



TrickleStar Limited

Policies and Standard Operating Procedures

FOREIGN CORRUPT PRACTICES ACT AND NO GIFT POLICY

Policy Number 28

Approved by the Board of Directors on 7 December 2018

Date of First Approval	7 December 2018
Revision 1	4 November 2020



FOREIGN CORRUPT PRACTICES ACT POLICY

Introduction

The purpose of this Foreign Corrupt Practices Act Policy (the “Policy”) is to ensure compliance by TrickleStar Limited and its subsidiaries (the “Company”) and each of their directors, officers, employees, agents, consultants, and representatives with the Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), and related laws of other countries in which the Company does or intends to do business.

The following pages provide a summary of international business activity that must comply with the Company’s Policy. The Company reserves the right to amend, rescind or replace this Policy at any time. All associates of the Company are required to comply. The Company also maintains Human Resources and Administrative Policies and Procedures. This Policy is intended to complement rather than replace the Company’s other existing policies and procedures. Those covered by this Policy must read, understand and comply with the policies and obligations described in the following pages.

Background

The anti-bribery provisions of the FCPA apply to the Company, a privately-held corporation. The anti-bribery provisions of the FCPA make it a criminal offense to pay, offer, or give anything of value to a foreign official, a foreign political party (or official thereof) or candidate for foreign office, for the purpose of influencing the decisions of those officials, parties or candidates. The FCPA was originally enacted by the U.S. Congress in 1977 and has been amended several times since. The FCPA is aimed at preventing corrupt practices by U.S. business organizations doing or seeking business in foreign countries. In recent years, there has been renewed focus and a number of enforcement actions with respect to the FCPA and similar foreign laws in other countries. Neither the complexity of the FCPA nor costs of compliance (including the loss of business) diminishes the responsibility to comply with the FCPA. It is imperative therefore that each and every person covered by the Policy become familiar with the FCPA’s provisions.

Scope

This Policy applies to:

- All officers and employees of the Company and its subsidiaries regardless of where the officer or employee is located (within and outside the U.S.); and
- Anyone who acts as a partner, representative or an agent for the Company and its subsidiaries. This may be a distributor, consultant, representative, broker or other person or firm of U.S. or any other nationality.

Obligations

- Everyone covered by this Policy is expected to become familiar with and to comply with its contents as well as the Code of Ethics and Legal Compliance Policy, which applies to all associates of the Company and its subsidiaries.
- Everyone covered by this Policy must ensure his or her strict compliance with this Policy and each person that the individual supervises.
- If you have questions about this Policy and its application, contact the Chief Executive Officer, who serves as the FCPA Compliance Officer.
- Concerns should be reported in accordance with the Code of Ethics and Legal Compliance Policy.

Anti-Bribery Provisions



The FCPA's anti-bribery provisions make it illegal to bribe foreign officials in order to obtain or retain business or to secure any improper advantage. Specifically, the FCPA prohibits payments, offers or gifts of money or anything of value, with corrupt intent, to a "foreign official".

What is considered to be a bribe?

A bribe is considered to occur when one party gives or offers another party, either directly or indirectly through an intermediary, any reward, advantage or benefit of any kind, in order to influence the making or not making or implementation of a decision or act by the party concerned. An action may be considered a bribe regardless of whether giving something of value may be widely accepted or even seem necessary in the country in question. In addition, an action may be considered a bribe even when it does not cause the desired outcome of influencing a foreign official.

Who is considered to be a foreign official?

The FCPA defines a "foreign official" as any officer or employee of a foreign government or any department, agency, or instrumentality of a foreign government. The term also includes any officer or employee of a public international organization such as the World Bank. Furthermore, any person acting in an official capacity for any foreign government agency, department or instrumentality, or for a public international organization is a "foreign official." An entity hired to review bids on behalf of a government agency would be covered by the term. The FCPA also prohibits bribes to foreign political parties and their officials as well as to candidates for foreign political office. In addition, the following persons would be included in the definition of "foreign official":

- Officers and employees of foreign state-owned companies
- Uncompensated honorary officials if such officials can influence the awarding of business
- Members of royal families who have proprietary or managerial interests in industries and companies owned or controlled by the government

The Company's FCPA Compliance Officer should be contacted if there is a question as to whether an individual or an organization would be considered a foreign official for purpose of this Policy.

What is considered to be a direct or indirect payment or gift of anything of value?

A payment need not be money and might be in the form of a transfer of stock, bonds or any other property, the payment of expenses, the providing of services of any type, the assumption or forgiveness of any indebtedness, or any other transfer of goods, services, tangibles or intangibles that is given or accrues to the recipient. This prohibition might include entertainment, gifts, discounts and services not readily available to the public, an offer of employment, assumption or forgiveness of a debt, payment of travel expenses or personal favors.

Who is prohibited from making a bribe?

Everyone described in the "Scope" Section is prohibited from making direct and indirect payments to foreign officials. Therefore, a U.S. company can face FCPA liability based upon improper payments made by its agents or other business partners. Accordingly, except as set forth in this Policy, neither the Company nor anyone else covered by this Policy may make, promise or authorize any gift, payment or offer anything of value on behalf of the Company to a foreign official or to any third person (such as a consultant) who, in turn, is likely to make a gift, payment or offer anything of value to a foreign official.

What can be given to a foreign official in compliance with this Policy?

There may be very limited circumstances – entertainment, meals, Company promotional items, gifts of a nominal value and other business courtesies – when items of value can be given to foreign officials. Such



entertainment, meals, Company promotional items, gifts of a nominal value and other business courtesies may not be made except in accordance with this Policy and unless the FCPA Compliance Officer has provided prior, written approval, if such approval is required.

Are there any exceptions or defenses available under the FCPA? The FCPA contains certain limited exception and affirmative defenses to the prohibitions set forth above. These limited exceptions and affirmative defenses may not be utilized or relied upon except in accordance with this Policy.

Facilitating Payments

The FCPA does allow certain types of payments to foreign officials under very limited circumstances. For example, the FCPA allows certain “facilitating” or “expediting” payments to foreign officials in order to expedite or secure non-discretionary, “routine governmental action.” Examples of this might include routine processing of governmental papers such as visas or work orders, unloading of cargo, mail pick-up and delivery, scheduling of inspections or the provision of police protection. To be considered a routine governmental action, it must satisfy the following criteria:

- The assistance requested and for which the payment or gift is made is clearly an action which the person receiving the payment is legally required to provide, and the payment is only to facilitate such action;
- The payment is legal and customary in the foreign country in question (i.e. not merely the payment is not illegal);
- No reasonable alternative to making the payment exists; and
- The duties of the person receiving the payment are essentially ministerial or clerical.

The term “routine governmental action” **does not** include any decision by a foreign official on whether, or on what terms, to award new business to or continue business with a particular party, or any action taken by a foreign official involved in the decision-making process to encourage a decision to award new business or to continue business with a particular party. Employees or agents may make facilitating payments only in accordance with this Policy and only if the supervisor and FCPA Compliance Officer has provided prior, written approval.

Actions that Comply with Local Laws

The FCPA also contains an affirmative defense for payments to foreign officials that are lawful under the written laws and regulations of the foreign official’s country. That being said, most countries have laws prohibiting the payment of bribes to government officials. Further, no country has written laws permitting bribery. Therefore, no payment shall be made by any Company employee, officer or agent to a foreign official in reliance upon the written laws of the local country without the prior written approval of the FCPA Compliance Officer.

Due Diligence Provisions

Local agents are retained and local partners are selected in part for their knowledge of and access to persons in the relevant market and their ability to contribute to the success of development efforts. Because actions by local agents may result in FCPA violations by the Company and other individuals, the Company should be careful when engaging third-parties and avoid situations that might lead to a violation of the FCPA. To avoid being held liable for corrupt third-party payments, the Company and any Company person acting on its behalf must exercise due diligence at all times and take all necessary precautions to ensure that business relationships are formed only with reputable and qualified partners, agents, and representatives.

Therefore, prior to retaining any agent, representative, consultant, or other third party contractor (collectively “third-party contractors”) who act on behalf of the Company with regard to foreign



governments or international business development or retention, the Company will perform proper and appropriate FCPA-related due diligence and obtain from the third party certain assurances of compliance. Due diligence should consist of the following, as available:

- checking public sources of information, including any published press reports concerning the agent, the commercial attaché at the foreign embassy in the relevant foreign country and/or relevant country desk officers at the U.S. Department of State and U.S. Department of Commerce;
- checking with business references provided by the potential third-party contractors; interviewing the third-party contractor; and
- obtaining information from institutions (banks, accounting firms, lawyers) in the third-party contractor's country of operations. A file should be maintained documenting the due diligence efforts undertaken in relation to the retention of each and every third-party contractor. All third-party contractors must be identified and selected on the basis of objective and written evaluation criteria, e.g., a partner should be selected on the basis of identifiable commercial and technical competence and not because he or she is the relative of an important government official. A written agreement must be entered into prior to doing business with any third-party contractor, the form of which must receive the written approval of the FCPA Compliance Officer.

Record Keeping

Although the recording keeping provisions of the FCPA do not apply to the Company because the Company is not a publicly-traded company, it is imperative that the Company maintain its books, records and accounts in reasonable detail to accurately reflect all transactions and dispositions of assets. The Company's ability to maintain its books, records and accounts in this manner will assist the Company in demonstrating compliance with applicable laws.

Punishments

Sanctions for FCPA violations, or even a mere indictment for a potential violation, are severe and potentially devastating to the Company and to the individuals involved. Statutory criminal penalties for individuals include fines up to \$100,000 per violation or imprisonment up to five years, or both. Individual officers and employees of companies may be prosecuted even if the Company is not. Fines assessed against individuals may not be reimbursed by the Company. The Company may be fined up to \$2,000,000 per violation and have to return a multiple of any money gained from the corrupt payment. The Company may also be required to return a multiple of any profit generated. Violations of the FCPA may result in violations of other laws and in other countries with separate and additional fines and penalties. The costs of any violation are extremely expensive to the individual and the Company.

GIFTS – NO GIFT POLICY

1. A gift received or offered can sometimes appear to be an attempt to gain an unfair advantage or benefit and may be perceived as a bribe or gratification. A gift could also put the giver and receiver in a position of conflict as it may influence decision making. Gifts can be in the form of cash or cash equivalents, personal services or otherwise.
2. To reduce the risks above and to minimize the need for us to examine the reasons and ethics behind the acceptance and provision of gifts, we have adopted a "No Gift Policy" which prohibits the use of gifts, entertainment and travel to influence business decisions. The No Gift Policy is in line with our commitment to achieve the highest standard of ethics and integrity. The No Gift Policy



strictly prohibits us from giving, offering, soliciting or accepting gifts of any kind or value offered by Third Parties at any time, regardless of the reasons behind the gifts. The No Gift Policy also extends to the employee's immediate family members or people who they have close connections with.

3. The No Gift Policy excludes the provision of the following gifts:
 - 3.1. token Corporate Gifts, plaques or trophies and promotional items (of nominal value) which bears the name of the giver or Third Parties;
 - 3.2. promotional gifts such as t-shirts, pens, trade show bags and all other ornaments that Employees obtain, as members of the public, at events such as conferences, training events, seminars, and trade shows that are offered equally to all members of the public attending the event;
 - 3.3. festive cards, thank you notes, certificates, or other written forms of appreciation, gratitude and recognition;
 - 3.4. exchange of gifts between companies at the corporate level.
4. In ensuring we are protected against any allegation of impropriety the employee (and relatives and connected parties) must:
 - 4.1. not directly or indirectly solicit and/or accept gifts from any Third Parties;
 - 4.2. apply the No Gift Policy in good faith;
 - 4.3. ensure any gift provided to Third Parties as part of normal business operations are not considered to be excessive, imply an improper advantage or create an impression of actual or perceived conflict of interest.
5. If a gift that does not comply with this Policy, is offered or delivered, an employee must:
 - 5.1. politely decline the gift and explain TrickleStar's No Gift Policy;
 - 5.2. verbally disclose to their Head of Department and document the offer received via a prescribed Gift, Entertainment and Travel ("**GET**") form;
 - 5.3. where practical, return the gift;
 - 5.4. surrender the gift to their Head of Department in exceptional circumstances where the gift could not be returned or where returning the gift would be considered inappropriate and offensive.

The Chief Executive Officer will decide what is to be done with such gifts.

ENTERTAINMENT

6. Entertainment, as with gifts, when provided excessively and is disproportionate to the context of the business activities, can compromise an employee's ability to make objective business decisions in the best interest of TrickleStar. Therefore, we must **not**:
 - 6.1. offer or solicit any form of entertainment from Third Parties directly or indirectly;
 - 6.2. offer or solicit any form of entertainment from Third Parties that are indecent and / or sexually orientated.
7. However, we may accept invitations to social events or entertainment from Third Parties within the scope of work, on condition that the invitations are **not**:
 - 7.1. overly lavish or extravagant affairs;
 - 7.2. a regular feature such that they begin to influence the business decision-making process;
 - 7.3. for indecent and /or sexually orientated activities which may put the recipient in a position of conflict or adversely affect TrickleStar's reputation;



8. To protect us from any allegations of impropriety, before we attend such functions, written approval must first be obtained from the Head of Department

TRAVEL

9. Travel, as with gifts, poses a risk to us when it is provided and accepted excessively and disproportionate to the context of the business activities. To avoid this risk, we will bear the cost of all business travel incurred.
10. Unless prohibited by law or the policy of the recipient organisation, we may bear the costs of transportation and lodging for Third Parties in connection with a visit to any TrickleStar facility. The visit must be for a legitimate business purpose e.g. on-site examination of equipment, contract negotiations or training.
11. An employee must not accept offers for lodging and other benefits for his family members (e.g. food, transportation) provided by Third Parties even if the trip is for business purposes. While they may accept the offer to pay for their own lodgings, food and transportation by the Third Party (provided it is in connection with a legitimate business interest), the employee must refuse any offer of benefit being extended to any of their family members or friends.

HOW TO DECIDE WHETHER AN OFFER FOR TRAVEL, ENTERTAINMENT AND PROVISION OF GIFTS BREACHES OUR ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

12. TrickleStar recognises that there may exist grey areas in interpreting whether an offer of a benefit crosses the line between what is normal or customary business practice and what would be a breach of this Policy. To better help you determine this, ask yourself these two questions:

Would an independent person who comes to know about this gift or benefit consider that there is a wrongful or improper element involved?

In receiving this gift or benefit, will it affect my ability to be objective when making any business decision connected with this business?

If you feel that it will compromise your objectivity or if an independent party who comes to know about this practice will conclude that there is a wrongful, dishonest or improper element involved, then you would most likely have breached this Policy.

PROVIDING DONATIONS AND SPONSORSHIPS FOR WORTHY CAUSES

13. We may provide donations and sponsorships as part of our initiative to contribute to worthy causes in any particular community or society in general.
14. A sponsorship can be in the form of contribution in cash, in kind, or in services to support an event, activity, person or organisation. Examples of sponsorship events or activity include but are not limited to academic, sporting, music, cultural activities, business/technology events, environmental and community events. A donation, on the other hand, is a provision of cash or other items of value and is usually made to assist in disaster relief, in support of health related organisations or activities, or given to charities or Non-Governmental Organisations (“NGO”) that provide for people in need either nationally or internationally.

15. Every sponsorship or donation that we make shall comply fully with applicable laws and legislation, and shall be given through the proper legal channels.
16. We will not donate to private individuals (unless it is for educational sponsorship) or private accounts or to individuals or organisations that could prove harmful to TrickleStar's reputation or if their activities are in conflict with TrickleStar's values or objectives.
17. TrickleStar reserves the right and has the sole discretion to terminate support for a sponsorship/donation event or programme when:
 - 17.1. a situation arises that creates a conflict with TrickleStar or public interest;
 - 17.2. the initiative, event or programme no longer supports the best interests of the community, TrickleStar or its employees;
 - 17.3. the terms of the agreement for sponsorship/donation are not being met;
 - 17.4. signs of misconduct or conflict of interest becomes evident and known;
18. Even though the act of sponsorship and donation is done with good intentions at heart, nonetheless such acts, however legitimate, run the risk of being misconstrued as bribery or corruption. As such, we must ensure that all donations and sponsorships from TrickleStar are:
 - 18.1. given through the proper legal channels;
 - 18.2. the donation / sponsorship must not be for any ulterior purpose, inappropriate advantage or benefit. It should also not place TrickleStar in a position of conflict;
 - 18.3. given directly in good faith, open and transparent manner and not for the benefit of any individual (unless it is for educational sponsorship);
 - 18.4. not offensive or inappropriate;
 - 18.5. not be deliberately structured as an arrangement to avoid approval requirements;
 - 18.6. approved in accordance with established procedures before the donation / sponsorship is made;
 - 18.7. accurately recorded.
19. We must also:
 - 19.1. ensure that necessary due diligence is carried out by the relevant parties to ensure that the donation / sponsorship is not linked to government officials or their families, as this can be perceived as a form of bribery or corruption;
 - 19.2. report all cases of bribery or corruption to the Chairman of the Audit Committee once becoming aware of such a case. If you are unsure if a particular situation amounts to bribery or corruption or could potentially amount to one, you are advised to report the facts of the case as you know them to the Chairman of the Audit Committee in order to make a determination.
20. Any request for donation or sponsorship received by a Director and that may be construed as a bribe, must be referred to the Chairman of the Audit Committee. In addition, any donation or sponsorship must be accurately captured and reflected in our financial accounts to avoid giving any impression of wrongfulness or improper conduct.

REGULATION ON POLITICAL CONTRIBUTIONS

21. We will observe all applicable laws and regulations concerning political contributions in the countries that we operate in.

22. Corporate political contributions are strictly regulated and must be approved by the Board. All political contributions will be properly recorded.
23. Political contributions or expenditures can include, but are not limited to:
 - 23.1. paying for advertisements and other political campaign expenses;
 - 23.2. buying tables for fundraising dinners organised by a political party;
 - 23.3. loaning Employees to support political events during working hours.
24. We must ensure that:
 - 24.1. we will not use TrickleStar's funds or resources, either directly or indirectly, to help fund political campaigns, political parties, political candidates or anyone associated with them. This includes making political payment under the guise of charitable donation on behalf of TrickleStar;
 - 24.2. if any employee chooses to make any contribution to a political party, such contribution must not be made using TrickleStar's name;
 - 24.3. any personal political support or contributions must not affect our performance or objectivity at work.