

**ANTI-CORRUPTION AND BRIBERY POLICY****Issued: 05/09/2019****Table of Contents**

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## **1.0 Policy Summary**

STARLIGHT GROUP are committed to conducting business honestly, ethically, and in accordance with all applicable laws and regulations of the United Arab Emirates and the other countries and jurisdictions in which they operate. Corruption violates the public's trust, threatens economic and social development, and impedes fair trade. Moreover, actual or perceived wrongdoing could cause serious damage to our Company's reputation.

As set forth in this Anti-Corruption and Bribery Policy ("the Policy"), Starlight does not tolerate in any form of Bribery or Corrupt Business Practice, regardless of whether the target is a foreign Government Official or a private person or entity. The Company also prohibits any Personnel from accepting a Bribe or kickback regardless of whether such action would be legal in a country or jurisdiction where that individual is located. Furthermore, the Company prohibits any payment, offer, or promise of payment or authorization of payment that would violate the any anti-corruption law of a state, country or jurisdiction where the Company operates.

All Company Personnel have an individual responsibility to ensure that the Company complies with this Policy and the anti-corruption and anti-bribery laws of the United Arab Emirates and the other state, country or jurisdiction where the Company operates. Failure to comply with the Policy and applicable anti-corruption laws may result in criminal and civil penalties for both the Company and the individuals involved. Additionally, Company Personnel and Third parties found to have violated this Policy will face disciplinary action, up to and including termination of employment or contract. Personnel who have knowledge of a possible or actual violation of this Policy, or who have been asked to engage in any unethical or Corrupt Business Practice **must** report the concern to the member of the Executive Management Team, or the Chief Legal Officer or his or her designee

**Any request for an exception to this Policy must be made to the Chief Legal Officer, or his or her designee. No exception or modification may be granted without his or her the express written pre-approval.**



## **2.0 Scope**

This Policy applies to all Company Personnel. For purposes of this Policy, Company Personnel includes any officer, director, employee, independent contractor, sub-contractor, consultant, agent and any other Third Party acting for the Company and under Company control, or within its knowledge.

### **3.1 Definitions**

#### **3.2 Anything of Value:** “Anything of Value” is construed broadly to include (but is not limited

to) the following.

- Cash and cash equivalents (e.g., gift cards);
- Gifts;
- Entertainment, meals, or travel;
- Training;
- Business, employment or investment opportunities;
- Personal discounts or credits;
- Assistance to or support of the foreign Government Official’s family members including employment opportunities and internships;
- Political or charitable contributions;
- Anything that the recipient would find interesting, useful, or beneficial.

To qualify as “Anything of Value,” the payment, gift, or business courtesy does not have to be high value. Something as simple as a lunch or an invitation to a sporting event can be construed as “Anything of Value.”

**3.3 Bribery/Bribes:** A payment, offer, authorization, or promise to pay/give money or give Anything of Value to any person, while knowing that all or a portion of the thing of value will be offered, given, or promised (directly or indirectly) to an individual or entity to (1) influence them/it in their official capacity; (2) induce that individual or entity to do or omit to do an act in violation of their lawful duty; or (3) to secure any advantage that would not otherwise be conferred, in order to assist a person or company in conducting, obtaining, or retaining business.

**3.4 Business Records:** Records maintained by Starlight Group in the regular and ordinary course of business including but not limited to the Company’s (1) financial and accounting records; (2) Customer purchase records; (3) Contracts; and (4) all documents, records, contracts, agreements, and receipts in connection with (a) payments to government officials such as for taxes, permits and licenses, customs fees, and inspections; (b) Charitable Donations, and (c) Political Contributions.

**3.5 Charitable Donations:** Anything of value provided or promised to individuals or organizations that support charitable—*i.e.*, non-commercial or not-for-profit—activities.



- 3.6 Commercial Bribery:** A payment, offer, authorization, or promise to pay/give money or anything of value to another person in order to secure an advantage to the Company that would not otherwise be conferred in the regular course of business, including by (1) influencing that person to breach an expectation that that person will act in good faith, impartially, or in accordance with a position of trust; or (2) inducing that person to do or omit to do an act in violation of his or her professional obligations. A Commercial Bribe also includes the receipt of, request for, or agreement to accept money or anything of value from another person conferred in order to provide an advantage to the other person that would not otherwise be conferred in the regular course of business, including by (1) breaching an expectation to act in good faith, impartially, or in accordance with a position of trust; or (2) omitting to do an act in violation of professional obligations (*e.g.*, Company A agrees to hire Company B to perform services for Company A on the condition that Company B provide Company A with a percentage of the money Company B receives as payment for the services rendered—*i.e.*, a “kick-back” or clandestine commission).
- 3.7 Contract:** Any agreement, contract, memorandum of understanding, invoice, or purchase order between Starlight and any Customer or Third-Party.
- 3.8 Corruption/Corruptly/Corrupt Business Practice:** Acts that are contrary to normal ethical and moral practice, designed to pervert a normal business process, or intended to influence the opinion or action of the recipient and/or induce them to misuse their official position. Examples include: the payment of Bribes, the use of coercion, threats or intimidation; or offering gifts or entertainment to persons not entitled to receive them, or to whom it is forbidden to give them by law or by Company policy.
- 3.9 Customer:** Any individual, company, or entity that requested services from Starlight
- 3.10 Directly or Indirectly:** All payments, offers, and promises, whether made directly by you or indirectly by someone acting on your behalf.



**3.11 Government Official:**

- Any officer, employee, or authorized representative of a government, state-owned enterprise, or public international organization (or any department, agency, or instrumentality thereof) including:
- Any person acting in an official capacity for or on behalf of a government or governmental entity at any level (e.g., visa or customs personnel, official consultant or advisor to the government, local police chief);
- Military personnel;
- Executive branch employees;
- Any official, manager, employee, agent, or other person acting for or on behalf of a state-owned or state-controlled company, including businesses if they are owned or controlled by the foreign government (e.g., hospitals, energy companies, transportation agencies);
- An entity is “owned” or “controlled” by the government if the government owns more than 50% of the entity or if the government exercises control over the entity (e.g., via board membership, veto rights, or some other known factors).
- An officer or employee of a public international organization (e.g., the World Bank or the United Nations);
- A member of the royal or ruling family in any jurisdiction;
- An officer or employee of a political party or any party official in any jurisdiction including elected officials and parliamentarians;
- Any candidate for political office;
- Any political party; and/or
- Regulators (e.g., treasury, environmental, Occupational Safety and Health, etc.).

**3.12 Improper Advantage:** Any kind of benefit that the Company receives – or attempts to receive – that is not equally available to its competitors, including, but not limited to, receiving new business or an invitation to submit bids for new business, favorable tax treatment, exceptions to regulations, avoiding contract termination, and government approvals or licenses. An Improper Advantage may be gained even if it appears that no competitor is being harmed.

**3.13 Inducement:** The means by which to artificially accelerate processes, including, in this context, Bribery, corruption, coercion, intimidation and threats.

**3.14 Knowing:** Awareness of a high probability that an offer, promise, or payment is being made or will be used for an unlawful or corrupt purpose, even if the person is not completely certain that the payment or offer is illegal or corrupt. A person who consciously ignores, purposely avoids, or willfully disregards facts that indicate a corrupt transaction may take place or that there may be a problem with the offer, promise, or payment satisfies the definition of “knowing” for purposes of this Policy.

**3.15 Political Donations:** Anything of value provided for the purpose of promoting, supporting, or influencing any politician, political process, political organization, or election for public office at any level.

**3.16 Third Party:** Any person or entity retained by the Company to provide goods or services or to engage in business activities on behalf of the Company, including, but not limited to, commercial agents, sponsors, advisors, consultants, contractors, subcontractors including subcontractors of other Third Parties, intermediaries, customs brokers, visa and other types of expeditors, freight forwarders, importers/exporters, tax and financial advisors, debt collectors,

lawyers, lobbyists, franchisees, sales representatives, vendors, and other service providers. A Third Party is subject to the control of or owes professional obligations to the Company.

#### **4.1 Anti-Corruption and Anti-Bribery Mandate**

Starlight has a zero-tolerance policy for any type of Corrupt Business Practice. This includes offering, receiving, requesting or giving a Bribe. The fact that a Corrupt Business Practice or Bribe was not successful does not make the conduct permissible. The Company will not justify or permit any Corrupt Business Practice or Bribe on the basis of custom, past-practice, ignorance or use of a Third Party. As detailed in this Policy, Company Personnel must adhere and comply with any anti-corruption law of a state, country or jurisdiction where the Company operates.

#### **4.2 Prohibited Payments and Interactions with Foreign Government Officials**

Starlight prohibits Personnel, as well as any persons or entities acting on behalf of the Company, from Corruptly giving, authorizing, promising, or offering to give Anything of Value, whether Directly or Indirectly, to:

- a. a foreign Government Official, in order to obtain or retain business or to secure any other Improper Advantage; or
- b. to any individual or entity while knowing that the recipient will Corruptly give or offer to give Anything of Value to a foreign Government Official in order to obtain or retain business or to secure any other Improper Advantage.

This prohibition applies to all forms of giving, including payment of cash, services or gifts; or a promise to give Anything of Value, including items or services that have relatively little monetary value.

Prohibited conduct also includes aiding and abetting or conspiring to give, offer, or promise Anything of Value to receive or secure any Improper Advantage. Similarly, Company Personnel cannot authorize any other individual or entity (such as an agent, consultant, business partner or other Third Party) to Corruptly give or offer to give Anything of Value to a foreign Government Official.

Personnel and Third Parties who have contact with foreign Government Officials, or who oversee Third Parties who interact with foreign Government Officials on behalf of the Company, must be aware of the potential issues and risks that may arise in dealings with such persons. Personnel and Third Parties must take reasonable steps to ensure that this Policy and applicable anti-corruption and anti-bribery laws, as well as any local policies and procedures, are followed when they have contact with foreign Government Officials.

#### **4.3 Prohibited Payments and Interactions with Private Individuals and Entities**

Starlight refusal to tolerate any form of Bribery or Corrupt Business Practice also extends to relationships with non-governmental individuals and entities, such as private individuals and companies. Company Personnel are prohibited from making, requesting or receiving Anything of Value to or from any private individual, entity of organization (whether Directly or Indirectly) if it is intended to influence the opinion or action of the recipient and/or induce them to misuse their official position (known as “Commercial Bribery”).



However, the provision of reasonable business courtesies to private parties (e.g. taking a customer to lunch or dinner) to further legitimate business goals is not prohibited under this Policy. All Personnel must understand that hospitality and other similar gifts can be Bribes. Accordingly, personnel may provide to or receive reasonable gifts, hospitality, and entertainment from private individuals, entities or organizations if all of the following criteria are met:

- You have preapproval from the member of the Executive Management Team member in your management chain.
- The gift, hospitality, or entertainment is modest and reasonable under the circumstances.
- The business courtesy, if also afforded to Company Personnel, is consistent with Company policy and practice (e.g. travel expenses).
- The Company does not frequently provide to or receive business courtesies from the recipient.
- The business courtesy is provided or received openly as a gesture of goodwill, without any expectation of a return benefit, *quid pro quo*, or Improper Advantage.
- All gifts, hospitality, and entertainment must comply with local law and the recipient's company policies.
- Gifts should never take the form of cash, cash equivalents, or other items that could readily be converted into cash (e.g., shopping coupons, gift cards).

Receipt of business gifts by Company Personnel is governed by the Starlight Code of Business Ethics and Conduct.

#### **4.4 Examples**

- **Offering a Bribe** - You offer a potential client tickets to a major sporting event, but only if they agree before then (whether verbally or otherwise) that they will do business with the Company, or if you imply the same. This would be a violation of this Policy as you are making the offer to gain a commercial and contractual advantage. A Bribe does not have to be money, it can be financial or any advantage.
- **Requesting a Bribe** – You offer a new supplier the opportunity to tender for one of the Company's new contracts in return for a promise by the supplier that it will give you free tickets to a major motor sport event. This would be a violation of this Policy as you are offering a commercial advantage to the supplier in return for a commercial benefit.
- **Authorizing a Bribe** – You authorize a third party or a local partner to “pay whoever you need” to obtain an exception to a local regulation or to speed up an administrative process. Even if bribe is not ultimately offered or paid and even if you do not know who the recipient is, your authorization of payment to gain a business advantage violates this Policy.
- **Receiving a Bribe** - A supplier gives your nephew a job, but makes it clear, or even implies, that in return they expect you to use your influence at the Company to ensure it continues to do business with them. It is a violation of this Policy for the supplier to make such an offer. It would also be a violation of this Policy for you to accept the offer as you would be doing so to gain a personal advantage.
- **Bribing a Government Official** - You arrange for the Company to pay an additional payment to a foreign official in a country or state to speed up an administrative process. You have violated this Policy as soon as the offer is made. This is because it is made to achieve a business advantage for the Company. It is likely the Company will also be found to have committed an offence.

### **5.1 Reporting Potential or Actual Policy Violations & Whistleblowing Protections**

Responding to and resolving requests to engage in Corrupt Business Practices are not easy to navigate. Personnel finding themselves in any situation where Corruption may be involved are not alone. Personnel who have knowledge of a possible or actual violation of this Policy, **must** report the concern, a member of the Executive Management Team, or the Chief Legal Officer or his or her designee. Similarly, if any Personnel believes that they are being directed to carry out or to account for a transaction or series of transactions that, in their view, are outside normal Company procedures and may amount to Bribery or Corruption, then they **must** report the concern, a member of the Executive Management Team or the Chief Legal Officer or his or her designee.

The Company will not tolerate any retaliation against Personnel who have asked questions, raised concerns, or reported questionable activities or the misconduct of others. Where Personnel have reason to believe that their reported suspicions have not been properly dealt with, or they fear retribution from reporting through line management, then they should study the Company's Anti-Retaliation and Whistleblower Policy and report their concerns. If any individual is found to have engaged in retaliation, they will be subject to discipline, including possible termination of employment or separation from the Company.

### **6.0 Books and Records**

The Company and its Personnel must do the following when making any payments or engaging in any business practice that may implicate this Policy: (1) maintain books and records that accurately and completely reflect Company business transactions and (2) establish and maintain adequate internal accounting controls to ensure that our Company's record-keeping and anti-corruption objectives are being met. The Company and its Personnel are prohibited from falsifying, omitting, misstating, or otherwise misrepresenting information in a Business Record. The Company and its Personnel are also prohibited from encouraging, facilitating, or permitting others to falsify, omit, misstate, or otherwise misrepresent information in a Business Record.





Accordingly, all payments, including any payments to foreign Government Officials, any business promotion expenditures or rare exigency payments described above, and all charitable and political contributions described below, must be recorded fully and accurately in our books and records. Vague, generic, or misleading ledger descriptions are not permitted.

The Company and its Personnel are responsible for documenting all financial transactions in which they are involved, whether inward or outward payments, including by (1) recording (a) the purpose of the transaction, (b) the parties involved in the transaction, (c) Starlight employee(s) who approved and/or facilitated the transaction, and (d) any other information required by the Starlight employee's supervisors; and (2) collecting and maintaining all documents relating to the financial transaction including but not limited to (a) any Contracts supporting the transaction, (b) any correspondence between and among the parties relating to the transaction, (c) any invoices and receipts relating to the transaction, and (d) documentation evidencing the requisite approvals from the appropriate Starlight officers or employee(s).

If a Third Party pays any monies, such as taxes or customs fees, on Starlights' behalf (or hires a sub-contractor to do so), it is particularly important that the Third Party submit, along with its invoice, a valid receipt *issued from the relevant government entity* reflecting the taxes or customs fees paid.

#### **7.0 Political and Charitable Contributions**

Unless prior written authorization has been received from the Chief Executive Officer and the Chief Legal Officer, or his or her designee, no offer or contribution of Company funds, property, or services can be made in support of any political party, political party official, political cause or charitable organization in any country, including the United States. If any Person is asked to make a contribution on behalf of the Company by a Government Official, the individual should promptly notify their Manager, the member of the Executive Management Team overseeing their work, and the Chief Legal Officer, or his or her designee, of the request.

#### **8.0 Third Parties**

All Third Parties retained, acting on behalf of or under contract with Starlight are subject to anti-corruption and anti-bribery laws and regulations, and the actions of these Third Parties can result in liability for the Company. Accordingly, Third Parties must comply with this Policy and are strictly prohibited from giving, offering, promising, or authorizing a gift of Anything of Value to a foreign Government Official or any other person or entity for the corrupt purpose of obtaining or retaining business or securing an improper advantage as detailed in the Third Party Due Diligence Policy.

Starlight has established a risk-based, pre-engagement due diligence process to guard against the risk of entering into a relationship with a third party that might make improper payments on behalf of the Company or otherwise expose the company to liability or reputational damage. Accordingly, pursuant to the Code of Business Ethics and Conduct and Third Party Due Diligence Policy, Personnel who wish to engage a Third Party must do so in accordance with the internal due diligence review and approval procedures before engaging the Third Party.

#### **9.0 Engagement of Government Officials**

The hiring or engagement of a Government Official or a family member of a Government Official can be considered providing something of value to the Government Official. Accordingly, any decision to hire or retain a Government Official or a member of his or her family must first be approved by the Chief Legal Officer in writing before the Company extends an offer of employment or other engagement. When considering employment or engagement of a family member of a Government Official, the Chief Legal



Officer will ensure that no special treatment or favor has been provided to the candidate because of his or her relationship to a Government Official and that the offer of employment is lawful and not an attempt to influence the Government Official to provide an improper benefit to the Company.

#### **10.0 Annual Risk Assessments**

The Chief Legal Officer, or his or her designee, will conduct an annual corruption risk assessment and compliance program evaluation to assess the risk of violations of anti-corruption laws and regulations, taking into account the services provided, local customs, foreign government interactions, distribution channels, use of Third Parties, and other relevant factors that give rise to corruption-related risks. The results of each annual risk assessment and any recommendations will be distributed to the appropriate Program and business unit personnel.

#### **11.0 Monitoring**

The Chief Legal Officer, or his or her designee, will engage in periodic monitoring activities to ensure that this Policy is being followed by all Personnel and Third Parties, to detect and prevent violations of this Policy, and to help ensure that this Policy is appropriately designed to address corruption-related risks. These monitoring activities will be supported by program and business unit personnel and may include broader reviews of compliance with the requirements set forth in this Policy throughout a program or business unit or targeted reviews intended to ensure that specific requirements are being met (e.g., accurate completion of reimbursement forms for business developments meals involving foreign Government Officials).

#### **12.0 Training and Certification**

To ensure that all Personnel understand their obligations under this Policy, the Chief Legal Officer, or his or her designee, will develop and provide annual anti-corruption training to all Company Personnel and select Third Parties. Personnel assigned anti-corruption training must complete this training as a condition of their employment or relationship with the Company. Additional in-depth training may be provided to Personnel whose roles and duties are likely to require more frequent contact with foreign Government Officials. In addition, at the discretion of the Chief Legal Officer, or his or her designee, other third parties shall complete anti-corruption training when they enter into a written agreement with the Company and periodically thereafter, as prescribed by the Chief Legal Officer. The Chief Legal Officer, or his or her designee, will maintain records documenting all training efforts.

In connection with completion of annual anti-corruption training, all Personnel will be required to certify that they have completed the training course and will comply with this Policy. Similarly, Third Parties that are provided with anti-corruption training will be required to certify that they have delivered the training course to their personnel as required or that they have a similarly fully implemented anti-corruption program. Managers are ultimately responsible for ensuring that their employees or Personnel under their supervision complete the requisite certifications. All Third Parties will execute an annual certification that they will continue to comply with this Policy.

#### **13.0 Potential Violations and Discipline**

Violation of anti-corruption laws may result in significant criminal and civil penalties for the Company and any involved Personnel. Most countries have severe penalties for violating anti-corruption laws, including financial fines and penalties for companies, as well as imprisonment for individuals who violate anti-corruption laws.

Starlight will take appropriate disciplinary action against all Personnel whose actions are found to violate anti-corruption laws or this Policy, up to and including termination of employment. Disciplinary action also may be taken against Personnel who unreasonably fail to detect or fail to report such violations,



as well as any who retaliate against other Personnel who report such violations.

#### **14.0 Designated Anti-Corruption Compliance Officials**

The following individuals serve as the Starlight designated anti-corruption compliance officials and should be contacted with any questions, concerns, or suggestions regarding this Policy. The individuals are responsible for the Company's compliance with all applicable laws and regulations, including anti-corruption laws and regulations.

Mirza Abu SaadBeg  
Chief Finance  
[abusaad@starlight.ae](mailto:abusaad@starlight.ae)  
Telephone: +9716 5579141

#### **15.1 Conclusion**

As with any Company policy relating to legal compliance, this Policy will be amended as anti-corruption or anti-bribery laws change and as other circumstances warrant. If you have questions about the Policy, contact one of the designated anti-corruption compliance officials identified above. If you have recommendations to strengthen or improve this Policy, please make those suggestions to any member legal team. Compliance is the responsibility of all Starlight Personnel and Third Parties. Your cooperation and strict adherence to this Policy are expected and appreciated.