



SKANESTAS
INVESTMENTS

ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

Appendix No 34 to the INTERNAL PROCEDURES MANUAL

INTRODUCTION

SKANESTAS INVESTMENTS LIMITED (the “Company”) is committed to conducting business transparently, honestly and with integrity. Therefore, it is important that the Company complies with and conducts its business in accordance with applicable anti-bribery and anti-corruption laws.

SKANESTAS INVESTMENTS LIMITED prohibits the giving, offering, promising, authorising, accepting or requesting of a bribe.

This policy provides guidance on the standards of behaviour to which we must all adhere and most of these reflect the common sense and good business practices that we all work to in any event.

The Company takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates, and to implementing and enforcing effective systems to counter bribery.

The Company prohibits any activity that seeks to bribe or otherwise improperly influence a public official in any country to act (or omit to act) in a way that differs from that official’s proper duties, obligations and standards of conduct.

The Company will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which its operates, and in any jurisdiction in which it will operate in the future.

The Company is committed to: upholding anti-bribery and anti-corruption laws that apply to the Company, not offering bribes or condoning the offering of bribes on the Company’s behalf; not accepting bribes, or agreeing to them being accepted on the Company’s behalf; maintaining accurate books and records; making sure that the Company’s directors, officers, employees, consultants, agents and others with whom the Company deals are aware of and abide by the Company’s values and policies; avoiding doing business with or affiliating the Company with others who do not accept the Company’s values and policies and who may harm the Company’s reputation; and ongoing monitoring of and auditing compliance with these principles.

The purpose of this policy is to:

- set out the Company’s responsibilities, and the responsibilities of those working for or with the Company in observing and upholding the Company’s position, on bribery and corruption;
- ensure that the Company has adequate procedures in place to prevent and detect bribery and corruption;
- provide information and guidance to those working for or with the Company on how to recognize and deal with potential bribery and corruption issues; and
- protect the Company against the possible penalties resulting from acts of bribery and corruption or being associated with such behaviour.

DEFINITIONS

‘Employees’ means all workers performing duties on behalf of SKANESTAS INVESTMENTS LIMITED whether or not employed directly by the Company.

‘Bribe’ includes offering, promising or giving anything of value to improperly influence another in order to obtain business for the Company; or requesting or accepting anything of value as a reward for or as an inducement to act improperly in relation to the awarding of business by the Company. Bribes can include money, gifts, hospitality, expenses, reciprocal favours, political or charitable contributions, or any direct or indirect benefit or consideration.

‘Third Party/Parties’: includes agents, brokers, partners, consultants, contractors, sub-contractors, joint venture partners and other representatives performing work for the benefit of the Company.

‘Corruption’ means dishonest or fraudulent conduct by those in power, typically involving bribery.

TO WHOM DOES THIS POLICY APPLY?

This policy applies to the directors, officers, employees (whether permanent, fixed-term or temporary), technical and other consultants, agents or any other person associated with or acting on behalf of the Company, wherever located (collectively referred to as “Representatives” in this policy).

WHO IS RESPONSIBLE FOR THE POLICY?

The Board of Directors is ultimately responsible for this policy and has delegated the Compliance Officer regarding supervision on the administration of this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control.

The Compliance Officer is primarily responsible for implementing this policy.

The Compliance Officer has responsibility for monitoring the use and effectiveness of this policy and dealing with any queries on its interpretation. The members of the management team at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

WHAT IS BRIBERY?

Bribery is the most common form of corruption and can be broadly defined as the offering, promising, giving, accepting or soliciting of an advantage as an inducement or reward for an action that is illegal or a breach of trust.

Bribery takes place if someone is given a gift, donation, loan, cash or non-cash incentive, benefit, or is taken out for particularly lavish hospitality and that in doing so the giver of such items has done so with the intention of inducing or rewarding someone to behave improperly or not to perform their function correctly or in good faith.

It is important to remember that, in most cases, it will be irrelevant whether the bribe was accepted or not; merely offering the bribe will usually be sufficient for an offence to be committed.

Bribery can be direct (e.g. you give a bribe to someone) or indirect (e.g. you get someone else).

WHAT IS CORRUPTION?

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain.

Corruption and bribery can take many forms, including, but not limited to, an offer, promise, provision or acceptance of: cash payments; phony jobs or “consulting” relationships; kickbacks; political contributions; charitable contributions; social benefits; or gifts, travel, hospitality, and reimbursement of expenses.

KICKBACKS

“Kickbacks” are typically payments made in return for a business favor or advantage.

Every employee of the Company (the “Employee”) must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If the Employee is asked to make a payment on the Company’s behalf, the Employee should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. The employee should always ask for a receipt, which details the reason for the payment. If the Employee has any suspicions, concerns or queries regarding a payment, the Employee should raise these with the Company head of legal/Compliance Officer.

RISK SCENARIOS

Examples of risk scenarios, which Representatives may possibly encounter and which could expose them to situations where bribery could take place, are set out in Schedule “A” to this policy.

WHAT IS NOT PERMITTED?

Bribery and corruption can take many forms and it is important to understand what is expected in this regard.

It is not permitted for you (or someone acting on your behalf) to:

- give, promise to give, or offer, a payment, loan, reward, gift or entertainment, to a government official, agent or representative with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- give, promise to give, or offer, a payment, loan, reward, gift or entertainment to a government official, agent or representative to “facilitate” or expedite a routine procedure;
- threaten or retaliate against any person who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy.

Even if you (or someone acting on your behalf) is not directly involved in bribery, it is also not permitted for you (or someone acting on your behalf) to falsify the Company’s books and records for the purpose of bribery or of hiding bribery. Specifically, you cannot:

- fail to record or inadequately record transactions;
- record non-existent expenditures;
- inaccurately identify liabilities;
- knowingly use false documents; or
- destroy accounting books and records.

In this policy, “Third Party” means any individual or organization you come into contact with during the course of your work for or with the Company, and includes actual and potential, customers, suppliers, distributors, business contacts, joint venture partners, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

In addition to the guidance on specific issues set out below, you may find it helpful to consider the following questions before you give or offer something in the course of acting on behalf of, or in association with, the Company. If the answer to any of these questions is “yes” or “I don’t know” then what you are doing could be, or could be viewed as, a bribe and you should speak to the Compliance Officer:

- Am I doing this to try to improperly influence a decision someone is going to make?
- Do I feel that I cannot openly record this in the Company’s books and records?
- Does the person who I am giving or offering this to want it to be kept a secret?
- If this became public information, could it harm the reputation of the Company?
- If the other person accepts this, will they feel obligated to do something in return?
- Is this against the law?

GIFTS AND ENTERTAINMENT

The practice of giving business gifts and taking part in corporate entertainment or undertaking speaking engagements varies between countries, regions and industries. What may be normal and acceptable in one may not be in another.

The test to be applied is whether in all the circumstances the gift or entertainment is reasonable and justifiable rather than lavish and extraordinary; bearing in mind that what may normally be viewed as small or insignificant in some countries can be of significant value in another.

The giving of gifts and corporate hospitality or entertainment is not prohibited, if the following requirements are met:

- it is not done with the intention of influencing a Third Party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favor or benefits;
- it complies with law;
- it does not include cash or a cash equivalent;
- taking into account the reason for the gift or entertainment, it is of an appropriate type and value in the applicable country/region and given at an appropriate time;
- it is given openly, not secretly; and
- gifts or entertainment should not be offered to government officials or representatives, or politicians or political parties, without the prior approval of the Senior Management or the Compliance Officer.

CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

Any charitable contributions or sponsorships made or offered on behalf of the Company must:

- not be related to, dependent on, or made in order to win, or influence, a business deal or decision;
- be given directly to the relevant charity or organization and not to an individual; and
- only be given with the prior consent of the Senior Management or the Compliance Officer.

The Company will conduct checks to ensure that the recipient of any charitable contribution or sponsorship is a legitimate and, in the case of a charity (if required under local laws) registered charity, and that the donations or sponsorship were expensed or accounted for in an appropriate manner. The recipient will be required to provide a receipt for the contribution, and confirmation of what the funds will be used for.

POLITICAL DONATIONS

The Company does not make any contributions to government officials or agents, politicians or political parties, except in accordance with laws and with the written authorization of the Senior Management.

Representatives must not make or offer any political contributions or donations on behalf of the Company, except in accordance with laws and with the written authorization of the Senior Management.

In undertaking any such unauthorized activity, all Representatives will be deemed to be acting in their personal capacity or that of their own corporate organization and not on behalf of the Company.

RESPONSIBILITIES

All Representatives must ensure that they have read, understood and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all Representatives. All Representatives are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify the Compliance Officer as soon as possible if you believe or suspect that a breach of this policy has occurred, or may occur in the future.

Any employee of the Company who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

The Company reserves its right to terminate contractual relationships with Representatives if they breach this policy.

CONSEQUENCES OF NON-COMPLIANCE

Bribery and the other types of improper payments prohibited by this Policy are prohibited under the laws of country in which the Company operates. Breaches may expose the Company and the Company Personnel to criminal penalties/civil action.

Possible penalties include substantial fines and, for individuals, imprisonment. For the Company, the risks also include exclusion from tendering for government or private contracts and reputational damage.

Failure to observe this Policy by the Company Personnel will also lead to disciplinary action by the Company, which may include termination of employment as described above in the section "RESPONSIBILITIES".

RECORD-KEEPING

The Company must keep financial records and have appropriate internal controls in place (including conducting periodic reviews), which will evidence the business lawful reason for any payments made to Third Parties.

All accounts, invoices, and other similar 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.

HOW TO RAISE A CONCERN

All Representatives are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Compliance Officer.

WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you advise the Compliance Officer as soon as possible if you or another Representative are offered a bribe by a Third Party, are asked to make one, suspect that this may happen in the future, or believe that you or another Representative are a victim of another form of unlawful activity when acting on behalf of, or in association with, the Company.

PROTECTION

Representatives who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

The Company is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Compliance Officer immediately. If the matter is not remedied, and you are an employee, you should raise it formally with the Senior Management. Alternatively, concerns may also be raised through the Company's confidential ethics reporting processes.

TRAINING, COMMUNICATION, ENGAGEMENT OF THIRD PARTIES AND DUE DILIGENCE

Training on this policy forms part of the induction process for all new employees. All existing employees will receive regular, relevant training on how to implement and adhere to this policy.

The Company's robust approach to bribery and corruption must be communicated to all Third Parties at the outset of the Company's business relationship with them and as appropriate thereafter. The Company will have a program for conducting due diligence in respect of such Third Parties (e.g. inquiring on the reputation of such third parties and whether such Third Parties have their own statement of business principles, code of conduct and/or anti-bribery or anti-corruption policy).

PROHIBITION OF MONEY LAUNDERING

The Company prohibits any forms of money laundering in connection with its business activities.

All business relationships involving financial transactions shall be verified, documented and accurately recorded on books.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

If you become aware of any transaction that you think might involve the payment or receipt of proceeds of any unlawful activity you should contact the AML Compliance Officer immediately.

MONITORING AND REVIEW

The Compliance Officer will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

The Compliance Officer will report regularly on compliance with this policy to the Board of Directors.

All Representatives are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Representatives are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Officer.

This policy will be reviewed periodically by the Company and may be amended at any time. Employees, officers and directors will be fully informed of any material revisions to this policy.

Appendixes:

Schedule "A"- Potential Risk Scenarios.

SCHEDULE "A"

Potential Risk Scenarios

The following is a list of possible risk scenarios that may arise during the course of any representative working for, on behalf of the Company, and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only:

- you become aware that a Third Party engages in, or has been accused of engaging in, improper business practices;
- you learn that a Third Party has a reputation for paying bribes, or requiring that bribes are paid to them;

a Third Party:

- insists on receiving a commission or fee payment before committing to sign a contract with the Company, or carrying out a government function or process for the Company;
- requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business;
- requests an unexpected additional fee or commission to “facilitate” a service;
- demands lavish entertainment or gifts before commencing or continuing negotiations or discussions on a matter;
- requests that a payment is made to “overlook” potential legal violations;
- requests that you provide employment or some other advantage to a friend or relative
- you learn that a colleague has been taking out a particular government official for very expensive and frequent meals;
- you receive an invoice from a Third Party that appears to be non-standard or customized;
- you notice that the Company has been invoiced for a commission or fee payment that appears large given the service stated to have been provided; or
- a Third Party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Company.