nature of the business activities, there might be increased bribery risk areas within the Group, to which certain provisions and appropriate controlling procedures should be applied.

3.5. The increased bribery risk areas defined by the Group are the following:

- accepting and offering gifts and hospitality and entertainment;
- political contributions;
- charitable donations;
- facilitation payments; and
- communication with the third parties.

4. Gifts and Hospitality

4.1. Giving or receiving gifts and hospitality is a risk-sensitive activity that requires careful management in order to avoid bribery risks and damage to the Group's reputation. Before engaging in gifts and hospitality it is important to consider the context and intent of a particular action or activity. A key issue to consider is whether the giving or receiving gifts and hospitality intends to induce or reward an employee or third party to improperly perform their duties with a view to obtaining a business advantage.

Hospitality

4.2. **Hospitality covers events or activities, whether hosted and paid for by the Group or by an external individual or company, including those in relation to sport or culture, conferences, seminars, educational establishments and also invitations to stakeholders, clients, business partners or suppliers in connection with a unique or one-off event.**

4.3. The Policy doesn't prohibit bona fide hospitality and promotional or other business expenditure which seeks to:

- improve the image of the Group;
- better to present products and services; or
- establish cordial relations.

4.4. The general bribery offences pertain to those situations where it is considered that offering or receiving hospitality might influence, or be perceived to influence, a business decision or a person to act improperly.

4.5. Providing reasonable and proportionate levels of hospitality is not considered as bribery offence but there are higher risk circumstances where offering or receiving hospitality might be perceived as bribery.

4.6. Examples of higher bribery risk circumstances for the purpose of hospitality could include:

- an offer of hospitality shortly before/after or during a tendering process;
- accepting hospitality at any point in the time surrounding a contract renewal;
- extending any invitations to public officials (domestic and foreign) whilst a regulatory or licensing application or other regulatory matter is pending;
- giving hospitality to a person who is in a position to award contracts, or approve permits, certificates or licenses; and
- giving hospitality to a person who is about to make a decision which could favour the Group or who has just made the decision in favour of the Group (such as in relation to a request for proposal or tender).

4.7. In higher bribery risk circumstances regarding hospitality each employee is responsible to seek advice from the Compliance Department of the Group. In case the issue cannot be resolved at the Compliance Department level, employees of the Department should apply for escalation procedures and report the issue at the Anti-bribery and Anti-Corruption Committee. The employees should follow the decision of the Committee for further behavior.

4.8. Compliance Department for the scope of this Policy means:

- i Compliance Department/Compliance officer of the member company of the Group
- ii TBC Support Compliance Partner for those member companies , that do not have Compliance Department

Gifts

4.9. **A gift is an item for which financial payment is not required and is usually given by the Group or by customers as a token of appreciation or as a means of expressing normal business courtesies. The giving or receiving of a gift with the intent to influence the receiver's business decision could be considered as bribe notwithstanding the value of the gift.**

4.10. A Group employee, director, or officer may not directly or indirectly offer, give or receive any gift if:

- by doing so the provision of this Policy and Group's Code of Conduct will be violated;
- the gift could be perceived as a bribe;
- by doing so, the recipient will be influenced to act improperly; or ☐ it would affect the Group's reputation if knowledge of the Gift was to become public.

4.10. If an employee, director, or officer has a doubt that accepting or offering the gift may be considered as bribery offence he/ she should raise concern to the Compliance Department.

4.11. Any employee can receive a gift expressing a client's gratitude if the value of the gift meets the value limit set out in the Group's Code of Conduct and may give or receive promotional materials. When receiving a gift, employees should consider not only the value of the gift, but also the frequency with which the same or similar gift or benefit is offered.

4.12. Employees must seek prior approval from Compliance Department for all gifts received or offered with a higher value of limit than it is set in the Group's Code of Conduct or if the frequency of receiving or offering the gift is more than three times a year. Such cases should be logged on the Gifts and Hospitality Electronic Register.

4.13. If an employee cannot refuse to receive the gift/hospitality as there is a threat that refusing the offer will cause offence, an employee should seek the approval from Compliance Department through Gift and Hospitality Electronic Register. In case the decision cannot be made at the level of Compliance Department, the issue should be escalated to the ABC Committee (Anti-bribery and Anti-Corruption Committee) for the final resolution by the Compliance Department.

4.14. For the purpose of this policy, gifts and hospitality are acceptable if:

- they are within the limits set by the Group's Code of Conduct and reasonable in terms of frequency;
- they have been spontaneously given;
- they are reasonable and proportionate;
- they are not cash or cash equivalent;
- they do not intend to induce a person to act improperly; [and]/[or] ☐ they are not given or received with the intend to get something in return.

4.15. Heads of Departments/Branch Directors are responsible for ensuring that employees under their subordination adhere to this policy and register all gifts and hospitality as defined by the Article 4.12 on the Gifts and Hospitality Electronic Register.

4.16. If an employee is offered a gift and feels compelled to accept it, for example because rejecting it would offend the person offering it, the employee may take the gift and disclose it to the Compliance Officers as soon as possible who will advise on action to be taken.

4.17. Any gifts offered or given to the third parties must be offered openly and in good faith, without any conditions. If engaging in such activity, the requirement to avoid any conflict of interest must be taken into account.

5. Record Keeping and Registering Gifts and Hospitality

5.1 Registering Gifts and Hospitality

5.1.1. All below mentioned cases should be recorded on Gift and Hospitality Electronic Register (the "Register"):

- all individual gifts offered and accepted, where the value of the gift is above the threshold defined by the Group's Code of Conduct;
- acceptance of multiple gifts, either at the same time or during a 12 month period, where the total value is in excess of the threshold defined by the Code of Conduct;
- all hospitality, whether offered or accepted, except for normal business lunches (above GEL 100 per head);
- all donations made by the Group;
- all offers of gifts and hospitality which have been declined; and
- all gifts and hospitality given to or received from Government Officials regardless of the amount.

5.1.2. All given and received gifts and hospitality must be recorded in reasonable detail.

5.1.3. The Group's Compliance Department should review the Gift and Hospitality Electronic Register quarterly to ensure that the level of hospitality activity and the level of giving and acceptance of gifts is not excessive and could not be considered an inducement or bribe.

5.1.4. Records concerning gifts and hospitality which are held on the register should be retained for a minimum of 6 years.

5.2 Record-Keeping, Accounting and Payment Practices

5.2.1 The record-keeping provisions of the Policy require the Group's Financial Accounting and Reporting Department to ensure that the Group's books, records and accounts are kept in reasonable detail, accurately and in a manner that fairly reflects all transactions and dispositions of assets. Accordingly, the Group's employees must act in accordance with applicable standards, principles, laws and policies for accounting and financial reporting and maintain accurate books and records in accordance with applicable regulatory and legislative requirements.

5.2.2 It is forbidden to make false or artificial entries in the books and records of the Group for any reason.

5.2.3 All receipts, invoices and other substantiating documents and records relating to dealings with third parties should be prepared and maintained with strict accuracy and completeness, no accounts must be kept "off-book" to facilitate or conceal improper payments.

5.2.4 All payments must be made for legitimate business reasons.

6. Donations and Sponsorship

6.1. This policy defines the Group's approach to charitable and political donations.

6.2. The Group may support local charities or provide sponsorship of certain programmes such as social, cultural or sporting events, but in obedience to legal and internal procedures, which include the following:

- the Group must conduct appropriate due diligence on and provide donations to organizations/persons that serve a legitimate public purpose and which are themselves subject to high integrity standards;
- the Group must have clear and transparent approach to charitable organizations, including the selection process of suitable recipients on the risk based approach;
- all charitable donations made in the Group's name must be approved by the Compliance Department;
- the risk of all charitable donations made in the Group's name, as well as the risk of recipients must be assessed by the Compliance Department before the Management Board approval;
- the Group must identify any political connections (for example UBO - „Ultimate Beneficial Owner“, controlling persons) of a charitable organization and if there are any, continue the activity according to the Policy and other relevant internal standards.

6.3. It is mandatory to document all processes related to the selection, risk assessment and approval/denial procedures of donations to charitable organizations.

6.4. The Group's Code of Conduct determines strict divide between employees' political/public activities and their roles in relation to the business of the Group (For further information please see the Group's Code of Conduct, article 9 and sets clear rules on political-public activity and public demonstrations for employees.

6.5. The Group does not make donations to any political parties or organizations.

6.6. All charitable donations when the recipient is connected to PEP, political parties, public officials, organizations or individuals engaged in politics must be approved by the CEO.

6.7. **Public officials include those in government departments (domestic and foreign), as well as employees of government owned or controlled commercial entities, international organizations, political parties and political candidates.**

7. Facilitation payments

7.1. Facilitation payments are unlawful payments made to a public or government official to secure or expedite routine or necessary official action, either more promptly or at all.

7.2. The Group and its employees must not be engaged in facilitation payments.

7.3. For these purposes, payments to governmental entities (in the form of official fees and charges) required under relevant law, rules or regulation which are lawfully documented are not considered to be facilitation payments.

7.4. If employees of the Group are confronted, or think they are likely to be confronted in the future, by a demand for a facilitation payment, they should report the case to the Compliance Department. If an employee feels forced to make a payment on the basis that his or her safety, security or liberty may be threatened, the employee may make the payment but should report the matter to the Compliance Officers as soon as possible who will decide on the appropriate action to be taken.

8. Facilitation of Tax Evasion

8.1 Tax evasion is cheating the public revenue, or being knowingly concerned in or taking steps with a view to, the fraudulent evasion of a tax.

8.2 Facilitation of tax evasion is being knowingly concerned in, or taking steps with a view to the fraudulent evasion of a tax by another person; aiding, abetting, counselling or procuring the commission of tax evasion offence, or being involved in the commission of an offence consisting of being knowingly concerned in, or in taking steps with a view to, the fraudulent evasion of a tax.

8.3 Tax evasion is a financial crime. Therefore, taking zero-tolerance approach to financial crime, the Group is committed to dealing only with clients who have appropriately declared their assets to the relevant tax authorities.

8.4 All employees are obliged to fully comply with their tax obligations. The Group will not tolerate engagement in the facilitation of tax evasion or tax fraud by any of the Group's associated person.

9. Dealing with third parties

9.1. For the purpose of this Policy, third party means any individual or entity that is used by the Group to develop, expand or maintain business and includes customers, brokers, agents, lawyers, accountants or similar intermediaries, marketing firms, advisors, technical specialists, general consultants, subcontractors and sales representatives.

9.2. Before entering into relationship with the third party or carrying out a transaction, the Group should properly identify them. The third party identification process includes the Know Your Customer (KYC)/Know Your Partner (KYP) procedures. Prior to the relationship engagement with third parties the Group should examine:

- the third party's beneficial owners (at a minimum, all individuals and entities that ultimately own or control, directly or indirectly, 25% or more of the party);
- the identity of the directors of the third party;
- the third party's background and reputation;
- the commercial justification of the proposed relationship or acquisition;
- the level of proposed remuneration;
- the proposed products and services and the amount and terms of compensation;

- the primary business operating country and assess the territory risk from the point of view of bribery and corruption;
- whether it has a significant operating presence in the country where the business is located or whether it is a shell company or has some other non-transparent corporate structure;
- whether there are any legal restrictions in relation to dealing with the third party;
- whether any public official has a direct or indirect beneficial interest in, or a direct or indirect relationship with the third party;
- documents evidencing the third party's business activities; and 7 their references (where applicable).

9.3. Based on this information, the Group defines risk level of a third party and undertakes appropriate risk-based due diligence procedures. Where heightened risk factors are present, it may be necessary to undertake additional due diligence procedures that might include:

- validating direct requests for information (i.e. references from other firms that the third party has worked for);
- verifying information through official sources and obtain independent verification of information obtained;
- ascertaining the financial standing and credibility of the associated person; and
- determining whether any public official has a direct or indirect beneficial interest in, or a direct or indirect relationship with, the associated person.

9.4. Third parties that are classified as high risk should require more robust acceptance procedures, including the involvement and/or sign-off by senior management.

9.5. The Group conducts due diligence procedures with a risk based approach when establishing and reviewing third-party relationships. The third party relationship must be monitored and reviewed on a regular basis but the frequency and depth of the monitoring and review should be commensurate to the risk associated with the third party. Before applying the certain level of due diligence to a third party which acts on behalf of the Group, the following risk factors should be taken into account:

- the nature of the service being provided;
- the country or location of the third party;
- the amount of proposed consideration or payment to the third party and whether it is proportionate to the tasks required and/or in line with market rates;
- significant "red flags" (article 14);
- the transparency and reputation of the third party acting on behalf of the Group; and
- other higher risk circumstances defined by the Policy and internal standards/instructions of the Group.

If "red flags" become apparent during the relationship with the third party, the responsible employee should apply further due diligence and escalation procedures and enable Management to decide whether to employ/continue relationship with the third party or not. The outcome

- 9.6. The procedures relating to the procurement of goods and services from external service providers, vendors and similar third parties should be conducted with bidding processes and according to the “arm’s length” principle (for further details and exceptions please see the Group’s Related Party Transaction Regulation and Procurement Policy).
- 9.7. Intermediaries should be retained only on the basis of substantive services that they will provide and all engagements with third parties should be documented contractually. The Group should include specific anti-bribery and anti-corruption clauses in contracts with third parties that act on behalf of the Group, requiring them to comply with minimum standards and procedures in relation to bribery and corruption such as disclosure obligations where unlawful conduct is detected, rights for the Group to monitor activities or inspect books and records, or requirements that staff of the other party undergo anti-bribery and anti-corruption training. The contracts should also warrant that the third party has not and will not breach relevant anti-corruption laws. The third party must explicitly agree not to pay bribes and accordingly contracts should address the possibility of termination of the agreement if the bribe is paid. Additionally, the contracts with the third parties, should include the clauses regarding prevention of facilitation of the tax evasion.
- 9.8. Additional contractual provisions to consider include:
- stating that the third party is not a public official, or working on behalf of one, and that the third party will notify the Group if this position changes during the course of the relationship;
 - a warranty that the third party has not been convicted of, nor pleaded guilty to, an offence involving bribery or corruption, tax fraud or facilitation of tax evasion;
 - a requirement that the third party will keep accurate books and records;
 - a warranty that the third party will not use the Group for the tax evasion, and
 - additional anti- corruption representations and warranties as deemed appropriate.
- 9.9. Those departments of the Group that engage into an agreement with third parties should maintain a record of the names, terms of engagement and payments to third parties.
- 9.10. The same due diligence procedures are applied to merged, partnered with or acquired companies -joined ventures.

10. How to raise a concern

- 10.1. Any material warning signs or red flags identified at any stage of the due diligence process must be addressed to the Compliance Department before employees proceed with any proposed arrangement.
- 10.2. An employee should report at the earliest possible stage to the Compliance Department if there is any suspicion or observation related to anything that might be violation of this policy.

10.3. Employees should raise their concerns to the Compliance Department of the Group at the e-mail compliance@tbcGroup.com.ge or report the information under the Whistleblowing Policy.

11. Anti-bribery and Anti-Corruption Committee

11.1. Anti –Bribery and Anti-Corruption Committee should be established within the Group to deal with issues that could not be resolved at the level of the Departments and other requirements of the Policy.

11.2. The Policy defines the permanent members of the Anti–Bribery and Anti-Corruption Committee with the following positions within the Group:

- Head of the Compliance Risk Management Department;
- Head of the Security Service Department;
- Head of the HR Department; and
 - [Marketing & Communications Director/Partner at Marketing & Communications Chapter Area](#)
- Invited members: Head of the Legal Department, Head of Internal Audit and any other employee as nominated by the Head of the above listed departments.

12. Training and Communication

12.1. Training on this Policy is obligatory and applies to new and existing employees at all levels of the Group.

12.2. Training on the Policy requirements may be conducted through the e- learning system, but for employees that are involved in the activities that pose an increased bribery risk to the Group, training should be conducted face to face.

12.3. Post-training assessments or attestations of understanding should be completed by the trainees.

12.4. Detailed records should be kept of all post-training assessments, attestations and delivered trainings on Anti-Bribery and Anti-Corruption Policy.

12.5. The Anti-Bribery and Anti-Corruption Policy should be made known to third parties as appropriate, and it should be made clear that all activities carried out on behalf of the Group must be compliant with applicable anti-bribery law and in line with the Policy.

13. Monitoring and Review

13.1. The Compliance Department should monitor the adherence to the Policy and all related internal process and procedures, as well as effectiveness of internal control systems in countering bribery, corruption and facilitation of tax evasion.

13.2. Any emerging issues, concerns or breaches should be reported immediately by the Chief Compliance Officer to the Anti-Bribery and Anti-Corruption Committee.

13.3. The Policy should be reviewed annually by the Compliance Department which should consider its suitability, adequacy and effectiveness and make any identified improvements as soon as possible.

14. Non-Compliance

14.1. Failure to adhere to the provisions of this Policy will lead to disciplinary sanctions. For disciplinary sanctions that could be imposed on employees by the administration of the Group please see the Group's Code of Conduct.

15. Prohibited Behavior

15.1. Employees are prohibited from:

- acting for personal gain;
- not disclosing any personal conflict of interest while dealing in business on behalf of the Group;
- offering or providing any kind of hospitality with intention to influence the recipient to act in an improper way;
- accepting hospitality and gift from any person if the act itself intends to influence the employees to perform their duties in an improper way;
- accepting any offered gift that is over a limit set in the Group's Code of Conduct;
- making facilitation payments;
- making false or artificial entries in the books and records of the Group;
- making any kind of political donation on behalf of the Group;
- receiving cash or cash equivalent gift; and
- being knowingly concerned in the fraudulent evasion of tax.

16. Potential Risk Scenarios: "Red Flags"

History and experience have demonstrated that certain factors or situations raise "red flags", which indicate a heightened potential for anti-bribery/anti-corruption violations.

16.1. Employees should take into account various risk attributes and "red flags" to apply enhanced due diligence procedures to a prospective or existing client relationship.

16.2. The following is the list of possible "red flags" that may emerge during the performing ordinary duty in the Group and which may raise concerns under various anti-bribery and anti-corruption laws.

16.3. A person who encounters any of these "red flags" whilst performing his/her duties must report them promptly to the Compliance Department:

- unusually generous gift or lavish hospitality is offered by a third party;
- one and the same third party offers gifts frequently;
- hospitality is offered by a third party that takes a part in bidding process that is initiated by the Group;
- there is offer to put the Group's ads on public official meetings;
- financing projects located in countries where corruption risks are regarded as being high;
- a third party has a non-transparent ownership structure, often involving multiple layers or companies and offshore entities, so that the Group cannot determine who ultimately owns it or benefits financially from it, or is reputed to have "silent partners" or "straw men" () holding an interest on behalf of a key government official;
- a third party is related to a key government official with discretionary authority over the company's business in the host country (it's all in the family) or is a close business associate of a key government official (the consigliere);
- the UBO of the third party is PEP;
- a third party prefers cash payments;
- a third party requests or produces inaccurate documentation, including overinvoicing, under-invoicing, incorrectly describing supporting documents or anything similar;
- the third party insists on a success fee or requires extra funding (agents/partners) or a higher discount (distributors) to "overcome obstacles," "get the business done," or something similar;
- a third party does not agree on an anti-bribery and anti-corruption compliance clause set out in the contract or refuses to fulfill a request related to anti-bribery and anti-corruption compliance;
- a third party does not have a good reputation in this area;
- a third party is not subject to strict regulatory scrutiny;
- excessive or inconsistent gifts and hospitality are offered or received;
- the relocation of a third party/supplier/contractor/agents to countries with higher bribery risk;
- a third party insists on operating anonymously;
- due diligence identifies significant past allegations or incidents of corruption or illegality;
- the associated party will not reveal its beneficial ownership, or is unwilling to provide documentary proof of ownership if asked;

- an employee is asked to make a payment for services to someone other than the service provider;
- a third party requests an unforeseen additional fee or commission to “facilitate” a service;
- a third party requests the employee to provide employment or some other advantage to a friend or relative or;
- a third party refuses to disclose his/her tax payer status or provide relevant documents.

17. Responsibilities

17.1. Management

In order to ensure that the Group’s Anti-Bribery, Anti- Corruption and Prevention of the Facilitation of Tax Evasion Policy requirements are embedded into all aspects of the Group’s activities and form part of the culture of compliance with anti- bribery, anti –corruption and anti-facilitation of tax evasion principles, management is responsible for:

- the full implementation of the Group's Anti-Bribery, Anti- Corruption and Prevention of the Facilitation of Tax Evasion Policy;
- periodically reviewing the Group’s Anti- Bribery, Anti- Corruption Policy and Prevention of the Facilitation of Tax Evasion;
- maintaining and updating the Gifts and Hospitality Electronic Register on a regular basis;
- ensuring that all staff are informed and fully trained about the requirements set out in Anti- Bribery, Anti- Corruption and Prevention of the Facilitation of Tax Evasion Policy;
- ensuring that a risk assessment is conducted with respect to the anti-bribery provisions of this
- Policy for all new and existing third parties;
- monitoring compliance with this Policy and the relevant laws and regulations.

17.2. Compliance Department

The Compliance Department is responsible for:

- assisting management with the implementation of this Policy and providing guidance to employees;
- assisting management with the communications and training needs associated with the implementation of this Policy;
- monitoring the implementation of this Policy;
- reviewing and updating the contents of Anti- Bribery and Anti-Corruption Policy;
- Delivering trainings
- reporting to relevant committee of Supervisory Board as part of the quarterly Compliance reporting process. Reports should contain action items/deliverables, as well as some or all of the following:
 - o significant deviations by employees from the Policy requirements and other relevant instructions/standards on gifts and hospitality; Significance will be

defined according to the amount of the case, frequency of misconduct of employee and reputational damage

- o approvals of third parties identified as presenting high risks;
- o allegations of corruption against the Group or its employees;
- o material solicitations or offers of bribes or other corrupt proposals by the third party;
- o whistleblowing reports raising bribery issues; and o any other significant issues in relation to internal bribery.

17.3. The Group's Financial Accounting and Reporting Department

It is the Group's Financial Accounting and Reporting Department's responsibility to monitor the business's reasons for making payments to third parties and ensure that:

- there are no "off the books" or secret accounts in the Group;
- no documents are issued which do not fairly and accurately record the transactions to which they relate;
- all financial transactions are properly recorded;
- no bookkeeping or other relevant documents are intentionally destroyed earlier than required by law;
- all provisions of national tax laws and regulations are complied with;
- the business reasons for making payments to third parties are controlled.

17.4. Legal

The Legal Department of the Group is responsible for ensuring that contracts with third parties acting on the Group's behalf contain provisions in respect of adherence to relevant anti-bribery requirements and in some cases to the Group's policies and procedures. Examples of entities and persons acting on the Group's behalf include, but are not limited to, outsourced contractors, sub-contractors, intermediaries, agents, brokers, advisors, consultants, vendors and joint venture partners.

The Legal Department should ensure that the contracts with third parties warrant that the third party has not and will not breach relevant anti-corruption laws. The following additional contractual provisions may be included in contracts with third parties:

- the ability to withhold payment or terminate the contract if the Group has reasonable grounds to believe that the third party has violated any anti-bribery provisions;
- a requirement that the third party will require anti-bribery compliance from any subcontractors or other entities/individuals who might be regarded as associated persons to the Group; and
- a statement that the third party is not a public official, or working on behalf of one, and that the third party will notify the Group if this position changes during the course of the relationship/

17.5. HR Department

Anti-Bribery, Anti-Corruption and Prevention of the Facilitation of Tax Evasion Policy

The HR Department of the Group is responsible for reviewing Human Resources Department processes for compliance with the Policy; Human Resources practices, including recruitment, promotion, training, performance evaluation, remuneration and business ethics in general, should reflect the Policy provisions.

17.6. Head of Departments/Branch Directors

Head of the Department/Branch Directors are responsible for ensuring that employees under their subordination adhere to this policy and register all gifts and hospitality as defined by the Article 4.12 on the Gifts and Hospitality Electronic Register.

17.7. Employees

Each employee is responsible for acknowledging the Group's Anti- Bribery, Anti-Corruption and Prevention of the Facilitation of Tax Evasion Policy and complying with the provisions of the Policy.

16.8. Internal Audit of the Group

The Anti- Bribery, Anti-Corruption and Prevention of the Facilitation of Tax Evasion Policy requirements and controls are subject to internal audit.

[illegible]

