



Anti-Corruption and Bribery Policy HR Policy

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1. About this policy

- 1.1 The purpose of this policy is to ensure that all business is conducted in an honest and ethical manner at all times. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships.
- 1.2 Strict adherence to this policy is a condition of employment by any employee and any breach thereof will be cause for disciplinary action, which may include dismissal. Any non-employee who breaches this policy may have their contract terminated with immediate effect.
- 1.3 This policy may be updated or amended from time to time to reflect changes in laws and policies as well as best practices.

2. Who must comply with this policy?

- 2.1 This policy applies to all persons working for the Company or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third party representatives, business partners and any other person associated with the Company.

3. What is bribery

- 3.1 Bribe means a financial or other inducement or reward for action, which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of a thing of value, the award of a contract or any other advantage or benefit that is intended to influence a decision or action.
- 3.2 Bribery includes offering, promising, giving, accepting or seeking a bribe.
- 3.3 Corruption means any form of abuse of power for business and/or personal gain and may include, but is not limited to, Bribery.
- 3.4 Government Official means any officer, employee, director, representative or any other person acting in an official capacity on behalf of (i) a government or any department, agency or instrumentality thereof; (ii) any legislative, administrative or judicial body; (iii) any supra-national or public international organization; (iv) any state-owned or state-controlled commercial enterprise, as well as (v) any foreign political party or official thereof or any candidate for foreign political office.
- 3.5 Thing of value is broadly construed and includes, but is not limited to, money (e.g., cash, wages, stipends or fees), cash equivalents (e.g., a gift card, discounts), political and charitable contributions, hospitality (e.g., travel expenses), gifts, services, entertainment (e.g., meals), loans, and favours. The source of funds is irrelevant.
- 3.6 All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with the HR Senior Vice President and/or Chief Legal Officer of the

Company.

3.7 Specifically, you must not:

- a. Pay, promise to pay, give or offer, or authorize any person to pay, give or offer any money, payment, gift, hospitality or other benefit or thing of value in the expectation or hope that a business advantage will be received in return, or to reward any business received;
- b. Directly or indirectly solicit, accept or agree to accept any money or thing of value or offer from a third party that you know or suspect is made with the expectation that we will provide a business advantage for them or anyone else or for improperly obtaining or retaining business or business advantage of any kind;
- c. give or offer any payment (sometimes called a facilitation payment) to a Government Official in any country to facilitate or speed up a routine or necessary procedure;
- d. engage in any other activity that might amount to Bribery or Corruption or otherwise lead to a breach of this policy.

3.8 Threats and/or retaliation against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption will not be tolerated and could be the subject of disciplinary action that may include termination.

4. Gifts and hospitality

4.1 This policy does not prohibit the giving or accepting of nominal, reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services. Notwithstanding the foregoing, as a general rule, all employees must obtain prior approval from the Chief Legal Officer before providing a thing of value or facilitation payment directly or indirectly to a Government Official.

4.2 A gift or hospitality will not be appropriate if it is unduly lavish or extravagant, or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).

4.3 Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers or gift cards), or be given in secret. Gifts must be given in the name of the Company, and not your name.

4.4 Promotional gifts of low value such as branded stationery may be given to or accepted from existing customers, suppliers and business partners.

5. Record keeping

5.1 Any employee must declare and keep a written record of all hospitality or gifts given or received and must also submit all expense claims relating to hospitality and gifts to third parties and record the reason for expenditure.

- 5.2 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

6. How to raise a concern

- 6.1 If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your line manager or report it as soon as possible.

7. Monitoring and Review

- 7.1 The Company will establish and put in place appropriate performance measures and reporting systems to monitor performance against metrics and compliance with the relevant policies, procedures and controls.
- 7.2 The HR Senior Vice President and/or Chief Legal Officer will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible.
- 7.3 The quality director will ensure the Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective. The HR Senior Vice President and/or Chief Legal Officer will report to the President of the Company at least annually on the application of this policy.

8. Annex A – Acknowledgement Form

I, the undersigned, confirm that I have received and read the ANTI-CORRUPTION AND BRIBERY POLICY of Hypertec and I will follow the policies contained and referenced therein and take all the necessary steps to ensure its application in my work environment.

I agree that I will promptly discuss any concerns about a possible breach of the policy with my immediate manager or an (other) officer of the Company.

Signed at _____, this _____ day of _____, 20_____.

Employee's signature

Employee's name (print)