



Anti Bribery & Corruption Policy

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Policy Owner	Jolie Norris, Chief Legal Officer
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AMENDMENT HISTORY

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1. Introduction

Bribery and corruption can have a significant, adverse impact on Bridge Carbon's reputation as well as on the communities where we operate. Bribery and corruption are illegal and could expose Bridge Carbon or individuals to criminal penalties, significant fines, and even imprisonment. Businesses paying bribes contribute to undermining the integrity of the public sector in the country in which they are operating, compounding the poverty and governance challenges. Bridge Carbon is subject to a multitude of domestic anti-bribery laws, foreign anti-bribery laws and international and regional anti-corruption conventions.

2. Purpose

This policy is one of the pro-active preventative measures set up to prevent bribery and improve the quality of compliance and bribery prevention within the company.

3. Scope

This policy applies to all Bridge Carbon employees and third parties acting on Bridge Carbon's behalf across all Bridge Carbon entities. Where necessary, local policies and procedures may be defined in addition to this policy to reflect local requirements.

4. Policy

4.1. Bribery & Corruption

Bridge Carbon strictly prohibits all forms of bribery and corruption. We do not distinguish between public sector and private sector bribery; all forms of bribery are prohibited. We also strictly prohibit the use of facilitation payments, regardless of whether such payments are legal in a particular jurisdiction.

4.2. Third Parties

Third parties performing services on behalf of Bridge Carbon must not give, offer, promise, accept, request, or authorise a bribe, whether directly or indirectly. This includes providing stove parts in exchange for money except where this is part of the defined local business strategy.

4.3. Due-Diligence

The extra-territorial reach of foreign anti-bribery laws, such as Foreign Corrupt Practices Act (FCPA) or UK Bribery Act, may also impact Bridge Carbon in other jurisdictions, particularly when we work with business partners abroad. Bridge Carbon will conduct due diligence on business partners to ensure there are no bribery risks, as Bridge Carbon can be held liable for their corrupt practices.

The level of due diligence completed by Bridge Carbon on each third party we work with is determined by reference to the risk posed. Details are included in the Bridge Carbon [Third Party Risk Management Policy](#).

5. Definitions

5.1. What is Bribery?

Bribery is the act of intentionally offering, promising, or giving of an undue advantage to induce that person to act or refrain from acting in relation to performance of official duties, in order to obtain or retain business or other forms of improper advantage in the conduct of business. Bribery is typically done to gain something in the short-term.

Usually, there is a quid pro quo, in that both parties will benefit. For example, the public official would benefit from a bribe payment and the company would benefit from being awarded a license or concession.

It does not matter if the undue advantage is transmitted indirectly using an intermediary, such as an agent, supplier or other business partner.

It also does not matter to whom the undue advantage is intended, as long as it is provided in exchange for the official to act or refrain from acting in the exercise of his official duties. It is still bribery when the undue advantage is paid to a third party on behalf of the intended recipient, such as his/her family member, a political party, a company or a charity.

Bribe payments can be both monetary and non-monetary undue advantages. It is not only cash but includes intangible items such as positions on boards, admission to universities or the sharing of confidential information. Other examples of bribe payments include clothes or jewellery for the recipient's spouse; paid holidays; gifts of the briber's inventory or services, such as the construction of a home or home improvements by a contractor; sexual favours, or hidden interests in companies.

5.2. What is Corruption?

The misuse of public office or power for private gain or misuse of private power in relation to business outside the realm of government. Corruption is a broader term encompassing various dishonest activities, including bribery, and often done with a long-term goal in mind.

5.3. What is a Facilitation Payment?

A small token of value (cash or benefit) paid to expedite a governmental administrative process. For example, money paid to a customs official to skip the queue.

Facilitation payments – often referred to informally as “grease payments” – are unofficial payments made with the purpose of expediting or facilitating the performance by a public official of a routine government action to which the payer is legally entitled. In short, they are used to persuade public officials to carry out a task they are already obligated to do.

The demand for such payments – typically done by low level and low-income officials – remains common. For example, situations where public officials solicit such payments for expediting the issuing of licenses or permits or clearing customs at ports. We strictly prohibit the use of facilitation payments, and any solicitation must be refused and reported to Compliance which can further advise about the situation.

5.4. Duress

Employees may be confronted with exigent and extraordinary circumstances in which the making of a facilitation payment can hardly be avoided, such as when the health, security, safety, or freedom of the employee is at risk.

When a facilitation payment is made under such circumstances, it is considered to be 'under duress' and it must be accurately accounted for in the books and records as a duress payment. The situation must also be reported to Compliance to discuss measures to prevent the same situation from happening in the future.

5.5. What is "Anything of Value"?

"Anything of value" includes cash, gifts, hospitality, expenses, reciprocal favours, business, or employment opportunities, political or charitable contributions, and a range of other direct or indirect benefits.

5.6. What is a Foreign Public Official?

- I. Any officer or employee of a foreign government or any department, agency, or instrumentality (which includes state-owned businesses, as well as public sector entities);
- II. Any officer of a public international organisation;
- III. Political parties or candidates and their representatives; or
- IV. Any person acting in an official capacity for or on behalf of such government, department, agency, instrumentality, or public international organisation
- V. For the purpose of this policy, tribal or traditional leaders and village elders are considered as public officials.

6. Related Policies and Procedures

The best way to ensure that you do not fall on the wrong side of the law, or our policy is to follow the [Code of Business Conduct](#) and all related Policies and Procedures. Based on our internal risk assessment, interactions with public officials generate higher risks of bribery and corruption, in particular in the issuing of public contracts, public land allocations, licenses and concessions and in customs clearance.

Particular attention must be paid to our [Gifts & Entertainment Policy](#), [Conflicts of Interest Policy](#), [Sponsorship & Donations Policy](#) and the [Guidance on Engaging with Government Officials and Traditional Authorities](#).

Regardless of local practices, always remember that Compliance is Everyone's Responsibility – even if we risk losing business, always choose integrity in all your business dealings.

6.1. Gifts & Entertainment

The exchange of gifts and entertainment is custom in most countries where we operate, but, when made inappropriately, these actions may be deemed to violate anti-corruption laws and our own policies and procedures.

There must always be a legitimate reason for giving a gift. For example, the completion of a project or a local festival where it is customary to provide gifts to the community.

Never provide gifts to a third party where Bridge Carbon is in negotiations with that party. For example, Bridge Carbon is seeking local government approval for a project permit or negotiating on price with a supplier.

Gifts to individuals must be of reasonable value and not exceed USD 25.00. Where possible, provide only company-branded items (e.g., pens, calendars, clothing).

All gifts that are not branded and above the maximum value of USD 25.00 require approval from your project manager and the Bridge Carbon Compliance Department via <https://www.integrityhub.net/login>.

Country offices may set lower values, please check acceptable values with your Country Manager before giving or receiving gifts, benefits and entertainment.

Cash, whether physical or electronic, may never be given as gifts. This includes mobile money and gift vouchers.

A useful question to ask yourself in determining whether the giving of gifts and hospitality is reasonable and legitimate is "how would it look if these details were on the front page of a newspaper?" If you wouldn't want such details publicized, then there is probably something wrong.

6.2. Travel

On some occasions we may invite third parties to visit our operations, facilities or events sponsored by Bridge Carbon. All travel and accommodation expenses must be made in accordance with the Bridge Carbon [Travel & Expense policy](#) and with a legitimate business purpose. Bridge Carbon will not cover per-diem expenses, side trips or travel expenses for friends and family of such invitees.

6.3. Conflicts of Interest

Having a close relationship with a Foreign Public Official or otherwise politically exposed person may cause a conflict of interest and should be disclosed in line with the [Bridge Carbon Conflicts of Interest policy](#).

6.4. Sponsorships & Charitable Donations

A charitable donation is a gift made to a nonprofit organization to help it accomplish its goals, for which the donor receives nothing of value in return. In providing donations, there are risks of creating a perception of undue influence or bribery. Charitable donations are allowed if they are made in a transparent and professional manner and cannot be perceived as a bribe.

Always exercise caution in ensuring that any corporate donation does not have affiliations or connections with public officials, including their family members, advisors, or entities in which the public official has a financial interest. Weak regulation of charities, as well as limited access to information can pose heightened bribery risks.

Sponsorships are usually an exchange of value whereby the Bridge Carbon brand and products are promoted in return for visibility. Any sponsorship should be aligned with our Mission, Vision, and Values and always be done with integrity. Also here, transparency and

openness are of utmost importance as well as avoidance of sponsorships to government bodies or related institutions.

For more guidance, please see the [Bridge Carbon Sponsorships and Donations Policy](#).

6.5. Political contributions

No political contributions shall be made in the name of Bridge Carbon.

6.6. Use of Agents or Intermediaries

Agreements with agents, third parties and intermediaries acting on behalf of the company must be in writing, must clearly and accurately describe the nature of the relationship, and require the prior approval of the Bridge Carbon Legal Department. All compensation provided must be proportionate to the products or services negotiated, and proof of delivery or completion of services is required before final payment may be made.

Under no circumstances may any payment be made to an intermediary where it is known that all or part of that payment will be delivered with a corrupt intent to any individual or Foreign Public Official.

6.7. Third Party Due-Diligence

Bridge Carbon will conduct Due Diligence on Third Parties we work with in accordance with its [Third-Party Risk Management Policy](#).

7. Accurate Books & Records

Bridge Carbon will ensure that all financial transactions are adequately identified and properly and fairly recorded in appropriate books and accounting records. There are no "off the books" or secret accounts and no documents can be issued which do not fairly and accurately record the transactions to which they relate.

In countries where there are limited, or no, working banking systems, only small payments made from company petty cash are permitted. Where practical, the responsibility for the disbursement of petty cash should be given to one employee. In all cases, any cash payment should be accurately recorded in company accounts.

8. Implementation

This Policy will be implemented as follows:

- Periodic communication, and documented training for all levels of the company, as well as, where appropriate, for subsidiaries;
- Publication on the external website and internal intranet;
- Annual attestation of the policy and compliance; and
- Provision, maintenance and review of gifts and entertainment register.

9. Reporting Bribery & Corruption

Should you be confronted with a request for an undue (monetary or non-monetary) advantage you should report this to your manager, or the Compliance team as soon as

possible. Should you wish to do this anonymously you can go through our external provider at <https://voices.integrityline.com>.

10. Violations

Violating this policy may result in remedial, corrective, or disciplinary actions up to and including termination of employment and reporting to appropriate authorities. Any suspected violations or breaches of this policy should be reported via <https://voices.integrityline.com>.

11. Ownership

This policy is owned by Compliance. It will be reviewed at least once a year or when legislation and regulation change.

References	Foreign Corrupt Practices Act (FCPA) UK Bribery Act https://voices.integrityline.com
Related Documents	Third Party Risk Management Policy Code of Business Conduct Gifts & Entertainment Policy Conflicts of Interest Policy Sponsorship & Donations Policy Guidance on Engaging with Government Officials and Traditional Authorities