

June 2018

1. Introduction

Leepak prohibits bribery and corruption in all of its business dealings. Bribery and corruption risks occur in three key areas:

- (i) Facilitation Payments
- (ii) Gifts and Hospitality
- (iii) Dealing with third parties and intermediaries

This policy sets out Leepak's approach in each of the above three key areas, provides information and guidance on recognising and dealing with bribery and corruption issues and outlines the steps Leepak takes to implement and monitor bribery and corruption risks.

The policy applies to all of Leepak's co-workers. It also applies to secondees, agents and any other parties who are employed or engaged by Leepak to act as its representative. Leepak expects its suppliers and contractors to uphold the same standards set out in this policy. It is important that Leepak's expectations are clearly communicated to, and accepted by these parties.

2. Bribery and Corruption

2.1 What is Bribery

Bribery involves the offering, making, requesting or receiving payments or payments in kind (gifts, favours, etc.) to induce people to act illegally or dishonestly or to provide a benefit that is not legitimately due, and in that way, corrupt the decision making process.

2.2 Prohibition on Bribery

Under no circumstances will Leepak approve any offers, making, requesting or receiving irregular payments or payments in kind to win business or influence a business decision in Leepak's favour or which has the intention of a function being performed improperly. Offers to and the making of bribes, 'kick-backs', secret commissions and similar payments are strictly prohibited. Moreover, they may expose Leepak and relevant co-workers to criminal prosecution and serious penalties under laws of other countries, as well as those of the country in question.

Bribery is unlawful in most countries with potential serious consequences, such as imprisonment, for breach of these laws. The Commonwealth Criminal Code in Australia and the Foreign Corrupt Practices Act in the United States prohibit offering anything of value to foreign officials for the purpose of improperly influencing a decision. Under the UK Bribery Act, an offence would be committed where a person receives or offers or gives anything of value intending that in consequence a function should be performed improperly. The offence may be committed even if the payment is made to a person who is not a public official and is in the private sector. These pieces of legislation enable each country to prosecute its own citizens and corporations for bribery of public officials abroad. Failure to account properly for payments can also give rise to penalties.

3. Facilitation Payments

3.1 What is a facilitation payment

Facilitation payments are relatively minor payments, more by way of a gratuity, made to lower level officials or government employees. These payments are sought to expedite routine services or administrative actions provided or performed by those individuals.

In general, facilitation payments differ from bribes in that the purpose of the facilitation payment is to expedite the completion of a routine service or administrative action, which Leepak is entitled to under local law and in the ordinary course of events. The payment is not an attempt to distort a proper decisionmaking process.

3.2 Leepak's policy on facilitation payments

Leepak is opposed to making facilitation payments as a matter of policy, and every effort should be made to resist them. An understanding of what lies behind a request (e.g. the person may be seeking recognition or status) may suggest ways to meet the request in an acceptable way.

Leepak recognises, that in some countries, it may be possible to make minor facilitating payments. In other countries however, strict legislation exists prohibiting facilitation payments of any kind. Such legislation can have extra territorial reach and can therefore apply to any acts occurring outside the country in which the legislation is made. Accordingly, no facilitation payments of any amount can be made unless the prior consent of all of the following persons within Leepak has been obtained:

- your Business President;
- your Business Chief Financial Officer;
- your Business General Counsel; and
- the General Counsel.

When seeking approval, you should confirm that each of the following applies:

- the purpose of the payment is to expedite the completion of a routine service or administrative action, which Leepak is entitled to under local law and in the ordinary course of events. The payment must not be an attempt to distort a proper decision-making process;
- there is no reasonable alternative to making the payment;
- the business consequences of not making the payment will be serious;
- the type and amount of the payment is consistent with what is customarily sought, made and sanctioned in the country concerned;
- the payment will not expose Leepak or the co-worker to legal action under any applicable law or regulation;
- management is aware of the payment; and
- the payment is accounted for clearly and accurately.

3.3 Clear and accurate records

Clear and accurate records of any facilitation payments approved under this policy should be kept, detailing:

- the circumstances (conduct) under which the payment was made;
- the value of the benefit;
- the date on which the conduct occurred;
- the identity of the foreign public official or other person the payment was made to;
- particulars of the routine government action that was sought; and
- the officer's signature or some other means of verifying their identity.

4. Gifts and Hospitality

4.1 Leepak's policy on gifts and hospitality

Co-workers and Leepak representatives must exercise caution regarding the giving or receiving of business related gifts or hospitality. Gifts can include direct payments, payments in kind such as goods or services, travel and/or accommodation, entertainment, meals, personal favours etc.

Leepak recognises that in some countries the accepting or offering of gifts of moderate value is in accordance with local business practice (i.e. where it is customary to exchange gifts or gifts are appropriate for the occasion). Local customs, monetary value of the gift, and legal requirements should be considered when establishing whether a gift should be retained by a co-worker or Leepak representative, handed to the company or returned. The policy and procedures below in relation to gifts and hospitality apply not only to Leepak's co-workers and parties employed by Leepak to act as its representative but also to their immediate family members.

4.2 Prohibition on certain gifts and hospitality

There are certain types of gifts that should never be accepted by a co-worker or Leepak representative regardless of their value. These are: money, drugs or referred to management for consideration.

Co-workers and Leepak representatives must also not offer, give, request or accept gifts of any kind in circumstances that could be considered as unduly influencing the party involved or creating any business obligation or which has the intention of a function being performed improperly. If a co-worker is uncertain of any situation, it should be referred to management for consideration.

Additionally, a co-worker and Leepak representative should not solicit gifts or hospitality from a supplier, customer or other party with whom Leepak conducts business, nor should he/she exchange gifts with representatives from competitors, as such actions may create a conflict of interest. When the company is negotiating or considering contracts, co-workers should exercise particular caution in relation to any offers of hospitality, entertainment or gifts. Co-workers or Leepak representatives who are in a position of direct or indirect influence on the outcome of a negotiation should ensure that there is no potential improper connection between any gift or hospitality and the business opportunity in question. Gifts of any significance should be discussed with management to avoid any suggestion of a conflict of interest.

4.3 Gift and Hospitality Register

If an Leepak co-worker or representative accepts or offers a gift or hospitality above USD 1,000 to a third party, the co-worker or representative must declare:

- the amount and nature of the gift or hospitality; and
- the date the gift is offered or received or the hospitality incurred,

to their Business Group Chief Financial Officer or a delegate appointed by the Business Group Chief Financial Officer.

The Business Group Chief Financial Officer or his/her delegate will record and maintain a Gift and Hospitality Register.

5. Dealing with third parties and intermediaries

5.1 Risk of Bribery and Corruption

One of the ways in which bribery and corruption can occur indirectly is through agents, business partners and acquisitions. Leepak could be held liable if it knew about, or deliberately ignored, the activities of such third parties.

5.2 Reviews and record keeping

Prior to dealing with third parties and intermediaries, business groups are responsible for deciding the degree and manner of due diligence required to ascertain the bribery and corruption risks of these parties.

Business groups are also responsible for conducting regular periodic reviews of the antibribery risk of all arrangements with an agent, contractor, distributor and partner, as appropriate. A review should also be conducted whenever any warning signs appear. All business groups are responsible for maintaining clear records of the initial due diligence performed and the subsequent reviews.

6. Implementation and monitoring

The following outlines the framework Leepak has in place to implement anti bribery measures and monitor the occurrence of bribery and corruption.

6.1 Policies and procedures

Bribery and corruption risks are addressed through this policy as well as through Leepak's Code of Conduct and Ethics. Leepak also maintains a Whistleblower Policy and an independent, externally managed whistleblower service which allows coworkers to anonymously escalate and report matters including bribery and corruption.

6.2 Risk assessments, identification and investigations

Periodic risk assessments are made to identify bribery and corruption risk. Any risks identified are investigated and followed up with controls tailored to manage the risks.

6.3 Monitoring and certifications

Business Groups are required to monitor and provide certifications at the completion of each financial half year that they have:

- complied with Leepak's policies,

communicated Leepak's Code of Conduct & Ethics Policy (which includes Leepak's policy on bribery) to all Leepak co-workers and contractors, and

- provide details of any facilitation payment made.

6.4 Awareness

Leepak promotes awareness of and compliance with Leepak's anti bribery and corruption measures through:

- appropriate dissemination of this policy and the Code of Conduct;
- publishing this policy and the Code of Conduct on Leepak's website; and requiring co-workers to complete training on anti bribery and corruption where appropriate. Completion and progress of the training throughout Leepak will be reported to the Leepak Board.

7. How to raise a concern

If you are unsure whether a particular act constitutes bribery or corruption or if you believe a decision or action may be inconsistent with this policy or if you have any queries, you should raise the issue promptly with your line manager. If you feel unable to do this, there are a number of other ways for raising a question or concern.

You can contact:

- The next level management;
- The Human Resources, Legal or Group Audit Services representative for your Business Group; or
- The Whistleblower service