

Anti-Bribery and Anti-Corruption Policy

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Anti-Bribery and Anti-Corruption Policy

Objective

This Anti-Bribery and Anti-Corruption Policy (the ‘Policy’ or ‘ABAC Policy’) provides a framework for ensuring compliance with legislations governing bribery and corruption globally.

Bristlecone practices a zero-tolerance approach to bribery and corruption. We are committed to act with integrity. As part of this commitment, any form of bribery and corruption is not acceptable. We prefer foregoing business opportunities rather than paying a bribe or engaging in corrupt practices.

The purpose of this Policy is to set out responsibilities of Stakeholders (internal and external) and provide guidance on dealings that could pose threat of bribery and corruption, with government and non-government organizations and individuals. We are committed to act professionally and fairly in all our business dealings and in implementing effective systems to counter bribery and corruption in any form.

In each of the jurisdictions where we operate, Stakeholders are expected to follow the ABAC Policy or the applicable laws around bribery and corruption, whichever is stricter. No Stakeholder can waive compliance with the Policy.

This policy should be read in conjunction with the Code of Conduct.

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Scope

This policy is applicable to all full and part time as well as contractual employees of Bristlecone in addition to third party agency staff deployed with Bristlecone.

The policy extends to third parties (individual or organization) that employees may come into contact with during the course of their engagement with the Company, including actual and potential customers, suppliers, business contacts, consultants, advisers, business associates and government, non-government organizations and public bodies including their advisors, representatives and officials, politicians and political parties.

Forms of Bribery that Pose the Greatest Risk

There are numerous forms of bribery and corrupt practices, but the following areas pose the greatest risk:

Engaging Third Parties

Bristlecone engages multiple third parties to act on its behalf, including vendors, liaison agents, consultants, business partners to interact with government authorities, etc. Every Stakeholder appointed to act on behalf of Bristlecone must be selected based on their commercial and technical expertise and Bristlecone's need for the products or services.

Stakeholders are prohibited from fulfilling any corrupt offer, request, demand or promise for payment to be made or received directly or through any third party.

Further, margins, trade discounts or other incentives paid to third parties engaged by Bristlecone must always be bonafide, reasonable and on market terms.

To minimize the risk of doing business with third parties with corrupt antecedents, appropriate Due Diligence checks on Third Parties shall be conducted.

Gifts, Hospitality and Business Promotion Expenses

Stakeholders shall not accept or offer gifts to any Government official or any private person. Refer to our Policy on Gifts and Entertainment for further detailed guidelines.

Political Contributions

We are committed to not supporting any specific political party or having any political affiliation. No contribution shall be made by Stakeholders on behalf of Bristlecone either directly or indirectly to any political party or for any political purpose without the prior approval of the Board of Directors. No stakeholder shall use their job title or affiliation with Bristlecone in connection with political activities.

Charitable Contributions and Sponsorships

Bristlecone shall ensure that charitable contributions and sponsorships are not used as a vehicle for bribery or corruption. Also, we shall ensure that all such transactions if done shall be with prior approval of Board of Directors and shall be in compliance with applicable laws, regulations and shall be ethical under local practices.

Stakeholders may make donations and charitable contributions in their personal capacity, provided they are legal and ethical and not used as schemes to conceal any bribery or other corrupt practice.

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Facilitation Payments

We prohibit facilitation or grease payments of any kind. It is also our policy that we work to ensure that our Stakeholders do not make facilitation payments on our behalf.

Kickbacks

Bristlecone prohibits kickbacks of any kind. It is also our policy that we work to ensure that our Stakeholders do not make kickbacks on our behalf.

Employing / Engaging Public Officials

Any employment or engagement of former public officials or their relatives by Bristlecone requires a thorough background check of the individual. In addition to the above, any such relationship requires pre-approval of the Chief People Officer.

The prospective individual should adhere to the cooling-off period prescribed by applicable laws.

Responsibilities of Employees

- Employees must ensure that they have read and understood this policy and, must at all times comply with the terms and conditions of this policy.
- Prevention, detection and reporting of corruption are the responsibility of all. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- Employees must notify their reporting manager or consult Code Champions or an appropriate member of the People & Culture Team as soon as possible if they believe or suspect, or have a reason to believe or suspect, that a breach of this policy has occurred, or may occur in the future. For example, if a customer or potential customer offers an employee something to gain a business advantage with Bristlecone or indicates to an employee that a gift or payment is required to secure their business.
- Concerns should be reported by following the procedure set out in the Whistleblower Policy.
- Some examples that may indicate corruption are set out in Annexure 01 of this policy below. Please note that a failure to report an actual or suspected breach of this policy is itself a breach of this policy.

Record-Keeping

Bristlecone's books and records shall be fair and accurate and reasonably detailed.

We shall keep financial records and have appropriate internal controls in place, which shall evidence the business reason for making payments to third parties.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, shall be prepared and maintained with strict accuracy and completeness. Also, such records must be submitted for periodic evaluation to the respective authority in accordance with Bristlecone's authority matrix. No accounts shall be kept off-book to facilitate or conceal improper payments.

Whistleblower Policy

Stakeholders who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions.

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Bristlecone shall not tolerate retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical, or inappropriate behavior. All reports shall be treated confidentially. For more information, please refer to the Whistleblower Policy.

Enforcement - Disciplinary Approach

Bristlecone's ABAC Policy shall be promoted and enforced consistently amongst Stakeholders with clear and consistent disciplinary consequences to anyone who violates the Policy. We reserve the right to terminate a contractual relationship with any Stakeholder if they breach this policy. Failure to ensure compliance with this ABAC Policy could lead to serious consequences for Stakeholders, including but not limited to:

- Dismissal / termination of employment
- Termination of business relationship
- Reputational damage
- Reporting to regulatory authorities
- Conviction of offender under the applicable laws and regulations
- Personal criminal liability, including fines and / or imprisonment.

Training and Communication

Dissemination of this policy for new hires shall be carried out at the time of induction. This policy will also be shared with all existing employees.

The Company's zero-tolerance approach to bribery and corruption should be communicated to all third-party stakeholders at the outset of the Company's business relationship with them and as appropriate thereafter. Wherever possible, all third parties should be sent a copy of this policy at the outset of the business relationship.

Revision of Policy

The Company reserves the right to amend, modify, rescind / reinstate the entire policy or any part of it at any time. All such decisions as taken by Bristlecone management are final, conclusive and binding upon all parties.

Exception to the Policy

Any exception to the policy requires email approval of the Chief Ethics Officer.

Annexure

Annexure 01: Potential Risk Scenarios

This section contains a list of potential risk scenarios that may arise during the course of business. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any scenario, you must report them promptly by following the procedure set out in the Whistleblower policy:

1. Being aware that a third party engages in, or has been accused of engaging in, improper business practices.
2. Learning 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.

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3. A third party insists on receiving a commission or fee payment before committing to sign up to a contract with Bristlecone or carrying out a government function or process for us.
4. 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.
5. A third-party requests that payment is made to a country or geographic location different from where the third party resides or conducts business.
6. A third-party requests an unexpected additional fee or commission to "facilitate" a service.
7. A third-party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
8. A third-party requests that a payment is made to "overlook" potential legal violations.
9. A third-party requests that you provide employment or some other advantage to a friend or relative.
10. A third party sends an invoice that appears to be non-standard or customized.
11. A third party insists on the use of side letters or refuses to put terms agreed in writing.
12. You observe that the Company has been invoiced for a commission or fee payment that appears large compared to the service stated to have been provided.
13. 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 the Company.
14. A third party offers an unusually generous gift or lavish hospitality.

Annexure 02: Prohibited Bribery

This section contains a list of examples of prohibited bribery. It is not intended to be exhaustive and is for illustrative purposes only.

- **Offering a bribe**

You offer a potential customer, tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence (by you) as you are making the offer to gain an improper commercial and contractual advantage. The Company may also be found to have committed an offence because the offer has been made improperly to obtain business for us. It may also be an offence for the potential customer to accept your offer.

- **Receiving a bribe**

A supplier gives your nephew a job but makes it clear that in return they expect you to use your influence in our organization to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain an improper personal advantage.

- **Bribing a foreign official**

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing computer hardware through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. The Company may also be found to have committed an offence.