



1. Policy purpose and objectives

Motor Oil (Hellas) Corinth Refineries S.A. (hereinafter the "Company"), along with the rest of the companies of the Group (hereinafter the "Group" or the "Group Companies"), holds a leading role in the fields of crude oil refining and selling oil products, energy, renewables and gas in Greece and the wider region of the Eastern Mediterranean, supplying over 40 countries with a wide range of high-quality products.

The Group's continued success largely depends upon the trust and confidence of all of their stakeholders and, especially, their customers and investors.

In accordance with the Group's Code of Ethics and Corporate Responsibility, Group Companies will not tolerate any incidences of bribery and corruption. All of the Group's business activities and relationships are expected to be governed by the utmost moral integrity.

The Group is, therefore, committed to conducting business in accordance with the highest ethical standards and shows zero-tolerance in all forms of bribery and corruption. For that reason, the Group sets in force this Anti-Bribery and Anti-Corruption Policy (hereinafter the "Policy") and with great responsibility and business integrity, is committed to endeavor the utmost efforts for securing transparency and legitimacy.

The Policy is intended to outline the Group's risks related to bribery and corruption, to describe the prohibited activities and the approval processes for permissible activities, to highlight the responsibilities of the respective parties under both the relevant anti-corruption laws and Group policies, as well as to set up the processes for the investigation of breaches and disciplinary measures in case of violations. This Policy also aims to protect the reputation of the Group Companies and employees and to avoid potential adverse civil and criminal consequences.

2. Scope

The Policy applies to all employees and the management teams of the Group Companies as well as any parties representing any company of the Group or working on their behalf.

The Policy applies to all Group subsidiaries. By exception, without prejudice to specific local jurisdictions or special applicable frameworks, eventual necessary adjustments to the Policy may be effected.

3. Relevant regulatory framework and standards



The Policy abides by the applicable principles and provisions of the Greek Law, and especially of the Greek penal code, which is consistent with the provisions of United States Foreign Corrupt Practices Act (FCPA) and the United Kingdom Bribery Act (UKBA).

4. Definitions

For the purpose of this Policy:

- **Government Bribery:** Refers to payments, offers, or promises of anything of value made for the purpose of benefitting any of the Group Companies by: (i) influencing any act or decision of a public official or government official in his official capacity, (ii) inducing a public official or government official to do or omit to do any act in violation of the lawful duty of such official, (iii) securing any improper advantage; or (iv) inducing an official to use his influence with a government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality.
- **Commercial Bribery:**
 - **Bribing another person**

Refers to payments, offers, or promises of anything of value made for the purpose of benefitting any of the Group Companies by: (i) influencing any act or decision of private persons or entities (non-government), (ii) inducing any private person or entity to do or omit to do any act in violation of the lawful duty of such private person or entity, (iii) securing any improper advantage; or (iv) inducing any private person or entity to use their influence in order to affect or influence any act or decision of any other private person or entity.
 - **Being bribed by another person**

Refers to payments, offers, or promises of anything of value requested or accepted for the purpose of benefitting any of the Group Companies by: (i) influencing any act or decision of private persons or entities (non-government), (ii) inducing any private person or entity to do or omit to do any act in violation of the lawful duty of such private person or entity, (iii) securing any improper advantage; or (iv) inducing any private person or entity to use their influence in order to affect or influence any act or decision of any other private person or entity.
- **Anything of value:** May include, but is not limited to:
 - Cash,
 - Gifts,
 - Entertainment, accommodation and meals,
 - Travel expenses,
 - Services,



- Employment offers,
 - Loans,
 - Donations or contributions, and
 - Any other transfer of value, even if nominal in value.
- Foreign Public Official: Any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organisation, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization, including their family members.
 - Public/Government Official:
 - Any officer or employee of a Government or a Government Organisation;
 - Any person acting in an official capacity on behalf of a Government or a Government Organisation;
 - Any officer or employee of a company or business owned in whole or part by a Government or a Government Organisation;
 - Any officer or employee of a public international organisation, such as the World Bank or the United Nations;
 - Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
 - Any candidate for political office,

including their family members.

- Third Parties or Associated Parties: Any individuals, companies, associations, partnerships, or other entities retained to act on behalf of or for the benefit of the Group. The term includes, but is not limited to agents, consultants, lobbyists, distributors, resellers and excludes any kind of Group's customers.
- Money laundering: Refers to the processing of criminal proceeds to disguise their illegal origin. Illegal arm sales, smuggling and the activities of organized crime, including for example drug trafficking and prostitution, as well as embezzlement, insider trading, bribery and computer fraud can also produce criminal proceeds and create the incentive to "legitimize" the ill-gotten gains through money laundering.
- Sanction: An official order, such as the stopping of trade that is taken against a country, organisation or entity in order to make it obey international law. Indicative webpages:
 - OFAC: <http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>
 - EU: https://ec.europa.eu/info/business-economy-euro/banking-and-finance/international-relations/restrictive-measures-sanctions_en
 - UN: <http://www.un.org/sc/committees/>



- Embargo: An order to temporarily stop something, especially trading or giving information. Indicative webpages:
 - OFAC: <http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>
 - EU: https://ec.europa.eu/info/business-economy-euro/banking-and-finance/international-relations/restrictive-measures-sanctions_en
 - UN: <http://www.un.org/sc/committees/>
- Politically Exposed Person (PEP): means a natural person, as well as its family members, who is or who has been entrusted with prominent public functions and includes the following:
 - (a) heads of State, heads of government, ministers and deputy or assistant ministers;
 - (b) members of parliaments or of similar legislative bodies;
 - (c) members of the governing bodies of political parties;
 - (d) members of supreme courts, of constitutional courts or of other high-level judicial bodies, the decisions of which are not subject to further appeal, except in exceptional circumstances;
 - (e) members of courts of auditors or of the boards of central banks;
 - (f) ambassadors, chargés d' affaires and high-ranking officers in the armed forces;
 - (g) members of the administrative, management or supervisory bodies of State-owned enterprises;
 - (h) directors, deputy directors and members of the board or equivalent function of an international organisation.
- High risk countries: Jurisdictions with weak measures to combat money laundering and terrorist financing (AML/CFT) in accordance with the Financial Action Task Force (FATF). Please see [FATF Website for High-risk and other monitored jurisdictions](#).

5. Methods and types of bribes

There are two methods of bribery: when a person offers, promises or gives a bribe, it is called 'active bribery' and when a person requests, receives, or accepts a bribe, it is called 'passive bribery'.

Generally, in any business-related bribery "transaction" there are four main parties:

- the briber;
- the bribed person; and
- their respective organisations.



Different types of bribery include, but are not limited to:

- Kickbacks – A kickback is a form of bribe paid to a person of influence within an organisation, in return for them securing any kind of benefit from their organisation for the person paying the bribe. Commonly, kickbacks are paid by companies seeking to secure profitable contracts or contracts on favourable terms. In return for their assistance, part of the benefit from the contract is paid (or “kicked back”) to a decision maker within the organisation granting the contract. The organisation granting the contract is not aware of the payment to its official.
- Facilitation payments – Facilitation payments are made by a business to a government official in order to encourage or ensure that the official performs his normal duties. An example of such a case constitutes when a company makes a payment to a customs official to avoid unnecessary delays on clearing a shipment of goods. Facilitation payments are made in order to influence the behavior of an official, but in many countries these particular payments are not illegal. Therefore, tax examiners and auditors should familiarise themselves with their own country's treatment of these payments.
- Influence peddling – Also known as “trading” or “trafficking in influence”, influence peddling occurs where an official seeks to obtain payment in return for using their influence to secure an undue advantage or favour for the payer. The term is also used where it is the payer who solicits an official to use their influence to secure an undue advantage or favour in return for payment. Influence peddling is most often seen in the world of politics, but does also occur in business.
- Electoral bribery – In some countries it is a crime to make a donation for the purpose of promoting a candidate or a political party, where the intention is to influence the result of an election and secure or retain a contract with the government.

6. Prohibited activities

6.1. Government Bribery

The Group Companies, employees and Third parties are prohibited from conducting payments, offers, or promises of anything of value made for the purpose of benefitting any of the Group Companies by: (i) influencing any act or decision of a Government Official and Foreign Public Official in his official capacity, (ii) inducing a Government Official and Foreign Public Official to do or omit to do any act in violation of the lawful duty of such official, (iii) securing any improper advantage; or (iv) inducing a Government Official and Foreign Public Official to use his influence with a government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality.

6.2. Commercial Bribery



The Group Companies, employees and Third parties are prohibited from conducting or requesting or accepting payments, offers, or promises of Anything of value made for the purpose of benefitting any of the Group Companies by: (i) influencing any act or decision of private persons or entities (non-government), (ii) inducing any private person or entity to do or omit to do any act in violation of the lawful duty of such private person or entity, (iii) securing any improper advantage; or (iv) inducing any private person or entity to use his influence in order to affect or influence any act or decision of any other private person or entity.

6.3. Facilitating Payments

The Group Companies, employees and Third parties are prohibited from facilitating payments or "kickbacks".

6.4. Money Laundering

The Group Companies, employees and Third parties are prohibited from facilitating money laundering activities. Although the Group Companies do not fall within the scope of the AML EU Directive, the Policy introduces the obligation of all employees to be aware and alerted in order to protect the Group Companies to be used for money laundering activities.

7. Areas of focus

In order to prevent and counter bribery and corruption the Group Companies have recognised the potential higher risk areas for which specific rules shall apply in order to mitigate risk and potential adverse impact for the Group Companies, its employees and the society.

7.1. Gifts, Travel, Entertainment and Anything of Value

General Rules

The Group employees and Third Parties are prohibited from giving, promising or offering Anything of value to any person for the purpose of influencing any act or decision of the person, and/or the entity the person represents, in order to secure an improper advantage or to otherwise obtain or retain business for the Group Companies. Moreover, Group employees and Third Parties are prohibited from conducting, requesting or accepting payments, offers or Anything of Value.

Exceptions to the general prohibition constitute small gifts, company promotional items or tokens of esteem or gratitude, which are often an appropriate way in the business industry to display respect for each other. The hallmarks of appropriate gift-giving and gift-receiving are when the value of the gift is symbolic, it is given openly and transparently, it is



properly recorded in the books and records of the Company, and provided that it only reflects esteem or gratitude, and it is permitted under local law. Consecutive gifts, even of the above nominal value, to the same person are prohibited. For any expenditure regarding gifts the currently valid expenditure procedure approval followed by each group company is applied.

Travel expenses are permitted under the provision that these expenses constitute normal expenses that an employee of the Company would require under the same circumstances and that are properly recorded in the Company's books. Granting reasonable and bona fide travel and lodging expenses, specifically to a Government Official or a Foreign Public Official, is permitted when they are appropriately approved, properly recorded in the Company's books and under the circumstances that the expenses are directly related to the promotion, demonstration, or explanation of the Company's products or services, or are related to the Company's execution or performance of a contract with a government or agency. Hence, travel expenses to Government Officials and Foreign Public Officials are only permitted when traveling is aiming to trainings or facilities inspection purposes or for any other purpose related to the business activities and their smooth operation and continuity.

The following types of expenditures are prohibited:

- Expenditures for family members accompanying the person;
- Expenditures for additional days of travel to tourist destinations or visits to family or friends.

Entertainment and travel expenses, such as reasonable meals and travels are allowed given that the currently valid expenditure procedure approval followed by each group company is applied.

7.2. Charitable Donations

General Rules

It is prohibited to provide a charitable donation to improperly influence a Government Official, Foreign Public Official or any other person, in exchange for any improper favor or benefit for the Group Companies. Donations directly to a government agency, foundation, agency or local community may be permitted as part of a charitable effort and in accordance with the Company's Community Contribution Policy and process as posted on the Company's website.

Generally, charitable donations are permitted when they fit within the Group Companies' practices for making donations and they are properly recorded in the Company's books. Donations may include granting of money or free products.

All the proposed donations are assessed and should be supported by the Community Contributions Department, as stated in the Community Contribution Policy of the Group, based on their significance, as well as the clarity and validity of the proposal's supporting material and documentation. The Community Contributions Department



should assess the proposal and conduct a due diligence on the recipient organisations/individuals to ensure that the proposed donations are offered as part of the Group's charitable effort and may not be used as a means to improperly influence decisions or actions for the purpose of benefitting any of the Group Companies.

Principal Controls

1. All proposed donations are assessed and should be supported by the Community Contributions Department and submitted for approval based on the Company's MoA.
2. The Community Contributions Department maintains a register for the donations offered by the Group while payment slips and receipts of payments are kept by the Payment Department.

The above general rules and principal controls should be followed in accordance with the Group's Community Contribution Policy.

7.3. Lobbying

General Rules

Whilst the Company does not engage directly in lobbying, it does recognize the importance of engagement in policy debates on subjects of legitimate concern that relate either to its business operations, employees, clients, or the communities in which the Group Companies operate. Any Employee or Associated Person who lobbies on behalf of the Company must comply with all the requirements of laws and regulations, including registration and reporting.

Principal controls:

1. The responsible unit should define what is meant by lobbying, who might be classed as a lobbyist and what are the fees in case of an external lobbyist in order to receive the approval from the BoD.
2. The responsible unit should maintain a register of anyone lobbying on the Company's behalf.
3. In case of use of an external lobbyist, the responsible unit should conduct due diligence before appointment and repeat the process at regular intervals. Indicatively, this should include checking the reputation and standards of the lobbyist, the level of their anti-bribery and anti-corruption programme, PEP & sanctions screening, as well as potentially adverse media check.
4. The responsible unit should check that lobbyists' fees are appropriate for the services rendered and that any gifts and hospitality provided by lobbyists are in accordance with the Group's policies.
5. The responsible unit should ensure that all transactions are fully documented and accurately recorded.



7.4. Selection of Personnel

General Rules

Generally, all Group Companies should not hire Government Officials given that hiring such individuals would involve the provision of securing money directly to a Government Official. The hiring of former Government Officials may be appropriate under some circumstances and always under the Group Companies' Human Resources Policies and Procedures. Moreover, all Group Companies should be cautious and follow the Group Companies' Human Resources Policies and Procedures with respect to hiring family members and close friends of Government Officials as the offers of employment to these individuals may be considered as Anything of value provided to the Government Officials.

Principal Controls

Human Resources General Division should abide clear policies and procedures governing such engagements for government officials, as well as family members and close friends of government officials, including:

1. Check whether a cooling-off period has passed when hiring people from the public sector.
2. Applying the same, or no less strict, hiring policies and procedures as would apply to a non-government official for such a position. More specifically, an interview takes place where it is examined that the candidate fits in the needs of the position and the culture and values of the Group Companies. The interview panel can be constituted by three persons and can additionally contain "On-line Assessment Tests" and case studies and presentations.
3. Ensuring that such individuals' compensation is reasonable and appropriate for the position and consistent with similarly situated of any other individual hired by the Company.
4. Following the same performance review procedure as it would be followed for a comparable non-government official after the former Government Official is engaged.

The above general rules and principal controls should be followed in accordance with the Group Companies' Human Resources Policies and Procedures.

8. Relations with Third Parties (Vendors, Business Partners etc.)

General Rules

Third parties may represent a potential bribery and corruption risk for the Group Companies, as they may not operate to the standards of the Group and can expose the Company to legal and reputational risks. For this reason, all Group Companies are obliged



to conduct an integrated and consistent approach for managing Third parties across the Company's operations, before and during hiring them, in order to avoid or to mitigate the abovementioned risks.

Moreover, any payments made to Third Parties, including commissions, compensation, reimbursements, must be customary and reasonable in relation to the services provided and accurately documented in the Company's books and records. These payments shall not be made in cash.

The main components that form the Group's core Third parties management framework, include:

A. Identification of Third Parties that the current Policy applies.

A Third Parties are any associates with which a company carries out its activities. The company's Third Parties population can include:

- Vendors/suppliers
- Distributors/resellers
- Advisors and consultants (tax, legal, financial, business)
- Service providers (logistics, supply chain management, storage, maintenance, processing)
- Contractors/subcontractors
- Marketing and sales agents
- Other Intermediaries

B. Due Diligence

The responsible units should screen Third parties for red flags to enable the Group Companies to avoid association with Third parties which could lead to reputational risk or legal liability. The due diligence process should indicatively include:

- a) Check for pre-existing or potential business relationship with the Company;
- b) Existence of affiliation with a Government Official or a PEP;
- c) Sanctions screening, as well as check for red flags, such as past integrity issues and adverse media information;
- d) Review of annual reports and financial statements.

If deemed necessary based on the initial assessment, further information and documentation should be requested regarding:

- Services being provided;
- Corporate information (such as proof of ownership, if not requested or provided previously);
- Members of the Third Parties' leadership and those who will be working with the Company;
- Governance structure;



- References from peer companies;
- Litigation/criminal or administrative actions disclosure;
- Code of conduct (if not requested or provided previously);
- Anti-bribery programme, including policy and training given to the employees;
- Adherence/alignment to the Company's own policies if not requested or provided previously);
- Use of sub-contractors /other Third parties;
- Letter regarding relationships with Government Officials, including director and staff familial relations with PEPs and Government Officials and employment of PEPs and PEP-owned companies further down the supply chain (if not requested or provided previously).

The final due diligence report is signed by the responsible unit as satisfactory or not and the necessary management approval/rejection is obtained by the appropriate management level to proceed to contract with the Third Parties.

The above process is not mandatory in each case that the Group Companies conduct an engagement with pre-approved Third Parties or Third Parties included in the Company's selection list.

On a regular basis the responsible unit should perform an update of the existing due diligence for each active Third Party relationship.

C. Contract

Upon the approval to proceed the engagement with the Third Parties the responsible unit, in cooperation with the Company's Legal Department, proceeds with the drafting and signing of the relevant engagement letter/contract.

Principal Controls

Once a contract is in place, the following controls need to be applied to all Third Parties relationships, with a focus on those of highest risk:

1. Check that a valid due diligence report exists for each Third Parties relationship.
2. Check that activities invoiced conform to the Company's policies for hospitality, travel expenses, gifts, and facilitation payments and a relevant contract exists.
3. Perform spot checks by selecting transactions with Third parties, making sure that reliable Third Parties documentation is kept, and transactions are recorded accurately.
4. Check that payments are appropriate for the goods and services rendered.
5. Forbid cash payments and enforce strong petty cash controls.



The above general rules and principal controls should be followed in accordance with the Group Companies' Procurement and 3rd Parties Management Policies and Approval Procedures.

9. Financial and Accounting Controls

In accordance with all the relevant rules, standards and internal procedures, the Group Companies require that all books, records, and accounts are kept in reasonable detail to secure that all payments (paid or accepted) are accurate and fair and reflect each transaction. Moreover, all expenses, that are approved, are accurately accounted, including appropriate supporting documentation, before they are reimbursed.

10. Processes for the investigation of breaches or concerns

Any employee who witnesses a breach of the Policy is obliged to promptly contact the Compliance Unit.

Any employee who is in doubt, suspects that the Policy has been breached or has concerns about past or proposed actions by anyone within the Group Companies, or any Third Parties working for the Group Companies in any capacity, is encouraged to contact the Compliance Unit or make use of the Group's available reporting channels and processes.

Below are presented some red flags for potential bribery or corruption indicators (pl see Annex A detailed list):

- High risk transactions: Using weightings, search for key risks words such as consultancy fee, gifts, facilitation, cash, per diem, miscellaneous and non-standard terms such as customer maintenance fees, customer cooperation fees, services rendered.
- Gifts, hospitality and expenses: Identify frequent transactions, excessive aggregated amounts involving Third Parties or any transactions involving a PEP.
- High risk countries: Transactions with Third parties in high risk countries.
- High risk Third parties: These will have been identified in the risk assessments and due diligence processes.
- Repeated transactions just below the counter signature threshold: For example, an employee breaks down an order into segments to avoid being required to have a counter signature in an attempt to place larger orders improperly.
- Repeated amounts of rounded value: Identify employees with more than a defined number of even amount cash expense transactions above a specific amount threshold in a specified time period.
- Overpaid purchase orders: Purchase orders where the total payment amount was greater than the total purchase order amount.

Anti-Bribery and Anti-Corruption Policy of Motor Oil (Hellas) Corinth Refineries S.A. Group of Companies



- Contract variations: Orders or contracts by employees where variations or rush orders are frequent.
- Invoice receipt greater than goods receipt: Invoices where the receipt amount is greater than the goods receipt amount.

The Compliance Unit should maintain a register with all the bribery and corruption reports and/or concerns submitted (verbally or written) by any employee including all the required information for the incident/concern, a relevant risk assessment, as well as the progress of the investigation.

The basic steps of the investigation process are depicted below:

#	Step	Role
1	<p>On receiving information or allegation of an incident, Compliance Unit flags the incident immediately in the relevant register and performs an initial risk assessment.</p> <p>In case of written incident reports, informs within 3 business days the sender that the report has been received and will be reviewed accordingly.</p> <p>Note: All incidents and/or concerns should go through triage to establish their credibility, as well as the scale and severity of the issues involved, which will determine the appropriate level of response.</p>	Compliance Unit
2	<p>Upon the completion of the risk assessment, Compliance Unit informs the Company's Top Management and the Head of Legal Department in order to decide the next steps and investigate whether there is a potential exposure under bribery laws.</p> <p>Note: An incident should be assessed as of high risk, only if there is a potential exposure under bribery laws.</p>	Compliance Unit
3	Based on the above, the Compliance Unit updates the initial risk assessment and proceeds with the below steps following Top Management's approval:	Compliance Unit
3.1	<p>Coordinates with Internal Audit to conduct an ad-hoc audit Investigation in order to assess whether:</p> <ul style="list-style-type: none"> a) the Company's controls failed or there is an absence of controls, and b) there is any employee that found to be in violation of the current Policy and should be subject to disciplinary actions as of Section 11 below. <p>As part of the investigation, Internal Audit will likely need to exercise its contractual Third Parties audit rights, protect and review documentation and electronic files and conduct internal and Third Parties interviews.</p>	Compliance Unit - Internal Audit

Anti-Bribery and Anti-Corruption Policy of Motor Oil (Hellas) Corinth Refineries S.A. Group of Companies



	If the incident assessed as of high risk and there is a potential exposure under bribery laws, the Company may involve the use of an outside firm with investigatory expertise.	
4	Upon the completion of the audit and the receipt of the audit report, the involved units proceed with the required corrective actions	Internal Audit
5	Compliance Unit updates the relevant register with all the required information regarding the investigation results, as well as the corrective actions (if any). If deemed necessary, Compliance Unit informs the employee that submitted the incident report for the investigation progress and results.	Compliance Unit

11. Disciplinary Process

Violations of anti-corruption and anti-bribery laws and regulations may result in civil and criminal penalties for the Group Companies and their employees. Any employee can be investigated by government regulators in different jurisdictions and, depending on the circumstances, prosecuted administratively, under applicable civil law or under criminal law.

In addition, any employee found to be in violation of the Policy will be subject to disciplinary actions according to the Group's Code of Conduct and disciplinary actions policy.

12. Roles and Responsibilities

Role	Responsibility
BoD	Approves the Policy.
Compliance Unit	Compliance Unit is the owner of the Policy and has the overall responsibility for the Policy's update and monitoring. Compliance Unit also has the responsibility to manage any anti-bribery and anti-corruption incident report or concern.
All employees	Responsibility of all employees to ensure compliance with the Policy and prevent, detect and report of bribery and other forms of corruption.
Responsible Units / All levels of the company	Responsibility for controls monitoring that should be implemented at all levels of the Company.
Internal Audit	Internal audit forms part of the anti-bribery programme as its purpose is to examine risks, assess the effectiveness of controls, contribute to improvement and detect bribery and corruption incidents.
Human Resource	Responsibility for controls monitoring that should be implemented



regarding selection of personnel.

Moreover, Human Resources is responsible to design an effective training and awareness that emphasises the need for all employees, and particularly those involved in high-risk transactions, to be alert to signs of fraud, bribery or other kind of corruption and to know what to do in such situations.

13. Updates and monitoring of the Policy

The Policy and future amendments or updates of the Policy are approved by the Board of Directors of the Company after the proposal of the Compliance Unit and enter immediately into force and apply to all the Group Companies.

The Compliance Unit of the Company, with the support of the Legal Services, is responsible for monitoring, on a regular basis, for any possible changes on the respective legal framework and, therefore, for updating accordingly the provisions of this Policy.

Annex A – Red Flags

The existence of any of these situations may not in themselves constitute or indicate a violation of Anti-Bribery laws, but should always trigger concern and appropriate review.

GOVERNMENT INTERMEDIARIES

1. Requests for cash payments are made.
2. The subject country (or countries) is identified as a High Risk Country.
3. There are suggestions or indications of facilitating or grease payments.
4. Multiple agents are designated for same scope of work.
5. Requests are made for unusually large or excessive fees, commissions or other payments to agents.
6. Information gathered reveals that the agent makes political contributions.
7. Requests are made for reimbursement of expenses that are poorly documented or non-transparent.
8. Incomplete or inaccurate information is provided in required disclosures.
9. a. The agent refuses to provide Anti-Bribery Law compliance certification and, b. The counterparty lacks awareness of Anti-Bribery Laws or, if a corporate organization, lacks an effective anti-bribery compliance programme.
10. Requests are made for payments to third parties or for payment in some other country.
11. The agent lacks facilities or qualified staff.
12. The agent uses companies with little or no assets.
13. The agent appears to have a lack of experience or "track record" with product field or industry.
14. The agent resists executing a written agreement.



- 15. The agent was recommended by a Governmental Official or customer.
- 16. There is reason to believe there is or may be a violation of local law or policy (e.g., prohibitions on commissions, currency or tax law violations) in the arrangements proposed by the agent.
- 17. Actual payments made do not match the contract terms.

CONTRACTORS, SUPPLIERS, JOINT VENTURES

- 18. Internal controls or other controls are not adequate to meet required Company standards.
- 19. There is a failure to comply with standards set in the Policy and the Code of Conduct.
- 20. There is a failure to abide by appropriate delegations of authority or other notification and approval procedures.
- 21. Responsibility for authorizing, recording, controlling, and reviewing of payments has been improperly consolidated.
- 22. There are failures to obtain sign-offs or opinions from applicable local outside auditors.

HOSPITALITY AND TRAVEL FOR GOVERNMENT OFFICIALS

- 23. Employee expense vouchers and corporate credit card reimbursement indicates any of the following: - Lack of adequate or inconsistent supporting documentation - Lack of proper approval - Failure to follow recordkeeping procedures, or - Suspicious or illegitimate expenses.
- 24. Requests are made for a per diem for a Government Official.
- 25. There is evidence of double dipping (e.g., paying expenses and a per diem).
- 26. Requests are made for travel expenses of family members of Government Officials or for additional paid travel not directly related to company business.

GENERAL AUDIT OR FINANCIAL REVIEWS

- 27. There is evidence suggesting off-book accounts or multiple accounting records.
- 28. There is evidence of failure of general ledger account reconciliations associated with Cash, A/P or purchasing, including failure to adequately trace bank statements to the A/P ledger.
- 29. There are references to facilitating or grease payments.

ACCOUNTS PAYABLES

- 30. A review indicates any of the following improper recording of A/P liabilities or purchases: - Lack of invoices or receiving documents - Activity not properly posted to general ledger or subsidiary ledger - Disbursements or purchases not recorded in proper period.
- 31. There is evidence that indicates incorrect amounts recorded for A/P liabilities or purchases such as the following: - Double invoicing - Duplicate payments - Incorrect amounts for payments - Incorrect prices, rates, or quantities - Lack of adequate or inconsistent supporting documents.

CASH DISBURSEMENTS



- 32. There is evidence that indicates inadequate controls over cash disbursements or manual checks.
- 33. Responsibility for cash, checks, and bank reconciliation has been improperly consolidated.
- 34. There is evidence of cash payments from other than an established petty cash account.
- 35. There is a lack of documentation for petty cash transactions.
- 36. There has been excessive petty cash activity.
- 37. There is evidence of use of petty cash for large expenditures