

ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

ABOUT THIS POLICY

It is policy of Pemco International (“Pemco”) to conduct all business in an honest and ethical manner. We take a zero-tolerance approach to Bribery and Corruption and are committed to acting professionally, fairly, and with integrity in all business dealings and relationships.

Any employee who breaches this policy (or the spirit of this policy) is subject to disciplinary action, up to and including termination. Any non-employee who breaches this policy may have their contract terminated with immediate effect. Where a breach of this policy amounts to a criminal offense, the party concerned may face criminal prosecution.

This policy does not form part of any employee’s contract of employment and we may amend it at any time.

WHO MUST COMPLY WITH THIS POLICY?

This policy applies to all persons working for or on behalf of Pemco in any capacity, including employees at all levels, officers, directors, agents, contractors, external consultants, and all other third party representatives of Pemco.

WHAT IS BRIBERY?

A Bribe means a financial or other inducement or reward for action that is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit that is intended to influence a decision or action.

Bribery means offering, promising, giving, authorizing, accepting or seeking a Bribe.

Corruption means any form of abuse of power for business and/or personal gain and may include, but is not limited to, Bribery.

Facilitating Payment means a nominal payment, promise, authorization, or offer to give a Public Official a payment to facilitate or speed up a routine or necessary procedure. Pemco strictly prohibits Facilitating Payments even though they are permitted under some laws.

Public Official means (a) any employee, regardless of rank or title, of any (i) government department, agency, bureau, or any other governmental entity, whether a national, federal, provincial, state, local, or any other government; (ii) instrumentality owned or controlled by any government, such as a state-owned airline or state-controlled petroleum company; (iii) public international organization, such as the United Nations or World Bank; or (iv) political party; (b) any political party itself or any candidate for political office; or (c) any other person acting on behalf of a Public Official.

While there are particular laws related to Bribery of Public Officials, Pemco strictly prohibits all forms of Bribery. If you are unsure about whether a particular act constitutes Bribery, before taking any further action, raise your question with the Compliance Officer or the Chief Financial Officer. You may also report a concern

Specifically, you must not:

- Give or offer any payment, gift, hospitality, or other benefit in the expectation or hope that an improper business advantage will be received in return, or as a reward for any business received;
- Accept any offer from a third party that you know or suspect is made with the expectation that you or Pemco will provide a business advantage to the third party or anyone else;
- Engage in any other activity that might amount to Bribery or Corruption or otherwise lead to a breach of this policy; or
- Threaten or retaliate against another person who has refused to offer or accept a Bribe or who has raised concerns about possible Bribery or Corruption.

GIFTS AND HOSPITALITY

This policy does not prohibit the occasional giving or accepting of reasonable and appropriate hospitality, such as a reasonably-priced meal, for legitimate business purposes such as building relationships, maintaining our image or reputation, or marketing our products and services.

A gift or hospitality will not be appropriate if it is lavish or extravagant, or could be seen as an inducement or reward for any preferential treatment (for example, during contract negotiations or a tender process).

Gifts must be of an appropriate type and value depending on the circumstances and reason for the gift. Gifts must not include cash or cash equivalents (such as vouchers), or be given in secret. Gifts must be given in our name, not your name.

Promotional gifts of low value, such as a branded pen or mug, may be given to or accepted from existing customers, suppliers, and business partners so long as reasonable.

RECORD-KEEPING

You must submit all expenses relating to hospitality, gifts, or payments to third parties in accordance with our expenses policy and record the reason for expenditure. The Company will maintain complete records of all such expenses and reimbursements.

All accounts, invoices, and other records relating to dealings with third parties, including agents, including suppliers and customers, should be prepared with strict accuracy and completeness. Accounts must not be kept “off-book” to facilitate or conceal improper payments.

Accurate records and other documentation must be maintained when we engage a third party representative to act on behalf of Pemco. Appropriate due diligence must be conducted, and records of that diligence must be kept in the company’s compliance files. As a general matter, any representative acting on behalf of Pemco must, before taking any action on behalf of the company, sign a written agreement binding them to compliance with all applicable anti-bribery and other laws.

MONITORING / AWARENESS

To promote continued compliance with this policy and applicable anti-bribery and anti-corruption laws, whenever necessary, the company will conduct compliance audits, testing, or other reviews. In addition, the company will provide appropriate training for all personnel on this policy and the laws applicable to us.

HOW TO RAISE A CONCERN

If you are offered a Bribe, or are asked to make one, or if you suspect that any Bribery, Corruption, or other breach of this policy has occurred or may occur, you must promptly notify the Compliance Officer, your manager or report it to the CFO. You may also make a report via the company’s ethics reporting hotline.

Pemco strictly prohibits retaliation against any person who makes a good faith report of actual or suspected Bribery, Corruption, or any other violation of this policy.

Questions

The Compliance Officer is primary responsibility for administering and maintaining this policy. If you have any questions about the policy or your obligations under applicable anti-corruption or anti-bribery law, contact the Compliance Officer at compliance@pemcointernational.com .