



02 April 2018

Sunbird Bioenergy Africa Limited (“Sunbird”)

## **ANTI-BRIBERY COMPLIANCE POLICY**

The purpose of this Policy is to assist directors, officers, employees and business partners in identifying anti-bribery related issues and in understanding and complying with applicable antibribery and anti-corruption standards. This Policy supplements our Code of Conduct and Business Ethics and other related policies and procedures.

### **Commitment to Best Practices**

Sunbird is committed to conducting our business based upon ethical best practices and principles, including anti-bribery compliance standards.

### **Numerous Jurisdictions**

Sunbird is active in numerous markets, requiring compliance with the anti-bribery laws of many jurisdictions. This includes laws throughout the world applicable in the countries in which we do business including to the United States Foreign Corrupt Practices Act (FCPA).

### **Zero Tolerance**

Sunbird has zero tolerance for bribery. In addition to the need to follow the law, our rejection of bribery has important business benefits, including maintaining our corporate reputation and retaining the confidence of customers and third parties with whom we do business.

### **Failure to Comply**

Failure to comply with this Policy may result in significant civil and criminal penalties against Sunbird and the individuals involved and is grounds for disciplinary action against such individuals, including potential termination of employment.

### **Applicability**

This Policy applies to:

[info@sunbirdbioenergy.com](mailto:info@sunbirdbioenergy.com)  
[www.sunbirdbioenergy.com](http://www.sunbirdbioenergy.com)

**Sunbird Bioenergy Africa Limited**  
Registered in Mauritius (122311)  
Registered Office 2nd Floor, The AXIS,  
26 Bank Street, Cybercity, Ebene 72201.

- All directors, officers and employees of Sunbird, and our major business divisions as well as our wholly owned and/or controlled subsidiaries worldwide (collectively Sunbird or the Company).
- Joint ventures in which we own a controlling interest are required to follow this Policy.
- Third parties who act on our behalf are required to abide by this Policy. Consistent with Section 5 "Third Parties" below, compliance with anti-bribery laws will be reflected in Company agreements with consultants, representatives, distributors, Value added resellers and our suppliers and subcontractors are required to comply with applicable anti-bribery laws and regulations.

Available on our Website

This Policy and our Code of Conduct and Business Ethics can be found on our website [www.sunbirdbioenergy.com](http://www.sunbirdbioenergy.com)

## Questions

Any questions about this Policy should be addressed to the Chief Legal and Compliance Officer (CCO).

## Implementation

The Chief Compliance Officer is responsible for implementation of this Policy in the Company.

## **Sunbird - Anti-Bribery Compliance Policy**

### 1. General

#### 1.1 Guiding Principles

The following principles are the basis of the Company's anti-bribery policy:

- We do not engage in bribery.
- We do not allow third parties to engage in bribery on our behalf.
- We do not do business with other parties who are engaged in bribery.
- We attempt to avoid situations creating the appearance of impropriety, including with respect to business entertainment, gifts, hiring, sponsorships and donations.
- We maintain accurate books and records.

#### 1.2 General Prohibition on Bribery

Company directors, officers and employees (including any contract employees) are prohibited from engaging directly or indirectly, in bribery.

#### 1.3 Definitions

The following concepts are essential to understanding the scope of the prohibition on bribery. These concepts should be interpreted broadly.

##### 1.3.1 "Bribery"

Bribery is defined in different ways under different countries' laws. In general, and for the purposes of this Policy, it is the offering, promising, giving or receiving, "directly or indirectly", "anything of value" to or from any (i) private or public organization; or (ii) individual (including any "Government or Public Official"), in order to derive an inappropriate "business or other advantage"

for the Company. This includes the offering, promising, giving or receiving of anything of value with the intent to induce a person to improperly perform their duties in connection with the Company's business.

#### 1.3.2 "Directly or Indirectly"

You are prohibited from engaging in bribery directly as well as from engaging in it indirectly (such as through a third party intermediary). You may not instruct, authorize or allow a third party to make or receive a bribe on your behalf, and you may not make a payment or provide a benefit to a third party, or have a third party receive a payment or benefit, knowing or having reason to know that all or a portion of the payment or benefit may be used for the purpose of bribery.

#### 1.3.3 "Anything of Value"

Anything of value includes not only cash and cash equivalents, but also gifts, entertainment, accommodations, offers of employment and any other benefit of tangible or intangible value.

#### 1.3.4 "Business or Other Advantage"

Business or other advantage includes obtaining new business or gaining any other advantage in connection with the Company's activities, such as reduction in taxes, tolerance of non-compliance with applicable rules or other favors or preferential treatment.

#### 1.3.5 "Government or Public Official"

References to a Government or Public Official means an individual who: (1) Holds a legislative, administrative, military or judicial position of any kind, whether appointed or elected, in any country, territory or political subdivision; (2) Exercises a public function for or on behalf of any country, territory or political subdivision or for any public agency or enterprise thereof; or (3) Is an official or agent of a Public International Organization.

#### 1.3.6 "Public International Organization"

A Public International Organization means an organization whose members are any of the following: (1) countries, territories or political subdivisions; (2) governments of countries, territories or political subdivision; (3) other public international organizations; or (4) a mixture of any of the above. Examples include the United Nations and the World Bank. SUNBIRD- Anti-Bribery Compliance Policy

#### 1.4 Facilitation Payments are Prohibited

Facilitation or "grease" payments are small payments to a low level a Government or Public Official to expedite or secure performance of a routine, non-discretionary governmental action, such as obtaining utility services or clearing customs. Such payments are prohibited under law and are against Company policy.

#### 1.5 Public or Private Sector

Bribery - is illegal whether it takes place in the private or public sector. You must ensure that you do not engage in bribery (either giving or receiving) in connection with any of the Company's dealings or activities involving private or public companies, organizations and/or individuals. While particular care should be taken in dealings or activities involving Government or Public Officials, it is important to remember that private entities and individuals may also be the subject of bribery.

#### 1.6 Record-Keeping and Financial Controls

Directors, officers and employees must help to ensure that Company books and records (which include virtually all forms of business documentation) accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets. This will be done in accordance with internal

Company financial controls and related procedures and policies. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose and no director, officer or employee will participate in falsifying any accounting or other business record.

## 1.7 Reporting Suspected Violations; Investigations

### 1.7.1 Reports

Suspected violations of this Policy should be reported to the Chief Compliance Officer. Suspected violations can also be openly or anonymously reported pursuant to the whistleblower provision of the Company's Code of Business Conduct and Ethics, which can be found on the Company's website referenced above.

### 1.7.2 Non-Retaliation

Consistent with Company policy, there will be no retaliation or any adverse employment consequence for reporting information in good faith.

### 1.7.3 Investigations

The Company will investigate each report of a suspected violation and take disciplinary and other measures as may be appropriate. All directors, officers and employees must respond fully and truthfully to any questions from the Company's internal or independent auditors or other internal investigative functions.

## 1.8 Awareness and Training

The Company engages in various means of communication and training to make directors, officers and employees aware of this Policy and of anti-bribery risks. All directors, officers and employees will be provided training regarding anti-bribery and ethics upon their joining the Company, as well as periodic follow-on training.

## 2. Business Entertainment, Gifts and Travel Expenses

### 2.1 Business Entertainment

#### 2.1.1 What is "Business Entertainment"?

Entertaining or providing gifts to organizations or individuals (including Government or Public Officials), or paying for travel expenses or accommodations for such individuals or officials, is a potential area of risk. Even appearances of impropriety may cause damage to the Company. "Business entertainment" is defined broadly to include meals, ground transportation, VIP airport services, lodging, air travel, gifts (see below), sightseeing tours, payment of convention fees, sponsorships at events and similar types of benefits. This may include a situation where a contract between the Company and a customer or other business partner requires the Company to provide specified types of business entertainment. Our Code of Conduct also describes potential conflict of interest situations that may arise in the context of business entertainment.

#### 2.1.2 Prohibited Business Entertainment

Company directors, officers and employees must not request, accept, offer or provide business entertainment designed to induce, support or reward improper conduct in relation to any current or anticipated business involving the Company. You must not give or receive any business entertainment that may amount to, or be reasonably perceived as, bribery or that might create a potential conflict of interest for you or the Company, or otherwise have the potential to embarrass the Company. Directors, officers and employees must also take care to ensure that no organization or individual (including any Government or Public Official) is provided with business

entertainment which, in aggregate and taking into account the frequency, is or may be reasonably perceived as excessive or lavish.

#### 2.1.3 Permissible Business Entertainment

Company directors, officers and employees may only accept business entertainment or entertain organizations or individuals (including Government or Public Officials) where there is a valid business purpose and the entertainment is reasonable and proportionate in view of such business purpose. Permissible business entertainment must relate to a visit or meeting that provides an opportunity to address business issues. Routine business entertainment may usually be offered or accepted provided there is no expectation or belief that something will be given in return. In assessing whether any proposed business entertainment is consistent with this Policy, consideration should be given to, among other factors, the proportionality, the frequency, the timing and the intent behind the proposed entertainment.

#### 2.1.4 Approvals

Business entertainment requires approvals in accordance with internal guidelines adopted by the Company.

#### 2.1.5 Record Keeping

Details of any business entertainment, including the names and titles of the participants, the date and purpose of the meeting, actual or estimated value per person and, where required, confirmation of pre-approval, as well as copies of proof of the expense and receipts should be recorded in the Company's records, as specified in internal Company guidelines.

#### 2.1.6 Questions and Clarifications

If you are the recipient of an offer of, or requested to provide, business entertainment which appears to be inconsistent with this Policy, you must notify the Chief Compliance Officer or the CEO. You may be required to politely decline the offer or not proceed with the request. Situations giving rise to providing or receiving business entertainment are varied and sometimes complex. If you are uncertain of the application of this Policy to a particular business entertainment situation, you should consult and seek the approval of the Chief Compliance Officer.

### 2.2 Gifts

For purposes of this Policy, gifts fall under the definition of business entertainment. Internal Company guidelines specify gifts of nominal value that can be given to private sector or public sector individuals or organizations without receipt of prior approvals, as well as approval levels required for gifts exceeding the nominal levels. The same principles apply with respect to receipt of gifts. As with other forms of business entertainment, record keeping will be maintained as specified in internal guidelines for the giving and receipt of gifts.

### 2.3 Travel Expenses

Payment or reimbursement of travel expenses, including food, lodging, per diem, ground transportation and air travel for public or private sector individuals is permissible only if directly related to the Company's business. As with other types of business entertainment, internal Company guidelines specify permissible types of travel expenses, applicable levels of approvals and record keeping requirements. Whenever possible, such expenses (as well as any other entertainment expenses) will be paid directly to the vendor or service supplier and not to the organization or individual benefitting from the service.

## 3. Donations

### 3.1. Political Donations

It is the policy of the Company not to make any political donations as an organization. Company directors, officers and employees may choose to make personal political donations from their own resources, but not with a view to influence a third party for the benefit of the Company, or in any way that might give the impression that such influence was intended.

### 3.2. Charitable Donations

The Company permits reasonable donations to charities from Company funds, subject to receipt of approvals specified in internal Company policies. The Company must be certain that charitable donations cannot be viewed as an attempt to buy influence for the benefit of the Company or in any other way as being improper, and are not disguised unlawful payments to private individuals or Government or Public Officials in violation of anticorruption laws. Care should be taken to ensure that charity is legitimate and that any donation is not diverted to other beneficiaries.

## 4. Third Parties

### 4.1 Liability for Acts of Third Parties

The Company could be held criminally liable for the acts of third parties acting on the Company's behalf. To address this risk in the area of anti-bribery, it is important that all consultants, Company representatives, distributors and value added resellers are subject to appropriate due diligence, contractual commitments and monitoring.

### 4.2 Retention of Third Parties

Consultants, representatives, distributors and value added resellers may be retained to promote the Company's business or otherwise assist the Company in operating and carrying out its business and activities, including with regard to any necessary interaction with Government or Public Officials. Such third parties may only be engaged by the Company following completion of due diligence, contracting, approvals and training processes as specified in internal Company's procedures.

### 4.3 Due Diligence

The Company's policies require, among other things, sufficient due diligence to be performed to enable the Company to understand potential bribery or corruption risks associated with the third party, and to conclude

SUNBIRD- Anti-Bribery Compliance Policy with reasonable assurance that the third party understands and will fully abide by relevant anti-bribery laws and policies applicable to the Company's business.

### 4.4 Contractual Obligations

The Company must have a written agreement in place with each such party, and the agreement must specifically bind such party to comply with all applicable anti-bribery laws, including the FCPA, as if such laws applied directly to such parties, as well as to comply with other applicable Company policies and procedures.

5. Red Flags In all dealings with potential or current consultants, representatives, distributors, value added resellers Company directors, officers and employees must be conscious of any "red flags" that may be present or arise suggesting possible violations of anti-bribery standards. Examples of red flags include: (1) requests for or offers of cash or other non-standard or excessive benefits; (2) requests for unusual payment channels; (3) refusal to contractually commit to compliance with applicable anti-bribery laws and regulations; (4) due diligence indications of previous involvement in behavior contrary to applicable anti-bribery laws and regulations; (5) due diligence indications of a close personal relationship between the third party and a Government or Public Official or customer that could improperly influence a decision; (6) recommendation of a third party by a Government or Public Official; or (7) insufficient bona fide business reasons for retaining the third party. It is the responsibility of the employee who

observes or suspects a red flag to report the matter to his or her supervisor as well as the CCO.  
Remember – if in doubt - consult.

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**The Board of Directors**

**Sunbird Bioenergy Africa Limited.**