



**ANTI-CORRUPTION  
POLICY**



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## 1. Anti-Corruption Policy

VICC International, LLC and its affiliates (herein, “VICC” or the “Company”) are committed to conducting business honestly, ethically, and in accordance with applicable laws and regulations of the United States and other countries and jurisdictions in which we operate. This Policy applies to all affiliates, as well as officers, employees, and members of the Board of Directors, and to “third parties,” which include independent contractors, subcontractors, agents, consultants, and anyone representing or acting on behalf of the Company (collectively, “Personnel”). This Policy, with the VICC International Code of Business Ethics & Conduct, and the FCPA Policy and Compliance Guide, provide mandatory anti-corruption guidance for all employees.

## 2. Legal Compliance

It is the policy of VICC and its subsidiaries and affiliates to comply with anti-corruption laws wherever it does business. The obligation to comply with local, national and international laws and regulations applicable to its business, including anti-corruption laws, is also contained in the VICC Code of Business Conduct. It is the responsibility of all Personnel, and any third party acting on behalf of VICC, to understand the Code of Business Conduct, these Anti-Corruption Policies and to seek help from their manager, Chief Legal Officer, or their designees, when there is any question or doubt as to how these rules apply in a given situation.

## 3. What is Corruption?

In practice, the words “bribery” and “corruption” are generally used interchangeably.

Corruption is defined as the misuse of power by someone to whom it has been entrusted, for his own private gain. The most common form of corruption is bribery, which is the giving or receiving money, a gift or other advantage as an inducement to do something that is dishonest, illegal or a breach of trust while doing business.

The anti-corruption laws prohibit an offer, payment, promise to pay or authorization of payment of any money, gift, or anything of value to any government official for purposes of:

- influencing any act or decision of the government official,
- inducing him or her to do any act in violation of his or her lawful duties,
- securing an improper advantage, or
- inducing him or her to use his or her influence with a governmental agency
- in order to assist in obtaining or retaining business or to direct business to anyone.

The “obtaining or retaining business” element is interpreted broadly to include business advantages, such as obtaining a permit or a tax break.

In addition, according to the laws applicable in some countries such as those that have ratified the Criminal Law Convention on Corruption of the Council of Europe, corruption is considered a criminal offence even if the payment of a bribe would not be made in order to assist in obtaining or retaining



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business. In other words, the act of corrupting someone in order to induce him or her to act or refrain from acting in the exercise of his or her functions is considered a criminal offence.

This means that unlike the U.S. Foreign Corrupt Practices Act (“FCPA”), the law of those countries, makes no exemption for the so-called facilitation payments.

Facilitation payments are a form of bribery where (i) the sum involved is minor and paid to a low level official and (ii) the payment is made to secure an action or service to which an individual or company is routinely and legally entitled (e.g. routine processing of government papers such as a visa).

Consequently, it is possible that VICC could face liability if any Personnel were to contravene those laws. It is the policy of VICC to refrain from making any corrupt payments, including facilitation payments. VICC employees asked to make facilitation payments should report such incidents to their manager, Chief Legal Officer, or their designees.

#### 4. Who is a Government Official?

A “government official” is:

- an officer or employee of a government (holding an administrative, judicial or legislative mandate) or of a department, agency or instrumentality thereof or any person acting in an official capacity for or on behalf of such government (e.g. an entity hired to review bids on behalf of a government agency or to collect custom duties);
- an officer or employee of a “public international organization” or any person acting in an official capacity for or on behalf of such public international organization (Public international organizations include, for example, the United Nations, the World Bank, the European Commission, etc.);
- an employee of a company or other business entity in which a governmental body has an ownership interest and/or over which such governmental body may, directly or indirectly, exercise a dominant influence (such employee can qualify as a government official even if he or she is engaged in commercial, rather than governmental, activities); and
- a political party (see Section “Political Contributions” below) or a member of a political party or a candidate for political office.
- Additional caution should be applied in respect of persons who are known or suspected to be family members of government officials or in respect of companies who are controlled by family members of government officials to avoid that these persons serve as a conduit for an illegal payment to a government official.



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## 5. Private-to-Private Corruption

“Private-to-private” corruption acts are acts that do not involve government officials. Although neither the FCPA or other anti-corruption laws typically address the issue of private corruption/bribery, such acts are strictly prohibited under the VICC Code of Business Conduct and this Anti-Corruption Policy. Private corruption also constitutes a criminal offence in many countries.

Personnel with knowledge of a violation or suspected violation of this Code or the laws and regulations governing our business are expected to promptly report such violations to their manager, or the Chief Legal Officer, or his or her designee. Any supervisor or member of Company management who learns about a violation or a suspected violation of the Code or applicable law is required to promptly report the matter to higher management for prompt resolution. Depending on the circumstances, failure to promptly report may itself violate this Code. Remember that no unethical or illegal acts can be justified by saying they benefited the Company or were directed by a higher authority in the organization.

## 6. Procurement and Bidding Procedures

Corruption is more widespread in some countries than in others. Operating in some of these high-risk countries requires VICC to apply greater precautions. It is important that VICC be able to demonstrate that local procurement decisions are taken based on merit and not by exerting improper influence on government officials.

Procurement regulations usually include specific rules about the timing of, and process for, securing bid information and documents and you should ensure that you act in conformance with those rules. You should never seek non-public inside information in violation of such regulations.

During the tender process, strict regulations usually exist concerning conflicts of interest and interactions and communications with officials involved in the tender process. During the tender process, you should not engage in any entertainment, gift-giving, or similar exercise with any official or other person involved in the tender process.

You should locate and review relevant local procurement Policy and regulations and, if necessary, consult with the local Legal Department or the Regional General Counsel to avoid any violations of such laws.

## 7. Business Partners, Agents, Contractors, and other Third Parties

It is prohibited (i) to make any corrupt payments through intermediaries; and (ii) to make a payment to a third party, while knowing that all or a portion of the payment will go directly or indirectly to a government official. The term “knowing” includes conscious disregard and deliberate ignorance.

All business decisions involving VICC should be based on merit. No VICC employee or third-party acting on behalf of VICC should exert improper influence on government officials.

VICC’s policy is that the joint ventures in which it participates adopt and enforce anti-bribery policies.

VICC must undertake due diligence on its business partners (whether they are agents, consultants, suppliers, other intermediaries, consortium or joint venture partners, contractors or major sub-



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contractors, distributors, etc.) with a view to assessing the corruption risk before engaging in business with them. For example, before engaging an agent, you should be comfortable that he/she will not be used as a conduit for the payment of a bribe. After conducting due diligence on the agent, you should refrain from engaging in business with them if the due diligence findings are not satisfactory.

The due diligence must be conducted in accordance with the principles set out in these Policy and any other policies tailored to specific business/risk areas.

Each third-party agreement must include clauses that address corruption concerns.

These Anti-Corruption Policies apply to agents and business partners when they do business with us and if they do business with a third party on our behalf.

## 8. Due Dilligence

Depending on the results of the background check and the sensitivity of the matter, VICC may use external providers to perform additional or more in-depth due diligence on individuals or corporate entities.

The following principles should be applied in respect of the use and remuneration of all third parties:

- Payments to third parties must be reasonable and rationally reflect the value of the services provided.
- Third parties should have a proven track record in the industry concerned.
- Third parties should not be referred by government officials.
- The services to be rendered must be legitimate and the nature of the services as well as the price must be described in the relevant contract; and
- Third parties may not get paid offshore unless there are genuine and legitimate business reasons for doing so and the payment process is approved in writing in advance by the local Legal Department, the Regional General Counsel and the local head of Business Unit. Tax avoidance is not a proper purpose in such cases.

## 9. VICC Employees

The integrity of VICC employees must be preserved by applying the following principles:

- Only appoint an employee to a key position if the integrity of that employee is documented or has not been challenged.
- Where a new employee is to be appointed, comply with the VICC Corporate Pre-employment Vetting (Background Checks) procedures and provide appropriate compliance training.
- Additional attention should be paid by management and human resources and anti-corruption training provided to employees who are operating in high-risk countries where they may be exposed to corrupt pressures, particularly if they interact with government employees.



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## 10. Gifts

VICC is under the legal obligation to comply with the anti-corruption laws of the countries where it does business. Therefore, gifts should not be given without the prior review of the local anti-corruption law and these Anti-Corruption Policy.

No gifts and gratuities should be offered to government officials except for promotional items of little value, such as inexpensive pens, mugs, T-shirts, calendars, etc., that bear the company's name and/or logo, provided this is not prohibited by local law and that it is not made with a corrupt purpose.

The VICC Code of Business Conduct also prohibits offering gifts or granting favors outside the ordinary course of business to current or prospective customers, their employees or agents, or any person (including but not limited to "government officials") with whom the relevant group company has a contractual relationship or intends to negotiate an agreement.

VICC's employees must also refuse gifts and gratuities from persons who deal or seek to deal with VICC such as suppliers or potential suppliers, except for promotional items of little value.

Cash gifts to anyone are prohibited and, if offered to you, must be refused.

## 11. Entertainment & Travel

All business entertainment and travel given or received by VICC employees must be appropriate and clearly intended to facilitate business discussions. As a general guideline, business entertainment in the form of meals and beverages is acceptable if it is in line with local law, reasonably infrequent, and as far as possible on a reciprocal basis.

More restrictive rules apply with respect to business entertainment and travel provided by VICC employees or third parties acting on behalf of VICC to government officials.

In each case, the purpose of the trip must be defined and approved in advance and reimbursement is subject to "bona fide" supporting documentation and correspondence which must be kept on file.

Any exception to this rule can be made only with the prior written authorization of the Chief Legal Officer, or his or her designee.

If a family member accompanies any Personnel on an authorized business trip to the trip, VICC will not pay or reimburse any expenses of such family member.

## 12. Political Contributions

Contributions of money or services on behalf of VICC to any political parties or individual politicians in any country is strictly forbidden.





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### 13. Charitable/Corporate Responsibility

No charitable donations will be made by any Personnel without the express written approval a company executive, and Chief Legal Officer or his or her designee. There is a risk that bribes take the form of charitable contributions or sponsorships. Make sure that money paid to a charity is not dependent on, nor made to win, a business deal. Money must always be given to a charitable organization and not to an individual.

Only make charitable contributions to charities that are registered under the local country's laws. Be careful who the charity officials are and perform a background check on the charity itself and on its managers. Check if you can find out to whom the money will go and for what purpose. If you are in negotiation for a government contract or a license, or you have a sensitive issue which the government is reviewing, be mindful that contributions to a charity affiliated with a government official is likely to be interpreted as a bribe.

You should subject cases in which a customer or government official recommends or refers a charitable organization to you to heightened scrutiny. In such cases, the charity may be a conduit for improper payments to the customer or government official.

Charitable and any other Corporate Responsibility contributions should be in line with the Corporate Responsibility strategy of the VICC group, and company executives, including the Chief Legal Officer, must be consulted prior to engaging in any such type of contribution.

In addition, significant charitable contributions and Corporate Responsibility contributions involving government entities, as defined in VICC's Corporate Responsibility Policy, are subject to the prior written approval of management, the Chief Legal Officer, or his or her designee.

### 14. Accounting Requirements

VICC is under the legal obligation to make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of VICC.

The use of false documents and invoices is prohibited, as is the making of inadequate, ambiguous or deceptive bookkeeping entries and any other accounting procedure, technique or device that would hide or otherwise disguise illegal payments.

### 15. Internal Controls

VICC is also under the legal obligation to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that:

- transactions are executed in accordance with management's general or specific authorization.
- transactions are recorded as necessary (I) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (II) to maintain accountability for assets.



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- access to assets is permitted only in accordance with management's general or specific authorization; and
- the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

VICC Personnel must follow the internal controls and procedures that fit these criteria and enhance compliance with these Anti-Corruption Policy.

One element of an effective internal controls system is for business and finance personnel to review transactions and expense/payment requests for warning signs that signal an inadequate commercial basis or excessive risks. Below is a list of common warning signs.

- Transaction party has current business, family, or some other close personal relationship with a customer or government official, has recently itself been a customer or government official, or is qualified only based on its influence over a customer or government official.
- A customer or government official recommends or insists on the use of the transaction party.
- Transaction party refuses to agree to anti-corruption contractual terms, uses a shell company or other unorthodox corporate structure, insists on unusual or suspicious contracting procedures, refuses to divulge the identity of its owners, or requests that its agreement be backdated or altered in some way to falsify information.
- Transaction party has a poor business reputation or has faced allegations of bribes, kickbacks, fraud or other wrongdoing or has poor or non-existent third-party references.
- Transaction party does not have office, staff, or qualifications adequate to perform the required services.
- Expense/payment request is unusual, is not supported by adequate documentation, is unusually large or disproportionate to services to be rendered, does not match the terms of a governing agreement, or involves the use of cash or bearer instrument.
- Expense/payment request involves an off-the-books account, is in a jurisdiction outside the country in which services are provided, or to be provided, or is in a form not in accordance with local laws.
- Expense/payment request is described as required to “get the business” or “make the necessary arrangements.”

This list is not exhaustive and warning signs will vary by the nature of the transaction or expense/payment request and by the geographical market or business line. Personnel should constantly assess whether additional common warning signs are present in their specific situation.

## 16. Audits

VICC is committed to conducting audits to ensure compliance with the anti-corruption laws.



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## 17. Whistleblower Policy

Any concern that an VICC employee, officer or director has about a possible bribery or corruption case should be reported immediately in accordance with the VICC Whistleblower Policies.

## 18. Civil liability and damages

In addition to criminal liability, both individuals and companies involved in corruption are at risk of being sued and being found liable to compensate those other individuals or companies who may have suffered losses as a result of the corrupt act.

This may occur where, for example, an unsuccessful bid participant sues a successful bid participant who has been corruptly awarded a contract in order to recover lost tender costs and lost profit.

## 19. Suspension or Debarment

In addition to direct sanctions for corruption, companies involved in enforcement proceedings may be prohibited from making sales to government customers or organizations. Loss of such sales opportunities in many cases can have a greater financial impact on a company than the direct sanctions of the enforcement proceeding.

## 20. Sanctions taken by VICC

Based on these Anti-Corruption Policies, applicable law and VICC internal policies, instances of fraud or bribery by an VICC employee are punishable and will result in sanctions that may include the termination of the employment contract.

## 21. General Guidance

As these Anti-Corruption Policy cannot cover every eventuality, VICC employees are encouraged to use their good judgement and apply common sense. In case of doubt, please contact a company executive, the Chief Legal Officer or his or her designee.



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**EMPLOYEE'S (AND PROSPECTIVE EMPLOYEE'S) ATTESTATION OF COMPLIANCE WITH THE ANTI-CORRUPTION POLICY**

As set forth in its Anti-Corruption Policy, VICC is committed to the highest standards of integrity, ethical behavior, and compliance with all applicable laws. As an employee (or prospective employee) of VICC, I support these objectives and affirm the following:

I have read and understand the Anti-Corruption Policy. I understand that the Policy sets forth the minimum standards of conduct with which I must comply.

I am personally responsible for complying with all sections of the Anti-Corruption Policy and always acting ethically and with integrity.

I will be held accountable for my actions, and any violations of the Anti-Corruption Policy may result in disciplinary action, up to and including termination.

It is my duty and responsibility to report any known or reasonably suspected violations of the Anti-Corruption Policy or VICC policies. I may report such violations to my manager, Human Resources, or the Chief Legal Officer or his or her designee, and I may do so anonymously.

It is my responsibility to understand the Anti-Corruption Policy, and I should direct any questions to my manager or the Chief Legal Officer or his or her designee.

I also attest that nothing in my past or present conduct contradicts the Anti-Corruption Policy and all other standards and Policy included in this Code.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

This attestation must be completed and returned to your manager, Human Resources, or the Chief Legal Officer or his or her designee for retention with your Personnel records. Failure to do so may result in disciplinary action, up to and including termination, or failure to receive an offer of employment.



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**SUBCONTRACTOR'S CERTIFICATION OF COMPLIANCE WITH THE ANTI-CORRUPTION POLICY**

As set forth in its Anti-Corruption Policy, VICC is committed to the highest standards of integrity, ethical behavior, and compliance with all applicable laws. As a subcontractor of VICC, my company/I support these objectives and affirm the following:

I have read and understand the Anti-Corruption Policy. My company/I understand that the Policy sets forth the minimum standards of conduct with which my company/I must comply.

My company is/I am responsible for complying with all sections of the Anti-Corruption Policy and always acting ethically and with integrity.

It is my company's/my duty and responsibility to report any known or reasonably suspected violations of the Anti-Corruption Policy or VICC policies. My company/I may report such violations to its/my VICC point of contact, and the Chief Legal Officer or his designee, and my company/I may do so anonymously.

It is my company's/my responsibility to understand the Anti-Corruption Policy, and my company/I should direct any questions to its/my VICC point of contact or the Chief Legal Officer.

I also attest that nothing in my company's/my past or present conduct contradicts the Anti-Corruption Policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title and Company

This certification must be completed and returned to your VICC point of contact.