



ANTI-BRIBERY & CORRUPTION POLICY



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INTRODUCTION

ESSA SALES & DISTRIBUTION is committed to conducting business fairly and honestly. This commitment to integrity requires each of us to act ethically. Each of us is expected to act, at all times and in all circumstances, with the highest sense of integrity on behalf of the company.

This Anticorruption Policy refers to **ESSA SALES & DISTRIBUTION** and its subsidiaries (collectively referred to as “the Company”) and applies to all employees of the Company, without exception. It includes the President and the Executive Director, the officials, the vice-presidents, the directors, and other managers, all the personnel employed within the Company, in associated companies, and members of the Board of Directors of the Company (collectively called "Employees").

The Business Integrity Section of the Code sets out the Company's policies regarding the fight against corruption; The Gifts, Entertainment and Hospitality Policy guide the exchange of business courtesies, and the Third-Party Work Policy provides additional guidance on how the Company manages the risks associated with its business relationships with third parties.

All terms in this policy have the same meaning as defined in the Code.

All personnel must know and comply with the spirit and the letter of all Company Policies and legal requirements related to their work. If someone supervises any personnel, they are expected to take reasonable steps to ensure that they, too, know and follow Company policies and any applicable legal requirements. Anyone who violates the law or a Company Policy may be subject to disciplinary action, up to and including termination or release. Violations of the law can expose the Company, and even the individual violator, to fines, penalties, civil damages, and, in some cases, imprisonment. Additionally, violations could damage the Company's reputation and result in lost sales and profits.

Notwithstanding the above, the rationale for this policy is not just legal compliance: corruption is a major obstacle to poverty reduction and, by endorsing this policy, Executive Committee (ExCom) reiterates its strong commitment to adhering to the relevant standards set out in the United Nations Convention Against Corruption.

ESSA SALES & DISTRIBUTION must not authorize or tolerate any business practice that does not comply with this policy.

SCOPE

This Policy establishes the basic principles and requirements for compliance with the provisions of Applicable Anti-Corruption Laws by the Company, the Employees of the Company, and any Agents of the Company.

This Policy pursues the following goals:

- Describing the Company's prohibitions against bribery and corruption in all of its business operations.
- Preventing any manifestations of corruption, both on behalf of and regarding the Company and/or its Employees; compliance with the requirements of applicable Anti-Corruption Laws when the Company engages in its business activities.



- Reinforcing the Company's commitment to conduct business globally with the highest standards of honesty and integrity.
- Perfecting and developing the Company's corporate culture, implementing the best practices and standards of responsible business conduct, including in the area of Anti-Corruption Compliance.

REQUIREMENTS

1. PROHIBITED AND RESTRICTED PAYMENTS

1.1 Offering, promising, and authorizing the giving of money, or anything else of value, to a government official to secure an improper advantage is strictly prohibited.

1.2 No employee may offer, give, promise or receive money, or anything else of value, to or from an individual or entity in the private sector to obtain an improper advantage.

1.3 Even the mere act of offering is prohibited, regardless of whether or not the item of value **is accepted by the intended recipient.**

1.4 The prohibition covers cash payments, benefits, and favors. In certain circumstances, it also covers otherwise legitimate business expenditures such as gifts, entertainment, travel, donations, sponsorships, or training.

1.5 The above-mentioned payments are prohibited regardless of whether or not they are made directly or indirectly through third-party intermediaries.

2. PERMISSIBLE PAYMENTS

2.1 This policy permits employees to provide modest gifts, hospitality, or certain other things of value to government officials and private individuals that are legal and directly related to the promotion or demonstration of the ESSA SALES & DISTRIBUTION's services or the performance of a particular Company contract with a government or state-owned or state-operated entity.

2.2 When deciding whether a gift is appropriate, employees must take into account any past, pending, or future business or administrative matters that are within the recipient's realm of influence. The timing and context of such gifting must be considered to assess whether any particular gifting could objectively be perceived as bribery.

3. TRAVEL, EDUCATION, AND RELATED EXPENSES INVOLVING GOVERNMENT OFFICIALS

3.1 ESSA SALES & DISTRIBUTION may accept requests to host government officials for training or other business-related purposes either at the company's facilities or at training events sponsored by outside



vendors. The company may also accept requests to host government officials at operational meetings, project meetings, or other events.

- 3.2 The payment of travel expenses to any government official, within or outside their home country, requires the prior written consent of the compliance representative to ensure consistency with this policy and any national applicable laws.

4. CHARITABLE DONATIONS AND SPONSORSHIPS

ESSA SALES & DISTRIBUTION supports the making of contributions to the communities in which it does business and permits reasonable donations to charities and sponsorships. In this respect:

- 4.1 Reasonable steps must be taken to verify that any such contribution does not constitute an illegal payment to a government body or official or any individual in violation of this policy.
- 4.2. It may be permissible to make donations directly to a government agency (rather than to an individual government official) as part of a charitable effort or to promote goodwill through actions such as providing free products for a government-sponsored celebration.

5. THIRD PARTIES

- 5.1 **ESSA SALES & DISTRIBUTION** can be held liable for the actions of third parties, particularly where a third-party intermediary performs services or otherwise conducts dealings, discussions, or negotiations with public or private organizations for or on behalf of the company.
- 5.2 The Company may also be held accountable for failing to take sufficient steps to prevent third parties from participating in bribery or related conduct, whether or not the Company was aware of the alleged improper conduct.
- 5.3 Third parties must never be asked to engage in or condone any conduct that employees are prohibited from engaging in themselves under this policy.
- 5.4 Also, an employee must never turn a blind eye to suspected violations of this policy by third parties or disregard otherwise suspect circumstances.
- 5.5 All third parties conducting business with, for, or on behalf of the **ESSA SALES & DISTRIBUTION** are required to act with the highest level of business, professional and legal integrity.
- 5.6 The company must never enter into any relationship with a third-party intermediary who will have substantive interaction with government officials on behalf of the company without first inquiring into the third party's background, qualifications and reputation.

5.7 The most important steps the **ESSA SALES & DISTRIBUTION** can take to protect itself from liability for improper payments made by a third party are to carefully choose its business partners, including agents and consultants, and to be aware of “red flags”.

6. BOOKS, RECORDS, ACCOUNTING, AND PAYMENT PRACTICES

6.1 To prevent the possibility of bribes and kickbacks being paid or accepted, **ESSA SALES & DISTRIBUTION** must fairly and accurately reflect each transaction involving the company.

6.2 Secret, unrecorded or unreported transactions are prohibited.

6.3 All expenses must be accurately accounted for, include appropriate supporting documentation, and be promptly entered into company records before they are reimbursed.

6.4 The requirement under section 7.3 includes, but is not limited to, the accurate identification (in expense reports, related business, and financial records) of all payments to third-party intermediaries acting for or on behalf of the company.

7. DISCIPLINE

7.1 The **ESSA SALES & DISTRIBUTION** and its employees can be investigated by government regulators and, depending on the circumstances, prosecuted administratively, under civil law or under criminal law, which could result in severe fines and penalties, debarment, and imprisonment if a violation of applicable anti-bribery and corruption laws and regulations is established.

7.2 Any employee found to violate this policy will be subject to disciplinary action, up to and including termination of employment, following applicable laws and company policies.

ROLES AND RESPONSIBILITIES

Body/function/individuals	Roles and responsibilities
Executive Committee	Responsible for policy approval.
Director of Compliance Department	Policy owner with overall responsibility to ExCom for corruption issues in ESSA Sales & Distribution, as described in this policy, and for ensuring that material corruption risks in the Company are duly attended to and communicated to the Executive Committee, and the Audit Committee. Responsible for periodically assessing the effectiveness of this policy, the related manuals, and screening procedures, and for reporting findings to the Executive Committee and the Chairman of the Audit Committee. Responsible for (supporting) the implementation of the policy in the organization via communication & training.
Local / regional management	Responsible for ensuring that this policy is implemented and adhered to and that all employees, third parties, and business partners are made aware of the policy and its requirements. Responsible for annual sign-

	off on compliance with the policy. Responsible for conducting regular risk assessments.
Legal, regional and country Heads of Legal	Responsible for carrying out training, monitoring, and other activities as further detailed in the Anti-Bribery and Corruption Manual to assist in ensuring compliance with the policy.

GLOSSARY

Bribery

Anything of value is given in an attempt to affect a person's actions or decisions to gain or retain a business advantage.

Corruption

The misuse of public office or power for private gain or the misuse of private power in relation to business outside the realm of government.

Facilitating payment

Any small or nominal payment made to a government official, typically to speed up and/or secure the performance of a non-discretionary "routine governmental action". Activities that constitute "routine governmental actions" are for example: obtaining permits, licenses, or other official documents to qualify a person or entity to do business in a foreign country; processing governmental papers, such as visas and work orders; providing police protection, mail pick-up, and delivery, or scheduling inspections; providing telephone services, power and water, loading cargo or protecting goods from deterioration. Facilitating payments are different from express payments, used to speed up a process. Express payments are legitimate payments, for which one can receive an invoice or receipt so that the transaction can be duly registered in our books.

Government official

Any officer or employee of a local, state, regional or national government or any department, agency or ministry of a government; individuals who, although temporarily or without payment, hold a public position, employment or function; employees of a public international organization; the individuals acting in an official capacity for or on behalf of a government agency, department, ministry or public international organization; political party officials or any candidate for political office; employees of a state-owned or state-controlled entity, as well as entities or individuals that perform a government or public function (such as airports or seaports, utilities, notaries, arbiters, etc).

Family members of any of the individuals listed above may also qualify as government officials if interactions with them are intended to confer or have the effect of conferring, anything of value on a government official.

Any questions relating to whether an individual or an entity constitutes a "government official" must be directed to the local compliance representative.



Improper advantage

Paying or giving anything of value directly or indirectly to: influence or prevent a government action, or any other action, such as the awarding of a contract, the imposition of a tax or fine, or the cancellation of an existing contract or contractual obligation; obtain a license, permit or other authorization from a government entity or government official to which ESSA Sales & Distribution is not otherwise entitled; obtain confidential information about business opportunities, bids or the activities of competitors; influence the awarding of a contract; influence the termination of a contract that is disadvantageous to the Group, influencing the adjudication of lawsuits and enforcement actions and obtaining exceptions to regulations.

Kickback

The return of a sum already paid or due as a reward for awarding further business.

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