
LOGOS

Group Anti-Bribery and Corruption Policy

1.0 General

1.1 Scope of this Policy

This Anti-Bribery and Corruption Policy applies to all directors and all employees, consultants, agency workers, independent contractors, secondees, secondees and interns, in both full-time and part-time capacities who are employed or engaged by LOGOS Group and its related bodies corporate (“Group” or “LOGOS”) (together, “Employees” for the purposes of this Policy). Employees are required to undergo a Compliance induction program which includes training and attestation in relation to this policy.

1.2 Description

The Anti-Bribery and Corruption Policy (the “Policy”) outlines how LOGOS complies with all anti-bribery and anti-corruption laws.

LOGOS acknowledges that breaches of the Policy and the relevant laws in each jurisdiction that we operate may lead to severe consequences including damage to our reputation, fines and / or imprisonment of our personnel.

LOGOS’ policy towards bribery and corruption is one of zero tolerance from its Employees and the third parties with whom LOGOS conducts business. The Policy has been implemented to confirm LOGOS’ commitment to establishing and continuing an anti-bribery and anti-corruption regime.

Where a member of the Group enters into a joint venture, it is expected that an equivalent policy is implemented in these entities, and this is likely to be a pre-condition of the Group’s participation in any joint venture.

The Guidelines in relation to Gifts and Entertainment in the Group Compliance Manual and Code of Business Conduct, must also be complied with.

2.0 Definitions

Government Official includes a person in public office, a government employee, an employee or a government or semi-government entity, or governmental agency. It includes officials in domestic and foreign officers. In addition, it includes any Government state functionary which includes any of the following:

- A person who performs public duties at any state agency (that is, the legislature, administrative or judicial bodies or the military);
- A person who performs public duties at an SOE, people’s organization, or state institution;
- A person assigned by an SOE to a company, enterprise or institution not owned by the state to perform public duties; or
- Any other person who performs public duties in accordance with law.

3.0 Policy statement

The actual or attempted use of any form of bribery or corruption either directly or indirectly on the Group’s behalf to advance its business interests or those of its associates is strictly prohibited.

The Group’s involvement in activities which involve bribery and corruption is a key conduct risk faced by the Group, as it may have a negative impact on the Group’s clients or counterparties or the fair or effective operation of markets in which the Group operates.

Bribery and corruption can have a significant, adverse impact on the Group's reputation for integrity as well as on communities where they occur. Many countries have implemented laws and regulations that prohibit bribery in both the public and private sectors.

All Employees must read, understand and comply with this Policy. Failure to comply with the requirements in this or any associated policy may result in disciplinary action, up to and including termination of employment or other contractual arrangements.

4.0 Bribery and corruption defined

4.1. What is bribery and corruption?

For the purposes of this policy:

- A "bribe" is anything of value given, offered, promised, accepted, requested or authorised (in each case, directly or indirectly) with the intent that a person who is trusted or expected to act in good faith or with impartiality, performs that function improperly or in order to obtain or retain an advantage in the course of business.
- "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.
- "Corruption" is the misuse of public office or power for private gain; or misuse of private power in relation to business outside the realm of government. Acts of bribery or corruption involve the undue influence of an individual in the performance of their duty, whether in the public or private sector.

4.2 Indirect benefits can be bribes.

Employees must be alert to the possibility that a benefit given or offered to an associate, such as a relative or business partner, or channelled through an agent or other intermediary, may be a bribe. This includes offers of business or employment opportunities. Recklessness or "wilful blindness" to such incidences is likely to be in contravention of applicable laws and/or regulations and will amount to a breach under this policy.

4.3 Facilitation payments

Facilitation payments are payments made directly to an individual Government Official or employee for their personal benefit, to expedite or secure the performance of governmental action by a governmental agency (e.g., to facilitate the expedition of applications, minor licences, etc.).

4.4. Other conduct

Other behaviour which could constitute bribery and corruption includes political or charitable contributions/donations, sponsorship, offsetting arrangements and "revolving doors" arrangements, where such behaviour seeks to improperly influence an individual or organisation.

4.5

Failure to Report Bribery and Corruption Employees must report all bribery and corrupt activities, whether attempted or actual, including when rejected, in accordance with Section 11 of this Policy. Non-compliance with Section 11 may result in disciplinary action of the Employee.

5.0 Types of bribery and corruption

5.1 Political and commercial corruption

There are two types of corruption: political corruption and commercial (or corporate) corruption.

Political corruption is the dysfunction of a political system or institution in which Government Officials, political officials or employees seek illegitimate personal gain through actions such as bribery, extortion, cronyism, patronage and embezzlement.

Commercial corruption occurs when bribes are requested by, or offered to agencies, institutions or individuals to win a contract or gain some other commercial benefit or advantage.

Acts of bribery or corruption commonly, but not always, involve Government Officials, their associates or anyone who is entrusted with power and/or information. Such persons could include (but are not limited to):

- A Government Official;
- A political candidate, political party, or party official;
- A representative of a government-owned or controlled organisation;
- An employee or representative of a public international organisation;
- Any other person(s) performing a function of a public nature; or
- Any third parties referred to in Section 5.2 below.

Throughout the Group's business dealings, opportunities for the act of bribery or corruption will usually present itself in one of two forms: when dealing with third parties; or when providing or receiving gifts and/or entertainment.

5.2 Dealing with and through third parties

Where third parties are engaged to perform services for or on behalf of the Group, their behaviour and actions are likely to reflect on the Group, and in some cases the Group will be potentially liable for the acts of those third parties. Third parties performing services on or behalf of the Group must not give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

For the purposes of this Policy, third parties include intermediaries, agents, representatives, officials, external consultants (political or otherwise), brokers (introducing or otherwise), distributors, vendors, suppliers, contractors, JV/ consortia partners, lobbyists/activists or any other third party acting for or on behalf of, or providing services to the Group

It is important that any business engaging a third party to act for, or on behalf of the Group, takes appropriate steps to ensure their actions and behaviour will not reflect poorly on the Group or expose the Group to potential criminal or other regulatory liability. Amongst other things, this means that sufficient due diligence must be undertaken on all third parties with whom we engage except where specifically exempt in writing by Group General Counsel or the Group Compliance Manager to ensure that they are suitable to be associated with the Group, and that appropriate controls are implemented, designed to prevent and detect bribery and corruption.

For example, particular care must be taken with respect to arrangements with consultants, agents or third parties, who assist in securing business, arrange introductions to key business and government decision-makers, act according to local customs which are incompatible with this policy, or provide services in a higher risk jurisdiction. A Corruption Risk Assessment Procedure for High Risk Third Parties or for Potential Logos Partners, must be completed where required, or any other procedure as directed.

Contractual warranties, enhanced due diligence, communications, training, monitoring and auditing (e.g., expense reimbursements, especially for gifts and entertainment) should all be considered to ensure the third parties we engage will not bribe or perform a corrupt act on the Group's behalf or for which the Group may be responsible or otherwise liable under anti-bribery or anti-corruption legislation

6.0 Prohibition on bribery and corruption

Employees must not give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly. Bribery and corruption are illegal under the laws of many jurisdictions in which the Group operates and may expose the Group and the individual Employee to criminal penalties, significant fines and imprisonment. Additionally, the relevant Employee may be subject to internal disciplinary action, up to and including termination of employment or other business or contractual relationships.

Bribery and corruption are also incompatible with the conduct expected of the Group and its Employees, and the general probity expected of all Employees.

Group strictly prohibits the use of facilitation payments, regardless of whether such payments are legal in a particular jurisdiction. This prohibition also applies to third parties acting on the Group's behalf and it is important that this is clearly communicated to any such third party prior to their engagement. Payments made through official government agency channels which are not for the direct personal benefit of an individual Government Official or employee (for example, a priority processing fee for a visa as part of a government agency's official tariff) are not examples of bribes, and are not prohibited for the purposes of this Policy.

7.0 Conduct

7.1 Integrity

LOGOS is committed to conducting business with integrity and to refrain from bribery and corruption in all its business dealings.

In representing LOGOS, whether during office hours, or outside of office hours, in a professional setting or personal setting, all persons representing LOGOS are required to remain professional at all times and to conduct themselves with integrity. These obligations apply to employees, third parties including suppliers, agents, contractors, joint venture partners.

7.2 Business Relationships

The Group acknowledges when conducting normal business, Employees will from time to time entertain clients, be entertained by service providers, or offer gifts of nominal value in appreciation of work performed. Such activities are acceptable within the boundaries of this and other related policies.

As set out in the Gifts and Entertainment guideline in the Compliance Manual and Code of Business Conduct, and any regional Gifts and Entertainment Policies, reasonable expenditure for non-Government Officials gifts, meals and entertainment, and Group-branded marketing items is permitted where the expenditure:

- is for the purpose of general relationship building;
- cannot reasonably be construed as an attempt to improperly influence the performance of a relevant function;
- complies with all applicable laws and regulations;
- is otherwise lawful in the jurisdiction in which the expenditure is made and from which it is paid; and
- does not exceed the Gifts and Entertainment thresholds for each Region as set out in section 5.5 of the Group Compliance Manual and Code of Business Conduct.

8.0 Government Officials

If a Government Official (including employees of State-owned-entities) offers you a gift or entertainment you should decline the gift or entertainment and should report it immediately to the Senior Legal Counsel in your region, the Group Compliance Manager, the Group Head of Legal & Compliance, the Group General

Counsel, or a Co-CEO at the earliest opportunity. You should always observe the Group Compliance Manual and Code of Business Conduct and remain professional when representing LOGOS.

No gifts or entertainment may be offered to Government Officials in any jurisdiction, except in the specific circumstances outlined below.

China

For Employees contracted in China, modestly priced gifts or modestly priced entertainment (such as a meal) offered to Government Officials are acceptable only in the following circumstances:

- is for the purpose of general relationship building where the Government Officials are acting as Vendor in relation to first-hand land acquisitions;
- for the purpose of general relationship building where Government Officials are representatives of state-owned entities acting in a commercial capacity, for example modest gifts during special festivals (eg moon cakes)
- cannot reasonably be construed as an attempt to improperly influence the performance of a relevant function;
- complies with all applicable laws and regulations;
- is otherwise lawful in the People's Republic of China;
- does not exceed the threshold of RMB500 market value per head; and
- any such gifts and entertainment to Government Officials must be approved by the Senior Legal Counsel in China and the China COO and entered into the Gifts and Entertainment Register.

9.0 Political Donations

Political donations in the name of LOGOS are prohibited. Charitable donations may be permitted but must be assessed and considered against the Anti-Bribery and Corruption measures outlined in this Policy and in accordance with any other relevant LOGOS policies and procedures.

It is not possible to be prescriptive as to the types of expenditures that are acceptable. Much will depend on the particular circumstances surrounding the proposed expenditure, its timing and value, including its relative value in the country where it is received. It is a matter that must be approached conservatively. There may also be specific rules relating to government departments, public bodies, private sector organisations and tender processes with which the Group is involved

10.0 Steps taken by the Group to prevent bribery and corruption

10.1 Obligation to prevent bribery and corruption

The Group is obliged by law to have procedures in place to prevent bribery and corruption.

10.2 Requirements to assess bribery and corruption risk

Each Group business must perform a risk assessment exercise to identify and address bribery and corruption risk.

Such risk assessment should be comprehensive, conducted on a periodic basis and identify Employees and third parties who are considered to be higher risk (i.e., operate in a high-risk jurisdiction or industry susceptible to corruption or bribery, and perform a number of "higher risk activities"). These activities include (but are not limited to): winning or maintaining business or licences; procurement; and involvement in offering and receiving both financial and non-financial benefits, such as donations, gifts and entertainment, research and financial product allocations.

10.3 Requirement to apply adequate controls and conduct training

Each Group business must apply controls tailored to manage the risks identified through its risk assessment process.

These controls should include appropriate training to ensure Employees understand the particular bribery and corruption risks inherent within their business areas.

11.0 Reporting bribery and corruption and protections

Employees must report suspected or actual instances of bribery or other corrupt practices or breaches or potential breaches of this policy or applicable law to Senior Legal Counsel, Country Head, CEO or the Group General Counsel at the earliest opportunity. This reporting obligation includes where an employee has declined the offer of a bribe, or is a witness to other parties being bribed.

Reporting of suspected or actual or attempted instances of bribery or other corrupt practices as set out above is mandatory except in circumstances where there is a police investigation and:

- a. a law enforcement agency has given an express direction or order not to disclose the interview;
- b. the employee is acting as a whistle-blower;
- c. the employee is a witness to or victim of an offence; or
- d. the employee is otherwise prohibited from disclosing any police interview by law.

In such cases the employee must disclose as soon as they are permitted to disclose.

Where Employees are concerned that pursuing their concern through the normal channels will be personally damaging, they should report their concern in accordance with the Speak Up Policy. Employees who make such reports will be protected from any victimisation or detrimental action in reprisal for the making of a report.

12.0 Review Cycle and Approval

The Group Compliance Manager will have primary responsibility for administering this Policy, including ensuring that this Policy is current, and is responsible for conducting a review at least every two years from the date of last review and approval, or earlier if required. Any amendments to this Policy must be approved by the Board.

This Policy is approved and adopted by the LOGOS Board.

Version History

Version	Purpose of amendments	Date of Board Approval
1.0	Initial Policy	1 April 2017
2.0	Two-year Policy review. Prohibition on gifts and entertainment to Government Officials. Re-naming of Policy to be the Anti-Bribery & Corruption Policy.	25 November 2019
3.0	Mandatory Reporting to Senior Management of bribery. Gift giving to Government Officials in China where acting in a commercial capacity.	March 2020
4.0	Two-year Policy review – editorial changes with clearer definitions and clarity in policy.	21 November 2022

13.0 Compliance with this Policy

This Policy sets out the minimum standards required for Employees. Compliance with this Policy is mandatory for all Employees. Non-compliance with this Policy will be considered a serious matter which may result in disciplinary action.