Anti-bribery and Corruption Policy

Infra International adopt a zero-tolerance policy against corruption and bribery in our business**es.**

Corruption and bribery can be very damaging to **Infra International**.

- They divert money and other resources from the Company.

- They damage business.

- Corruption may also lead to trade and procurement restrictions against the company and sanctions even against the individuals concerned.

Infra International run their businesses with integrity. All of us must work together to ensure that they remain untainted by bribery or corruption. This policy is the core of that effort.
It is every employee and director their personal responsibility; it has the full support of our Board.
But it needs the full support of you—our people—to make it work. In all our interests.
In this policy 'we', 'us', and 'the Company' means **Infra International**.
If you have any questions on this policy, please contact your director.

1 **Introduction**

This policy sets out the steps all of us must take to prevent bribery and corruption in our businesses and to comply with relevant legislation and **Infra International** requirements.

2 **What are bribery and corruption?**

Corruption is the misuse of office or power for private gain. Bribery is a form of corruption. It means:

- giving or receiving of gratification (and this includes but is not limited to money, gifts, meals, entertainment or anything else of value);
- as an inducement to a person to do something which is dishonest or illegal; and
- in the course of doing business.

In other words, bribery is designed to make a person act wrongly to secure an advantage for the giver.

3 **Who can be involved in bribery and in what circumstances?**

Bribery and corruption may be committed by:

- our employees, officers or directors;
- anyone they authorize to do things on their behalf;
- our representatives and other third parties who act on our behalf;
- our suppliers; our clients

Bribery can occur in both the public and private sectors. The person receiving the bribe is usually in a position to influence the award or the “progress” of business.

4 **The legal position on bribery**

Bribery and corruption are criminal offences in the countries where we do business.

It is illegal:

- to pay or offer to pay a bribe;
- to receive or agree to receive a bribe;
- to bribe through an agent; and
- to bribe a foreign public official or any private sector party.

It does not matter whether the act is done directly or indirectly.

5 **Our position on bribery**

Our position is simple. We conduct our businesses to the highest legal and ethical standards. We will not be party to corruption or bribery in any form. Such acts damage our reputation and expose us, and our employees, to the risk of fines and imprisonment. We take a zero-tolerance approach to bribery and corruption by our people and our third-party representatives.

In some cases, you may be told that unless we pay bribes we will not win business or be able to complete contracts. That does not matter. If we were to be involved in even one instance of bribery, we would have shown that we engage in such conduct. We do not.

6 **Risks of not acting with integrity**

Involvement in bribery or corruption carries many risks. Among them are:

- a company which pays or accepts bribes is not in control of its business and is at risk of blackmail;
- convictions for bribery may result in fines and or imprisonment;
- any infringement of anti-bribery and corruption regulation can lead to a material breach of existing key agreements, result in their immediate termination and potentially incurring huge losses;
- a public exposure, or even allegation, of bribery would entail severe reputational damage and we could be blacklisted as an approved tenderer for both public and private sector contracts;
- the cost of our insurance cover could increase very significantly; and
- good people will not want to work for us.

7 **Benefits of integrity**

Equally, there are very clear benefits to acting with propriety. These include:

- We improve our competitive advantage and benefit from risk reduction;
- we increase our chances of being selected as a counterpart in both the public and private sectors. The established organizations of our large customers cannot deal with us unless we have an effective anti-bribery program in place;
- we remain in good standing with our clients and our suppliers and they will want to keep doing business with us; and
- a business with high ethical standards is a good place to work. It promotes clear communication and lets us act with confidence.

8 **What are indicators of bribery?**

Common indicators of corruption include those listed below. There may well be others. For example:

- **Payments** are for abnormal amounts (e.g. commission), or made in an unusual way, e.g. what would normally be a single payment is made in stages;
- **Process** is bypassed for approval or sign-off of terms or submission of tender documents, payments, or other commercial matters; those whose job it is to monitor commercial processes (e.g. Internal Audit and External Auditors) may be prevented from or hindered in doing so;
- **Individuals** are secretive about certain matters or relationships and/or insist on dealing with them personally. They may make trips at short notice without explanation or have a more lavish lifestyle than expected;
- **Decisions** are taken for which there is no clear rationale; and
- **Records** are incomplete or missing.
- …

9 **Who is responsible for this Policy**

All employees and directors have overall responsibility for this policy. Head of Business Units have responsibility for it in their business units or regions. The key office holders and/ or Heads of Departments are responsible for ensuring that this policy is adhered to by all business units and regions.

10 **Areas of specific risk**

Certain areas of business are often at higher risk than others. These include:

Gifts and Entertainment.

Facilitation payments:

These are also known as ‘grease’ payments. Usually they are small amounts paid to provide goods or services to which we are already or even not entitled. In some cases, they may be larger, e.g. a significant amount is demanded in relation to a larger project.

You may be told that this is normal practice and that we will be disadvantaged unless we do the same.

But please note that such payments are illegal. Whatever their size, we do not offer or pay them. If you are faced with a request, or a demand, for such a payment, please contact your director immediately.

Third parties:

Third party means any individual or organization you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties. We use external parties to help us achieve our business objectives. Whilst that use is important, and in some cases essential, it can involve significant risks. It is therefore subject to an obligation to report to your director.

Anyone who deals with third parties who act on our behalf must familiarize themselves with the following:

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended

to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for us, you must report them promptly to your director:

1. you become aware that a third party engages in, or has been accused of engaging in, improper business practices or you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them;
2. a third-party insists on receiving a commission or fee payment before committing to sign up to a contract with us;
3. a third-party requests payment in cash to provide an invoice or bills of quantities;
4. a third-party request(s) an unexpected additional fee or commission to “facilitate” a service;
5. a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
6. a third-party request(s) that you provide employment or some other advantage to a friend or relative;
7. you receive an invoice from a third party that appears to be non-standard or customized;
8. a third party insists on the use of side letters or refuses to put terms agreed in writing;
9. you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
10. a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; and
11. you are offered an unusually generous gift or offered lavish hospitality by a third party;

Political contributions:

You should be aware that such contributions can be seen as bribes in disguise. We do not make donations to political parties. Donations to political individuals and associations may be illegal. No individual is to make a donation stated to be, or which could be taken to be, on our behalf without the prior approval of the Board. You may, of course, make political donations in a personal capacity in accordance with relevant laws, but please be sensitive to how such contributions could be perceived, especially by those who are aware of your connection with our Company.

Charitable donations:

Bribes may even be disguised as charitable donations.

Whilst individuals may of course make personal donations to charity so long as this is done in accordance with relevant laws, they should not do so on behalf of the Company.

11 **Local circumstances**

We understand that different parts of the world have different social and cultural customs.

This does not affect our stand that we do not pay or accept bribes or act corruptly: we do not and will not.

However, subject to that position, we understand the need to be sensitive to local customs. For example, there are cultures in which refusing or even failing to offer a gift is considered impolite and could alienate a key contact. In such cases, please refer to your director.

12 **Risk assessment**

Your director is responsible for assessing the level of risk to which their business unit(s) or region(s) are subject, and, in case of uncertainty the director can ask the approval of the CEO and/or the COO.

13 **Records**

It is essential that we keep full and accurate records of all our financial dealings. Transparency is vital; false or misleading records could be very damaging to us. Under money laundering regulations our lawyers and accountants are obliged to report anything which appears to be irregular.

14 **Monitoring**

Everyone in the Company must observe this policy. It will count for nothing unless we do. Our external Auditors will monitor it regularly, on a quarterly bases. It's the responsibility of all of us to help them in this.

15 **Your responsibility**

Everyone in the Company is responsible:

- for reading and knowing the contents of this policy;
- for keeping full and accurate records of all cases where bribery is suspected; and
- for reporting cases where you know, or have a reasonable suspicion, that bribery has occurred or is likely to occur in any of our businesses.

16 **What to do if you think something is wrong**

Each of us has a responsibility to speak out if we discover anything corrupt or otherwise improper occurring in relation to our business. We cannot maintain our integrity unless we do that. If you discover or suspect corruption, whether:

- by another staff member;
- by a third party who represents us;
- by one of our suppliers or competitor; or
- by anyone else—perhaps even a customer seeking to get better terms from us

please report it to your director, he will report to the CEO or COO *as soon as possible*.

17 **Conclusion**

We take this Policy very seriously. Our reputation comes from the way we act. Anyone who pays bribes on our behalf will be subject to disciplinary action. Bribery has no place in our business. Equally, we will not penalize someone who loses business through not paying a bribe.

If in doubt about anything in this policy, do not hesitate to contact your director.