



SEVEN YIELD HOLDING PTE. LTD.

Anti-Bribery Policy

TO BE READ BY ALL EMPLOYEES, CONTRACTORS AND THIRD-PARTY
REPRESENTATIVES OF THE GROUP

1 INTRODUCTION

- 1.1 It is the policy of Seven Yield Holding Pte. Ltd. and its subsidiaries (collectively the "**Seven Yield Group**" or the "**Group**") to maintain the highest level of ethical standards in the conduct of our business. In doing so, it is the responsibility of all officers and employees of the Group to adhere to all anti-bribery and corruption laws in the countries in which we operate, with particular focus on the U.K. Bribery Act 2010 (the "**Act**").
- 1.2 The policy applies to the Group, its directors and employees. This policy is also relevant to any person who is associated with the Group who performs a service for, or on behalf of, the Group.
- 1.3 It will be communicated to all employees of the Group, as well as relevant third-party representatives, contractors and other necessary individuals and entities. Those who work in areas within the Group's business identified as being particularly high risk will receive additional training and support in identifying and preventing corrupt activities.
- 1.4 **The Seven Yield Group takes bribery and corruption very seriously, and any employee or other person acting on behalf of the Group that is found to be violating this policy will be subject to disciplinary action, which may include termination of their contractual relationship with the Group.**
- 1.5 The U.K. Bribery Act 2010 is only one example of national law, though it is used to explain and set internal standards. Bribery offences under the U.K. Act are punishable for individuals by imprisonment. Furthermore, if the Group is found to have committed offences under the Act, we could face severe penalties including unlimited fines and exclusion from tendering for public contracts, not to mention serious harm to our reputation.
- 1.6 The successful implementation of this policy therefore requires pro-active adoption at all levels, in particular:
- (a) You, as an employee/contractor/third party representative of the Group are required to read and understand all aspects of this policy, and abide by it, alongside all other group policies and procedures. This includes an obligation to report any violations of suspicious activity.
 - (b) **Tan Kok Peow** is responsible for the overall compliance with the requirements of this policy.

2 WHO DOES THIS POLICY APPLY TO?

- 2.1 In addition to Group employees, the policy is relevant to any person who is associated with the Group who performs a service for, or on behalf, of the Group. Senior management, officers, directors, employees, trainees, seconded staff, consultants, contractors, agency staff, sponsors, volunteers, agents is a non-exhaustive list of examples of individuals covered by this policy.

- 2.2 Acts of bribery may involve public or government officials. A government official could be a public official (foreign or domestic), a political candidate or party official, a representative of a government-owned/majority-controlled organisation or an employee of a public international organisation. This policy should be referred to when dealing with such persons.

3 WHAT IS BRIBERY?

- 3.1 In simple terms, the Act creates four new offences which can be summarised as follows:
- 3.2 Giving a bribe: It is an offence for a person to offer, promise or give a financial or other improper advantage to another person in connection with that person's position, office or responsibilities.
- 3.3 Receiving a bribe: It is an offence for a person to request or accept a financial or other improper advantage in connection with that person's position, office or responsibilities.
- 3.4 Trading in influence: Under Norwegian law it is an offence to request, receive, accept, give or offer an improper advantage in return for influencing the conduct of someone's position, office or responsibilities.
- 3.5 Bribing a foreign public official: It is an offence for a person to offer or provide a financial or other improper advantage to a foreign public official in connection with that person's position, office or responsibilities.
- 3.6 The "Corporate Offence": An offence will be committed by a commercial organisation if a person "associated" with it (i.e. anyone performing services on behalf of) the organisation bribes another person with the intention of obtaining or retaining business or an advantage in the conduct of business for the organisation. However, it is a relevant defence for the organisation to show that it had in place "adequate procedures" designed to prevent persons associated with it from committing acts of bribery.
- 3.7 Bribes can include any advantage, including gifts, sponsored travel and hospitality. However, it is important to point out that proportionate and reasonable gifts and hospitality provided by or to you will not constitute bribes.
- 3.8 The offences of bribing, receiving bribes, and bribing a foreign public official can be committed by individuals as well as on behalf of companies. They can be committed directly or through third party intermediaries. They can be committed in the UK or even overseas if they are committed by a person with a "close connection" to the UK (e.g. a UK resident, a British citizen, a UK company etc.).
- 3.9 The Ministry of Justice has published a Quick Start Guide¹ and Guidance² on what will constitute "adequate procedures".
- 3.10 The key point to bear in mind is that, in order for there to be a bribe, there must be an element of impropriety intended by the giving or receiving of the payment.

¹ Quick Start Guide: <https://www.justice.gov.uk/downloads/legislation/bribery-act-2010-quick-start-guide.pdf>

² Guidance: <https://www.justice.gov.uk/downloads/legislation/bribery-act-2010-guidance.pdf>

4 EXAMPLES

4.1 The following are broad hypothetical examples of the application of the offences in practice. They are simple examples. In reality, you will need to consider all of the surrounding circumstances in order to decide whether you think there is a risk that an offence will be committed.

4.2 Giving a bribe:

You offer an employee a weekend at the Monaco Grand Prix on the condition that in return, he agrees to ensure that the company for which he works awards us a contract that is currently out for tender and for which we are pitching.

4.3 This is likely to be an offence because you are offering a financial or other advantage to another person, where that advantage is intended to induce that other person to perform his functions or activities improperly. The client may also commit an offence by accepting such an offer.

4.4 On the other hand:

You offer to take your contact at a new client out for dinner and drinks in order to get to know him and the business better. The dinner is not offered in the middle of a pitch or procurement process.

4.5 This is far less likely to constitute an offence. This is simply designed to procure cordial relations with a client. There is little evidence of intended impropriety.

4.6 Receiving a bribe:

An IT equipment firm that you deal with offers you a new laptop computer and Blackberry for your personal/home and asks that you ensure that you recommend that the firm is kept on for the next 12 months.

4.7 This is likely to constitute an offence of receiving a bribe. This is because you are accepting a financial or other advantage which is intended to result in you performing your functions or activities improperly.

4.8 On the other hand:

You are sent a case of wine at Christmas from a client to say thank you for the hard work that you have done on a project for them over the course of the year.

4.9 This is less likely to constitute a bribe. This appears to be part of maintaining good business relations and does not appear to involve any intended impropriety.

4.10 Bribing a foreign public official

You instruct an agent in China to pay extra money to an official in to speed up an application for an export license.

4.11 This is prohibited and you would be committing an offence as soon as the offer is made. This is because you are offering a financial advantage to a foreign public official with the intention of obtaining or retaining business or an advantage in the conduct of business.

4.12 On the other hand:

The Russian embassy offers two options for visa applications: normal and fast track. The fast track option is an additional £100. You elect the fast track option.

4.13 This is unlikely to constitute an offence of bribing a foreign public official. This is because the more expedient option is officially offered and no secrecy of payment is required.

4.14 The corporate offence

A company uses an agent in China to source products that it then ships to the UK. The agent in China routinely pays bribes to employees of local businesses and officials in order to ensure that the company gets the products more quickly and cheaply than its competitors. The company has not carried out any significant due diligence on the agent and its practices, or informed the agent in writing that any acts of bribery on behalf of the business are expressly forbidden.

4.15 This is likely to involve the commission by the company of the corporate offence. The company is a commercial organisation. The agent is an associated person of the company and is carrying out bribes with the intention of obtaining or retaining business or an advantage in the conduct of business for the company.

4.16 On the other hand, if the company had asked the agent to confirm in writing that it did not engage in bribery, included provisions in its contract with the agent in China requiring it to not commit any acts which could constitute offences under the Act, and it held annual meetings with the agent in order to review the agent's activities, the company would be more likely to be able to show that it had put in place adequate procedures.

5 GIFTS, ENTERTAINMENT AND HOSPITALITY

5.1 As an individual, you should be aware of the potential to fall foul of the Act when gifts, entertainment and hospitality are involved. This includes the offer or receipt of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business. For example it might be you taking a client to a sporting event.

5.2 It should be pointed out that both the Quick Start Guide and the Guidance (referred to above) make clear that gifts and hospitality are perfectly acceptable provided they are proportionate and reasonable, and genuinely designed to maintain or improve business relations.

5.3 In each case, you will need to consider the following questions:

- (a) What is the **intent** – is it to build a relationship (e.g. a lunch to get to know the customer better) or is it designed to induce impropriety on the part of the recipient (e.g. a holiday

paid for by a potential contractor for the person with decision making power over the award of contracts and his spouse).

- (b) What is the **value** - is it relatively inconspicuous (e.g. a bottle of wine) or is it very high value (e.g. an expensive designer wrist watch).
- (c) What is the **timing** - is it being offered at an uncontroversial time (e.g. to celebrate the successful completion of a project) or is it being offered at a particularly sensitive time (e.g. during a pitch or tender process or during a dispute over fees)?
- (d) How would this look if these details were on the front of a newspaper or had to be explained to an SFO (Serious Fraud Office) investigator?

If you find it difficult to answer one of the above questions, there may be a risk involved which could potentially damage the Group's reputation and business. The action could well involve an offence under the Act.

- 5.4 Although no two situations are the same, the following general guidance should be considered globally. In the event of doubt, always discuss with a more senior individual within the Group.

Never acceptable

Circumstances which are never permissible include examples that involve:

- (a) A "*quid pro quo*" (offered for something in return)
- (b) Gifts in the form of cash/or cash equivalent vouchers
- (c) Entertainment of a sexual or similarly inappropriate nature

- 5.5 As a general rule, employees of the Group and third-parties should not provide gifts to, or receive them from a government official. However, we do understand that in certain countries gift giving and receiving with these individuals is a cultural norm, so if you are faced with such a situation, please consult with the compliance manager before proceeding.

Usually acceptable

Possible circumstances that are usually acceptable include:

- (a) modest/occasional meals with someone with whom we do business
- (b) occasional attendance at ordinary sports, theatre and other cultural events
- (c) gifts of nominal value, such as pens or small promotional items

If an example does not fall under the above categories, please in the first instance seek guidance from the compliance manager. Generally, such examples would not be permissible without prior approval.

- 5.6 The Group maintains a Gifts and Hospitality Register which records hospitality and gifts given and received, above a specified value. You should declare all gifts and hospitality above the specified levels set out in the Gifts and Hospitality register, namely:
- (a) **USD60 per head** in respect of hospitality; and
 - (b) **USD30 per head** in respect of gifts.

6 FACILITATION PAYMENTS AND KICKBACKS

- 6.1 In many countries, it is customary business practice to make payments or gifts of small value to junior government officials in order to speed up or facilitate a routine action or process. These are known as facilitation payments.
- 6.2 Kickbacks are typically payments made in return for a business favour or advantage.
- 6.3 Under this policy, facilitation payments and kickbacks are prohibited and the Group takes the view that they are illegal within the UK as well as virtually all other countries.**
- 6.4 The Act makes no distinction between facilitation payments and bribes, regardless of size or local cultural expectations. The excuse cannot be used that it is “how business is done”.
- 6.5 However, you may find yourself in a situation where you are asked to make a payment on the Group’s behalf. In such circumstances, ask yourself the following questions:
- (a) What is the payment for?
 - (b) Is the amount requested proportionate to the goods or services provided?
 - (c) Is the payment made through official channels, or is the payment made "under the counter"?

ALWAYS make sure you ask for a receipt which provides a reason for the payment.

- 6.6 If you have any suspicions or questions about a payment you are asked to make, ensure that you raise these with the compliance manager.
- 6.7 In the event that a situation arises where a facilitation payment is being extorted, or if you are forced to pay under duress or faced with potential safety issues or harm, such a payment may be made, provided that certain steps are followed. If you are ever placed in such a situation, you must contact the compliance manager as soon as possible and you must record the payment appropriately as directed by the compliance manager to record and reflect the substance of the underlying transaction.

7 DONATIONS

- 7.1 The Group respects the rights of employees to participate as individuals in their community and civic affairs. This must be done at a personal level, in their own time and at their own expense, consistent with applicable laws. The Group's stationery, funds and other property must not be used for personal political activities. Employees need to carefully separate their own political activities from the Group's activities and avoid any conflict of interest.
- 7.2 The Group may make charitable donations. It will only do so where legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the compliance manager.

8 HOW TO RAISE A CONCERN

- 8.1 As individuals who work on behalf of the Group, we all have a responsibility to help detect, prevent and report instances not only of bribery, but also of any other suspicious activity or wrongdoing. The Group is absolutely committed to ensuring that every single one of us has a safe, reliable and confidential way of reporting any suspicious activity. We want each and every one to know how they can "speak up".
- 8.2 If you have a concern regarding a suspected instance of bribery or corruption, please speak up - your information and assistance can only help. The key is to act quickly as the sooner you act, the better for you and the Group.**
- 8.3 You must notify your manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with the Group.
- 8.4 This applies to all situations whether you are a victim of bribery or corruption or know or suspect that a third party is involved in conduct amounting to bribery or corruption.

9 DEALING WITH INCIDENTS OF BRIBERY

- 9.1 It is the responsibility of the compliance manager to deal with the response to an incident of bribery and to decide whether or not to refer the matter on to law enforcement agencies. Details of the Group's sanctions processes can be found in the Group's Disciplinary Procedure.
- 9.2 Be assured that the Group is committed to ensuring that raising any concern you have will not result in you receiving any detrimental treatment. The Group values honesty and openness very highly and will support anyone who raises genuine concerns in good faith, even if they subsequently turn out to be mistaken.
- 9.3 If you believe you have suffered detrimental treatment, which can include dismissal, disciplinary action, threats or any other unfavourable treatment connected with raising a concern, inform the manager immediately. If you are an employee and you do not believe the matter is remedied, you should raise the issue formally using the Group's Grievance Procedure.

10 SANCTIONS

10.1 Group penalties

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

10.2 Under the Bribery Act 2010 the maximum prison sentence for an individual convicted of offences detailed in this policy is 10 years. The penalty for an organisation convicted of any of the above offences is an unlimited fine.

11 RECORD-KEEPING

11.1 Many serious global bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. It is essential therefore that the Group maintains accurate books, records and financial reporting. Our books, records and overall financial reporting must also be transparent. That is, they must accurately reflect each of the underlying transactions. False, misleading or inaccurate records of any kind could potentially damage the Group and its reputation.

11.2 Therefore, the Group must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

11.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

11.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

12 TRAINING

12.1 All new employees/workers will receive training on this policy as part of their induction process and such training will continue throughout their employment. Annual, appropriate and relevant training will be provided at all levels within the Group.

12.2 The policy will be communicated to all suppliers, contractors and business partners at the outset of forming business relationships with them and where appropriate thereafter.

13 REVIEW AND ONGOING MONITORING

13.1 The Group has comprehensively assessed the nature and extent of the risks relating to bribery and corruption to which the Group is exposed. The Group undertakes to annually review and update such risk assessments.

13.2 The compliance manager is responsible for monitoring and reviewing this policy on an ongoing basis. In addition to the ongoing duty to monitor the effectiveness of this policy, a review will be triggered by the following events:

- (a) the Group entering a new jurisdiction;
- (b) an incident of bribery /corruption;
- (c) government activity, such as changes to legislation;
- (d) convictions; and
- (e) press reports.

13.3 All employees and individuals associated with the Group are expected to contribute to the success of this policy by speaking out when they have any concerns or suspicions of wrongdoing or unlawful conduct.

13.4 Your views are valued and always welcome and any comments or suggestions you may have should be addressed to the compliance manager.

14 ADVICE

14.1 If you require advice regarding the relevant laws and regulations or anything else contained in this policy please see the compliance manager.

15 TERMS OF EMPLOYMENT

15.1 This policy does not form part of any employee's contract of employment.

15.2 This policy will be monitored and reviewed and may be subject to change as and when a need is identified, or if required by legislation.

16 CONTACTS

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Schedule - "Red Flag" scenarios

The following is a list of possible red flags that may arise during the course of you working for the Group and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to the compliance manager:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party.