

Anti-Bribery and Corruption Policy

Purpose

Yondr is committed to doing business with integrity and transparency wherever we operate. The purpose of this Policy is to set standards of behaviour that help prevent Yondr from becoming involved in bribery and corruption.

We prohibit any form of bribery and corruption, and this includes accepting, offering, paying, giving, soliciting, or authorising bribes. These acts expose Yondr and its employees to the risk of prosecution, fines and other penalties, as well as damaging our reputation and increasing the cost of doing business.

We abide by all applicable laws, including the US Foreign Corrupt Practices Act, and the UK Bribery Act as well as the local laws in the countries where we operate.

Scope

This Policy applies to all Yondr directors, employees, contractors, volunteers, interns and agency workers. Third parties such as consultants, subcontractors and agents are also required to apply the standards of the policy when working on Yondr's behalf.

Supporting documents and contacts

This Policy should be read in conjunction with the following: Gifts and Hospitality Policy, Conflict of Interest Policy, Speak Up Policy.

If you have any questions regarding this policy, you should contact your manager and/or [Yondr's Compliance Department](#).

Definitions

There are various legal definitions of bribery and corruption. Broadly, and for the purposes of this Policy, these include:

'Bribery' is promising, offering or giving, or requesting, soliciting and accepting directly or through a third party any advantage to or from any person or company to induce or reward a behaviour that is illegal, unethical or a breach of duty.

‘Corruption’ is any act intended or to result in the misuse of entrusted power for improper personal or corporate gain. Examples include bribery and conflict of interest (See the Yondr Conflict of Interest Policy).

An **‘advantage’** or **‘bribe’** can be any kind of benefit, financial or otherwise, or anything of value or perceived value. It could include any personal, commercial, contractual or regulatory advantage, including even a promise to do or not to do something. The advantage could be for an individual, or any person or company associated with them. The value of the advantage does not matter. Even if of low value, if the intent is improperly to influence the recipient, it can still be a bribe. Even if a bribe is turned down or fails to have the intended effect, it is still a bribe.

‘Indirect bribery’ takes place when a third party such as a consultant, a business partner or an advisor pays a bribe on the company’s behalf.

A **‘facilitation payment’** is a small bribe, often known as a ‘grease payment’ or a ‘speed payment’, that is typically requested by a public official to facilitate or expedite the performance of a routine transaction or service to which the person or company making the payment is legally entitled.

A **‘public official’** is an individual working for an administrative, legislative, executive or judicial government body or government-controlled entity. This includes police officers, army officers, judges, customs officials and other civil servants, individuals working for state-owned enterprises and individuals holding or performing a public function for a public agency, public (international) organisations or providing a public service.

Key Principles

No bribes

Yondr will never give, promise, authorise or suggest a bribe to anyone in a position of responsibility.

We will never authorise a third party to pay a bribe on our behalf.

No employee will suffer any adverse consequences for refusing to pay or receive bribes, even if the company loses business, or falls behind schedule, as a result.

Business relationships

Yondr works with a broad range of business partners including third-party subcontractors, external consultants, suppliers or advisers. We require all business partners to apply ethical principles that are consistent with our own, including our Anti-bribery and Anti-Corruption Policy.

Yondr executives who select, engage and manage engage the services of subcontractors, external consultants, suppliers or advisers must ensure that they are made aware of the Policy at the outset of the relationship. Similarly, through regular contact with these third parties, they should ensure that they are fully aware of our Policy and apply our principles as long as they are working for us.

In all cases, the fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered.

Where problems arise, we will in the first instance use our influence to seek corrective action. Where this proves impossible, we reserve the right to withdraw from the business relationship.

Government officials

Bribery of public officials, including employees of state-owned enterprises, is a serious offence. We take particular care to comply with all laws prohibiting bribes to officials.

Gifts and hospitality

We do not offer or accept Gifts or Hospitality that could affect the impartiality of the giver or receiver, influence a business decision or lead to the improper performance of an official duty. For further details see the Gifts and Hospitality policy.

Facilitation payments

Yondr does not make facilitation payments and we will not authorise anyone else to make them on our behalf.

Political neutrality

Yondr has a policy of strict political neutrality. We reserve the right to represent the interests of our company and our industry to policy-makers but we do not make corporate political donations.

Charitable donations

As part of our social commitment, Yondr may make selective contributions to recognised charities that fulfil a defined social purpose, and are themselves subject to high standards of transparency and accountability. Our contributions will always be transparent and properly documented.

Books and records

Yondr maintains proper books, records, and accounts, which accurately and fairly detail the transactions and payments. Yondr strictly maintains and follows internal control procedures when making payments.

Raising concerns

If you feel uncertain about how to apply this policy or wish to raise any concerns, you should in the first instance consult your manager or the Compliance Department.

If you wish to make a confidential report because you suspect a breach of this policy, you should do this following the [Yondr Speak Up Policy](#).

No one will suffer any adverse consequences as a result of reporting any suspicion of bribery or corruption in good faith. On the other hand, failure to report a suspicion or occurrence of bribery and corruption will be taken very seriously by Yondr, and may result in disciplinary action.

Training

Compulsory online training is provided to all Yondr employees and should be performed annually. These courses will be monitored, evaluated and refreshed regularly. You will be informed when you are required to take the online training as well as any additional training depending on your role within Yondr.

Responsibilities

Compliance with this Policy is the responsibility of everyone who is employed by Yondr.

Managers are responsible for ensuring that team members understand the Policy and apply it.

Failure to comply with this Policy will be treated as a serious disciplinary offence, and may result in reprimand, suspension and/or summary dismissal for gross misconduct. If you commit a bribery offence, you could be prosecuted and face a fine and/or penalty of imprisonment. Yondr could also face fines which could result in significant reputational damage and undermine the trust and relationships that Yondr has built up with its customers and other stakeholders.

How can you recognise and prevent bribery and corruption?

Preventative measures

The following measures can be taken in order to prevent or reduce the risk of bribery and corruption:

- Make clear that Yondr does not participate in any form of corruption both formally and informally, for example in conversations with business partners.
- Ensure that legal contracts and agreements include anti-corruption provisions.
- By keeping a transparent administration.
- Plan well in advance, for example when arranging the clearance of goods through customs.

Third party relationships

“Red flags” in third party relationships include:

- Lack of formal agreements
- Unrealistic promises
- An unusually high commission percentage
- Requests to be paid in cash or for an upfront payment or bonus
- Personal link with government or recommended by a public official
- Ability to bypass legal or bureaucratic obstacles more easily than others
- A refusal to allow you to examine books or records
- A dominant or controlling individual

If you become aware of any of these red flags you will need to take particular care when considering or managing a relationship with this third party. It is not acceptable to make payments in cash or to enter a substantive commercial relationship without a formal agreement.

Facilitation payments

As mentioned, facilitation payments are a form of bribery and therefore unacceptable. However, in many emerging countries such payments are generally accepted business practice.

Measures that should be taken in order to avoid and - if necessary - respond to a request for a facilitation payment include:

- Have you made sure that we can meet all the official requirements when dealing with government entities?

- Do you have a back-up plan in case a transaction is delayed? If necessary, can you afford to wait?
- Are Yondr employees as well as third parties acting on our behalf fully aware of the prohibition on facilitation payments?

Example:

You are waiting for your work permit to be processed, and it seems to be taking an eternity. An experienced friend laughs when he hears your story. 'The clerk is obviously looking for an 'express fee'. He probably doesn't get paid enough, and it's understandable that he needs a bit of extra money'. If you think about it, it's just the same as paying an express fee to an embassy when you need a visa in a hurry. Isn't that so?'

What you need to think about:

- Many embassies offer a system of express fees for people who need visas in a hurry. However, this process is transparent: there are set fees for specific services, and you get a receipt. The payment goes to the embassy, not the clerk who is processing the application.
- If there is a similar system here, that's fine. However, it sounds as though the fee would go to the clerk. In that case it would amount to paying him a bribe to do his job.
- It's unfortunate if he doesn't get paid enough. However, this is not your problem. If you pay now, you will set a precedent and our company will be sure to receive repeat demands.
- It's better to wait patiently.