



Faze Three Limited

Anti-bribery and Anti-corruption Policy

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Policy Details

1. Objective

Faze Three Limited is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is Faze Three's policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption.

2. Scope and applicability

This Anti-bribery and Anti-corruption Policy (this "Policy") applies to all individuals working for all affiliates and subsidiaries of Faze Three Ltd., at all levels and grades, including directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with Faze Three Ltd.

3. Policy details

A bribe is an encouragement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/ public official. "Government/ public official" includes officials, whether elected or appointed, who hold a parliamentary, administrative or judicial position of any kind in a country or territory.

A bribe may be anything of value and not just money -- gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function and can pass directly or through a third party. Corruption includes wrong doing on the part of an authority or those in power through means that are prohibited, immoral or incompatible with ethical standards. Corruption often results from support and is associated with bribery.

3. A. Examples of bribery:

1. **Offering a bribe** – Mr. A, an employee of XYZ Company, offers a potential client, tickets to a major sporting event, but only if they agree to do business with XYZ Company. This would be an offence as Mr. A is making an offer to gain a commercial advantage. It may also be an offence for the potential client to accept Mr. A's offer. Providing clients with hospitality is acceptable, provided the requirements, set out in section titled "Gifts and hospitality" are followed.
2. **Receiving a bribe** – Mr. B works in the Supply Chain Management Department in Zen Automobiles. A regular supplier offers a job for Mr. B's cousin, but makes it clear, that in return they expect Mr. B to use his influence to ensure Zen Automobiles continue to do business with the supplier.
3. **Bribing a government official** – Mr. C is asked for arrange payment to a customs official to speed up the administrative process for clearing our goods through customs.

4. Gifts and hospitality

Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships, whether established by blood or marriage including common law marriage) should not provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with Faze Three Limited.

This Policy does not prohibit normal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, pens, meals and invitations to theatre and sporting events (given and received), to or from Third Parties. However, the key determining factor for appropriateness of the gift or hospitality and/or its value would be based on facts and circumstances under which such gift or hospitality is provided.

The practice of giving gifts and hospitality is recognized as an established and important part of doing business. However, it is prohibited when they are used as bribes. To avoid committing a bribery offence, the gift or hospitality must be:

1. Reasonable and justified in all the circumstances.
2. Intended to improve the image of Faze Three Ltd, better present its products and services or establish cordial relations.

The giving or receiving gifts or hospitality is acceptable under this Policy if all the following requirements are met:

- a. It is not made with the intention of influencing a Third Party to obtain/ retain business or a business advantage or to reward the provision or retention of business or a business advantage or benefits or for any other corrupt purpose
- b. It complies with local laws and customs
- c. It does not include cash or a cash equivalent (such as gift certificates or vouchers)
- d. Taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time
- e. It is given openly, not secretly and in a manner that avoids the appearance of impropriety

Examples of Token Gifts: Corporate calendar, pens, mugs, books, T-shirts, bouquet of flowers or a pack of sweets or dry fruits.

5. What is not acceptable?

It is not acceptable for any employee of Faze Three Limited (or someone on his / her behalf) to:

- a. Accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal with Faze Three Limited.
- b. Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure.
- c. Accept any payment, advantage, gift or hospitality from a third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them.
- d. Engage in any activity that might lead to a breach of this Policy.

The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.

6. Willful blindness

If an employee willfully ignores or turns a blind eye to any evidence of corruption or bribery within his / her department and/or around him / her, it will also be taken against the employee. Although such conduct may be “*passive*”, i.e. the employee may not have directly participated in or may not have directly benefited from the corruption or bribery concerned, the *willful blindness* to the same can, depending upon the circumstances, carry the same disciplinary action, as per the act.

7. Facilitation payments and kickbacks

Neither an employee of Faze Three Limited nor any person acting on behalf of Faze Three Limited shall make and shall not accept facilitation payments or “kickbacks” of any kind. “Facilitation Payments” are typically small, unofficial payments (sometimes known as “grease payments”) made to secure or expedite a routine government action by a government official. “Kickbacks” are typically payments made to commercial organizations in return for a business favor/ advantage, such as a payment made to secure the award of a contract. You must avoid any activity that might lead to or suggest that a Facilitation Payment or Kickback will be made or accepted by Faze Three Limited.

7. A. Guidance on how to avoid making Facilitation Payments

Corrupt government officials demanding payments to perform routine government actions may often put people acting on behalf of Faze Three Limited in very difficult positions. Therefore, there is no easy solution to the problem. However, the following steps may help:

- 1 Insist on official receipts for any payments you make
- 2 Report suspicions, concerns, queries and demands for Facilitation Payments to the higher ups and to local enforcement authorities and refuse to make such payments

8. Blackmail/ extortions

We remain committed to our policy of not making Facilitation Payments. The only limited exception to this is in circumstances where you or the Third Parties are left with no alternative but to make payments in order to protect against loss of life, limb or liberty. In such circumstances, you make the payment and it is your immediate responsibility to contact your Department head so that the incident can be properly reviewed and accounted for with the authorities.

9. Charitable donations

As part of its corporate citizenship activities, Faze Three Limited may support local charities or provide sponsorship, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.

10. Political activities

We do not make contributions to political parties or political office. Payment or use of corporate assets of any type, directly or indirectly to any person, business, political organization for any unlawful or unauthorized purpose is prohibited. You should not make any political contribution on behalf of Faze Three Limited, use any Faze Three Ltd resources to assist a candidate or elected official in any campaign.

11. Offset or similar obligations

Many government contracts require companies to make offset commitments. The purpose of these offset commitments is to invest in the country and create local jobs. Similarly, a government in a country or a particular state giving a grant or other facilities to Faze Three Limited may require preference to be given to the residents of such country or state in any hiring. All these transactions may not violate this Policy.

12. Record-keeping

Employees 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.

All accounts, invoices and other documents/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 will be kept “off-book” to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

Employees must follow all the procedures laid out in other policies, which help in anti-bribery and corruption due diligence on suppliers, potential joint venture parties, clients and other Third Parties.

13. How to raise a concern

Every person, to whom this policy applies too, is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If he / she is unsure whether a particular act constitutes bribery or corruption or if he / she has any other queries, these should be raised with their respective Department Head.

14. What to do if you are a victim of bribery and corruption?

It is his / her responsibility to inform / report it to their respective Department Head as soon as possible if you are offered a bribe by a third party, you are asked to make one, suspect that this may happen in the future or believe that you are a victim of another form of corruption or other unlawful activity. You must refuse to accept or make the payment from or to a third party, explain our policy against accepting or making such payment and make it clear that the refusal is final and non-negotiable because of this Policy. If you encounter any difficulty making this refusal, you should seek assistance from your Department Head.

15. Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrong-doing, are sometimes worried about possible effects. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any negative treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he / she have suffered any such treatment, he / she should inform your Department Head.

16. Who is responsible for the Policy?

The President/Plant Head has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations. Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and obey to it and also monitor compliance of it.

The Compliance/ HR team is responsible for this Policy and for monitoring its use and effectiveness. Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy.

Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrongdoing.

17. Amendment of the policy

We are committed to continuously reviewing and updating our policies and procedures based on the learning. The Compliance/ HR team will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Therefore, this document is subject to modification. Any amendment of any provision of this Policy must be approved in writing by the Company's Management Team. The Policy will be reviewed and audited from time to time which requires cooperation from all concerned.
