



ANTI-CORRUPTION & BRIBERY POLICY

1. PURPOSE

It sets forth in a simple and clear manner the most important standards of conduct and practices, which must be followed in representing Unique Group (UG).

This document reaffirms principles for ethical business conduct by UG and all of its subsidiaries, third party representatives and other representatives. It also assures UG's continued compliance with the anti-bribery provisions of relevant regulations, as well as with UG's standards of business and personal ethics.

This document must be read in conjunction with, and is subject to, the laws relating to employment and the responsibilities, if any, of employers and employees in the many local environments in which UG operates.

2. SCOPE

Anti-Corruption & Bribery applies to the management and employees of all Unique Group (UG) operations, including operations conducted by any subsidiaries, affiliates, vendors, contractors, agents or other representatives of UG worldwide. This standard also applies to our international agents, freight forwarders, customs agents, distributors, consultants, vendors, and other third parties (collectively "Third Party Representatives").

3. DEFINITIONS

3.1 Bribery and Corruption

Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

Bribes can take on many different shapes and forms, but typically there will be a "*quid pro quo*" – meaning that both parties, and a party's designate, will benefit.

A bribe could be;

- The direct or indirect promise, offering, or authorization, of anything of value (whether the value is material or not);
- The offer or receipt of any kickback, loan, fee, reward or other advantage; or
- The giving of aid, donations or voting, designed to exert improper influence.
- Acts of bribery are designed to influence individuals to act dishonestly in the Performance or discharge of their duty.

3.2 Government

Any agency, instrumentality, subdivision, or other body of any national, state, or local government, including governmental committees or commissions and regulatory agencies or government-controlled businesses, corporations, companies, or society is grouped under this.

3.3 Government Official

Any officer or employee of a government or any department, agency or instrumentality thereof (including, for example, an employee of a national oil company), or of a public international



organization, or any person acting in an official capacity for or on behalf of any government or public international organization.

3.4 Payment

A payment of money or anything of value, including transfer of stock, bonds or any other property, payment of expenses, providing services of any type, assumption of a debt or release from the obligation to pay a debt, or any other transfer of goods, services, tangibles or intangibles, made to influence the passage of law, regulations, the placement of government contracts, the formulation of policy or other discretionary government functions, that accrues to the benefit of the ultimate recipient or promotes his or her interest. This includes payments made to influence the recipient to misuse his or her official position to wrongfully divert business to the payer or its client.

3.5 Facilitating Payments

Certain anti-corruption laws permit an exception for payments of a nominal amount made to ensure or speed the proper performance of a government official's routine governmental duties or actions, but, which do not involve any discretionary action (note that a pattern or regular practice of making numerous nominal payments to the same individual or group that together total a more substantial sum is not considered a facilitating payment).

4. PROCEDURE

- 4.1** Officers, employees, third party representatives, and business partners of UG are prohibited from paying, promising, authorizing, or offering to give anything of value, directly or indirectly (e.g., through a service agreement representative, customs broker or other agent) to any government official, political party, party official, or political candidate to cause that official to do or not to do any act in violation of his official function or to secure any improper advantage. For the purposes of this standard, whether the target of the act of bribery works in the public or private sector is irrelevant.
- 4.2** While proper facilitating payments are permitted under certain anti-corruption laws; they are prohibited in most countries in which UG operates. If you believe a facilitating payment may be necessary in a particular circumstance, you must first check in advance with the relevant management Personnel (who will in turn consult local counsel) and receive written approval before any such facilitating payment is made.
- 4.3** "Thank you" or "appreciation" payments made to an employee of a business owned or operated by a government to show appreciation to them for placing an order, or even for considering placement of an order are prohibited even if they are common in the culture of the country.
- 4.4** Commission payments, consulting fees, or professional fees paid to third parties either (a) with the knowledge that such persons were nominees of or a conduit to a government official or employee, or (b) in excess of an amount which can be defended as appropriate for the services rendered, and therefore, there is a suspicion that payment has been made for a questionable purpose will not be permitted.
- 4.5** The facilitating payment must not relate to any business in or with a person or entity associated with the United Kingdom. The payment may be given only to encourage actual performance or more expeditious performance of functions which the recipient is already obligated to perform. Payment may not be given if it relates to the performance of a discretionary action, as for example, the conclusion of an audit of cost recoverable items, tax audit, or placement on a list of bidders.
- 4.6** All facilitating payments must be recorded in UG's business and accounting records as a "Facilitating



Payment" and must show the amount, the purpose, and the name, title and function of a person to whom the payment was made.

- 4.7** UG may offer a thing of value to, or pay for the reasonable cost of a meal, lodging, travel or educational expenses, for any government official, only when;
- 4.7.1 The amount of the expense, gift or reimbursement is nominal and reasonable in light of routine business travel and associated entertainment, and the expense is directly related to either (a) the promotion, demonstration or explanation of UG products or services, or (b) the execution of a contract with an international government or agency thereof and the gift, travel, or entertainment expense is approved in advance and in writing by UG's CEO.
- 4.8** Giving gifts due to custom or tradition, or to establish or maintain general good will, is not a sufficient reason alone for a gift to be lawful under anti-corruption laws, or permissible under this policy, as custom, tradition and good will do not "directly" promote, demonstrate or explain UG's goods and services.
- 4.9** All entertainment expenses must include the date the expense was incurred, the place where the entertainment or meeting took place, the name, firm and title of each person present, the business purpose of the function and the associated cost. UG employees shall carefully document and accurately describe promotional expenses and reflect the true nature of such payments in UG's books and records. A copy of all such records shall be submitted to the Management Board to monitor compliance and ethics.
- 4.10** UG does not make contributions to candidates for any political office. Furthermore, no employee may make a political contribution, whether cash or otherwise, by or on behalf of UG.
- 4.11** UG Personnel are prohibited from making any donation to a charity or entity, whether by cash or otherwise, by or on behalf of UG, or by utilizing any UG assets in order to make or facilitate the donation. If a worthy cause is identified for charitable donation to any charitable entity, request for such a donation may be forwarded in writing to UG's CEO, who shall have sole ability to authorize the use of UG's assets to make or facilitate the requested donation. This is to ensure that the donation is for proper charitable purposes, and that it will not be used by a government official in violation of this Policy.
- 4.12** Appropriate due diligence is conducted prior to retaining a third party representative and regularly thereafter, and usage of appropriate representations and warranties are ensured to prevent violations attributable to UG through the Third Party Representative from occurring.

5. COMPLAINT MEASURES

- 5.1** All UG Personnel have a responsibility to help detect, prevent and report instances not only of bribery and corruption, but also of any other suspicious activity or wrongdoing in connection with UG's business. UG is absolutely committed to ensuring that all UG Personnel have a safe, reliable, and confidential way of reporting any suspicious activity.
- 5.2** UG have established and will continue to maintain multiple channels that facilitate the reporting of any suspected incidence of bribery or corruption.
- 5.3** A UG employee may report the issue/concern to their Line Manager/ Division Manager or to UG HR in the first instance. If for some reason it is impossible to speak to their Line Manager or HR, then the issue/concern should be reported to another Senior Manager, the GM, or the CFO.



- 5.4** If a UG employee is not comfortable with speaking directly to a colleague or anyone mentioned above, UG have a reporting or “whistle blower” facility or “hotline” for all UG employees to use. Details of this have been communicated separately to UG Personnel. (Ref: Code of Conduct, UG-G-1000-HR-0002)
- 5.5** If an incident of bribery, corruption, or wrongdoing is reported, UG will act as soon as possible to evaluate the situation. UG have clearly defined procedures for investigating fraud, misconduct and non-compliance issues and these will be followed in any investigation of this kind. In addition to any internal procedures, this includes the referral to appropriate government enforcement agencies.

