



# Anti-Corruption Compliance Policy

## **ANTI-CORRUPTION COMPLIANCE POLICY**

The Net Global (also referred to as “The Company” in this document) is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act and other laws that prohibit improper payments to obtain a business advantage.

This document describes The Net Global Policy prohibiting bribery and other improper payments in the conduct of its business operations and employee responsibilities for ensuring implementation of the Policy.

Questions about the Policy or its applicability to particular circumstances should be directed to the Compliance Officer.

### **Policy Overview**

The Net Global strictly prohibits bribery or other improper payments in any of its business operations. This prohibition applies to all business activities, anywhere in the world, whether they involve government officials or are wholly commercial.

A bribe or other improper payment to secure a business advantage is never acceptable and can expose individuals and The Company to possible criminal prosecution, reputational harm or other serious consequences.

This Policy applies to everyone at The Company, including all officers, employees and agents or other intermediaries acting on the company’s behalf. Each officer and employee of The Company has a personal responsibility and obligation to conduct the Company’s business activities ethically and in compliance with the law. **Reporting non-compliance to this policy is necessary.** Failure to do so may result in disciplinary action, up to and including dismissal.

Improper payments prohibited by this policy include bribes, kickbacks, excessive gifts or entertainment, or any other payment made or offered to obtain an undue business advantage. These payments should not be confused with reasonable and limited expenditures for gifts, business entertainment and other legitimate activities directly related to the conduct of The Company’s business.

The Net Global has developed a comprehensive program for implementing this Policy, through appropriate guidance, training, investigation and oversight. The Compliance Officer has overall responsibility over this program, supported by Senior Management.

### **Compliance with U.S. Foreign Corrupt Practices Act (FCPA)**

The prohibition on bribery and other improper payments applies to all business activities, but is particularly important when dealing with government officials. The U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act and similar laws in other countries strictly prohibit improper payments to gain a business advantage and impose severe penalties for violations. Refer to the end of this document for an overview on the FCPA.

## **Working with Agents and Other Third Parties**

The Net Global from time to time may engage the services of an agent, consultant or other intermediary to support its business activities, or may participate with business partners in a joint venture or other business structure. These relationships are important to The Net Global and provide valuable contributions in many areas of business, but can also pose compliance challenges and thus require appropriate measures to prevent bribery.

This Policy applies in all material respects to business conducted with or through an agent, consultant, joint venture or other business partner. Employees who manage, supervise and/or oversee the activities of third parties working with The Net Global are responsible for ensuring that such persons or entities understand and fully comply with this Policy, through appropriate measures. Measures appropriate to a particular relationship or transaction may vary and should be identified pursuant to established guidelines, in consultation with the Compliance Officer.

Personnel working with agents and other third parties should pay particular attention to unusual or suspicious circumstances that may indicate possible legal or ethics concerns, commonly referred to as “red flags.” The presence of red flags in a relationship or transaction requires greater scrutiny and implementation of safeguards to prevent and detect improper conduct.

Appointment of an agent or other third party ordinarily requires prior approval by an appropriate senior manager, description of the nature and scope of services provided in a written contract, and appropriate contractual safeguards against potential violations of law or The Net Global policy.

## **Employee Responsibilities**

This Policy imposes on all personnel specific responsibilities and obligations that will be enforced through standard disciplinary measures and properly reflected in personnel evaluations.

All officers, employees and agents are responsible for understanding and complying with the Policy, as it relates to their jobs. Every employee has an obligation to:

- Be familiar with applicable aspects of the Policy and communicate them to subordinates.
- Ask questions if the Policy or action required to take in a particular situation is unclear.
- Properly manage and monitor business activities conducted through third parties.
- Be alert to indications or evidence of possible wrongdoing.
- Promptly report violations or suspected violations through appropriate channels.

**The Company’s managers have a particular responsibility to ensure that subordinates, including agents, receive proper training, and to monitor for compliance with the Policy.**

## **Reporting Possible Violations**

Any employee who has reason to believe that a violation of this Policy has occurred, or may occur, must promptly report this information to his or her supervisor, the next level of supervision, or directly to the Compliance Officer. Alternatively, information may be reported in confidence by emailing the case at [compliance@thenet.group](mailto:compliance@thenet.group).

Retaliation in any form against an employee who has, in good faith, reported a violation or possible violation of this Policy is strictly prohibited.

Employees who violate this Policy will be subject to disciplinary action, up to and including dismissal. Violations can also result in prosecution by law enforcement authorities and serious criminal and civil penalties.

### **Charitable Donations**

Charitable donations are a part of our community involvement and are one of the ways that enables us to make a positive impact in the community. However, in certain circumstances a charitable donation could be perceived as a bribe.

Any charitable donations suggested by a public or government official therefore require the written approval of The Net Global Compliance Officer.

### **Political Donations**

Political donations include anything of value provided for the purpose of promoting, supporting, or influencing any political process, political organizations, or election for public office at any level. **The Net Global (or its commercial intermediaries) must not make any donations intended to procure political influence.**

The Net Global funds and resources may not be used to contribute to any political party or political candidate.

### **Money Laundering**

The Net Global does not facilitate or support money laundering.

The Net Global abides by all relevant national and international laws and regulations designed to deter and prevent money laundering and terrorist financing and will only conduct business with reputable companies.

### **Accounting Systems & Procedures**

The Net Global will maintain accounting systems and procedures which enable it and all other relevant parties at all times to obtain a true and fair view of its assets and liabilities, profit and loss and cash flow.

All The Net Global accounts and records must be recorded in a manner that clearly identifies and describes the true nature of business transactions, assets or liabilities, and properly and promptly classifies and records entries in conformity with generally accepted accounting principles and standards.

Accounting records must be retained for as long as required by law or generally accepted accounting practice.

# FOREIGN CORRUPT PRACTICES ACT

## OVERVIEW OF THE FCPA

The FCPA is a criminal statute that prohibits improper payments to government officials to influence performance of their official duties. It makes it unlawful for any U.S. company and its employees or agents to offer, promise, pay or authorize the payment of “anything of value” to any “foreign official” – a term that is very broadly defined – to help the company obtain or keep business or secure some other “improper business advantage.” This prohibition applies whether the offer or payment is made directly or through another person.

In addition to prohibiting improper payments to foreign officials, the FCPA requires U.S. companies and their controlled affiliates to keep accurate books and records of the transactions in which they engage and to maintain a system of internal controls that, among other things, can prevent “slush funds” and “off-the-books” accounts that might be used to facilitate or conceal questionable foreign payments. FCPA accounting requirements apply to all business activities, not just those involving foreign officials.

The penalties for violating the FCPA are severe. For a company, potential sanctions range from multi-million-dollar fines and “disgorgement” of any business profits from an improper payment to loss of export privileges or eligibility to compete for U.S. government contracts.

These sanctions are in addition to potential reputational damage and investigation and defense costs, which may arise even without a formal government prosecution. The penalties for individuals can be even more severe, including substantial fines and imprisonment.

## COMMON QUESTIONS ABOUT THE FCPA

### **When does the FCPA bribery prohibition apply?**

The FCPA prohibition applies to improper payments made by a “U.S. person” anywhere in the world, whether or not there is any other connection to the United States. The term U.S. person includes both U.S. companies and individuals who are citizens or permanent residents of the United States. Foreign nationals also may be prosecuted for causing, directly or through a third person, any act in the U.S. in furtherance of a corrupt payment.

### **What does the FCPA prohibit?**

The FCPA makes it unlawful to bribe a foreign official to gain an “improper business advantage.” An improper business advantage may involve efforts to obtain or retain business, as in the awarding of a government contract, but also can involve regulatory actions such as licensing or approvals. Examples of prohibited regulatory bribery include paying a foreign official to ignore an applicable customs requirement or to accelerate a tax refund.

The FCPA bribery prohibition has been interpreted very broadly. A violation can occur even if an improper payment is only offered or promised and not actually made, it is made but fails to achieve the desired result, or the result benefits someone other than the giver (for example, directing business to a third party). Also, it does not matter that the foreign official may have suggested or demanded the bribe, or that a company feels that it is already entitled to the government action. While certain limited exceptions may apply (described below), these should never be relied upon without first seeking expert guidance.

### **Who is a “Foreign Official”?**

A “foreign official” under the FCPA can be essentially anyone who exercises governmental authority. This includes any officer or employee of a foreign government department or agency, whether in the executive, legislative or judicial branch of government, and whether at the national, state or local level. Officials and employees of government-owned or controlled enterprises also are covered, as are private citizens who act in an official governmental capacity. The FCPA prohibition also applies to political parties and candidates, and to officials of public international organizations such as the United Nations.

Foreign official status often will be apparent, but not always. In some instances, individuals may not consider themselves officials or be treated as such by their own governments but nevertheless exercise authority that would make them a “foreign official” for purposes of the FCPA. Personnel engaged in international activities are responsible under this Policy for inquiring whether a proposed activity could involve a foreign official or an entity owned or controlled by a foreign government, and should consult with the Compliance Officer when questions about status arise.

### **What Types of Payments are prohibited?**

The FCPA prohibits offering, promising or giving “anything of value” to a foreign official to gain an improper business advantage. In addition to cash payments, “anything of value” may include:

- Gifts, entertainment or other business promotional activities
- Covering or reimbursing an official’s expenses
- Offers of employment or other benefits to a family member or friend of a foreign official
- Political party and candidate contributions
- Charitable contributions and sponsorships

Other less obvious items provided to a foreign official can also violate the FCPA. Examples include in-kind contributions, investment opportunities, stock options or positions in joint ventures, and favorable or steered subcontracts. The prohibition applies whether an item would benefit the official directly or another person, such as a family member, friend or business associate.

### **Are there any exceptions?**

The FCPA does not prohibit reasonable promotional or other business activities, including legitimate charitable contributions or sponsorships. Special care is required, however, when foreign officials may be involved to avoid any appearance that benefits are being offered to improperly influence the performance of official duties.