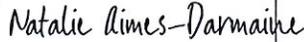
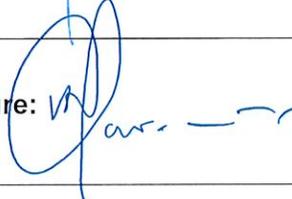




TRINIDAD PETROLEUM HOLDINGS LIMITED

ANTI-BRIBERY, ANTI-CORRUPTION AND FRAUD POLICY

Developed by: Legal Department
July 5, 2021

Applicability:	Trinidad Petroleum Holdings Limited and ALL its Subsidiaries	
Effective Date:	July 05, 2021	
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1 Introduction

Trinidad Petroleum Holdings Limited and its subsidiaries (collectively referred to as the “**TPHL Group**” or “**the Group**”) are committed to conducting business in accordance with the highest ethical standards and prohibiting all forms of Bribery, Corruption and Fraud.

The TPHL Group’s commitment to combatting Bribery, Corruption and Fraud, is enforced through its Anti-Bribery, Anti-Corruption and Fraud Programme (See Annex 2). This programme will be periodically revised to capture the changes in applicable laws, Group operations and reputational demands.

In addition to this Policy, TPHL employs measures and controls as outlined in Annex 2, continuous monitoring, verification and the implementation of corrective measures to detect and prevent wrongdoing relating to the TPHL Group.

2 Purpose

The purpose of this Policy is to act as a guide to employees, directors and related third parties in addressing issues related to Bribery, Corruption, Fraud, or other related improper conduct that may arise in the course of business.

This Policy prohibits the TPHL Group, its employees, directors and third parties from engaging in activities that constitute Bribery, Corruption, Fraud, or other related improper conduct. All employees, directors and related third parties are required at all times, to act honestly and with integrity and to safeguard the resources for which they are responsible. This Policy complies with the requirements of the Prevention of Corruption Act Chapter 11:11 and the Integrity in Public Life Act Chapter 22:01 and are consistent with applicable standards of the State Enterprises Performance Monitoring Manual.

3 Scope and Exclusions

This Policy applies to all TPHL’s business and transactions and covers the employees, directors and entities over which it exercises control (TPHL Controlled Entities).

Individual and corporate entities associated with the TPHL Group, which act for or on behalf of the TPHL Group, or who perform functions in relation to or on behalf of the TPHL Group, are required to comply with this Policy. This includes, but is not limited to, contractors, consultants,

third party agents, third party introducers, referrers, persons acting in a fiduciary capacity, service providers and joint venture partners in any of the TPHL Group’s operations.

The TPHL Group may request copies of a third party’s Anti-Bribery, Anti-Corruption and Fraud Policy and related materials. Where the TPHL Group identifies that a third party does not have policies managing Bribery, Corruption and Fraud risks, or identifies that their policies are inadequate, the TPHL Group shall require such a third party to comply with this Policy.

Bribery, Corruption, Fraud and other related improper conduct referred to in this Policy may be criminal offences which could have serious consequences for the TPHL Group, and the individuals involved. These may include substantial fines, imprisonment, financial and reputational risks to the Group. Breaches of this Policy may result in disciplinary action up to and including dismissal (in the case of Employees), termination of services (in the case of contractors and third parties) and escalation to the Integrity Commission for action (in the case of Directors).

4 References

This Policy should be applied in conjunction with the following documents below:

- ✚ TPHL-GP02: Conflict of Interest Policy;
- ✚ TPHL-GP03: Gifts and Entertainment Policy;
- ✚ TPHL-GP04: Whistleblower Policy;
- ✚ TPHL-GP05: Code of Ethics and Business Conduct Policy;
- ✚ Prevention of Corruption Act Chapter 11:11;
- ✚ Integrity in Public Life Act Chapter. 22:01; and
- ✚ The State Enterprise Performance Monitoring Manual.

5 Terms and Definitions

Term	Definition
Board Audit and Risk Committee (BARC)	A sub-committee of the TPHL Board of Directors that oversees financial reporting and risk management throughout the Group.
Bribery	The improper offering (directly or indirectly) of money, favour, promises, a benefit or reward or something of

Term	Definition
	value to influence the judgment or conduct of a person in a position of trust.
Corporate Social Responsibility (CSR)	A management concept whereby companies integrate social and environmental concerns in their business operations and interactions with their stakeholders.
Corruption	A form of dishonesty or criminal offense undertaken by a person or organization entrusted with a position of authority, to acquire illicit benefit or abuse power for one's private gain.
Corrupted Conduct	Occurs when an employee, director or third party has: <ul style="list-style-type: none"> I. Failed to act in the performance of their duties, thereby knowingly allowing corruption to take place; or II. Taken advantage of their office or employment to obtain a benefit for themselves or a third party.
Director	A member of the Board of Directors of an entity within the TPHL Group.
Employee	A permanent, fixed-term or temporary employee, secondee, trainee (apprentice, intern graduate/ operator/ marine trainee or other trainee) employed by TPHL or any of its subsidiaries.
Executive Leader	The highest-ranking executive in a company, whose primary responsibilities include making major corporate decisions, managing the overall operations and resources of a company e.g., Chief Executive Officer, General Manager, Senior Manager.
Facilitation Payment	A financial payment that is made with the intention of expediting an administrative process.
Fraud	An act of deceiving or intentionally misrepresenting the truth to induce another party with something of value or to surrender a legal right or causing actual or potential financial loss.

Term	Definition
Group Chief Audit Executive (CAE)	A high-level independent corporate executive with overall responsibility for the Group Internal Audit Function.
Kickback	An illicit payment made to someone in return for facilitating a transaction or appointment.
Legal	The function in Group entities responsible for providing legal advice.
Management	The function that oversees employees and the operations of a unit, department or business unit.
Political Contribution	Contributions to any political candidate for public office, any political party or official or any form of political campaign and can include monetary items, nonmonetary items as well as the use of company resources.
Public Official	An employee or official of the State or any public body or public institution. It includes but is not limited to, e.g., Ministers of Government, Permanent Secretaries, Directors of State Enterprises/Companies, Executives of State Enterprises/Companies, Municipal Corporations, and Regulatory Agencies.
Red Flag	A symptom or indicator of a situation of bribery, fraud or corruption. Examples of Red Flags are outlined in Annex 1 of this Policy.
Third Party	Refers to any agent, consultant, contractor, private entity, supplier or vendor, service provider, lease operator or farm out operator or contractor under an enhanced production service contract, (as those terms are commonly understood at TPHL), introducer or referrer engaged by the TPHL Group to support its business activities, or business partners in joint ventures or other business structures or representatives of the above.
Third Party Risk	Financial, reputational, operational and all other associated risk exposures as a result of the use of a third party acting on behalf of a company.

Term	Definition
TPHL Group	Trinidad Petroleum Holdings Limited and its subsidiaries Heritage Petroleum Company Limited, Guaracara Refining Company Limited, Paria Fuel Trading Company Limited and Petroleum Company of Trinidad and Tobago Limited.
Slush Fund	A fund or account that is not properly accounted, such as money used for corrupt or illegal purposes. Such funds are kept hidden and maintained separately from money that is used for legitimate purposes.

6 Roles and Responsibilities

Delegation	Responsibilities
Executive Leader	The Executive Leader has the ultimate responsibility for ensuring that appropriate and effective internal control systems are in place for preventing, detecting and addressing Bribery, Corruption and Fraud.
Group Chief Audit Executive (CAE)	The Group CAE shall: <ul style="list-style-type: none"> • Notify the Board Audit and Risk Committee (BARC) of any reports received under this Policy; • Perform investigations into communicated or suspected irregularities; and • Communicate the results of any investigation into fraudulent and corrupt activity to the BARC.
Legal Department	The Legal Department shall: <ul style="list-style-type: none"> • Review annually and update, when necessary, the Anti-Bribery, Anti-Corruption and Fraud Policy and present the Policy to the TPHL Board of Directors for approval; • Perform ongoing monitoring to ensure compliance with this Policy; and

Delegation	Responsibilities
	<ul style="list-style-type: none"> Provide management and the BARC with appropriate legal advice regarding investigations arising under the Policy.
Management	<p>Management is responsible for the prevention and detection of Bribery, Corruption and Fraud. They are responsible for the implementation and operation of controls that minimize fraudulent and corrupt activities within their areas of responsibility and throughout the Group. Managers must incorporate into their annual planning processes, Bribery, Corruption, and Fraud control measures, including risk assessment, awareness programmes, and appropriate training.</p>
Employees and Directors	<p>Employees and directors are responsible for complying with controls, policies, and procedures in relation to Anti-Bribery, Anti-Corruption and Fraud. They must be aware of common indicators and symptoms of fraudulent or other wrongful acts and respond to those indicators as appropriate.</p>
Third Parties	<p>Third parties are responsible for complying with controls, policies, and procedures in relation to Anti-Bribery, Anti-Corruption and Fraud. In instances where Third Parties do not have policies and procedures relating to Anti-Bribery, Anti-Corruption and Fraud, or such policies are deemed inadequate by the TPHL Group, such Third Parties shall comply with this Policy. At the vendor registration stage with the applicable company within TPHL, suppliers shall be required to provide information about their Anti-Bribery, Anti-Corruption and Fraud policies and about their good standing status and corporate practices.</p>

7 TPHL Group Requirements

7.1 Bribery

A bribe is the improper offering (directly or indirectly) of money, favour, promises, a benefit or reward or something of value to influence the judgment or conduct of a person in a position of trust. Employees, directors, entities over which TPHL exercises control (TPHL Controlled Entities) and Third Parties must not:

- ✚ Give, promise to give, or offer a bribe; or
- ✚ Request, agree to receive or accept a bribe; or
- ✚ Bribe a Public Official.

7.2 Facilitation Payment

A Facilitation Payment is a financial payment that is made with the intention of expediting an administrative process. It is the TPHL Group's position that its Employees, Directors and Third Parties shall not make Facilitation Payments on the Group's behalf. Actions constituting facilitation payments include but are not limited to:

- ✚ Payments to custom officials for 'undue custom duties' for the prompt clearing of items;
- ✚ Payments to speed up the process of granting licenses or permits – 'special acceleration fees'; and
- ✚ Payments to ensure prompt transit of equipment or cargo – 'assurance payments.'

7.3 Corruption

A form of dishonesty or criminal offense undertaken by a person or organization entrusted with a position of authority, to acquire illicit benefit or abuse power for one's private gain. A corrupt act occurs when an Employee, Director or Third Party has:

- ✚ Failed to act in the performance of their duties, thereby knowingly allowing corruption to take place; or
- ✚ Taken advantage of their office or employment to obtain a benefit for themselves or a third party.

Actions constituting Corruption

Employees, Directors and Third Parties shall not engage in Corruption which includes, but is not limited to the following:

- ✚ Offering or making an unauthorised payment or authorising an improper payment (cash or other inducements) to a Public Official or any related person or entity;
- ✚ Attempting to induce a Public Official or any related person or entity, local or foreign, to do something illegal;
- ✚ Failing to report any indication of improper payment or request for payment;
- ✚ Awarding contracts or obtaining business by offering or receiving money or anything of value, gifts or entertainment, Kickbacks, or commissions;
- ✚ Establishing an unrecorded 'Slush Fund for any purpose; and
- ✚ Permitting TPHL Controlled Entities to not report indications of Bribery, Corruption or Fraud.

7.4 Fraud

Fraud is an act of deceiving or intentionally misrepresenting the truth to induce another party with something of value or to surrender a legal right or causing actual or potential financial loss.

Fraud is not acceptable or tolerated by the TPHL Group.

Actions constituting Fraud

Employees, Directors and Third Parties shall not engage in Fraud, which includes, but is not limited to the following:

- i. Impropriety in handling money or reporting financial transactions;
- ii. Failing to disclose conflicts of interest. **(See TPHL-GP02: Conflict of Interest Policy);**
- iii. Profiteering as a result of insider knowledge of Group activities or information;
- iv. Disclosing confidential and proprietary information to unauthorized third parties;
- v. Disclosing to unauthorized persons securities activities engaged in or contemplated by the Group with the objective of obtaining a benefit whether financial or non-financial;
- vi. Manipulating, falsifying or altering of records or documents;
- vii. Accepting or seeking anything of significant value from third parties providing services/materials to the Group. Refer to thresholds defined in **TPHL-GP03: Gifts and Entertainment Policy;**

- viii. Destroying, removing, or misusing and misappropriating records, equipment and other physical assets of the Group. Asset misappropriation involves the theft or misuse of the TPHL Group's assets including but not limited to:
- ✚ Larceny of cash on hand or from deposits;
 - ✚ Skimming of sales or receivables which includes theft and associated non-recording or understatement of sales receipts, refunds, write-off of receivables, etc;
 - ✚ Inventory or other property misuses or theft;
 - ✚ Billing schemes which include the use of shell companies, fictitious delivery notes and/or invoices, false certification of receipt of goods or services, etc;
 - ✚ Payroll schemes which include use of ghost employees, falsified claims for hours worked, falsified rates, misstatement of performance records used for compensation purposes, etc;
 - ✚ Expense reimbursement schemes which include the use of overstated or wrongly classified expenses, fictitious expenses, multiple reimbursement claims, etc;
 - ✚ Cheque and electronic funds transfer tampering which includes forged maker, forged endorsements, altered payee, concealment of cheques, etc. Any similar or related irregularity.

7.5 Political Contributions

Political contributions encompass contributions to any political candidate for public office, any political party or official or any form of political campaign and can include monetary items, non-monetary items as well as the use of company resources. The TPHL Group shall not make political contributions whether in cash or in-kind. Such an act can be perceived as an attempt to gain an improper business advantage and therefore disallowed.

Employees and Directors may choose to make personal political contributions as appropriate at their own expense and in full compliance with applicable laws and policies. The TPHL Group shall not compensate or reimburse for any political contributions. Employees and Directors are also prohibited from carrying out the following:

- ✚ Using their position within the TPHL Group to influence any other person to make political contributions or to support politicians or their parties in any country; or
- ✚ Making any donation or incurring any expenditure using TPHL resources to benefit any political campaign, party or politician in any country; or

- ✚ Using Group property including but not limited to, facilities and equipment, for purposes of political propaganda.

7.6 Charitable Donations and Sponsorship

The TPHL Group advocates that Corporate Social Responsibility (“CSR”) is a key to sustainability and as such engages in and encourages participation in CSR projects that benefit the community and environment. The TPHL Group may support local charities or provide sponsorship, for example, but not limited to, to sporting or cultural events and educational institutions. Any such sponsorship must be transparent and properly documented in accordance with applicable policies. The TPHL Group shall only provide donations to organisations that serve a legitimate public purpose, and which themselves are subject to high standards of transparency and accountability. Appropriate due diligence shall be conducted on any proposed recipient organisation to confirm that such organisation meets these requirements and the requirements of applicable laws.

7.7 Applicability to Third Parties

The TPHL Group may from time to time engage the services of Third Parties to assist it in some aspect of its business, whether in the local or foreign jurisdictions and could become liable for third-party risk. Any improper conduct by a Third Party, may damage the Group’s reputation and expose the Group, its employees and directors to criminal or civil liability or other sanctions.

Since these Third-Party relationships are crucial as they provide valuable contribution to the Group, dealings with Third Parties must be carried out in compliance with all relevant laws, regulations, policies and values of the TPHL Group.

The TPHL Group prohibits all forms of Bribery, the making of corrupt payments and Facilitation Payments to or by Third Parties acting for or on its behalf, whether indirectly or directly.

The TPHL Group expects that Third Parties, acting for or on its behalf, demonstrate TPHL’s values and ethical business practices and such Third Parties shall demonstrate such values and ethical business practices. All such Third Parties shall ensure the same level of compliance among their own employees, directors and parties in their supply chain.

In the effort to promote and ensure Third Parties’ compliance with this Policy, the TPHL Group shall:

- ✚ Only engage Third Parties after performing the appropriate integrity and due diligence checks and notifying them of TPHL Group’s commitment to compliance with the provisions of this Policy, and the Laws of Trinidad and Tobago and of the jurisdictions in which it may operate, including those which relate to Anti-Bribery, Anti- Corruption and Fraud;
- ✚ Conduct periodic monitoring and ongoing due diligence on the Third Parties engaged by the TPHL Group including imposing a requirement for Third Parties to update the Group in the event of any significant changes to the nature of their business or key personnel (e.g. business owners, shareholders, management, board members, principal officers or employees who are key to the related transaction) that may have an adverse impact on their compliance with TPHL Group policies and procedures and any applicable laws and regulations relating to Anti-Bribery, Anti-Corruption and Fraud;
- ✚ Refrain from making a payment to a third party knowing or suspecting the third party may use or offer all or a portion of the payment directly or indirectly as a bribe, kickback, secret commission facilitation payment, or other form of improper or corrupt payment;
- ✚ Impose contractual Anti-Bribery, Anti-Corruption and Fraud provisions in the agreements entered into with third parties, and;
- ✚ Provide a copy of TPHL’s Anti-bribery, Anti-Corruption and Fraud Policy or an excerpt as it relates to Third Parties for their awareness and acknowledgment.

7.8 Bookkeeping and Recording

It is the Group’s policy to maintain accounting books and financial records in reasonable detail to reflect accurately and fairly all business transactions and dispositions of assets. This Policy prohibits the mischaracterization or omission of any transaction in the Group’s books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission.

Employees must follow applicable standards, principles, laws and TPHL’s Standard Operating Procedures (“SOPs”) for accounting and financial reporting. Employees must be timely and complete when preparing all reports and records required by Management. In connection with dealings with any Third Parties, Employees must obtain all required approvals in line with internal authorizations as per TPHL’s Delegation of Authority as well as any additional approvals stipulated in this Policy, or as deemed necessary by Management. Prior to paying or authorizing

a payment to any Third Parties, employees must ensure that no part of such payment is to be made for any purpose other than as to be fully and accurately described in the Group's books and records.

The TPHL Group also expects Third Parties to maintain and keep books and records which accurately and fairly record all transactions, services and payments.

7.9 Compliance and Legal Framework

Although it is the responsibility of the Management to ensure compliance with this Policy, each Employee and Director of the TPHL Group must act with integrity and ensure that they understand and comply with these requirements. Ongoing compliance will be monitored and reported by Legal. Annually, all employees will be required to confirm in writing that they understand and have complied with the Code of Ethics and Business Conduct Policy.

7.10 Training

Training and education shall be provided to all employees and Directors to enhance their understanding of relevant Bribery, Corruption, Fraud risks and their indicators to support them in complying with their responsibilities. Training for all ensures awareness, at minimum, but there may be special categories of training depending on job accountabilities. If employees are not selected for special training but believe that their attendance to the training is required based on job accountabilities, said employees are encouraged to liaise with and ask the relevant Human Resources Department for further information.

No policy can predict every circumstance that may emerge. This Policy encourages open communication and dialogue concerning standards of conduct addressed in the Policy. Employees are encouraged to discuss with Legal or their direct line authority, about questions and circumstances that may fall within the provisions of this Policy.

7.11 Reporting

Reporting Obligations

Employees, Directors and Third Parties who suspect or are aware of violations to this Policy have a responsibility to report these matters in accordance with the Code of Ethics and Business

Conduct Policy through the Group's Whistleblower Facility. See **TPHL-GP04: Whistleblower Policy** for more information on reporting

Investigative Responsibilities

Internal Audit has an integral role in collaborating with other stakeholders (the Legal and Security Departments and external service providers as appropriate, see **TPHL-GP04: Whistleblower Policy** for the investigation of suspected Bribery, Corrupt or fraudulent acts as defined in this Policy. If the investigation substantiates that such activities have occurred, Internal Audit shall issue an Internal Audit report to appropriate designated personnel and to the Board of Directors through the Board Audit and Risk Committee.

Decisions to prosecute or refer the investigation results to the appropriate law enforcement and/or regulatory agencies for independent investigation or final decisions on the disposition of a matter that has been investigated, will be made by the Board of Directors, based on recommendations from the Chair of the Board Audit and Risk Committee and guidance provided by Legal, the Executive Leader, Management and any external provider involved in the investigation as the case may be as will final decisions on the disposition of the case.

Any investigative activity will be fair and be required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship with the Group. See **TPHL-GP04: Whistleblower Policy** for more information.

Employees, Directors and Third parties must cooperate fully and openly with any investigation by the TPHL Group into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

Non retaliation

The Group will not permit retaliation and/or victimization of any kind against any Employee, Director or Third Party who reports misconduct, including breaches or suspected breaches of this Policy, in good faith. See **TPHL-GP04: Whistleblower Policy** for more information.

ANNEX 1 - “Red Flags”/ Common Indicators - Suspected Acts of Fraud and Corruption

“RED FLAGS”/ common indicators of suspected acts of Bribery, Fraud and Corruption that must be considered when engaging prospective and current Employees, Directors and Third Parties of the Group, shall include, but not be limited to, the following:

The prospective or current Employee, Director or Third party:

1. Has previously been accused of improper business practices;
2. Lacks experience, expertise or the resources to support the proposed undertaking;
3. Is insolvent, bankrupt, in receivership or has financial difficulties;
4. Submits due diligence information that contains misrepresentations or inconsistencies;
5. Refuses to disclose owners, partners or principals or answer other reasonable due diligence enquiries;
6. Requires payment in cash or bearer bonds to offshore or numbered accounts;
7. Requests payments through a third party (other than a bank or accredited financial institution) that has no contractual relationship with the Group;
8. Requests to structure transactions or payments to evade routine record keeping or reporting requirements;
9. Uses a shell or holding companies (especially those domiciled in secrecy havens) that obscure ownership without credible explanation;
10. Refuses to use written agreements;
11. Requires a vague description of the Scope of Works, goods or service;
12. Has family members who are ministers of government;
13. Was recommended by a Public Official;
14. Is the subject of media reports of corrupt activity;
15. Resists the inclusion of appropriate Anti-Corruption or Code of Ethics undertakings in the draft contract;
16. Refers, in discussions, to political or charitable contributions as a way of influencing official actions;
17. Operates in a country or industry known for corruption or on sanction lists;
18. Insists on receiving commission payment before an award decision;
19. Cannot prepare activity or service reports to corroborate that work was completed;
20. Requests reimbursement for ill-defined or undocumented expenses and shows a lack of transparency in costs and accounting records; and
21. Identifies a business reference who declines to respond or responds evasively.

ANNEX 2- Preventative and Detective controls established at entity level to address Bribery, Corruption and Fraud

General

The following strategies will assist Management with the creation of an environment that minimises Bribery, Fraud and Corruption. These strategies can be easily embedded into the Group's quality cycle of planning, doing, reviewing, implementation and reviewing. These strategies fall into three categories:

- ✚ Environment and Culture;
- ✚ Policy Development; and
- ✚ Recruitment.

Environment and Culture

- i. Bribery, Fraud and Corruption prevention strategies shall be integrated into the Group's planning processes and supplier and joint venture contracts and agreements.
- ii. Managers at all levels must create an environment in which staff members believe that dishonest acts will be detected and investigated. To this end, they have a responsibility to:
 - a. Ensure participation in management training that deals with the implementation of this Policy;
 - b. Provide proper supervision of staff members;
 - c. Ensure Employees understand that controls are designed and intended to prevent or detect Bribery, Fraudulent and Corruption.;
 - d. Encourage Employees to report suspected dishonest and unethical behaviour directly to the appropriate manager without fear of disclosure or retribution;
 - e. Require vendors and contractors to agree in writing, as part of the contracting process, to abide by the Group's policies and procedures and Anti-Corruption Laws. That known conflicts of interest are avoided by:
 - ✚ Not entering into contracts with parties known to have a conflict of interest without the express permission of the Board Risk and Audit Committee;
 - ✚ Disclosure of potential/perceived conflict of interest situations; and

