

ECORA RESOURCES PLC

ANTI-BRIBERY, CORRUPTION & MONEY LAUNDERING POLICY

Introduction

Ecora Resources PLC (the “Company”) has a zero-tolerance approach to bribery and corruption and this policy sets out the general rules and principles to which the Company adheres and with which all workers must comply.

The policy explains the basis for the Company’s approach, the nature of bribery and corruption, the steps you can take to prevent bribery and corruption, and specific high risk areas including use of third party-representatives, gifts, entertainment and hospitality, facilitation payments and political activity.

It is the responsibility of everyone to be alert to bribery and corruption risk. You should read this policy carefully and familiarise yourself with the "red flag" scenarios set out in the Schedule.

Money laundering presents different risks to bribery and corruption but requires the same awareness of risk and vigilance. This policy also addresses money laundering risk.

The policy extends to all business dealings and transactions in all countries in which the Company or its associates operate. The policy applies both to the Company, and all companies in the Company's group. It will be communicated to all workers overseen by the Board of the Company, as well as relevant third-party representatives and other necessary individuals and entities.

This policy explains the procedures through which the Company can maintain its high ethical standards and protect its reputation against any allegations of bribery and corruption. By following this policy and making sensible decisions, you can help maintain the Company's reputation as an ethical and highly reputable company and ensure you comply with laws which apply to you. This policy is non-contractual and the Company will keep its contents under review and so from time to time you may be notified of amendments to policies and procedures.

Successful implementation of this policy requires pro-active adoption at the following levels:

- **All individuals working at the Company**, regardless of where you may work, are required to read and understand all aspects of this policy and abide by it. You are not required to be experts in the relevant laws but are expected to review these guidelines carefully, attend necessary training, comply with the Company's ethical standards and to seek guidance from the General Counsel or the Company Secretary whenever any uncertainty regarding those laws or standards arises. You will be required to certify your compliance with this policy annually using the form at Annex A.
- **The General Counsel and the Company Secretary** will ensure adherence to this policy. The overall compliance with the requirements of this policy by the Company and its workers is the responsibility of the **Chief Executive Officer**.

- **The Board** – The board of directors will assist with regular refreshing and reinforcing of this policy via application guidance and monitoring.
- **Audit Committee** – the Audit Committee has responsibility for implementing this policy, and for monitoring its use and effectiveness. Bribery and corruption risk assessments will be carried out and will be reviewed by the Audit Committee. This policy will be amended as necessary to reflect the risk assessments.

1. Policy Statement

It is the Company's policy to conduct business in an honest way and without the use of corrupt practices or acts of bribery to obtain an unfair advantage. Failure to comply with this policy may result in disciplinary action being taken, up to and including dismissal without notice.

- 1.1 The Company is committed to ensuring adherence to the highest legal and ethical standards. This must be reflected in every aspect of the way in which we operate. We must bring integrity to all our dealings. Bribery and corruption harm the societies in which these acts are committed and prevents economic growth and development.
- 1.2 This is not just a cultural commitment on the part of the Company; it is a moral issue and a legal requirement. Bribery is a criminal offence in almost all countries, and corrupt acts expose the Company and its workers to the risk of prosecution, fines and imprisonment, as well as endangering our reputation.
- 1.3 This policy has been adopted by the Company and is to be communicated to everyone involved in our business including third parties (such as suppliers, contractors and business partners) to ensure their commitment to it. The Board attaches the utmost importance to this policy and will apply a "zero tolerance" approach to acts of bribery and corruption by any of our workers or third party representatives.

2. Who is covered by this policy?

- 2.1 The policy uses the term "workers" to describe the individuals who must comply with the policy.

Who is a "worker"?

This policy applies to all individuals wherever located working at all levels and grades within the Company and any of its subsidiaries, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, and interns.

- 2.2 Agents, sponsors, and intermediaries who act on behalf of the Company, wherever located, must comply with this policy or a comparable one (which includes relevant anti-bribery and corruption and anti-money laundering provisions).

3. What is bribery and corruption?

- 3.1 **Bribery** is the offer, promise, giving, demanding or acceptance of an advantage or anything of value as an inducement for an action which is illegal, unethical or a breach of trust.
- 3.2 **Corruption** is the misuse of public office or power for private gain or misuse of private power in relation to business outside the realm of government.
- 3.3 Acts of bribery or corruption are designed to influence the individual in the performance of their duty and incline them to act dishonestly. For the purposes of this policy, whether the payee or recipient of the act of bribery or corruption works in the public or private sector is irrelevant.
- 3.4 The person being bribed is generally someone who will be able to obtain, retain or direct business. This may involve sales initiatives, such as tendering and contracting; or, it may simply involve the handling of administrative tasks. It does not matter whether the act of bribery is committed before or after the tendering of a contract or the completion of administrative tasks.

What is a bribe?

- 3.5 Bribes can take on many different shapes and forms. Bribes are not limited to cash payments. Typically, a bribe involves corrupt intent. There will usually be a 'quid pro quo' – both parties will expect, or are expected, to benefit. A bribe could be:
- the direct or indirect promise, offering, or authorisation, of anything of value;
 - the offer or receipt of (or agreement to receive) any kickback, loan, fee, reward or other advantage; or
 - the giving of aid, donations or voting designed to exert improper influence.
- 3.6 Therefore, job offers, gifts and entertainment (please also see paragraph 6.6 (and following paragraphs) below), excessive business promotional activities, covering or reimbursing expenses, in-kind or political contributions, investment opportunities, subcontracts, stock options and similar items provided to third parties are all things of value that can be bribes. Giving or receiving them can contravene the applicable legislation.
- 3.7 There need not be an immediate benefit: an expectation of a later benefit will make it a bribe. A third party benefit will also constitute a bribe, as will any bribes made by or through a third party.

Who is a "third party"?

A third party is any individual or organisation 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, joint venture partners, consultants and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

Below we consider a particular type of "third party" – "third party representatives" who are acting for or on the Company's behalf in order to obtain or retain business for the Company.

Who can engage in bribery or corruption?

- 3.8 In the eyes of the law, bribery and corrupt behaviour can be committed by:
- a worker, such as an employee, officer or director; and/or
 - any person acting on behalf of the Company (e.g. third party representatives).
- 3.9 Acts of bribery and corruption may involve public or government officials but will not always as anyone connected to the business could be implicated. For the purposes of this policy, a government official could be: (i) a public official, whether foreign or domestic; (ii) a political candidate or party official; (iii) a representative of a government-owned/majority-controlled organisation; or (iv) an employee of a public international organisation.
- 3.10 Please note that this policy does not distinguish between commercial parties and public or foreign officials, and prohibits bribes of any kind to anyone, whether they are employed by a commercial business or considered a public or foreign official. As a general guiding principle, you must not directly or indirectly offer anything to, or receive anything from, third parties, whether or not you consider them to be foreign officials, in return for or in the expectation of favourable treatment.

4. What does the law say about bribery and corruption?

- 4.1 Bribery is a criminal offence throughout the world and penalties can be severe.
- 4.2 In the UK, the Bribery Act 2010 not only makes bribery and corruption illegal, but also **holds UK companies liable for failing to prevent such acts by those working for or on its behalf, no matter where the act takes place**. In addition, current US legislation (Foreign Corrupt Practices Act or FCPA) offers similar prohibitions and potential penalties and is enforced with vigour by the US authorities. It is therefore in your interests, as well as those of the Company, that you act with propriety at all times. Corrupt acts committed abroad may well result in a prosecution at home. The Company is held to the standards set out in this policy and recognises the importance of the Company's and workers' obligations in this regard.

You should never give or offer bribes to further the Company's business nor should you accept or agree to accept bribes to further the Company's business.

- 4.3 Any individual with a "connection" to the UK can commit an offence under the Bribery Act 2010. A connection will include all workers working in the UK, working for a UK company from abroad, as well as those ordinarily resident in the UK and British citizens. Any person found guilty of an offence can be liable to a prison sentence of up to ten years and/or an unlimited fine.
- 4.4 In addition, the Company can be held responsible if anyone "associated" with the Company (such as workers, consultants and even joint venture partners, or anyone else providing services for or on behalf of the Company) bribes a third party irrespective of whether committed in the UK or elsewhere. A conviction for this offence could result in the Company receiving potentially unlimited financial penalties.

5. What steps can we take to prevent bribery and corruption?

We can take the following steps to assist in the prevention of bribery and corruption:

Risk assessment

- 5.1 Effective risk assessment lies at the very core of the success or failure of this policy. Risk identification pinpoints the specific areas in which we face bribery and corruption risks and allows us to better evaluate and mitigate these risks and thereby protect ourselves. Business practices around the world can be deeply rooted in the attitudes, cultures and economic prosperity of a particular region – any of which can vary. The Company will regularly assess the risks to its business, with this process subject to review by the Audit Committee. Workers engaging third parties will assess the risk posed by such relationships as set out at paragraph 6.2 (and following paragraphs) below.

Accurate books and record-keeping

- 5.2 Many serious global bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. We must ensure that we maintain accurate books, records and financial reporting within the Company businesses and make good faith efforts to ensure that all third party representatives working on our behalf do the same. Our books, records and overall financial reporting must also be transparent. That is, they must accurately reflect each of the underlying transactions. False, misleading or inaccurate records of any kind could potentially damage the Company.

Effective monitoring and internal control

- 5.3 Our business must maintain an effective system of internal control and monitoring of our transactions. Once bribery and corruption risks have been identified and highlighted via the risk assessment process, procedures can be developed within a comprehensive control and monitoring programme in order to help mitigate these risks on an ongoing basis.

Communication of this policy and training in its application

- 5.4 Communication of this policy and training should deter those working for the Company or on its behalf from committing bribery or corruption. Training provides the knowledge and skills those working for the Company or on its behalf need in order to employ this policy and deal with any bribery or corruption related problems.

6. Where do the bribery and corruption risks typically arise?

- 6.1 Bribery and corruption risks can arise in a wide range of situations. You should always be alert to this. In this section, we consider the following potentially high risk areas:

- Use of third party representatives (paragraph 6.2, and following paragraphs)
- Gifts, entertainment and hospitality (paragraph 6.6 and following paragraphs)
- Facilitation payments (paragraph 6.17 and following paragraphs)

Use of third party representatives

- 6.2 The definition of a third party representative is broad, and could include agents, distributors, consultants and joint venture partners. Whilst the use of third parties can

help the Company reach its goals, we need to be aware that these arrangements can potentially present the Company with significant risks.

- 6.3 Risk can arise where a third party representative conducts business activities on the Company's behalf, so that the result of their actions can be seen as benefiting the Company. Third party representatives who act on the Company's behalf must operate at all times in accordance with this or a comparable policy. Prior to engaging a third party representative they should be provided with this policy and required to confirm in a written agreement their understanding and compliance with this policy. Those workers who engage third party representatives are responsible for the evaluation of each third party relationship and determining the level of risk the relationship poses prior to engaging the third party representative.
- 6.4 In order to assess the risk regarding a third party arrangement, the worker should consult the legal team at Ecora to ensure appropriate due diligence is conducted.

What is appropriate due diligence?

In order to mitigate bribery and corruption risk:

- **evaluate the background, experience, and reputation of the third party representative;**
- **understand the services to be provided, and methods of compensation and payment; and**
- **evaluate the business rationale for engaging the third party representative.**

Once the third party representative has been engaged, the worker should keep this risk assessment under review, including taking steps to monitor the transactions of third party representatives appropriately.

In addition, in order to mitigate money laundering risk (see section 9 below):

- **identify the third party and verify their identity on the basis of documents, data or information obtained from a reliable and independent source;**
- **identify beneficial owners, legal representatives and authorised signatories of the third party and verify the identity of any such beneficial owners identified; and**
- **obtain information on the purpose and intended nature of the transaction or business relationship.**

It may be necessary to conduct enhanced due diligence if suspicions are raised. This may involve identifying the source of a counterparty's wealth, understanding the rationale behind a particular transaction or financing method or carrying out site visits to a third party's business.

- 6.5 The Company is ultimately responsible for ensuring that third party representatives who pose significant risks are compliant with this policy as well as any local laws. Ignorance or "turning a blind eye" is not an excuse. Workers engaging third party representatives should consult with the General Counsel or the Company Secretary where necessary.

Gifts, entertainment and hospitality

Introduction

- 6.6 This policy does not prohibit normal and appropriate gifts, entertainment or hospitality (given and received) to and from third parties.
- 6.7 Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business. If workers have any doubt over the permissibility or propriety of accepting a gift or hospitality offer they should decline the offer or alternatively, contact the General Counsel or the Company Secretary as soon as possible to request guidance and advice in this regard. Nothing should be accepted which would bring the Company into disrepute. You should be tactful and let the sender know that future gifts are not appropriate to the Company's way of doing business.

How do I know whether a gift or hospitality is acceptable?

Much of this is "common sense".

First, take a step back and ask yourself the following:

- **What is the intent – is it to build a relationship or is it something else?**
- **How would this look if these details were on the front of a newspaper?**
- **What if the situation were to be reversed – would there be a double standard?**

If you find it difficult to answer any of the above questions, there may a risk involved which could potentially damage the Company's reputation and business. The action could well be unlawful. If at all uncertain, please contact the General Counsel or the Company Secretary to discuss your concerns.

What is never acceptable?

- **a 'quid pro quo' (offered for something in return);**
- **gifts in the form of cash/or cash equivalent vouchers; or**
- **entertainment of a sexual or similarly inappropriate nature.**

Gifts

- 6.8 The giving or receipt of gifts is not prohibited if the following requirements are met:
- (a) the gift is not made with the intention of influencing a party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - (b) it complies with local law;
 - (c) it is given or received in the Company's name, not in your name;

- (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - (e) it is appropriate in the circumstances (for example, in the UK it is customary for small gifts to be given at Christmas time);
 - (f) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
 - (g) it is not part of a sequence of regular giving or receiving of gifts so that, cumulatively, the gifts become of significant value;
 - (h) it is given openly, not secretly; and
 - (i) appropriate approval is sought and/or the gift is registered in accordance with this policy.
- 6.9 Gifts should never be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the General Counsel or the Company Secretary. All workers are required to obtain pre-approval and/or register any gift received from, offered by, offered to or given to third parties where the relevant thresholds as detailed in paragraph 6.14 below are met.
- 6.10 The Company recognises that there may be exceptional instances when even though the necessary approvals have not been sought or obtained, refusing a gift will cause significant offence or embarrassment. In such instances the gift may be accepted and subsequently donated to a charity of the Company's choosing in accordance with the Company's Charitable Donations Policy. In such instances the accepting employee should inform the General Counsel or the Company Secretary as soon as possible after receiving the gift.

Corporate hospitality and entertainment

- 6.11 For the purposes of this policy, **Corporate Hospitality** is any form of accommodation, entertainment or other hospitality which is received from, offered by or given to third parties and which is extended solely or significantly due to the recipient's position as a representative of his/her company. All workers are required to obtain prior approval and/or register Corporate Hospitality received from, offered by, offered to or given to third parties where the relevant thresholds as detailed below are met.
- 6.12 Please also note that a particularly sensitive time is during a period when tendering for a contract – in this period, no Corporate Hospitality or client / supplier entertaining of any form should take place relating to that specific contract.
- 6.13 For the purposes of this policy and for the sake of clarity, the following are not normally considered Corporate Hospitality and will not require any approval prior to acceptance or registration:
- normal working lunches or refreshments provided during a business visit;
 - hospitality extended to employees attending a Company approved seminar, conference or other external event, provided that such hospitality is extended to all who are in attendance; and/or
 - free seminars, talks or workshops, provided that they are free to all in attendance and are not provided solely for employees of the Company.

Procedures for registration and approval of gifts/Corporate hospitality

- 6.14 It is important that proper procedures are followed in respect of gifts and Corporate Hospitality. This reduces the risk to the Company and ensures that we have documentary evidence of interactions with third parties.

Financial Thresholds for Pre-Approval and Registration of Gifts and Corporate Hospitality received or given

	Single gifts/Corporate Hospitality greater than this value must be registered		Single gifts/Corporate Hospitality greater than this value must be pre-approved by the persons indicated below (and registered)	
	Gifts	Corporate Hospitality	Gifts	Corporate Hospitality
Directors	£100	£150	£250	£500
Exco/ senior personnel	£75	£125	£125	£250
All other employees	£50	£100	£75	£125
For Directors, pre-approval must be obtained from the Chairman of the Board of Directors.				
For Exco and senior personnel, pre-approval must be obtained from the Chief Executive Officer.				
For all other employees, pre-approval must be obtained from the General Counsel or the Company Secretary.				

- 6.15 All employees, directors and Exco/ senior personnel must also obtain pre-approval for and register (as appropriate) if the gifts and Corporate Hospitality given or received gifts to or from the same company or individual in any single calendar year meet the thresholds specified above when aggregated.

How to obtain pre-approval and register gifts and Corporate Hospitality

- 6.16 You must obtain pre-approval and register gifts and Corporate Hospitality where required by this policy, by:
- a) completing the gifts and hospitality register;
 - b) if applicable, seeking approval via email and providing the following information (as a minimum to obtain such approval): description and estimated value of the gift or Corporate Hospitality, the business justification and context and the name of third party donor/ recipient of the gift or Corporate Hospitality, as well as any other gifts and/or Corporate Hospitality given to or received from the same third party within the previous 12 months.

Facilitation payments

- 6.17 We do not make facilitation payments of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK but are common in some other jurisdictions.

An example of a facilitation payment would be a payment to a customs officer to speed up the release of goods upon import into a country.

- 6.18 If you are asked to make a payment on behalf of the Company, you should be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt. In the event that a facilitation payment is being extorted, and if you are forced to pay under duress or faced with potential safety issues or harm, such a payment may be made. If you are ever placed in such a situation, you must contact the General Counsel or the Company Secretary as soon as possible and you must record the payment appropriately within the Company's books and records to reflect the substance of the underlying transaction in accordance with paragraph 5.2 above.
- 6.19 If you are unsure whether a payment is a facilitation payment or is permissible, please contact the General Counsel or the Company Secretary.

7. Political Activity

- 7.1 Although we recognise your rights to participate as individuals in the political process and do not seek to restrict you acting purely in your capacity as an individual citizen from participating in the democratic political process, we will not participate in party political activity and will not make political contributions, whether in cash or in kind.
- 7.2 This prohibition on political payments applies not just to political parties and organisations, but also to incumbents and candidates. However, the prohibition does not stop the Company from engaging in policy debate on subjects of legitimate concern to our business through industry associations or consulting firms.
- 7.3 You must not use Company time, property or equipment to carry out or support your personal political activities.
- 7.4 You must always make clear that your views and actions are your own and not those of the Company.

8. Charitable Donations

- 8.1 The Company takes pride in its support of charities and good causes and it is committed to conducting itself with the highest standards of probity in continuing to offer such support. All charitable donations made by or on behalf of the Company must be in accordance with the Company's Charitable Donations Policy, which sits alongside and must be read in conjunction with this policy.

9. How to raise a concern

- 9.1 As individuals who work on behalf of the Company, we all have a responsibility to help detect, prevent and report instances not only of bribery, but also of any other suspicious activity or wrongdoing. The Company is absolutely committed to ensuring that all of us

have a safe, reliable, and confidential way of reporting any suspicious activity. We want each and every one to know how they can "speak up".

- 9.2 **If you have a concern regarding a suspected instance of bribery or corruption, please speak up – your information and assistance can only help.** The sooner you act, the better for you and for the Company. To help, we have created multiple channels to allow you to do this. It is important that you tell the General Counsel or the Company Secretary as soon as possible if you are offered a bribe by a third party, are asked to make one, witness anyone making or receiving a bribe while performing services for or on behalf of the Company, suspect that bribery may happen in the future, or believe that another form of unlawful activity has or is likely to take place.
- 9.3 If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the General Counsel or the Company Secretary.
- 9.4 If you are concerned that a corrupt act of some kind is being considered or carried out – either within the Company, by any of our third-parties or by any of our competitors – you must report this by contacting the General Counsel or the Company Secretary or using the anonymous speak-up service. If you want to speak up anonymously you should do so by following the procedure set out in the Company's Whistleblowing Policy.
- 9.5 In the event that an incident of bribery, corruption, or wrongdoing is reported, action will be taken as soon as possible to evaluate the situation.
- 9.6 If you have any questions in relation to this policy, please contact the General Counsel or the Company Secretary.

10. Money laundering

- 10.1 Money laundering is changing or concealing criminal proceeds to make them appear to have come from a legitimate source.
- 10.2 Although anti-money laundering laws differ around the world, common money laundering offences which would apply to the Company include:
- acquiring, using or possessing proceeds of crime;
 - concealing or disguising proceeds of crime; and
 - being involved in the facilitation, acquisition, retention, use or control of proceeds of crime.
- 10.3 The relevant legislation in the United Kingdom is the Proceeds of Crime Act 2002.

"Proceeds of crime" are money or assets gained by criminals during the course of their criminal activity.

- 10.4 You must never become involved in money laundering or deal with criminals. In order to limit the risks to you and the Company you should:
- know with whom you are doing business by exercising due diligence; and
 - report suspicious activity immediately to the General Counsel or the Company Secretary (and, following such a report, do not inform any other person, including

a potential counterparty, that you have made a report or are suspicious). The General Counsel or the Company Secretary will consider whether an appropriate report should be made to the relevant authority.

Due diligence

- 10.5 You should conduct basic due diligence on all counterparties. It may also be necessary to conduct enhanced due diligence in some circumstances. For guidance on due diligence refer to the box titled "What is appropriate due diligence?" on page 6 above.

What risks should I be aware of?

Higher risk counterparties include persons who:

- **Do not have experience in, or an understanding of, the industry or do not have a place of business, equipment or finances necessary and appropriate for the engagement.**
- **Propose a transaction that makes no sense, or that is excessive, given the circumstances, in amount, or quality, or potential profit.**
- **Use banks that do not regularly provide services in such areas and are not associated in any way with the location of the counterparty and the products.**
- **Make frequent and unexplained changes in bank accounts.**
- **Involve third parties in transactions, either as payers or recipients of payment or product, without apparent legitimate business purpose.**
- **Will not identify beneficial owners or controlling interests, where this would be commercially expected.**
- **Conduct business through accountants, lawyers, or intermediaries.**
- **Use money service businesses or other non-bank financial institutions for no apparent legitimate business purpose.**
- **Are based in or conduct business in jurisdictions with known high levels of corruption, organised crime, drug production/distribution or terrorism.**
- **Have complex ownership structures with the potential to conceal beneficiaries.**

Higher risk transactions are those that are or involve:

- **Complex or unusually large transactions.**
- **Have no apparent economic or visible lawful purpose.**
- **Not in keeping with the customer's known activities and or represent a sudden increase in business from an existing customer.**

- **Peaks of activity at particular locations or at particular times.**
- **Large cash transactions.**
- **Occasional or one-off transactions as opposed to on-going business relationships.**
- **Money sent to or received from areas known to have high levels of criminality or terrorist activity.**
- **Unnecessarily complicated or designed to obscure its true purpose (e.g. using structures behind which a money launderer could hide, such as limited companies, offshore trusts, special purpose vehicles and nominee arrangements)**
- **Countries in respect of which sanctions, embargoes or similar measures are in place.**

What activities should concern you?

- **Payments made by someone not a party to the contract.**
- **Payments by cash or cash equivalents.**
- **Payments made in currencies other than that specified in the invoice.**
- **Customers using money from several foreign jurisdictions.**
- **Payments to or from an account other than the normal account used by the counterparty.**
- **Cancellation of orders and requests for refunds in a manner different to the way the order was originally paid (e.g. payment by cash and refund by cheque; payment from one account and refund into a different account).**
- **Discrepancies between name of customer, name in whose account money used by customer is held and name of account signatory.**
- **False or inflated invoices.**
- **Payment of single invoices or group of invoices by multiple cheques or bank transfers.**

Records

- 10.6 The Company is required to retain all records relating to the performance of due diligence and the other activities that form part of the Company's risk-based framework.
- 10.7 The length of time for which relevant records must be retained will not be less than five years after the termination of the relationship with a counterparty.

SCHEDULE

Potential risk scenarios: "red flags"

The following is a list of possible red flags that you may encounter during the course of your work for the Company 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 the Company, you must report them promptly via the channels set out in this policy.

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) 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;
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party;
- (o) you are invited to provide a facilitation payment to expedite goods through customs; or
- (p) you are invited to provide a community benefit or charitable donation by a third party you are conducting business with.

ANNEX A – Annual Certification

Anti-bribery and corruption & money laundering policy compliance certification

Acknowledgement and Certification Form

INSTRUCTIONS: Please complete the form below and return it to the General Counsel or the Company Secretary no later than [Day / Month / Year].

1.Name of Individual:_____

2.Department:_____

4.Job Title: _____

5.Date of First Employment:

I hereby certify that I (a) have received a copy of Ecora Resources' Anti-Bribery and Corruption & Money Laundering Policy ("**ABC/AML Policy**"); (b) have carefully reviewed the contents of the ABC/AML Policy, including all requirements and procedures contained therein; (c) understand the requirements and procedures contained in the ABC/AML Policy; and (d) as of the date below, have complied with all of the ABC/AML Policy's requirements and procedures.

Yes

No

(If you checked No, you must attach a separate sheet of paper explaining your answer.)

I have fulfilled all obligations to report potential violations under the ABC/AML Policy.

Yes

No

(If you checked No, you must attach a separate sheet of paper explaining your answer.)

Signed:

Signature:

Date:

Name:

ANNEX B – Ecora Gifts and Hospitality Register

- Reference is made to the Ecora Anti-Bribery, Corruption & Money Laundering Policy (dated 20 September 2022 (“**ABC/AML Policy**”) and the Ecora Sustainable Travel Expenses Policy (dated March 2022)
- Any form of gift, entertainment or hospitality given, received or offered which exceeds the thresholds set out in paragraph 6.14 of the ABC/AML Policy must be recorded in this register.
- Where the relevant thresholds specified in the ABC/AML Policy are met, all employees are required to obtain approval before giving or accepting any form of gift, entertainment or hospitality.

Date	Description and value of the Gift	Ecora employee concerned	Third party concerned (and contact)	Accepted (Y/N)	Offering/ Receiving (O/R)	Was pre-approval received and if so, from whom?	Comments

Approval History

Date	Version	Approved By	Details
05/11/2019	1.0	The Board of Directors	Policy implemented following approval by the board
14/02/2024	2.0	The Board of Directors	Updates to reflect internal legal review and review by external counsel (HSF). Updates included: (i) a streamline of the approvals process for gifts and corporate hospitality and (ii) amendments to the thresholds at which approval/registration is needed for gifts and corporate hospitality.