



GFG ALLIANCE GLOBAL COMPLIANCE STANDARDS JANUARY 2022

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COMPLIANCE MISSION STATEMENT

GFG is committed to ensuring GFG Alliance businesses adhere to applicable laws, rules and regulations and encourages a shared culture committed to ethical conduct. We have created Global Compliance Standards that are consistent with, and support the values of GFG. Our Standards serve as a benchmark for GFG businesses in establishing their own policies and procedures.



PURPOSE

The GFG Alliance businesses, regardless of location, are required to implement policies and procedures ('Policies') to support these Standards. Policies should include reference to applicable legislation, where possible.

If you are in doubt about your local requirements you should consult your local compliance/legal representative for support.

If you have any questions or concerns about the Global Compliance Standards, please contact a member of the GFG Global Compliance team.

APPLICATION

These Standards apply to those employees or suppliers who have any form of contractual relationship with GFG or anyone who represents GFG:

- employees on permanent or limited term contracts
- self-employed (for example, consultants), contract workers (for example, contract manufacturers or vendors from whom GFG procures workers) and agency workers (for example, sourced workers who are supplied by a third party to GFG)
- trainees (for example, those who, whilst not considered employees, are provided with the opportunity to gain work experience)
- GFG's workers who are situated off-site (for example, the workplace site is not under the control or management of GFG).



COMPLIANCE MISSION STATEMENT

ADOPTION OF STANDARD AND EXECUTIVE REVIEW

This document should be viewed as a resource to be consulted by GFG businesses who are required to make a good faith effort to ensure local (for example, single business entities), regional, or national (for example, businesses within a single country) policies and procedures are established and followed, in support of these Standards.

When drafting your policies, they should be written in clear, plain English and translated to other languages, as required. Policies, that specifically address the Standards, as provided in the Appendices, should be straightforward and accessible.

These Standards will be reviewed by the GFG Global Compliance team periodically, but at least annually, to ensure it continues to be operationally functional and in line with regulatory and legislative requirements. In the event the GFG Global Compliance team are required to make any changes, as agreed with the Executive Committee, a communication will be made to senior leaders to ensure the Standards are implemented and applied consistently across GFG businesses.

The GFG Global Compliance team is committed to training employees on these Standards and will highlight ways in which we can share awareness more widely with our vendors and supply chain, as needed.

VALUES

Our guiding values of **Family**, **Change** and **Sustainability** are at the heart of everything we do at GFG, focusing on sustainable growth through compliance with our ways of working. In our current climate, Change is inevitable but our response to Change is adaptive, as we scan the horizon and evolve as the opportunities and challenges arise. Our Family is what makes us successful, and it means treating everyone with respect as we each play an important part in delivering our goals. Finally, we are focused on long term Sustainability whether it is economic, social or environmental, creating practical and responsible compliance solutions.

POLICY MANAGEMENT

GFG businesses are responsible for managing and updating their policies and procedures in compliance with local laws, rules and regulations, together with the Standards, which have been provided as a benchmark. GFG businesses are responsible for managing and updating their own policies and audit procedures on an annual basis to ensure systems and controls are in place, up to date, accessible and fit for purpose. There may be occasions on an ad hoc basis that will require revisions to your documentation and these edits should be applied without any unnecessary delay to ensure the ongoing effectiveness of the document and mitigation of risk.

TRAINING

Training is viewed as a mandatory requirement as it builds confidence and provides employees with the necessary skills and knowledge to do their job. GFG employees are valued, and proper training encourages behaviours that focuses on doing the right thing in the right way. Each new starter should receive induction training to promote and preserve the values of GFG but also to help employees integrate in the organisation. Effective training can ensure new joiners have an understanding of the systems and controls and the various policies and procedures that will impact them in their roles.

GFG businesses are encouraged to use whatever medium for training they deem appropriate, maintain records and ensure any additional training requirements are identified and provided, as needed.



COMPLIANCE MISSION STATEMENT

MONITORING AND TESTING

The GFG Global Compliance team will liaise with appropriate teams within GFG businesses to monitor and test the implementation and application of the Global Compliance Standards.

The GFG Global Compliance team will also seek reasonable assurances from the Global Internal Audit function, as part of their audit framework and from time to time, that Standards are being followed, by:

- ▮ onsite testing that includes monitoring of policy and procedures
- ▮ reviewing adherence and effectiveness of local adoption of the Standards
- ▮ recommending improvements where needed

BREACH REPORTING

The regulatory environment is ever changing; should the GFG Global Compliance team identify a minor deficiency or breach with respect to the interpretation and application of these Standards, the GFG Global Compliance team will work with the relevant business to achieve and maintain regulatory compliance. Should the GFG Global Compliance team identify a material deficiency however, the consequences of which could impact GFG's aim of abiding by internal and external expectations, the Global Head of Compliance will notify the Executive Committee and provide details about the deficiency together with any remedial actions that have been agreed.

ON-SITE INVESTIGATIONS FROM EXTERNAL AUTHORITIES

All GFG businesses can be subject to a legal or regulatory investigation. Some on-site investigations can be unannounced and unexpected (more commonly referred to as 'Dawn Raids') whilst others will be in line with preliminary notifications.

GFG is committed to ensuring all business entities are prepared to comply with any regulators and authorities that undertake an investigation of any GFG business.

GFG businesses should have a policy that sets out how the business will act in the event of a regulator or other authority planning an on-site visit. At a minimum this policy should address the details of the Response Team and the nominated individuals who would be responsible for managing the visit. Senior leadership at GFG should be notified immediately. For additional information please refer to the Dawn Raid Policy issued by the central legal team at GFG.

RECORD KEEPING

GFG businesses should rely on local policies with respect to what information should be recorded, how it should be stored, who should have access (now or in the future) and for how long (the statutory prescribed retention period) in accordance with local and international legislation and regulation.



APPENDIX 1 – MODERN DAY SLAVERY

INTRODUCTION

GFG has zero tolerance to modern day slavery anywhere in its businesses or supply chains. GFG reserves the right to implement disciplinary and/or legal action against the perpetrators of any improper activity with respect to this Standard.

It is mandatory for GFG businesses to put in place a Whistleblowing Policy and process so that any violation of this Standard can be reported, addressed, and remedied, regardless of where it has occurred.

Through these Standards, GFG is committed to compliance with legislative requirements and will take measures to protect against discrimination and ensure individual rights are protected when conducting its business. The same is required of all GFG businesses.

MODERN DAY SLAVERY

Modern Day Slavery refers to the exploitation of another individual for personal or commercial gain. It can take many forms including human trafficking, forced labour, servitude by coercion or slavery.

GFG prohibits modern day slavery or human trafficking in any part of its business or supply chains.

GFG is committed to acting ethically and with integrity in all its business relationships and supports, and encourages, the use of effective systems and controls to ensure slavery and human trafficking is not taking place.² Modern Day Slavery Statements should be made available publicly on our websites, where possible.

KEY GLOBAL JURISDICTIONS AND LEGISLATION

AUSTRALIA

- | Modern Slavery Act 2018

EUROPEAN UNION

- | European Convention of Human Rights

HONG KONG

- | Bill of Rights Ordinance (Cap. 383)

INDIA

- | The Protection of Human Rights Act 1993

UNITED ARAB EMIRATES

- | Federal Law No. 1 of 2015
- | Article 25 of the Constitution of the United Arab Emirates

UNITED KINGDOM

- | Human Rights Act 1998
- | Modern Day Slavery Act 2015

USA

- | Victims of Trafficking and Violence Protection Act of 2000
- | Civil Rights Act

SINGAPORE

- | Article 14 of the Constitution of Singapore

¹ Which includes third party businesses, contractors and suppliers.

² GFG may request confirmations and/or attestations from its vendors and/or supply chains on what systems and controls they have in place to combat modern slavery and/or human trafficking.



APPENDIX 2 – ANTI-MONEY LAUNDERING & COUNTER-TERRORIST FINANCING STANDARDS

INTRODUCTION

Employees at all levels should actively participate in preventing GFG businesses from being exploited by criminals and terrorists for money laundering and terrorist financing purposes (collectively ‘financial crime’). GFG expects all businesses to establish and maintain documented, proportionate policies and procedures, including controls, outlining the positive actions that can be taken by employees to prevent financial crime.

In drafting local policies and procedures, the following should be included in accordance with local jurisdiction and legislation, as a minimum:

- ▮ Definition of Anti-Money Laundering (‘AML’) and Counter-Terrorist Financing (‘CTF’)
- ▮ Accountabilities and Responsibilities explained
- ▮ Financial Crime Risk
- ▮ Suspicious Activity Reporting and Disclosure Procedures
- ▮ Function of the Money Laundering Reporting Officer, or equivalent
- ▮ Customer Due Diligence/Know Your Customer Process

In an effort to aid in the global fight against money laundering, terrorist financing and other illegal activities (e.g., the failure to prevent the facilitation of tax evasion), GFG is strongly committed to upholding and maintaining high standards of money laundering prevention methods and controls. It is the policy of GFG Alliance that all employees and members, irrespective of location, are committed to preventing the use of any part of the organisation for money laundering/terrorist financing or any part of the business from being exploited by criminals (this includes, but not exclusively, the combating of fraud, tax evasion and bribery & corruption).

This document establishes a benchmark of minimum standards with respect to the management of anti-money laundering and counter-terrorist financing controls which must be adhered to by all members of the GFG businesses, factoring in local legislation as required.

GFG has three main objectives when committing itself to the prevention of financial crime:

- (i) Strong legal and regulatory frameworks – ensuring the GFG businesses comply with all applicable laws, statutory instruments, rules and regulations, together with the establishment of appropriate systems and controls to combat financial crime
- (ii) Professional and reputational integrity- ensuring GFG Alliance does not knowingly, or unknowingly carry out, or get involved in or assisting, wrongful acts or conduct, and protecting the business and all of its employees as individuals from the risks associated with breaches of laws or regulations, and
- (iii) Ethical standards – preserving the good name and reputation of the business against the risk of reputational damage by the implication of financial crime and making a positive contribution to the fight against financial crime.

Anti-Money Laundering and Counter-Terrorist Financing refers to the laws, regulations and procedures created to prevent criminals from disguising illegally obtained funds as legitimate. It refers to the measures taken by a business to ensure it is not complicit in money laundering or terrorist financing activities of people with whom it does business.

Money Laundering is the process of concealing the illegal origin of profits from crime. It is the process by which money or other assets (property, securities) obtained through crime (often referred to as ‘dirty’ money) are exchanged to give it the appearance of legitimate (or ‘clean’) money with no obvious link to its criminal origins.

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Money Laundering typically involves at least three stages:

- (i) Placement: this involves placing dirty money into the financial system to make it appear legitimate
- (ii) Layering: the purpose of layering is to conceal the source of the money, typically achieved by undertaking a series of transactions to blur the origins
- (iii) Integration: the last and final step involves the withdrawal of the cash from a legitimate account which can then be used by the criminals as they wish.

Terrorist Financing is the process by which money, or other assets, that have been laundered or are in the process of being laundered, or indeed money and assets from legitimate sources, is used to fund terrorist activities. Terrorist financing is the raising, moving, storing and using of financial resources for the purposes of funding terrorism. It is often more difficult to detect terrorist financing activities as the funds can be presented as donations or small (and often) cash transfers. Combating terrorist financing has been a priority for the Financial Action Task Force ('FATF') and is seen as an essential part of the global fight against terror threats.

ACCOUNTABILITIES AND RESPONSIBILITIES

GFG businesses are required to comply with this Standard; furthermore neither commercial considerations nor a sense of loyalty to clients shall be permitted to take precedence over GFG's anti-financial crime commitments. Deliberate or wilful failure to do so will be regarded as a disciplinary offence and may lead to dismissal and/or prosecution.

GFG businesses are required to establish and maintain documented, proportionate policies and procedures, including controls, which outline the positive actions to be taken by staff to prevent financial crime.

All employees are expected to meet their personal obligation as appropriate to their role and position to:

- (i) Be fully aware of their legal obligations and the legal obligations of GFG

- (ii) Assess and recognise where GFG businesses may be vulnerable to financial crime and be alert for activities that give rise to reasonable grounds for suspicion
- (iii) Report any suspicions in line with this Standard and as prescribed by local policies and procedures.

It is the policy of GFG that all businesses will identify and assess the money laundering and terrorist financing risks represented by the business they are undertaking. This means the risks can be mitigated by applying appropriate levels of client due diligence, by designing and implementing proportionate controls. Before undertaking business with a client, GFG businesses should ensure proper verification has taken place. Each business is required to check that the client is not the subject of any sanction or any other statutory measure by conducting appropriate screening. The main Sanctions lists applicable to GFG businesses are UK HM Treasury, European Union, United Nations and OFAC Financial Sanctions List but all businesses are reminded to check all applicable sanctions lists.

BUSINESS OBLIGATIONS

All GFG businesses are expected to assess money laundering risk and to have controls in place to prevent money laundering and terrorist financing, related to clients, products or services, transactions, delivery channels and geographic areas of operation.

Proportionate controls to mitigate and manage effectively the risks identified could include the following:

- (i) The appointment of a Money Laundering Reporting Officer ('MLRO'), or equivalent, to receive, consider and report, as appropriate, the disclosure of any suspicious activity reported.
- (ii) Categorisation of the risk to determine whether the business should be exercising a normal level of due diligence (low risk, for example) or an enhanced level of client due diligence (where a high risk has been identified).

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- (iii) Publication of a process/procedure to inform the business how to identify and report a suspicious activity.
- (iv) A KYC policy that addresses the identification of customers, ensuring the procedures reflect client risk characteristics.
- (v) A Record Retention policy addressing the maintenance of records of transactions internally (other GFG businesses, for example) and externally (customers, suppliers).

If there is a requirement under local law or regulation, a MLRO must be appointed to carry out the responsibilities of AML/CTF, however, it should be noted the appointment of an MLRO is not a statutory requirement for non-regulated businesses, therefore, GFG businesses will need to assess whether there is an equivalent person (e.g., someone who is suitably experienced and has an appropriate level of seniority within the organisation).

The MLRO, or equivalent, will be responsible for:

- (i) Receiving statutory notices and internal disclosures (which require proper investigation as well as making external disclosures (Suspicious Activity Reports – ‘SARs’), to the relevant financial crime or enforcement agency.
- (ii) Advising the business on anti-financial crime and ensuring all relevant staff are trained and understand how the firm’s products and services might be used for the purposes of financial crime.
- (iii) Taking reasonable steps to verify the client’s identity to ensure they are who they claim to be, and if applicable, they are trading for a legitimate business purpose.
- (iv) Ensuring appropriate controls are in place and effective monitoring of the AML/CTF program is being undertaken regularly, but at least annually.

FINANCIAL CRIME RISK

GFG businesses are required to undertake a risk assessment on an annual basis. The responsibility of conducting and reviewing any risk assessment should be addressed within the local policies.

GFG businesses must have in place processes and procedures that address the risks identified and sets out measures to detect and prevent money-laundering and terrorist financing.

Every GFG business must be alert for the possibility it could be used for money laundering purposes, or that in the course of their work could become aware of criminal or terrorist property. Alertness to the possibility of financial crime must be combined with an appropriate understanding of a client’s normal arrangements so members of staff become aware of abnormal factors (‘red flags’) which may represent possible causes of suspicions.

GFG businesses are responsible for identifying red flags, examples of which could include:

- (i) Unusually large transaction when compared with previous transactions
- (ii) Transactions that appear to not make no economic sense
- (iii) Transactions or relationships that involve politicians or other Politically Exposed Persons (‘PEPs’)
- (iv) Payments to hitherto unknown third parties
- (v) Unexplained source of funds or wealth
- (vi) Disclosure Requirements/Reporting Suspicious Activity

The process that addresses disclosures must include a mechanism for individuals who either know or reasonably suspect a financial crime is taking place, or an individual who becomes concerned their involvement in a transaction may amount to a breach of the regulations, is able to disclose this to the MLRO, or their equivalent.



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In order for the MLRO, or their equivalent, to evaluate internal suspicions reported and make a determination as to whether a formal disclosure should be made to the authorities, it is important reports being made contain the following details, as a minimum:

- (i) Details of any individual and/or companies involved in the incident.
- (ii) Details of the transaction and nature of any person's involvement in the transaction.
- (iii) Dates of the transaction(s), where and how they were undertaken and the likely amount of money, or assets, involved.
- (iv) Any other information that may deem helpful to the MLRO, or their equivalent, assess the case and determine whether to make a formal disclosure on behalf of the business.

CUSTOMER DUE-DILIGENCE/KNOW YOUR CUSTOMER

It is the responsibility of the local business to define the overall process for carrying out Customer Due-Diligence ('CDD'), Know Your Customer ('KYC'), Know Your Business ('KYB') in accordance with local and/or international legislation/regulations.

- (i) Know Your Customer – Conducting an assessment and review of documentation and information to verify the identify, suitability and risks involved with maintaining a business relationship.

GFG requires businesses to obtain information that will enable them to assess the purpose and intended nature of every client relationship.

- (ii) Customer Due-Diligence – Based on the KYC information what Money Laundering/Terrorist Financing risk the relationship presents and making further enquiries and assessments to mitigate any risks identified.

- (iii) Enhanced Due-Diligence – If the initial CDD does not sufficiently mitigate the risk a more detailed enquiry and assessment may be made of the customer. As a part of any enhanced due diligence process, GFG businesses must attempt to collect additional documentation and information from the customer, which can also include their suppliers.

RECORDS OF TRANSACTIONS

GFG businesses are required to establish and maintain systems to keep relevant and comprehensive records pertaining to transactions, client information relating to the nature and purpose of the business relationship, information gathered while exercising client due diligence for AML purposes. Properly archived records may be vital in the event of an investigation into one of our customers, suppliers, other third party or transaction.

Records should be kept in a retrievable format and be retrievable in a timely manner as prescribed by law or regulation (for example, some jurisdictions require record requests to be made available within 24 hours).

GFG businesses are required to store/archive records for the statutory prescribed period and have a process in place that addresses the destruction of records.

KEY GLOBAL JURISDICTIONS AND LEGISLATION

FINANCING

The following laws and regulations should be taken into consideration for the establishment of appropriate systems and controls to combat money laundering and terrorist financing:

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UNITED KINGDOM

- ▮ Proceeds of Crime Act, 2002
- ▮ The Money Laundering Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, as amended by the Money Laundering and Terrorist Financing (Amendment) Regulations 2019
- ▮ Criminal Finances Act 2017

WITH FURTHER GUIDANCE PROVIDED BY:

- ▮ Joint Money Laundering Steering Group ('JMLSG')
- ▮ Wolfsberg Principles
- ▮ CA Guide for firms on preventing financial crime

AUSTRALIA

- ▮ Anti Money Laundering and Counter Terrorism Financing Act 2006

EUROPEAN UNION

- ▮ Fifth Money Laundering Directive (EU) 2018/843
- ▮ Member State specific legislation/regulation

HONG KONG

- ▮ Anti-Money Laundering and Counter-Terrorist Financing Ordinance

INDIA

- ▮ Prevention of Money Laundering Act 2002

UNITED ARAB EMIRATES

- ▮ Federal Law No. 4 of 2002, Concerning Combating Money Laundering and Terrorism Financing Crimes
- ▮ Federal Law No. 1 of 2004, Decree on Combating
- ▮ Federal Law No. 20 of 2018, On Anti-Money Laundering and Combating the Financing of Terrorism and Financing of Illegal Organizations

UNITED STATES OF AMERICA

- ▮ Bank Secrecy Act 1970
- ▮ USA Patriot Act, 2001

SINGAPORE

- ▮ Corruption, Drug Trafficking and Other Serious Crimes (Confiscation of Benefits) Act

APPENDIX 2

KEY GLOBAL REGULATORS/AGENCIES

AUSTRALIA

- | Australian Transaction Reports and Analysis Centre

EUROPEAN UNION

- | European Banking Authority – Europe
- | Financial Intelligence Unit – Romania
- | Autorité des Marchés Financiers – France
- | Financial Analytics Office – Czech Republic
- | Financial Intelligence Unit – Italy
- | Federal Financial Supervisory Authority (BaFin) – Germany
- | Financial Intelligence Unit - Holland
- | Cellule de Renseignement Financier (CRF) – Luxembourg
- | Commission for the Prevention of Money Laundering and Financial Crimes (CPBC) - Spain
- | Financial Intelligence Office – North Macedonia
- | Bank of Greece - Greece

HONG KONG

- | Hong Kong Monetary Authority

INDIA

- | Reserve Bank of India
- | Securities and Exchange Board of India

UNITED ARAB EMIRATES

- | Dubai Financial Services Authority ('DFSA')

UNITED KINGDOM

- | Financial Conduct Authority ('FCA')
- | National Crime Agency ('NCA')
- | Her Majesty's Revenue and Customs ('HMRC')

UNITED STATES OF AMERICA

- | Financial Crimes Enforcement Network ('FinCen')
- | Bank Secrecy Act (BSA)
- | Money Laundering Control Act
- | Currency and Financial Transactions Reporting Act
- | Anti-money laundering Act of 2020
- | FinCen (this is a government agency that administers the BSA and also administers the Currency and Financial Transactions Reporting Act)
- | OFAC (this is a government agency that administers the Specially Designated Nationals List and the specific sanctions programs, country by country)

SINGAPORE

- | Monetary Authority of Singapore



APPENDIX 3 – ANTI-BRIBERY AND CORRUPTION STANDARDS

INTRODUCTION

GFG strictly prohibits the offer, provision or acceptance of inducements by any of its employees or engaged parties.

Senior management of GFG businesses should ensure, through the implementation of appropriate controls, no bribery or corruption occurs during the course of its business. GFG has zero-tolerance for bribery and corruption, therefore, it is important local management recognise the importance of having robust systems and controls, strategies and training programs in place that culminates in a zero-tolerance culture being promoted throughout the business.

Serious criminal and civil penalties could result for GFG, and/or its employees, as well as reputational damage, if any GFG business is involved in a bribery or corruption incident, whether directly or indirectly.

This GFG Standard is intended to clearly state GFG Alliance's position with respect to bribery and corruption and to help all employees deliver the highest standard of service without being compromised. GFG businesses should:

- (i) encourage adherence to open and honest business practices and ensure employees avoid conflicts of business interests in their business activities
- (ii) provide a clear understanding to employees of what is expected of them and to provide information and guidance on how to recognize and deal with bribery and corruption issues
- (iii) observe local and relevant international legislation but ensure individuals who report a suspected bribery and/or corruption incident are provided with legal protection against retribution
- (iv) ensure no discrimination occurs on the grounds of gender, gender reassignment, marital or civil partnership status, race, colour, nationality, ethnic origin, national origin, disability, age, sexual orientation, religion or belief, or any other prohibited grounds, when addressing any bribery or corruption concerns that have been raised, and ensure individuals receive a considered response to concerns raised.

The following should be included in each regional Anti-Bribery & Corruption Policy in accordance with local jurisdiction and legislation:

- What is Anti-Bribery & Corruption?
- Gifts & Hospitality
- Tenders & Procurement
- Donations and Charitable Giving
- Tenders and Procurement
- Facilitation Payments

WHAT IS BRIBERY AND CORRUPTION?

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust.

A Bribe is an inducement, gift or reward offered, promised or provided in order to gain any commercial, contractual, regulatory, personal or operational advantage. Some examples of what might constitute a bribe include gifts, loans, fees, services, rewards or other advantages.

Corruption is a deliberate act of dishonesty, a breach of the law, or abuse of public trust or power that undermines or is improper or incompatible with the impartial exercise of an official's powers, authorities, duties or functions for private gain.

Employees, under no circumstances, are permitted to give, offer, promise, accept, request or authorise a bribe, or engage in bribery or corruption, whether directly or indirectly.

Corrupt or improper behaviour may be in relation to any business or professional activities, public functions, in the course of employment, or other activities by or on behalf of any GFG business.



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PENALTIES AND CONSEQUENCES

Employees must not give or offer, a payment, gift, or any hospitality with the expectation that a business advantage will be received. This includes giving or accepting a gift or hospitality during contractual negotiations or tender process; accepting gifts or hospitality that is not of a nominal value as determined by the local businesses; making or receiving gifts or hospitality to or from government officials or politicians, without prior approval.

Consequences for an employee or a business involved in a bribery or corruption incident is severe and can carry criminal and civil penalties. It can lead to reputational damage for the business in question, limiting its ability to procure business, disciplinary action for the employee leading to a criminal penalty as well as termination of employment. If GFG Alliance was implicated in a bribery or corruption scandal it could lead to increased regulatory scrutiny and the breach or frustration of existing contracts.

TENDERS AND PROCUREMENT

GFG expects employees involved in tendering and procurement to comply with the local business Code of Conduct and the Group Supplier Standards set by GFG Global Procurement.

When negotiating with external third parties (e.g., suppliers), GFG promotes the following expectations:

- Employees should act with honesty and integrity, disclose any potential conflicts of interest to their legal/compliance department and complete appropriate due diligence of third parties to ensure there is no illegal, unethical or improper behaviour in the supply chain.
- Contracts between GFG businesses and third parties should include provisions relating to the prevention of bribery and corruption including periodic review.

- Where due diligence identifies risks, the GFG Global Compliance team should be informed to determine whether further action is required (e.g., an external investigation may be deemed necessary).
- All conflicts of interest must be declared immediately to the relevant stakeholder as defined in the Conflicts of Interest Standard.
- All tenders and procurement processes must be conducted fairly and transparently, with no favour or undue preference given to any supplier. Similarly, there must be no personal benefits received, directly or indirectly, in connection with the tender or procurement process.

The tender and procurement process must be observed and clearly documented with reasons as to why a supplier was, or was not, selected.

FACILITATION PAYMENT

A facilitation payment is a form of a bribe made for the purpose of expediting or facilitating the performance of a public official for a routine government action e.g., processing applications, issuing permits and other actions of an official nature in order to expedite performance of duties of a non-discretionary nature. This may also be referred to as a kickback or a grease payment.

Such payments, whether legal or not in a particular state, country or region, are prohibited by GFG in all locations unless there is an extreme or emergency situation on account of a 'threat to life or injury or liberty' of employees of the organisation. However, any payment made under this clause must be fully disclosed, duly recorded and reported to local senior leadership.

DONATIONS AND SOCIAL INVOLVEMENT

Employees may sponsor or donate to any charitable cause they wish as an individual using personal funds. GFG businesses that want to make a political donation must have senior management pre-approval as well as sign off from legal and compliance.

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Should there be an occasion when this is called into question, you should reach out to the senior leadership within your business and contact a member of the GFG Global Compliance team for advice.

GFG engages in charitable programmes via the GFG Foundation in the UK and Australia. GFG businesses may support causes and charities of their choice that are not involved in any illegal or unethical behaviour or malpractices, with the contribution levels agreed at the local business level

Local businesses must ensure due diligence is undertaken to safeguard charitable contributions from being used to mask or conceal bribery or corruption practices.

GIFTS & HOSPITALITY

A separate Gifts and Hospitality Standard, containing additional guidance with respect to travel and expenses, is available and should be consulted in conjunction with this Standard. GFG businesses must not accept any gifts, entertainment or other favours, other than those that would be considered discourteous to refuse, as long as they are of a nominal value. Where a gift has been duly accepted (and recorded), it may be decided the gift be donated to charity or divided amongst a department or team of employees.

Any offered, or accepted gifts or hospitality, should be recorded in the local business Gifts & Hospitality register. Ordinarily, the responsibility will sit with the compliance resource, failing that the responsibility will be assigned to the legal or Human Resources department.

Key takeaways:

- Any suspected bribery or corruption by an employee or third party should be reported with urgency to a supervisor, a member of the HR team, legal or compliance.
- Any gifts that could be considered a potential bribe or give rise to an allegation of corruption should be refused and/or returned immediately and reported internally, in line with the requirements outlined in this Standard.
- Any breach of this Standard, or local business policy, may result in disciplinary action, which can include termination of employment and external reports made to the Authorities, as needed.



APPENDIX 4 – WHISTLEBLOWING STANDARDS

INTRODUCTION

GFG Alliance is committed to the highest standards of honesty, openness and accountability. It is important GFG businesses have a clear whistleblowing policy in place that encourages a culture of zero-tolerance to wrongdoing and provides employees with a mechanism to report concerns, affording the business the opportunity to address the wrongdoing before it gives rise to a regulatory action or damage to GFG's reputation. GFG Alliance encourages employees to raise any concerns with a member of their senior management teams but also provides and encourages other internal alternatives, for example, a whistleblowing hotline.

The following should be included in each regional Whistleblowing Policy in accordance with local jurisdiction and legislation:

- I What is Whistleblowing
- I Reportable Conduct
- I How to report concerns
- I Confidentiality
- I Roles in whistleblowing
- I Rights of the individual who is alleged to have acted improperly
- I Protection of the whistle blower

WHAT IS WHISTLEBLOWING

Whistleblowing refers to the disclosure of wrongdoing, unlawful activity, or malpractice. The activity has the potential to cause serious damage (for example, financial losses, reputational damage and regulatory criticism to name but a few) if left unreported and not addressed by the business.

Any individual who has genuine concerns about any form of wrongdoing, where a reasonable belief that wrongdoing is occurring, should raise a disclosure through the appropriate channels listed in their local whistleblowing policy.

Failure to raise a disclosure about wrongdoing, unlawful activity or malpractice could result in disciplinary action for a failure to act where a reasonable expectation existed.

GFG takes all wrongdoing very seriously, whether it is committed by members of the governing body, senior managers, employees, suppliers or contractors (third parties).

All employees and third parties should be aware GFG:

- (i) observes all local law requirements and gives legal protection from victimisation and dismissal to individuals who make certain disclosures in the public interest
- (ii) ensures no discrimination occurs on the grounds of a protected characteristic, when addressing concerns that have been raised
- (iii) assures individuals receive a considered response to their concerns
- (iv) respects an individual's right to report concerns in confidentiality and will be supported by the whistleblowing officer and investigator through the process
- (v) emphasizes to managers and workers it is a disciplinary offence to subject people to any form of reprisal because they raised a genuine concern, or the alternative, to raise an allegation maliciously, or for personal gain, without having a reasonable belief.

REPORTABLE CONDUCT

This Standard establishes a benchmark for GFG businesses with respect to Reportable Conduct and recognises the importance of ensuring a safe, supportive and confidential environment where employees feel confident about reporting wrongdoing without fear of reprisal. Where GFG Alliance relies on a third party to manage certain aspects of the Whistleblowing process, GFG will ensure they too comply with the requirements of this Standard. In raising Reportable Conduct, that is, the disclosure of information which relates to suspected wrongdoing or dangers at work, employees must ensure they are acting honestly, reasonably and with a belief over the conduct they are raising. A non-exhaustive list of this kind of conduct could include:



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- | criminal activity
- | failure to comply with any legal or professional obligation or regulatory requirements
- | miscarriages of justice
- | danger to health and safety
- | damage to the environment
- | bribery under our Anti-Bribery and Corruption Standard
- | financial fraud or mismanagement
- | breach of internal policies and procedures, including our Code of Conduct
- | conduct likely to damage our reputation or financial wellbeing
- | unauthorised disclosure of confidential information
- | ethical or environmental concerns
- | the deliberate concealment of any of the above matters.

GFG businesses should seek advice from their local policy, legal team or compliance for additional guidance.

It should be noted employee grievances do not form a part of the whistleblowing process. If you have a grievance, these can be dealt with by your local HR team.

Details of how to do so are available through your Staff Handbook or HR policy.

If an individual is unsure whether their concern is reportable conduct, or wish to discuss their reasonably held beliefs that wrongdoing is occurring, there are several avenues available:

- | You can speak to your line manager
- | You can speak to a member of your HR team
- | You can speak to your Whistleblowing Officer (on a formal/informal and confidential basis)
- | You may contact the GFG Whistleblowing Officer: whistleblowing@gfgalliance.com

HOW TO REPORT CONCERNS

As provided above, there are instances where employees can raise concerns with a line manager who will be aware of the whistleblowing procedure and be able to advise further. This is an effective escalation and can lead to resolution of the concern at this stage.

Individuals can also take their concerns directly to their local Whistleblowing Officer who will be named in their local business policy. The Officer appointed to serve in this capacity can be a Finance Director, HR Director, Audit Director, Compliance Officer or any other senior manager of the business. It is advisable that Legal Counsel is not appointed as a Whistleblowing Officer as they may be required to provide advice in any ensuing investigation.

There may be occasions when concerns raised cannot be dealt with on a local level due to the sensitive nature of the concern. In this instance, the reportable conduct can be addressed by using GFG Whistleblowing Officer at: whistleblowing@gfgalliance.com

Local businesses can setup and use a whistleblowing hotline where there is a legal or practical basis to do so. Concerns may be raised through various avenues including, in writing, on the phone via available hotlines or in person to ensure the process is accessible to all employees. Where there is an option to have in person meetings, whistleblowers can, if they wish, bring with them a colleague for support, who is bound by confidentiality from disclosing any information related to the investigation or from causing and undue hindrance.

In raising Reportable Conduct, employees are encouraged to put their name to their allegation, but this is not mandatory, and they may do so on an anonymous basis with the identity of the person making the report protected unless they consent to their identity being disclosed. There may be occasions when GFG Alliance is compelled by law or regulatory obligations to disclose the identity, but this would be discussed with the person making the report. GFG businesses must ensure that all whistleblowing events are treated confidentially and securely.



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In some circumstances, which it is hoped would be exceptional circumstances, employees can also raise concerns to any relevant external body (such as a regulator). Whilst it is acknowledged this is an option, GFG would appreciate the opportunity to resolve any Reportable Conduct concerns prior to an external report being made.

GFG businesses must ensure that all whistleblowing investigations are conducted fairly, objectively, without bias and in a timely manner, with regular communication and a final report explaining the outcome (there may be occasions when this information may need to be withheld).

CONFIDENTIALITY

All disclosures should be recorded and stored confidentially, subject to local legal and regulatory requirements, and should not be discussed in public if it could compromise confidentiality. Discretion is advised.

ROLES IN WHISTLEBLOWING

The Whistleblowing Officer receives disclosures of Reportable Conduct and will determine if an investigation is required and whether there is a requirement to investigate externally. The Officer will allocate the disclosure to an internal investigator as prescribed in local policies, who will assist in the investigation.

The Whistleblowing Officer will share details about the cases and outcomes, as appropriate, with their local leadership team and the GFG Global Compliance team. The GFG Global Compliance team will share relevant updates with GFG's Executive Committee.

The following must also be taken into consideration:

- Investigators should not have any previous involvement in the matter nor have any direct links to the reporting employee

- If the Reportable Conduct is of such a serious nature, the matter should be escalated by the Investigator to the GFG Global Compliance team as soon as possible
- It is the investigator's responsibility to coordinate all aspects of the investigation confidentially, without unnecessary delay and to ensure there are no reprisals
- It is the investigators responsibility to produce a report of the investigation including fact-finding, considerations, outcomes, and details of the appeals process.
- The investigator should have access to reasonable financial, legal, and operational assistance as a part of the investigation.
- The Whistleblower has the right to speak with the GFG Global Compliance team at any time for advice and guidance and can also request support via the GFG Alliance email: whistleblowing@gfgalliance.com

Rights of the individual who is alleged to have acted improperly

An individual who is the subject of an investigation has the right to be:

- informed of any adverse comment that may be included in a report or other document arising out of any such investigation
- given a reasonable opportunity to present their case to the investigator
- to be made aware of any civil or criminal proceedings arising from the whistleblowing event including any applicable legislation.
- to be made aware of their rights under the relevant jurisdiction and how to access any additional support (e.g., employee support networks).

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PROTECTION OF THE WHISTLE-BLOWER

Whistle-blowers who make a disclosure of reportable conduct, must not be subject to any detrimental treatment or retaliation by GFG, its subsidiaries or its employees. This includes dismissal; demotion; any form of harassment; discrimination; or current or future bias.

An individual who knowingly makes false or malicious allegations not in the public interest (against GFG, its subsidiaries or another employee) may be subject to disciplinary action.

KEY GLOBAL JURISDICTIONS AND LEGISLATION

AUSTRALIA

- Corporations Act 2001

EUROPEAN UNION

- Whistle blower Directive 2019/1937
- Italian criminal code: various sections apply
- Romania: 571/2004
- Sapin II Law (France)
- Netherlands: Whistleblower Protection Act 2016

HONG KONG

- No specific legislation, covered by other legislation relating to financial crime

INDIA

- Whistle Blowers Protection Act 2014 (amendments 2015)
- Companies Act of 2013

UNITED ARAB EMIRATES

- UAE Penal Code
- Financial Crime Law (Dubai No.4 of 2016)
- Operating Law (No 7 of 2018)

UNITED KINGDOM

- Public Disclosure Act 1998

USA

- Occupational Safety and Health Act of 1970
- Sarbanes–Oxley Act of 200
- Defend Trade Secrets Act of 2016

SINGAPORE

- No specific legislation, covered by other legislation relating to financial crime



APPENDIX 5 – GIFTS & HOSPITALITY STANDARDS

INTRODUCTION

GFG's reputation for integrity is very important and businesses must take all appropriate steps to identify and to prevent, or manage, conflicts of interest. As such, the giving or receiving of gifts and/or hospitality, may in certain circumstances result in a conflict of interest between GFG and its clients, or in some circumstances be seen as an inducement and/or a bribe. Where an inducement is received from a third party in the provision of services, the firm must notify clients of any fees, commissions or other monetary benefits it receives.

The following business themes should be captured in each local or regional policy, in accordance with local jurisdiction and legislation:

- What is meant by gifts and hospitality?
- Acceptable gifts and hospitality
- Gifts and hospitality register

Gifts and hospitality should also be considered in the context of other GFG Standards and regulatory themes, for example:

- Conflicts of interest
- Financial Crime
- Conduct of Business
- Reputational Risk
- Bribery and Corruption
- Inducement

WHAT IS 'GIFTS & HOSPITALITY'?

A gift is any item provided or offered for the benefit of the recipient or a close contact at no cost or a cost less than the commercial value of the item. Private gifts and hospitality related to birthdays, leaving or any other celebratory gifts are not considered as part of this Standard and are not subject to limitations or thresholds.

Hospitality refers to any offer of travel, accommodation, food, drink or an invitation to any event in the company of a third party (e.g., third party supplier), which the recipient has received or offered as an employee of a particular business.

For example, when a third party invites you to attend an event but is not present at the event as the host, the tickets for the event will be regarded as a gift. If the third party is in attendance the event will be seen as hospitality. In both scenarios, depending on local requirements with respect to a gift and/or hospitality, there may be a requirement to seek approval from your line manager and/or the relevant local department (for example, compliance or legal).

It should be noted it is acceptable business practice to give and receive gifts and hospitality on the understanding it is objectively reasonable and is not conceived or has the outcome to be an inducement to enter into new or further business and must not work to the disadvantage of GFG and/or any of its clients.



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GIFTS & HOSPITALITY AND BUSINESS CONDUCT

GFG Alliance expects all its employees and third-party associates to exercise judgement in the offer or acceptance of gifts or hospitality. Exchanging business courtesies is a common way for organisations to build good business relationships. However, the practice can have negative consequences for an organisation if it is not handled correctly and if excessive courtesies constitute a bribe. Employees should also ensure there is no reasonable perception that the gift or hospitality is intended to influence the business relationship between the GFG businesses and the recipient of the gift (or vice versa) in an improper or unprofessional way.

GFG businesses are expected to provide their employees with acceptable thresholds for gifts and hospitality (giving and receiving) together with details of the approval process (including timelines).

ACCEPTABLE GIFTS & HOSPITALITY

Gifts or hospitality may be accepted or extended and will likely be approved if the following requirements are met:

- It does not violate any applicable rule or law or generally accepted ethical standard
- Its accumulative effect does not breach acceptable limits or thresholds
- It is given in the name of GFG Alliance or its businesses and not in the employee's name
- The gift is of nominal value and given as an act of appreciation or common courtesy associated with standard business practice
- It is consistent with accepted business practice and not made to influence the business relationship or any future relationships

- GFG Alliance accepts there will be nominal gifts made time to time as a part of common business practice and does not require employees to seek approval for the following:
- It is of inconsequential value, not considered lavish or excessive, and cannot be construed as a bribe.
- A gift sent that has been sent in gratitude when a refusal to accept could be deemed culturally rude or discourteous. If this should occur it is important to update the Gifts and Hospitality register and seek approval/guidance from the appropriate department locally.

If there is any doubt as to whether a particular gift or hospitality may be inappropriate, please refer to your local HR and legal teams or the GFG Global Compliance team.

UNACCEPTABLE GIFTS AND HOSPITALITY

The following gifts will not be permitted by GFG, and will be considered a violation of the Standards:

- Making or accepting gifts of money (including by cash/ cash equivalents or by personal cheque for purchases or commission)
- Drugs or other controlled substances
- Product or service discounts that are not available to all employees
- Personal use of accommodation or transport.
- Any other form of gift prohibited by local law.
- Any form of hospitality that could be considered lavish and excessive under the circumstances.



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GIFTS & HOSPITALITY REGISTER

GFG requires its employees to declare an offer or receipt of gifts or hospitality as soon as possible, with declarations recorded in a Gifts & Hospitality register which will be maintained by each local business.

Should any GFG business require additional support with respect to Gifts and Hospitality, they can contact a member of the GFG Global Compliance team by email (which should include as much information as possible), for example:

- Date of offer of gift or hospitality, and/or date of event
- Name, job title and organisation of recipient / provider
- Nature and purpose of gift or hospitality
- The name of any other organisation involved
- Estimated value

If a gift or hospitality requires approval, it should be recorded within the register whether it was approved (in the event it has been declined, the register should include details as to why it was declined and by whom). There may be occasions when it is considered offensive to return a gift and if that should be the case, the business may decide to auction it (with proceeds to charity) or divided amongst a team.

GFG business registers will be reviewed by Group Internal Audit and the GFG Global Compliance team.

ANTI-BRIBERY CONTROLS FOR INFLUENCERS

GFG's zero tolerance of bribery has a specific application with regard to politicians, media, industry analysts and other influential stakeholders ("influencers"). Influencers who may publish their views on GFG must never be offered or provided with any benefit of monetary or commercial value in order to obtain favourable editorial commentary and/or to damage the reputation of a competitor. GFG has a strict policy of not 'gifting' any products or services to influencers or their family and associates. Any exceptions (including offer to pay for or reimburse (either partially or fully) the international travel and hospitality costs incurred by influencers (for example, to attend a GFG event in another country) must receive prior approval in writing with any approvals to be logged and retained for three years. For more information please access the GFG External Communications Policy.

POLICY BREACH

Employees who fail to declare the acceptance/ provision/ decline of hospitality and/ or this Standard, will be seen as misconduct, and may be subject to disciplinary action.

A breach of this standard could also be a violation of local laws and therefore result in civil and criminal penalties for the relevant individuals concerned.

APPENDIX 6 – SANCTIONS STANDARDS

INTRODUCTION

Sanctions relate to laws which impose trade, financial or travel-related restrictions. They can target an individual, a company, a country together with individuals and companies owned or controlled by such persons (for example, a sanctioned party), taken together to mean 'sanctioned parties'. Sanctions are imposed by governments and international organisations to change the conduct of a targeted person or country.

A sanctions breach is a very serious matter and can lead to civil and criminal liability and just as importantly, it can cause a significant impact to GFG's reputation.

GFG will comply with all relevant and applicable sanctions laws, rules and regulations to which it is subject (this could be US, EU, UN or UK led sanctions, for example). GFG businesses must have effective measures in place to ensure businesses operate in compliance with, and have an awareness of, sanctions and other related obligations (for example, embargoes and restrictions). GFG is responsible for ensuring all relationships, transactions and business activity is conducted with the highest level of ethical standards, which will include complying with applicable sanctions regulations in all countries in which we operate.

GFG businesses must maintain a robust control framework in order to comply with applicable sanctions and ensure that GFG businesses do not undertake any business activity that could result in a breach of any sanctions legislation and promote a culture of compliance and financial crime prevention.

Any violation of this Standard or a local business sanctions policy, or any sanctions law, that implicates GFG will be considered gross misconduct and will not be tolerated and could lead to disciplinary action against an individual, up to and including dismissal, and further, may lead to civil or criminal liability.

GFG businesses should consider the following for inclusion in any local sanctions policy:

- Overview of sanctions law
- What constitutes a sanctions offence?
- Relevant sanctions obligations for the business and employees
- Due-Diligence/Know Your Customer Process

Whilst this Standard should be seen as a benchmark, GFG businesses can seek specific advice, clarification or guidance as may be required for any particular transaction from the GFG Global Compliance team or a member of their local legal/compliance team.

SANCTIONS GUIDANCE

GFG businesses must not (i) engage in any business with a sanctioned party (which includes Sanctioned Countries, individuals or entities that might be on a sanctions list) nor (ii) should they facilitate transactions with third parties that involve sanctioned parties. Each business should define and record what sanctions regime they are required to comply with in relation to their respective business activities, markets and jurisdictions.

RELEVANT SANCTIONS OBLIGATIONS FOR THE BUSINESS AND EMPLOYEES

GFG businesses:

- have appropriate screening protocols in place that assess the suitability of any potential customer, supplier or third party and have completed the screening activity before a business relationship is established. In the event of a positive sanctions match being confirmed, the relationship should not be established and you should immediately report the outcome to the Global Head of Compliance
- have appropriate systems and controls in place to identify any transaction or series of transactions that could potentially evade/breach a trade sanction

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- ▮ Have a risk assessment process in place to address, and remediate, the potential risks of dealing with a sanctioned party
- ▮ Regularly inform employees on any relevant updates in the applicable company's sanctions obligations and ensure all employees have completed appropriate training,

GFG businesses must ensure its employees:

- ▮ Have sufficient resources in place to support an effective control framework in relation to sanctions
- ▮ Have an understanding of sanctions risks and all relevant regimes and their responsibilities in respect of compliance with this Standard
- ▮ Will not breach any GFG Sanctions obligation or sanctions law
- ▮ Will not undertake any activity or conduct that could potentially lead to a breach of a GFG sanction obligation or sanction law that is applicable to it
- ▮ Will not permit to be used any funds that has the effect of financing the activities or any person or entity which is a Sanctions Restricted Person in a manner that would be a breach of any sanctions law or regulation

This Standard should be read in conjunction with other relevant Standards, policies and procedures, for example, Anti-Money Laundering and Counter Terrorist Financing Standards or your local Sanctions Policy.

COMPLIANCE REPORTING

The laws relating to Sanctions carry severe penalties, and as such, failure to comply with this Standard may result in GFG being exposed to significant regulatory censure, fines/penalties and could lead to material negative reputational damage.

Adherence to this Standard is therefore mandatory and any breaches to this Standard or a local sanctions policy must be reported to the Global Head of Compliance immediately by any possible means of communication upon becoming aware of any sanctions related matter, whether it is a breach or a suspected potential breach.

KEY GLOBAL SANCTIONS REGIMES

- ▮ **The United Nations Sanctions:** provides a UN Consolidated Sanctions List organised into a list of individuals, groups and entities and is application to all member states of the UN. The UN Security Council provides the wording of the sanction which is then supported by a UN Security Council Resolution. Given they have no direct legislative power, the UN relies on national authorities to enforce the sanction.

- ▮ **The European Union Sanctions:** provides an EU Consolidated Sanctions List, which must be complied with by all member of the EU, including EU citizens regardless of where they are based in the world. Enforcement is direct through EU law but there are times when national legislators are required to implement a means of enforcement.

- ▮ **OFAC Sanctions:** also known as the Office of Financial Assets Control, provides a number of sanctions lists on behalf of the US Treasury. The United States government issues sanctions and these are then implemented and enforced by OFAC. The lists that are issued are referred to as the Consolidated Sanctions List and the Specially Designated Nationals List.

These are applicable across the United States for individuals, banks and other entities including financial institutions. OFAC issues 'comprehensive' sanctions which are targeted against countries, and 'non-comprehensive', also known as 'selective', sanctions which are targeted at specific individuals or entities.

- ▮ **HM Treasury Sanctions:** are responsible for maintaining the sanctions list on behalf of the United Kingdom – this list incorporates the consolidated UN and EU sanctions list along with the UK's autonomous sanctions.

The lists are applicable to all UK citizens and citizens of overseas territories together with banks, entities and financial institutions. The Office of Financial Sanctions Implementation (or OFSI) is responsible for implementing and enforcing HM Treasury's financial sanctions.

- ▮ **DFAT Sanctions:** also known as the Department of Foreign Affairs and Trade implements and enforces sanctions for the Australian government and the list incorporates the UN sanctions list along with autonomous sanctions issued by Australia. Similar to the other sanctions regimes, they apply nationally and also to Australian citizens regardless of where they are based.

APPENDIX 7 – COUNTER-FRAUD STANDARDS

INTRODUCTION

Establishing a minimum standard across GFG businesses to manage the risk of fraud (which is considered a ‘financial crime’ risk) is an absolute necessity. GFG has zero appetite or tolerance for Fraud or any Financial Crime and requires all employees to comply with this Standard (in addition to any local requirements in the respective jurisdictions where GFG undertakes business).

GFG requires all employees at all times to act honestly and with integrity and to safeguard the resources for which they are responsible. It is important to note the following:

- ▮ Any level of fraud or corruption in, or against, the organisation will not be tolerated
- ▮ GFG Alliance will take all reasonable steps to deter and prevent fraud
- ▮ Employees will be made aware of the obligation to report suspicions of fraud
- ▮ Systems and controls will be put in place for staff to report fraud
- ▮ Any suspicions of fraud (or reports or allegations of fraud) will be thoroughly investigated and dealt with appropriately
- ▮ Any criminal activity will be reported to the appropriate authorities and GFG reserves the right to seek redress for any money defrauded

As a benchmark, the following should be included in an Anti-Fraud Standard, taking into consideration local jurisdiction and legislative requirements:

- ▮ A definition of fraud
- ▮ Actions constituting a fraud
- ▮ Examples of fraud
- ▮ Reporting of a fraud

DEFINITION OF FRAUD?

Fraud can be broadly defined as any intentional false representation, including failure to declare information or abuse of position that is carried out to make gain, cause disadvantage or loss (usually financial) to another person or party by unfair means. The term fraud refers to acts of deception, bribery, forgery, concealment of material facts and collusion. It is an offence to act dishonestly to gain an advantage over a person or organization for personal gain.

Employees have a responsibility to help detect, prevent and report instances of any suspected fraud as well as any other suspicious activity or wrongdoing. This Standard is being provided to help GFG businesses to develop controls that will aid in the detection and prevention of fraud against GFG.

Some examples of the criminal offence of fraud³ can be summarised as:

(i) Fraud by false representation

If an individual dishonestly makes a false representation and intends by making the representation to make gain for himself or another, or to cause loss to another or expose another to risk of loss. A representation is defined as false if it is untrue or misleading and the person making it knows that it is, or might be, untrue or misleading. Actual knowledge that the representation might be untrue is required not awareness of a risk that is be untrue.

(ii) Fraud by failing to disclose information

If an individual dishonestly fails to disclose to another person information which they are under a legal duty to disclose and intends, by means of abuse of that position, to make a gain for himself or another, or to cause loss to another or expose another to risk of loss.

³ As covered by the Fraud Act 2006

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There is a legal duty to disclose information not only if the defendant's failure to disclose it gives the victim a cause of action for damages, but also if the law gives the victim a right to set aside any change in his or her legal position to which they may consent as a result of the non-disclosure.

(iii) Fraud by abuse of position

If an individual occupies a position in which he is expected to safeguard, or not to act against, the financial interests of another person, and he dishonestly abuses that position, and intends, by means of the abuse of that position, to make a gain for himself or another, or to cause loss to another or expose another to a risk of loss.

(iv) Obtaining services fraudulently

It is an offence to obtain services dishonestly; meaning that services which were to be paid for were obtained with the knowledge or intention that no payment would be made. A person found guilty of this could face a fine or be prosecuted.

ACTIONS CONSTITUTING A FRAUD

Fraud can occur either internally or externally. The examples provided below are not exhaustive and are intended to provide guidance of what certain fraudulent activity may look like:

INTERNAL FRAUD & THEFT

- ▮ Theft of material (goods), financial (cash) or intellectual assets e.g., Intellectual Property (IP), price information, customer data or obtaining such assets through deception.
- ▮ An employee causing a loss or concealing a liability to GFG through abusing a position of trust or power e.g., overriding any financial controls, for their own benefit.
- ▮ Producing, using or possessing forged or falsified documents.
- ▮ Unlawful and/or unauthorised use of GFG computers, vehicles, equipment, telephones and other property or services as defined by local Information Technology policy.
- ▮ Claiming or facilitating false or inappropriate expenses for payment (e.g., hours worked and travel expenses).

- ▮ Illegal alteration of a company's financial statements in order to manipulate a company's apparent health or to hide profits or losses. Overstating revenue, failing to record expenses, and misstating assets and liabilities are all ways to commit accounting fraud.
- ▮ Making misrepresentations, including educational credentials or professional qualifications, on a personal history form in the context of a job application

EXTERNAL FRAUD

- ▮ A contractor under-delivering or over-charging for goods or services.
- ▮ Cyber fraud through phishing emails where a fraudster impersonates an employee or reputable company to get GFG to reveal security information or hack the data / network system.
- ▮ Unauthorised fundraising in the name of GFG Foundation such as a bogus page on JustGiving.

Knowingly providing false or misleading information to GFG or failing to provide information where there is an obligation to do so.

If you are unsure whether a scenario is considered as fraudulent activity, contact the GFG Global Compliance team.

RESPONSIBILITIES

The principal objectives of this Standard are to:

- ▮ Ensure all employees remain compliant with all relevant fraud legislation and regulations, nationally and internally, as required
- ▮ Ensure all employees are aware of their roles and responsibilities and the consequences of non-compliance
- ▮ Foster best working practices to prevent, detect and investigate occurrences of fraud whilst protecting GFGe from reputational damage and financial loss
- ▮ Provide examples of fraud typologies and other red flags that employees should consider to prevent fraudulent activity



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REPORTING PROCEDURE

All employees and third parties engaging with GFG must immediately disclose any existing, perceived, or potential fraud to their HR, Legal or Compliance departments (this can vary by location). A complainant can also submit a report using the Whistleblowing process. Failure to act promptly may result in reputational or financial damage or loss of business to GFG. Disclosures must contain the nature of the fraud, any recordings, evidence or details of the individuals involved. Suspected fraudulent activity may be referred to legal bodies to comply with local jurisdictional requirements.

Group Internal Audit has responsibilities for investigations of suspected fraud as requested by the Executive Committee. Senior management teams should be assessing the types of risk involved in the operations for which they are responsible and develop risk prevention internal controls against those fraud typologies. These controls should be reviewed regularly for compliance and new controls implemented to reduce the risk of similar fraud(s).

In conclusion, please note:

- Great care must be taken in the investigation of suspected improprieties or irregularities to avoid mistaken accusations or alerting suspected individuals that an investigation is under way.
- An employee who discovers or suspects fraudulent activity should follow their local reporting procedures or contact a member of the GFG Global Compliance team immediately.
- A suspected fraud may be required to be reported to external authorities as prescribed by local legislation.
- Under no circumstance, should the status of an allegation or investigation be discussed with anyone other than those who have a legitimate need to know. Any inquiries with respect to any allegation or investigation should be directed to the appropriate individual/department within the organisation. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect GFG Alliance from reputational damage or civil liability.

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KEY GLOBAL JURISDICTIONS AND LEGISLATION

AUSTRALIA

- | Section 334 of Criminal Code 2002 (ACT)

EUROPEAN UNION

- | OLAF: Regulation No 883/2013
- | German Civil Code 823; German Criminal Code 263
- | Italy: Criminal Code 640, 646. Legislative Decree 75, 231.
- | France/Romania: various laws apply depending on the type of fraud.
- | Switzerland: Article 146 SCC

HONG KONG

- | 16A of the Theft Ordinance

INDIA

- | Section 420 in Indian Penal Code, Companies Act 2013

UNITED ARAB EMIRATES

- | Article 399 UAE Federal Law No 3 1987

UNITED KINGDOM

- | Fraud Act 2006

USA

- | US Foreign Corrupt Practices Act

SINGAPORE

- | Prevention of Corruption Act (Cap. 241) ("PCA") & Penal Code (Cap. 224) ("PC")



APPENDIX 8 – CONFLICTS OF INTEREST

INTRODUCTION

There is an expectation placed on firms to manage conflicts of interest fairly, both between itself and its clients and between a client and other clients. GFG businesses are expected to operate effective organisational and administrative arrangements with a view to taking all reasonable steps to identify, monitor and manage such conflicts of interests.

GFG is committed to maintaining the highest level of integrity and professional standards in servicing its clients and customers and seeks to identify circumstances which may give rise to conflicts of interests entailing a material risk of damage to customers' interests and to establish appropriate mechanisms and systems to manage those conflicts.

It is the responsibility of all employees to familiarise themselves with the Conflicts of Interest Standard and to report conflicts of interests to their line manager.

The following should be included in each regional conflicts of interest policy in accordance with local jurisdiction and legislation:

- ▮ What is a conflict of interest?
- ▮ Examples of what constitutes a conflict
- ▮ How to report conflicts
- ▮ Managing conflicts

WHAT IS A CONFLICT

A Conflict of Interest may arise in any area of GFG's business in the course of providing its customers with a service which may benefit the Alliance (or another customer when GFG is acting as a broker for that customer) whilst potentially damaging, in a material way, another customer where GFG owes a duty to that customer. There may be a conflict where a GFG business is likely to make a financial gain (or avoid a loss) at the expense of a customer, for example.

A conflict of interest can also occur when an individual is required to answer to two different groups whose needs are at odds with each other. In this case, one group may have a financial or other incentive to favour the interests of their group over the other, thereby causing harm to the other group.

Conflicts can be in a personal or professional capacity and GFG seeks to identify conflicts of interest in its businesses, by requiring each local business to put in place measures it considers appropriate to the relevant conflict in an effort to monitor, manage and control the potential impact of those conflicts on customers and the business. It is worth noting however, that it is the responsibility of every employee, their relatives or third-party suppliers to avoid any conflict of interest and report it to their line manager/supervisor or HR when an actual or potential conflict arises.

EXAMPLES OF CONFLICTS OF INTEREST

A variety of situations, affiliations or relationships, whether professional or personal, may create a conflict of interest.

The following non-exhaustive list represents a number of examples of situations where a conflict situation arises, together with a requirement to make a disclosure in adherence to this Standard:

- ▮ Approving invoices from a supplier for work done by an individual who is a relative or friend thereby attempting to influence the procurement process.
- ▮ Awarding corporate donations to an entity of which you are a director, or you have direct or non-direct influence e.g., entity in which your friend or relative works in.
- ▮ Awarding contracts or directing GFG work to a relative or friend e.g., for professional or personal material gain for either parties.
- ▮ Accepting or giving gifts that are more than a nominal value defined in your local business Gifts & Hospitality policy, in exchange for favourable treatment.



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- I You are a board member or senior executive in one or more companies or charities whereby the demands of each company may conflict with one another.
- I Conflict in duty whereby an employee is contributing to or designing a business process for which the same employee will have to audit against in the future.

INDUCEMENT TO EMPLOYEES FROM CLIENTS

Any inducement given or received by GFG or its employees will not be in compliance with conflicts of interests' requirements, where it impairs GFG's ability to act honestly, fairly and professionally in accordance with the best interests of the client or customer.

If you are unsure whether a certain situation requires disclosure, please reach out to a member of the GFG Global Compliance team.

Outside Business Interests ('OBI') and Outside Business Affiliations ('OBA')

Any OBI or OBA of any employee that may present an actual or potential conflict of interest should be dealt with in accordance with the respective GFG businesses conflict of interest policy/process. An example of an OBI includes interests in joint ventures, partnerships or other business activities where the employee actively takes part in the conduct of the business, whilst an OBA relates more to employees holding higher titles in other organisations, for example, Officer, director, partner (collectively, these are often referred to as outside business activities).

GFG staff are permitted to have outside business activities but these must be declared so it can be assessed and determined whether in the first instance it will present an actual or potential conflict of interest.

HOW TO DISCLOSE A CONFLICT?

All employees and third parties engaging with GFG Alliance must immediately disclose any existing, perceived or potential conflicts of interest to their line manager/supervisor/HR or legal department, in a Conflicts of Interest Declaration form (the reporting line will be detailed in your local policy/process documentation).

Disclosures must contain the nature of the conflict, a description of all the relevant parties and detail any potential financial or material gain that could be received by either party. Disclosures will be documented and reviewed on an annual basis as circumstances may change. Disclosure forms should be shared with GFG Global Compliance team for cross entity oversight.

Failure to declare an actual or potential conflict of interest will be taken seriously by GFG and may result in disciplinary action.

Once a conflict has been declared the individual must take no further part in the matter which has caused the conflict unless the conflict has been resolved except where explicit consent from local compliance or HR teams has been received.



APPENDIX 8

MANAGING CONFLICTS

Management of an actual or potential conflict of interest may involve (non-exhaustive list):

- no further action on the basis that the declaration of the conflict of interest is sufficient to manage it
- the individual may be removed from procurement or contracting decisions relating to a company in which there is a personal or financial interest
- the individual may be given informed consent whereby the risk is acknowledged but the individual can proceed with the matter. This will be decided on a case-by-case basis by each local business
- Independent review by HR and/or the GFG Global Compliance team of the terms of any transaction with a company in which there is a personal or financial interest to ensure that it is on arm's length terms
- changing reporting lines so that the individual is not responsible for managing a person with whom they have a close personal relationship (including a relative, spouse, or intimate partner).

You must check your employment contract and seek prior approval from your local HR team before accepting any responsibility outside GFG that might affect your current role.

KEY GLOBAL JURISDICTIONS AND LEGISLATION

AUSTRALIA

- Public Governance, Performance and Accountability Act 2013
- Public Service Act 1999
- Corporations Act 2001

EUROPEAN UNION

- Directive 2014/24/EU (Public Procurement)
- Covered by various legislation in member states

HONG KONG

- Section 9 of the Prevention of Bribery Ordinance
- Securities and Futures Commission (SFC)
- Securities and Futures Ordinance

INDIA

- Companies Act 2013
- SEBI Act 1992

UNITED ARAB EMIRATES

- Commercial Companies Law (Federal Law No. 2 of 2015)

UNITED KINGDOM

- Companies Act 2006
- FCA's Senior Management Arrangements, Systems and Controls (SYSC 10)

USA

- Civil liability for breaches fall under state specific law however public company directors may face federal charges under:
- Sarbanes-Oxley Act of 2002
- Securities and Exchange Commission (Securities Act 1933 & Exchange Act 1934)
- Dodd-Frank Act 2010
- 18 US Code (Section 208)

SINGAPORE

- Companies Act

GLOSSARY

Abuse of Position – Exploiting a position of trust within the organisation.

Alliance – refers to the Gupta Family Group (GFG) Alliance

Bribe – an inducement, gift or reward offered, promised or provided in order to gain any commercial, contractual, regulatory, personal or operational advantage. Bribes can take the form of gifts, loans, fees, services, rewards or other advantages; this is list not extensive.

Bribery – the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust.

Bullying – refers to verbal, physical, or social behaviour intending to cause harm, whether physical, social, or psychological, by one group or individual abusing their power over another.

Child Labour – a person below 15 years of age is doing work, instead of or in addition to education, that is depriving them of their childhood and harming their physical and mental development.

Conflict of Interest – involves an individual who is required to answer to two different groups, whether in a professional or personal capacity, whose needs are at odds with each other. In this case, serving one individual or group may be harmful to the other.

Corruption – a deliberate act of dishonesty, breach of the law, or abuse of public trust or power that undermines or is improper or incompatible with the impartial exercise of an official's powers, authorities, duties or functions for private gain.

Due Diligence – the measures taken to review and check a business, requirement or contract to assess whether it is fit for purpose.

Entity/Business Unit – a single incorporated business e.g., Liberty Magona

Ethics – principles and values that govern decisions made by a business or individual

ExCo – Executive Committee which is led by Sanjeev Gupta

External Fraud – unexpected financial, material or reputational loss as the result of fraudulent action of individuals outside of GFG Alliance or its businesses.

Facilitation Payment – enabling payments or actions to expedite or carry out corrupt, immoral, or illegal actions or services. e.g., processing applications, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature.

Gift – any item provided or offered for the benefit of the recipient or a close contact (family, friend or colleague) at no cost or a cost less than the commercial value of the item.

Private Gift – a gift given on a personal basis for a birthday, leaving or any other celebratory event.

Gifts and Hospitality Register – a document where all requests or given gifts and hospitality should be recorded including reasons why it was or was not accepted.

Group – business entity group: Liberty Steel Group, GFG Australia, GFG Foundation, SIMEC, Jahama, Alvanco, Wyelands Capital or any equivalent.

Hospitality – offers of travel, accommodation, food, drink or an invitation to any event in the company of a third party (e.g.,

third party supplier) which the recipient has received or offered as an employee of a particular business.

Improper Behaviour – behaviour that is deemed unsuitable, inappropriate, or not in line with the culture, values or purpose of GFG Alliance.

Informed Consent – Refers to permission granted in full knowledge of the possible consequences on risk.

Internal Fraud – a fraud committed against the company or organisation an individual is employed for.

IT Fraud – IT equipment (e.g., mobile, laptop) being used to manipulate programmes or data dishonestly or to perpetrate the fraud through usage.

Misuse of Equipment – deliberately misusing materials or equipment belonging to GFG Alliance or its businesses.

Money Laundering – money or other assets (property, securities) obtained through crime are that are exchanged for 'clean' money or other assets that have no obvious link to their criminal origins.

Nominal Value – a good or service that is of a limited but defined monetary value.

Perceived Conflict – exists where there may be no actual conflict, but individuals may reasonably recognise that a conflict exists.

Policy – a set of detailed principles that describes a business's approach complying with a standard

Potential Conflict – Exists where there may be no actual conflict but the possibility of a conflict taking place in the future is reasonably likely.

GLOSSARY

Procedure – detailed steps or instructions to achieve comply with a policy

Protected Characteristic – refers to groups that are protected against discrimination.

Reasonable Belief – where there is a fair basis to believe or suspect a crime, misconduct or wrongdoing has taken place

Regional – legislation that covers a geographic location or trading bloc e.g., western/eastern Europe or the EU.

Relative – in the context of a conflict of interest, this can be a spouse, domestic partner or significant other, children, parents, grandparents, stepparents, stepchildren, stepsiblings, in laws, half-siblings, siblings, significant cousins, aunts or uncles, nieces or nephews or anyone that is a member of the household or any relationship to an Alliance employee.

Reportable Conduct – is the disclosure of information which relates to suspected wrongdoing including illegal activities or dangers at work.

Senior Management – refers to directors, COO/CFO/CEO and likewise within a business unit or group

Standard – a guideline or benchmark to meet specific rules or levels of quality

Terrorist Financing – is the process by which money or other assets that have either been laundered or are in the process of being laundered, or indeed legitimate sources of funds, that can be used to disguise the funding of terrorist activities.

Theft – dishonestly acquiring, selling or disposing of physical or intellectual property belonging to GFG Alliance or its businesses.

Watch List – in terms of economic sanctions, it comprises a database that identifies suspected terrorists, money launderers, fraudsters or PEP's – they are also regulatory databases about prohibited individuals or corporations in certain industries whereby other countries or corporations are forbidden from dealing with them.

Zero-Tolerance – is the strict enforcement of a policy or a set of governing rules that must be followed without compromise



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