



TW CONSULTING
& TRADE LTD.

Anti-Bribery Policy

Policy Summary: The Company is committed to conducting business in accordance with the highest ethical standards and prohibits all forms of bribery and corruption. This Anti-Bribery Policy (Global) (“Policy”) prohibits bribery of government officials (both U.S. and non-U.S.) as well as private sector (commercial) bribery, including the offering, promising, authorizing or providing anything of value to any customer, business partner, vendor or other third party in order to induce or reward the improper performance of an activity connected with our business. Either a violation of this Policy or the Company’s Code of Business Conduct (“COBC”) could result in disciplinary actions including, but not limited to, termination of employment. It is therefore vital that you not only understand and appreciate the importance of this Policy, but also comply with it in your daily work. If you have any questions about this Policy or applicable Anti-Bribery laws generally, contact Company Legal Counsel (the legal department in your regional or local operation) or the Ethics & Compliance Legal Counsel (“E&C”) at Info@TWCTMT.com.

In conjunction with this Policy, please refer to the Anti-Bribery (“AB”) Process Documents* for additional information and details. For answers to specific anti-corruption-related questions, please review the Frequently Asked Questions (“FAQ”) document*.

- 1. Purpose and Goals of policy:** This Policy is intended to outline the Company’s risks related to bribery and corruption, to highlight the your responsibilities under both the relevant anti-corruption laws and Company policies, and to provide you with the tools and support necessary to identify and combat those anti-corruption risks.
- 2. Risks and/or consequences of non-compliance:** A violation of relevant anti-corruption laws can lead to severe civil and criminal penalties and reputational harm to our Company. Company employees that violate these laws can also face severe civil and criminal penalties, including jail time. The prohibition against bribery is incorporated into our COBC; thus, a violation of this Policy could also result in disciplinary actions pursuant to our COBC including, but not limited to, termination of employment.
- 3. Scope and Range of application:** Our company expects all employees, officers, directors, and third parties working on its behalf to refrain from engaging in any form of bribery or corruption, irrespective of citizenship, domicile, or location. In addition to this general prohibition on bribery and corruption, this Policy and the AB Process Documents set forth several policy and procedural requirements that apply to all employees of TW Consulting & Trade Ltd and its world-wide majority-owned or controlled subsidiaries.

4. Policy details:

4.1. Applicable Laws - Employees of the Company must abide by all applicable Anti-Bribery laws, including the FCPA, the UKBA, and the local laws in every country in which we do business (for example, federal, regional, provincial, and state laws). Virtually every country in which we operate prohibits bribery. These laws generally prohibit both bribery of government officials and private sector (commercial) bribery. In addition to the prohibition of bribery, the FCPA mandates that companies establish and maintain accurate books and records and adequate internal controls.

4.2. Prohibition of Bribery -

4.2.1. Government Bribery - The Company and its employees are prohibited from giving, promising, offering, or authorizing payment of anything of value (See the AB Process Documents for additional information about what constitutes “anything of value”) to any government official (both U.S. and non-U.S. officials) to obtain or retain business, to secure some other improper advantage, or to improperly influence a government official’s actions. Additionally, Company associates must also avoid the appearance of improper interactions with government officials. Refer to the AB Process Documents for more information on the broad definition of “government official”.

4.2.2. Commercial Bribery - In addition to the prohibitions of bribing government officials discussed above, the Company prohibits employees from offering or providing corrupt payments and other advantages to or accepting the same from private (non-government) persons and entities. Such payments constitute commercial bribery and are often called “kickbacks.”

4.2.3. Facilitation Payments - The Company’s prohibition on bribery applies to all improper payments regardless of size or purpose, including “facilitating” (or expediting) payments. Facilitating payments refer to small payments to government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo. Generally, facilitation payments are prohibited by this Policy, except for a very limited set of circumstances for which prior written approval must be obtained from both Company Legal Counsel and E&C.

4.3. Providing Items of Value to Government Officials -

4.3.1. Government Dealings Approval Tool (“GDAT”) - Before providing an item of value to any government official or entity (both U.S. and non-U.S. government officials) employees must first obtain prior written approval from Company Legal Counsel via GDAT. Refer to the AB Process Documents for more information on when it might be appropriate to provide an item of value to a government official.

Items of value provided to government officials must also be accounted for in accordance with Standard Practice and Procedure (“SPP.”) 2.8.

4.3.2. Gifts, Meals, Travel and Entertainment (“GME”) - It is never permissible to provide gifts, meals, travel, or entertainment to anyone (government officials or commercial partners) in exchange for any improper favor or benefit. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible. Prior approval via GDAT is required before providing GME to a government official or entity.

4.3.3. Donations - It is never permissible to provide a donation to improperly influence a government official, or in exchange for any improper favor or benefit. It may, however, be permissible to make donations directly to a government agency (rather than to an individual government official) as part of a charitable effort. Prior approval via GDAT is required before making such a donation.

4.3.4. Promoting, Demonstrating, or Explaining Products - It is never permissible to direct promotional expenses or activities to a government official to improperly influence him or her, or in exchange for any improper favor or benefit. In some cases, however, it may be appropriate to direct such expenses to a government official or entity in order to promote, demonstrate, or explain the Company’s products and services. Before doing so, Company associates must seek prior approval via GDAT.

4.3.5. Hiring or Engaging Government Officials - It is never permissible to hire or engage a government official, or his or her immediate family members, to improperly influence the official, or in exchange for any improper favor or benefit. Note that before hiring a government official (or relative thereof) Company associates must first receive legal approval via GDAT. Refer to the AB Process Documents for additional information on hiring government officials or family members thereof.

4.3.6. Political Contributions - It is never permissible to provide a political contribution to improperly influence a government official, or in exchange for any improper favor or benefit. Potential political contributions do not go through the GDAT process. Rather, the Company manages political contributions through the Request for Approval (“RFA”) process. All political contributions made on behalf of the Company must follow the current RFA process. See the Delegation of Authority for more information. For additional information and consultation on political contributions, employees should contact Company Legal Counsel and Public Affairs and Communication (“PAC”) personnel responsible for government relations.

The AB Process Documents contain additional information about when the use of GDAT is required.

4.3.7. Limited Exceptions - There are limited exceptions to the prior GDAT approval requirement. These exceptions include when a blanket approval is in place (blanket approvals must be renewed on a yearly basis), when an employee’s personal safety is at issue, and the rare instance when GDAT approval cannot be obtained. Please refer to the AB Process Documents for additional information about these exceptions and when they may apply.

4.4. Third-Party Management -

4.4.1. Applicability to Third Parties - Third-party agents, consultants, distributors, or any other third-party representatives acting for or on behalf of the Company (collectively, “third parties”) are prohibited from making corrupt payments on the Company’s behalf. This prohibition also applies to subcontractors hired by third parties to perform work on the Company’s behalf.

Any and all payments made to third parties, including commissions, compensation, reimbursements, must be customary and reasonable in relation to the services provided and accurately documented in the Company’s books and records. These payments must not be made in cash without prior written approval from Company Legal Counsel or E&C; or to bank accounts that are not in the third party’s name, unless otherwise approved in advance and in writing by Company Legal Counsel, E&C, and Corporate Treasury.

4.4.2. Due Diligence - Any and all third parties that will interact with government officials or entities on behalf of the Company must complete the Company’s online due diligence process before beginning work on the Company’s behalf. The AB Process Documents provide a detailed overview of the third-party due diligence process.

Any red flags raised during a due diligence review of a vendor must be addressed to the satisfaction of Company Legal Counsel prior to entering the relationship with the third party, and any remediation measure put in place should be documented in the due diligence tool. The AB Process Documents contain additional information related to common third-party red flags. Importantly, due diligence must be renewed on active vendors every three years.

All agreements with third parties that interact with government entities or officials must be memorialized in writing and include appropriate Anti-Bribery language. (See sample Exemplar Contract Language). Company Legal Counsel shall determine the appropriate contractual language.

Once a third-party agent or consultant has been retained by the Company, the third party’s activities and expenses must be monitored by the relevant Company employee to ensure continued compliance with the applicable anti-corruption laws and Company policies.

For additional information and details on the due diligence process please review the Third Party Online Due Diligence supporting materials.

4.5. Certification - Every quarter, in conjunction with the Company's Securities and Exchange Commission ("SEC") Certification process, applicable employees are required to certify the accuracy of several representations related to this Policy. See the SEC Quarterly Representation Letter for additional information. Additional information on the Company's accounting requirements is provided in SPP 2.8, and additional information on the Company's required document retention schedule is provided in SPP 3.2.

4.6. Training - The Company requires that the following associates complete Anti-Bribery training every other year:

- All managers and all other employees job grade level 9 and above (or the equivalent thereof);
- All PAC and Strategic Security employees (regardless of job grade);
- Personnel below job grade level 9 (or the equivalent thereof) that have been identified by Company Legal Counsel as requiring training.

The required Anti-Bribery training may include in-person or online COBC training, a web-based Anti-Bribery training course, or instructor-led training programs. If a Company associate is assigned an online training course, he or she must complete that online course regardless of whether they have also received in-person training.

E&C is responsible for designing training and monitoring compliance with the Company's online training requirements. E&C's designated Learning Management System serves as the repository for records related to on-line Anti-Bribery training. While E&C may request that it be provided records related to in-person Anti-Bribery training (including the list of participants and dates), those records must be stored locally in compliance with the Company's document retention policy (See SPP 3.2). For more information on applicable training, contact your Local Ethics Officer, Company Legal Counsel, E&C, or visit the training section of the Ethics & Compliance intranet site.

4.7. Auditing - Company employees will conduct periodic internal audits of relevant Company operations to help ensure the Company's continued compliance with applicable Anti-Bribery laws and this Policy. It is the duty of all employees to cooperate with—and never interfere with or obstruct—such audit activities or Company investigations. Company auditors are expected to act independently, and to liaise with Company Legal Counsel and E&C to clarify any questions related to application of this Policy.

4.8. Reporting Violations - If you observe conduct that may violate this Policy, contact Company Legal Counsel. Suspected violations will be reviewed and investigated as appropriate and may lead to disciplinary action. Any such reporting will be treated as confidential to the extent permitted by law. The Company strictly prohibits retaliation for good faith reports of suspected misconduct. Failure to report a violation of this Policy constitutes an independent violation of this Policy and the COBC that is subject to discipline, up to and including termination of employment.