



TASConnect

Realising value through trust and trade

Anti-Bribery & Corruption (“ABC”)
Guide and Certification for Intermediaries
For use with the Intermediary (For External Use)



TASConnect is committed to maintaining the highest ethical and legal standards. We strive to comply with both letter and spirit of the laws and regulations in each country in which we do business. We conduct our day-to-day business in an honest and ethical manner with everyone.

TASConnect may be subjected to different legal and regulatory requirements in respect of Bribery and Corruption. Bribery is a crime almost everywhere. Many of these anti-corruption laws prohibit Bribery among private commercial parties as well as bribery of foreign or domestic public officials. As the UK is the home jurisdiction of the Group parent company, the UK Bribery Act 2010 (“UKBA”) and related guidance set a global minimum standard which must be complied with across its operations in all jurisdictions. TASConnect also requires compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”).

In addition to an Anti-Bribery and Corruption Policy, to comply with the FCPA and the UKBA, TASConnect has instituted its own Anti-Bribery Policy Statement (ABC Statement), which extends to all business dealings and transactions in all countries in which our suppliers or its subsidiaries, associates, and sub-contractors operate in. Your compliance with our ABC Statement is expected and is a condition of your business relationship with TASConnect.

Anti-Bribery & Corruption Policy

TASConnect adopts a zero tolerance approach to Bribery and Corruption. It will not tolerate the giving, offering, promise or receiving of Bribes in any form, by any person on its behalf, or for whom it is in any way responsible, whether directly or via another party.

Bribery is the giving, offering, promise, solicitation, request, receiving or acceptance of Anything of Value to:

- Improperly influence someone to do something
 - For example, an existing or potential client to do business with TASConnect
- Influence a Public Official
 - “Public Official” includes any employee of a government entity, international organization, multilateral agency, or other state-owned entity.
Examples: bribing a customs official; bribing a government employee to issue a permit or license

Corruption is the abuse of public or private office to obtain an undue advantage. Often, but not always, Bribery is a vehicle for and enabler of corrupt behavior.

Examples of Bribery (NOT EXHAUSTIVE)



Bribes could take the form of a:

- Gift
- Entertainment or hospitality
- Cash or Cash equivalents
- Tickets to sporting events
- Charitable donations or sponsorships
- Offers of employment (including unpaid internships)
- Invitations to conference/seminars/training sessions
- Facilitation Payments*

*A “Facilitation payment” (or “grease” payment) is a payment which is not officially required or sanctioned but which is made to a Public Official to speed up, or otherwise smooth, the performance of a duty or Function which that official is required to perform in any case. These are a form of Bribery and are expressly prohibited, even where they may represent local practice or custom.



Below are some questions you should ask yourself if in doubt:

- Am I being asked to pay something or provide any other benefit over and above the cost of services being performed?
- Am I being asked to make a payment for services to someone other than the service provider?
- When a payment or other benefit is being offered or received, do I know or suspect it is to induce or reward favorable treatment, to undermine an impartial decision-making process or to persuade someone to do something that would not be in the proper performance of their job?



- Do not Bribe
- Do not get anyone to do it for you
- Do not accept Bribes
- Do not help anyone else with Bribery or Corrupt behavior

Failure to comply with TASConnect's zero tolerance policy will not be tolerated.



- **Follow the Law**

TASConnect expects you to follow all applicable anti-bribery and corruption laws. You must have the necessary internal processes to ensure that bribery does not occur. You must inform those of your employees who directly or indirectly transact business with us or on our behalf, of their responsibilities to avoid and prevent Bribery.

- **Be Transparent**

Your business dealings should be openly performed and accurately reflected on your business books and records. Bribe payments are often hidden or disguised to appear legitimate. You must keep accurate records of your relationship with TASConnect, including invoices and other supporting documentation. If appropriate, you must allow us to review these records to confirm they are accurate.

- **Monitor Your Dealings**

We expect you to exercise on-going internal monitoring and review of those processes vulnerable to bribery and corruption. You must implement proper controls in key areas of your company (e.g. accounting, sales and procurement, etc.) with special attention to your offices or subsidiaries located in countries with high levels of Corruption.

- **Communicate our Policy**

TASConnect expects you to communicate our zero tolerance on Bribery to any employee or other party who transacts business on our behalf.

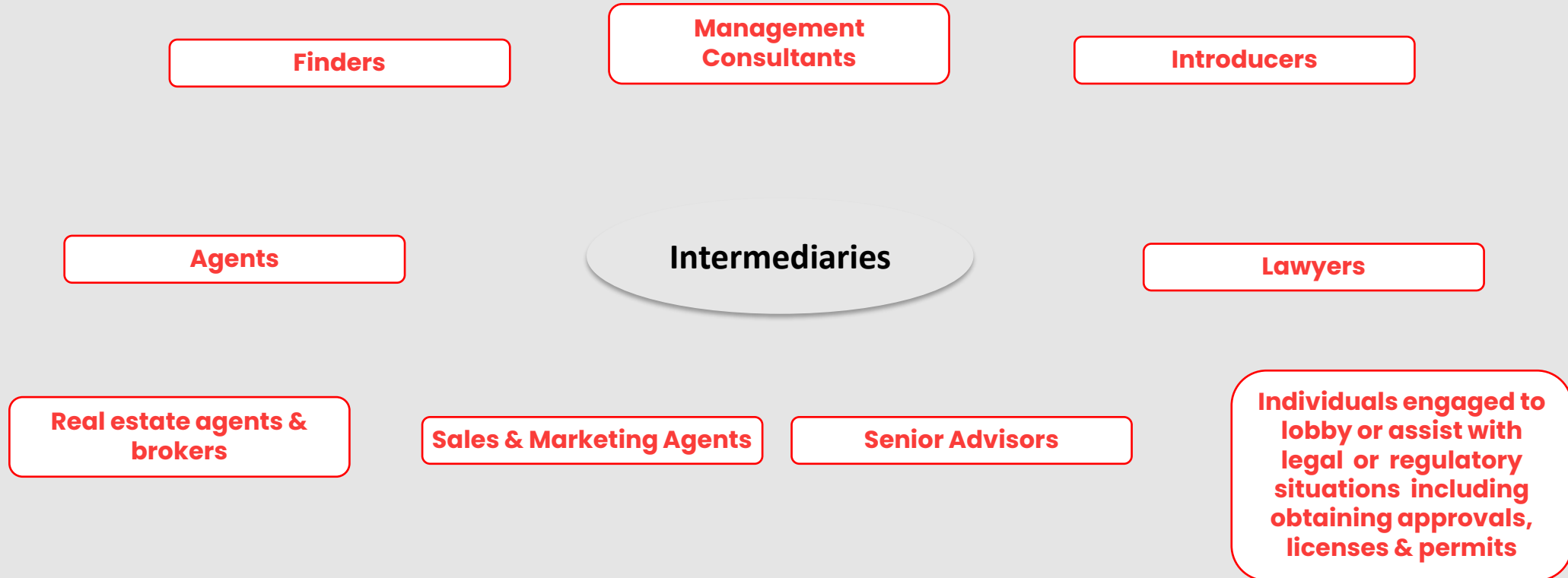
- **Be Responsive**

TASConnect requests that you will report any questionable payments or demands for a Bribe.

What is an “Intermediary”?



An individual or entity engaged on behalf of TASConnect to interact with third parties, including Public Officials, State-Owned Entities or any other governmental body, to obtain or retain business, a business advantage, or a benefit.



Supplier

- A “Supplier of Services” is a vendor that provides general services to or on behalf of TASConnect but does not interact with or engage other third parties (e.g., prospective customers, regulators, government officials or entities, etc.) in providing that service or represent TASConnect vis-à-vis those other third parties like an Intermediary would.
- Different from a “Supplier of Goods”
- A Supplier of Goods does not provide a service to or on behalf of the Company, but provides the Company with material goods, such as office supplies, IT hardware and food
- A supplier that provides both goods and services is a “Supplier of Services”

Intermediaries

- Individual or entity engaged on behalf of TASConnect to interact with third parties (including Public Officials, State-Owned Entities, or any other governmental body) to obtain or retain business, a business advantage, or a benefit.
 - Examples of Intermediaries include (but are not limited to!):
 - Introducers
 - Lawyers
 - Expeditors
 - Finders
 - Senior Advisors

The following are non-exhaustive examples of individuals or entities that are NOT Intermediaries: Financial Markets brokers on the Approved Brokers List; regulated investment advisors; network banking partners; financial Intermediaries (i.e., FIMs in Private Banking as Asset Managers); corporate service providers (i.e., CSPs in Commercial Banking); vendors that simply provide goods to the Company, and Suppliers of Services.

Each member of Staff is individually responsible for acting ethically and responsibly under the legal framework and the Company's policies, standards and code of conduct.

UKBA

The UKBA covers the following specific types of bribery:

| |
|--|
| Giving a bribe |
| Receiving a bribe |
| Bribery of foreign officials |
| Bribery of private individuals |
| Facilitation payments |
| Failure to prevent bribery (the corporate offence) |

FCPA

Given the regulatory scrutiny and the extraterritorial reach of the US Foreign Corrupt Practices Act (FCPA), the Company ensures that its ABC Policy and Standards comply with the FCPA in all jurisdictions in which it operates globally.

The FCPA covers the following specific types of bribery:

| |
|------------------------------|
| Giving a bribe |
| Bribery of foreign officials |

Why do “Intermediaries” pose heightened ABC risk?



Intermediaries pose higher bribery & corruption risk because they interact with others on the Company’s behalf and the Company can be held responsible for their actions as if it were its own Staff.

The Company can be liable:

- even without direct knowledge of a bribe being made on its behalf
- for getting a business advantage as a result of an intermediary bribe
- for failing to spot the bribery red flags and respond to them appropriately

Approx 92% of enforcement actions by authorities have involved intermediaries, with agents, consultants, and brokers being the most common type involved

Q: Why do you think Intermediaries pose bribery & corruption risk?

- A. The Company can be held responsible for the behaviour of Intermediaries that interact with others, particularly Public Officials on the Company's behalf
- B. The Company could fail to spot the bribery red flags if Intermediaries are engaged without due diligence being performed
- C. Organizations can use Intermediaries to try and disguise bribery schemes intended to secure a business advantage
- D. The vast majority of cases involving enforcement actions have Involved intermediaries

All of these are correct. Intermediaries pose ABC risk because the Company can be held responsible for their actions even where we have no direct knowledge of their actions. The only way this can be avoided is if we can prove that we took reasonable measures to ensure that the Intermediary would act in accordance with the standards, including agreeing to abide by the principles underlying our ABC Policy and our Code of Conduct.

Intermediaries pose risk if they are engaged without an assessment of their risk and appropriate due diligence so that we understand who we are dealing with and if any red flags exist. In addition, some organizations have used Intermediaries to try and disguise bribery schemes intended to secure a business advantage or permits/licenses, and in fact the vast majority of recent cases involving bribery-related enforcement actions have involved Intermediaries.



Ties to Public Officials

Intermediary has a close business relationship with a Public Official who has discretionary authority over the business or transaction

A client or Public Official requests or demands the use of a particular intermediary

Intermediary insists on dealing with Public Officials privately without the Company's participation



Adverse Media

Searches on the beneficial owners, senior officials, or management of the intermediary finds they have been the subject of criminal/civil or regulatory proceedings involving bribery or corruption

Searches on the intermediary finds negative news for bribery, corruption, or lack of integrity



Inadequate Capabilities

Intermediary lacks experience or has an inconsistent track record in the type of service, business, or transaction or in the relevant industry

Intermediary is engaged to 'get the deal done' or because he 'knows the right people' or engaged at the last minute



Unusual Payments

Intermediary requests payment to a bank account not held by the contracting individual or entity

Intermediary requests cash payments or cheques made payable to cash or bearer

Intermediary requests payments to an individual or entity that is not the contracting individual or entity



Lack of Transparency

*Intermediary provides unclear answers to due diligence questions
Intermediary does not have an online presence*

Intermediary requests discretionary authority to handle matters alone

The contract with the intermediary does not clearly or in detail describe the services to be performed



Unusual Invoicing or Documentation

Intermediary requests an invoice to reflect a different amount than the cost of services rendered

Intermediary refuses to provide a detailed invoice or invoices include vague description of services

Intermediary fails to provide supporting documentation for unexplained expenses



We strongly encourage all agents, employees or subcontractors of an Intermediary who will be involved in representing TASConnect to watch the intermediary training video which provides a summary of what is expected from an Intermediary and the Company's position on Bribery Corruption The training video can be found here

https://sc.mediaspace.sg.kaltura.com/mediashare/fc4e5c5417decddb/media/t/0_y5uqh311

Escalate and report any suspected bribery activity via either of the following channels:

- Directly to TASConnect Staff or email to AskRisk@tasconnect.com
- Please raise any questions to your TASConnect business contact