

# EURASIAN RESOURCES GROUP

ERG



ANTI-BRIBERY AND ANTI-  
CORRUPTION POLICY

## INTRODUCTION

ERG is committed to a culture of good business ethics and integrity and has zero tolerance of all forms of bribery and corruption.

The Company will not tolerate its directors, employees or third parties in their relationship with the Company, being involved in bribery or corruption, whether by offering, promising, soliciting, demanding, giving or accepting bribes, or behaving corruptly in the expectation of a bribe or an advantage.

This Anti-Bribery and Anti-Corruption Policy sets out ERG's approach to the prevention of bribery and other forms of corruption.

In order to prevent and fight any forms of bribery or corruption ERG has implemented a comprehensive anti-bribery and anti-corruption programme.

### APPROVED BY:

The Board of Managers

### ORIGIN DATE:

September 21, 2014

### OWNER:

Group Head of Compliance

## WHO DOES THIS POLICY APPLY TO?

- The Company, all its subsidiaries, and all Associated Persons of the Company or any of its subsidiaries
- All business dealings in all jurisdictions within which the Company conducts business



## ERG'S COMMITMENT

ERG always acts responsibly, honestly and with integrity and does not engage in or tolerate any form of Bribery or Corruption.

ERG prohibits any Associated Persons acting on behalf of the Company to:

- Request, solicit, or agree to receive or accept a bribe
- Offer, promise, or give a bribe
- Offer, promise, or give a payment, unless otherwise required by applicable law, to a local or foreign Government Official; this includes situations where such payment is made via an agent and an individual suspects or know that that a payment is going to be used for that purpose
- Offer, promise, or give employment with the Company (even on a temporary basis) in exchange for a commercial benefit for the Company or a personal benefit



### WHAT ARE THE KEY RISK AREAS?

- |   |   |
|---|---|
| A. Gifts and Entertainment                                  | E. Procurement                          |
| B. Expenditures in connection with Government Officials     | F. Employment of Government Officials   |
| C. Facilitation Payments                                    | G. Recruitment of Employees             |
| D. Corporate Social Responsibility projects and Sponsorship | H. Political contributions              |
|   | I. Relationships with the third parties |

## A. GIFTS AND ENTERTAINMENT



ERG employees may never seek or request gifts, entertainment, or any other expenses, or personal preferential treatment in any matter, from any person or organization.

ERG does permit the giving and receiving of business gifts and entertainment that are customary business courtesies and which are reasonable in value and frequency, and conform applicable law, however, they should never be used with the intention to obligate, or appear to obligate or influence, the decision-making of the recipient, or to obtain any improper or undue advantage.

### GIFTS MUST BE:

- Transparent
- Occasional
- Proportionate and bona fide
- A normal business courtesy
- Appropriate to general business practice



### GIFTS SHOULD NEVER BE PROVIDED IN:

- Cash
- Pre-paid cards
- Cash vouchers
- Certificates with a set negotiable value
- Other cash equivalents



**Customary business gifts must also comply with the Company's limits, approval process and reporting requirements and conform to all applicable laws.**

## B. EXPENDITURE IN CONNECTION WITH GOVERNMENT OFFICIALS



ERG prohibits any person or Associated Persons either directly or through a third party to offer, promise, or authorize a payment or provide anything of value to a Government Official or to another person at the Government Official's request in order to obtain or retain business or an advantage in the conduct of business.

Certain Anti-Corruption laws may allow for reasonable and bona fide expenditures in connection with Government Officials. Employees shall obtain the approval of the Compliance Department before agreeing to any such expenditure.

## C. FACILITATION PAYMENTS



Facilitation payments are payments that are made or goods that are either provided to perform, or to expedite, a routine duty, or to speed up the performance of any formal standard procedures irrespective of size or frequency.

**Examples of actions constituting facilitation payments include a:**

- Request by custom officials for "undue custom duties" for the prompt clearing of items
- Payment to speed up the process of granting licenses or permits – "special acceleration fees"
- Payments to ensure prompt transit of equipment or cargo – "assurance payments"

ERG prohibits payment or the authorizing of facilitation payments.

ERG priorities the personal safety and liberty of its staff and contractors. If that safety and liberty is at risk, an individual may under duress be forced to make a payment to extract themselves from that risk.

Duress is recognised as a situation when there is a genuine threat to the physical safety or liberty of an individual.

If such a payment is made under duress, each incident must be reported to Compliance as soon as reasonably practicable and safe to do so.

## D. CORPORATE SOCIAL RESPONSIBILITY AND SPONSORSHIP



As part of ERG's sustainable development strategy, the Company provides charitable donations and sponsorship in the regions where it conducts its business.

ERG and its employees shall make every effort to provide reasonable assurances that the Company's CSR projects, including charitable donations or sponsorship, will not be used for corrupt purposes.

All CSR projects and sponsorships shall be subject to risk assessment due diligence in accordance with internal procedures and properly documented in the Company's books and records.

## E. PROCUREMENT



ERG's business partners are engaged through a fair, transparent, formal procurement process. Any procurement and contracting decisions should be based on best value taking into account the merits of price, quality, performance, time, competency, and compliance.

No Company directors or employees may solicit or accept any financial or other advantage which is offered, provided, authorised, requested or received as an inducement or reward for the improper performance of their duties related to procurement or contracting decisions.

## F. EMPLOYMENT OF GOVERNMENT OFFICIALS



ERG shall be entitled to employ Government Officials or involve them into work/ service under civil law/employment contracts in accordance with all applicable laws. Prior to such engagement, the Company will conduct thorough risk assessments and due diligence to ensure that there are no conflict of interests and to protect the Company against any risk of bribery and corruption and other excessive use of the role.

## G. RECRUITMENT OF EMPLOYEES



ERG provides equal opportunities for the employment of any qualified and competent candidate, and does not tolerate discrimination in the hiring of suitable candidates.

## H. POLITICAL CONTRIBUTIONS



ERG will not, directly or indirectly, other than in exceptional circumstances approved in advance by the ERG Board, make political contributions (either by resources or funds) to any political party, political candidate, political campaign, or any politically affiliated group or organisation.

Any political contribution must be authorised in accordance with ERG's regulations and all applicable laws.



## I. RELATIONSHIPS WITH THIRD PARTIES



ERG expects all third parties acting for it or on its behalf to share the Company's values and ethical standards, which are stipulated in ERG's Code of Conduct, ERG's Supplier Code of Conduct, this Policy and other rules and regulations.

**To manage its relationships with third parties, ERG adopts the following measures:**

### AGREEMENTS

All third parties agree to comply with all applicable anti-bribery and anti-corruption laws, the ERG Code of Conduct, ERG's Supplier Code of Conduct, and all other applicable ERG policies and procedures.

ERG retains the right to terminate its relationship with a third party if that third party is not fulfilling these requirements.

Any violation or any solicitation by a third party that would result in a violation of anti-bribery and anti-corruption laws, ERG's Code of Conduct, ERG's Supplier Code of Conduct, or any applicable ERG policies, should be reported immediately to the Compliance Department.

### DUE DILIGENCE AND MONITORING

It is the Company's policy to carry out appropriate due diligence and monitoring of third parties before and while conducting business with them. The Company has established procedures regarding the conduct, documentation, and record-keeping of due diligence.

### TRAINING

High risk third parties receive training on applicable ERG policies at the beginning of their contractual obligations with ERG and from time to time thereafter as appropriate to ensure ongoing compliance.



## ACCOUNTING PROVISIONS



ERG makes and keeps books, records, and accounts that accurately and fairly reflect its transactions and disposition of assets in sufficient details to facilitate a full understanding and audit trail.

Payments on behalf of ERG are not approved without adequate supporting documentation.

## EMPLOYEES TRAINING



All employees receive regular training on this Policy and other related policies. New employees receive training as part of their induction process.

## NON-COMPLIANCE



Any non-compliance with this Policy should be documented and reported to ERG Compliance Department and the executives.

Any ERG employee, director, or business partner found to have violated the Policy may be subject to:

- Disciplinary action;
- Administrative, civil, or criminal liability;
- Termination of the contract or the labour relationships in accordance with all applicable laws.

## SPEAKING UP



If any employee, director, or business partner is concerned that this Policy has been, or may be, contravened, they must report such concerns as soon as reasonably practicable to either:

- Company management;
- HR;
- Legal;
- Compliance representative; or
- The **ERG Hotline**.

ERG adopts zero tolerance to any retaliatory behaviour against anyone who speaks up about any conduct that they consider is either unethical, illegal, or which does not conform with ERG's Code of Conduct and/or any of the Company's policies.

### ADDITIONAL RESOURCES

- [ERG Code of Conduct](#)
- [Supplier Code of Conduct](#)
- [The ERG 16 Principles or Standards of Business Conduct](#)

## DEFINITIONS

**ASSOCIATED PERSON** – any person or entity that performs services for the Company or any of its subsidiaries, including employees (including temporary or contract staff), directors, officers, agents (including customs and shipping agents), consultants, contractors, intermediaries, and suppliers.

**BRIBE** means any payment, gift, loan, remuneration, commission, success fee, pay off or kickback or any non-monetary benefit intended to induce any person to do, or reward any person for doing, something dishonest or illegal, or to abuse someone's trust, and includes, without limitation, conduct that would constitute "bribery of foreign public officials" as defined in Article 1 of the Convention of the Organization for Economic Cooperation and Development on Combating Bribery of Foreign Public Officials in International Business Transactions dated November 21, 1997. This applies to bribery of Government Officials or commercial bribery.

**THE BOARD** – the Board of Managers of Eurasian Resources Group S.à.r.l.

**BRIBERY** is the offer, promise of, payment or receipt of a Bribe.

**CORRUPTION** is the misuse of public power for private profit or misuse of entrusted power for private gain.

**GOVERNMENT OFFICIAL** shall be broadly interpreted and means:

- a) Any elected or appointed Government official (e.g., a legislator or a member of a Government ministry)
- b) Any member of the judiciary or any person who otherwise performs a judicial or quasi-judicial function
- c) Any employee or individual acting for or on behalf of a Government Official, agency or enterprise performing a governmental function, or owned or controlled by, a Government, (e.g., an entity hired to review bids on behalf of a government agency)
- d) Any political party officer, candidate for public office, officer, or employee or individual acting for or on behalf of a political party or candidate for public office
- e) Any employee or individual acting for or on behalf of a public international organisation (e.g., the World Bank, the United Nations or the European Commission)
- f) Any member of a royal family or a member of the military, and
- g) Any individual otherwise categorized as a Government Official under applicable law

**GOVERNMENT** means all levels and subdivisions of governments, including local, regional, national, administrative, legislative, or executive.