



# Anti-Corruption and Bribery Policy

(Policy Ref. No. UG-G-1000-HR-0001, Rev.2, 03/09/2018)

## 1. Purpose

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This document reaffirms principles for ethical business conduct by Unique Group and all its subsidiaries and other representatives. It also assures Unique Group's continued compliance with the anti-corruption and bribery provisions of relevant regulations, as well as with Unique Group'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 Unique Group operates.

## 2. Scope

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This policy applies to all employees of Unique Group and its operations, including operations conducted by any subsidiaries, affiliates, vendors, contractors, agents or other representatives of Unique Group worldwide. This standard also applies to our international agents, freight forwarders, customs agents, distributors, consultants, vendors, and other third parties.

The Anti-Corruption and Bribery Policy should be read in conjunction with Unique Group's Code of Conduct.

## 3. Definitions

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For this document, the following definitions and abbreviations will apply:

**Group** – The entirety of Unique Group

**Company, or Companies** – Any subsidiary company or group company of Unique Group

**FCPA** – The Foreign Corrupt Practices Act of 1977 is a United States federal law known primarily for two of its main provisions, one that addresses accounting transparency requirements under the Securities Exchange Act of 1934 and another concerning bribery of foreign officials.

## 4. Requirements

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As an international company, Unique Group wishes to ensure that in the course of its work its employees and any third parties acting on its behalf observe the highest standards of integrity. This anti-corruption and bribery guidelines establish basic guidelines for handling corruption concerns.



- 4.1 Officers, employees, third party representatives, and business partners of Unique Group 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 policy, 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 Unique Group 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 Unique Group. 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 Unique Group 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 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 Unique Group 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 Unique Group’s CEO.
- 4.7 All facilitating payments must be recorded in Unique Group’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.
- 4.8 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 Unique Group’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. Unique Group employees shall carefully document and accurately describe promotional expenses and reflect the true nature of such payments in Unique Group's books and records. A copy of all such records shall be submitted to The Board to monitor compliance and ethics.
- 4.10 Unique Group 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 Unique Group.
- 4.11 Unique Group personnel are prohibited from making any donation to a charity or entity, whether by cash or otherwise, by or on behalf of Unique Group, or by utilizing any Unique Group 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 Unique Group’s CEO, who shall have sole ability to authorize the use of Unique Group’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 Unique Group through the Third-Party Representative from occurring.
- 4.13 It is each employee’s responsibility to remain vigilant and report any suspicions to help us prevent and detect money laundering. The Company Finance Manager and the CFO will review all reported money laundering allegations and decide whether the transaction /circumstances are suspicious. The Finance Manager will report suspicions to the local authorities.
- 4.14 It is the policy of Unique Group and its subsidiaries to comply with all applicable laws, rules and regulations, including the U.S. Foreign Corrupt Practices Act (“FCPA”).

## 5. Owner

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- CEO

## 6. Custodian

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- Group Director HR

## 7. References

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- Code of Conduct Policy