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## Policy: Business Ethics

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Date	Revision	Description	Owner	Approver
16 Sep 2015	01	Added to new template	Legal Counsel	Executive Director Contracts & Procurement
14 Jun 2016	02	Revision of helpline, modern slavery and gifts and hospitality provisions	Legal Counsel	Chief Financial Officer
14 Sep 2018	03	Update hyperlinks to SeeHearSpeakUp information sheet and Export Policy	Senior Legal Advisor	Chief Financial Officer

**DELIVERY ASSURED**

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## 1 Statement from the Board

The Sparrows team has driven growth and success on the fundamental principles of expertise, integrity and brand which go hand in hand. In order for us to continue being the trusted choice by our customers, employees and suppliers, it is everyone's responsibility to act with honesty, fairness and in compliance with the law.

In order to ensure that we all know what is considered or not considered as ethical behaviour within our organisation and to ensure that we comply at all times with all applicable laws and policies, we have developed this Business Ethics Policy (the "Policy") to provide guidance. The board of directors of Sparrows Offshore Group Limited (the "Board") will not allow the integrity of Sparrows to be compromised and is therefore strongly committed to this Policy and expects a similar commitment from all of Sparrows Group Personnel.

We expect all Sparrows Group Personnel to read and abide by the standards of ethical business practice set out in this Policy and to challenge actions or behaviour inconsistent with it. We also expect all third parties including our contractors, suppliers and other service providers to adhere to the same standards. Sparrows' reputation is very important and valuable and is the responsibility of everyone, so you should stop and think before doing anything which:

- Could be perceived as bringing you, your colleagues, Sparrows or associated companies into disrepute;
- Could be perceived as compromising you, your colleagues, Sparrows or associated companies; or
- Could be considered by our customers or the public as unethical, inappropriate or unacceptable.

If you believe that a violation of this Policy has occurred, or may occur, you **must** report this using one of the reporting options set out in this Policy. We commit not to allow any form of retaliation against the reporting of violations.

This Policy sets high standards for all Sparrows Group Personnel, regardless of their position in the company or geographic location. We also expect that if you are in a supervisory or management role, it is your duty to promote and monitor compliance with this Policy – you may be held accountable if your team members act in an unlawful or unethical way.

Ethical business conduct makes good business sense and that is why we must follow the principles of this Policy and those of our customers and comply with the laws of the countries in which we operate.

On behalf of the Board:

**Chairman of the Ethics Committee**  
Neil Johnson

**Chief Executive Officer**  
Stewart Mitchell

## 2 Introduction

Throughout this Policy, the terms “we”, “Sparrows”, “the Company”, “Sparrows Group”, “Group” and “us” refers to Sparrows Offshore Group Limited and/or any of its subsidiaries and/or affiliated companies.

This Policy is not intended to provide detailed guidance about every local legal requirement in the many different countries in which we operate. Where differences exist as a result of local customs, norms, laws, regulations, you must apply the highest standard of behaviour, whether contained in this Policy or as a local requirement. If in doubt, you should seek advice from the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager.

### 2.1 Who does this Policy apply to?

This Policy applies to all “Sparrows Group Personnel” and to all Sparrows contractors, suppliers, consultants and agents engaged by any Sparrows Group entity and their directors, officers and employees, regardless of business structure or geographical location, including Sparrows Offshore Group Limited and all of its subsidiaries and any joint ventures or consortia of same (“Sparrows Group Companies”).

For the purposes of this Policy, “Sparrows Group Personnel” shall mean all directors, officers and employees (including agency personnel) of the Sparrows Group.

### 2.2 Compliance with this Policy

Sparrows Group Personnel shall be required to certify their personal compliance with this Policy from time to time.

### 2.3 Failure to observe this Policy

**In the case of Sparrows Group Personnel**, violations or non-compliance with this Policy will constitute grounds for disciplinary action, including, when appropriate, termination of your employment.

**For business partners, contractors, suppliers, consultants or agents (including their directors, officers and employees)** conducting business on behalf of a Sparrows Group Company – violations or non-compliance with the standards established in this Policy will lead, depending on the type of violation, either to the requirement of establishing corrective actions by the said business partner, contractor, supplier, consultant or agent and monitoring of improvement by Sparrows Group; or result in termination of the business relationship.

### 2.4 Objectives

All Sparrows Group Personnel occupy, in varying degrees, positions of trust and confidence. In carrying out the responsibilities of these positions, they owe the Group an obligation to act honestly and loyally and must:

- a) not engage in activities for personal gain in conflict with the interests of the Group;
- b) not exploit their positions with the Group by converting to their own use money and other things of value which lawfully belong to the Group;
- c) deal openly with and make full disclosure to the Group; and

- d) act in good faith, with integrity and high standards of conduct when dealing with the Group and its customers.

This Policy illustrates a number of situations in which the interests of the Group and Sparrows Group Personnel are potentially in conflict, and specifies the Group's expectations for Sparrows Group Personnel behaviour in each case.

This Policy is only a guide and cannot address every situation. Often law or policy will clearly dictate the answer, but on occasion the situation will require interpretation to decide upon the appropriate course of action. In such situations, you are expected to raise the issue with the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager.

### 2.5 Reporting Requirements

You **must** report any breaches or potential breaches of this Policy of which you become aware.

No retaliation will be taken against anyone who reports a concern or suspicion in good faith or assists with an investigation, even if the report is mistaken and/or the facts later turn out to be inaccurate or do not trigger any further action. Any individual who retaliates in any way against a person who has in good faith reported a violation or suspected violation of this Policy will be subject to disciplinary action, up to and including termination.

Reports can be submitted to the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager. Alternatively, reports can be submitted anonymously via the Sparrows Group Business Ethics Helpline.

Failure to report knowledge of a violation of this Policy or failure to assist or co-operate in the investigation of reported non-compliance may result in disciplinary action against you.

### 2.6 SeeHearSpeakUp

SeeHearSpeakUp is the nominated Sparrows Group Business Ethics Helpline provider, sometimes referred to as the whistle blowing helpline.

- All calls to SeeHearSpeakUp are FREE
- Your calls are not recorded
- Your information is dealt with confidentially
- You can also submit a report via the SeeHearSpeakUp website ([www.seehearspeakup.co.uk](http://www.seehearspeakup.co.uk)) or by email, using the details provided in the frequently asked questions which is available on the Sparrows Intranet at:  
<https://sparrowsgroup.sharepoint.com/business-support/Legal%20and%20commercial/SeeHearSpeakUp%20guidance%20document.pdf>

All Sparrows Group Personnel will be issued with a contact card with all global FREE phone numbers together with the above web reporting address.

Posters will also be displayed in all Sparrows Group workplaces with the relevant geographical FREE phone number and the above web reporting address.

### 3 Ethical Business Conduct

#### 3.1 Conflicts of Interest

Business decisions by Sparrows Group Personnel should be made in the best interests of the Group. A conflict may arise where personal interests are at odds with those of the Group. You are expected to avoid conflicts between your personal interests and those of the Group, and to report them immediately if they arise. If you are in doubt as to whether a conflict may exist, you should seek advice immediately from the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager.

Some examples of potential conflicts include:

- working in any capacity whatsoever for a competitor of the Group;
- having an economic interest either directly or indirectly in any private or publicly held business organisations which transact business with the Group or are in competition with it; or
- accepting any commissions, gifts of more than nominal value, excessive hospitality or loans from a supplier, customer or competitor of the Group.

No Sparrows Group Personnel or any member of his/her immediate family or any associate may serve as a contractor, supplier, consultant or agent to the Sparrows Group, whether as an employee or owner of such a legal entity, without written approval from the CEO.

#### 3.2 Anti-competitive Behaviour

The Group believes that it will rise to the top of any free market for its goods and services and welcomes competition which can drive us to higher standards of quality and customer service. Accordingly, all Sparrows Group Personnel must not take part in anti-competitive practices, including but not limited to:

- a) bid-rigging (colluding with a customer to fix the outcome of a bidding process);
- b) price-fixing (fixing or discussing with competitors price points for similar products, including (but not limited to) common pricing structures, discounts, production volumes or other terms of supply);
- c) agreeing or reaching an understanding with competitors to allocate territories;
- d) agreeing or reaching an understanding with competitors to not compete for certain customers; or
- e) exchanging information with competitors, such as giving competitors advance notice of price increases or providing them with information on prices or terms of supply to individual customers or important elements of their cost base.

Competition laws prohibit anti-competitive behaviour and the penalties for breaching these can be severe, exposing the Group to large fines and Sparrows Group Personnel to criminal liability, which can result in imprisonment and/or fines.

A formal or written agreement with a competitor is not necessary for competition laws to be breached. Verbal agreements are sufficient, as are informal understandings which do not involve “agreements” as such.

Any Sparrows Group Personnel that has concerns that they have either inadvertently contravened these requirements or have been approached by competitors in an attempt to induce contravention of competition laws should immediately report this to the relevant regional Sparrows Legal Counsel.

## 3.3 Fraud and Money Laundering Prevention

All Sparrows Group Companies will maintain accounting and systems procedures which enable them and other relevant parties to obtain a true and fair view of its assets and liabilities, profit and loss and cash flow at all times. Sparrows Group Personnel must keep all records in a manner that accurately reflects the facts being recorded in all particulars, no matter how trivial they may seem. Failure to keep such accurate records may expose both Sparrows Group Companies and Sparrows Group Personnel to civil and criminal prosecution for fraud, money laundering and other offences. Even seemingly minor misstatements can result in such liability, including untrue dates on invoices, delivery locations and customer names, cheating on travel and entertainment expense reports, etc.

Any Sparrows Group Personnel that has concerns regarding any payment or invoice should immediately report this to the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager.

## 3.4 Export Controls and Economic Sanctions

Sparrows Group is committed to delivering a quality service to customers worldwide and in order to do this we may be required to export equipment or services to another country. Some types of equipment and some services may be subject to export or import controls or economic sanctions. It is Group policy to comply with all applicable export and import controls and economic sanctions.

A failure to comply with applicable export and import controls or sanctions may result in fines and penalties for the Group. In the case of individuals, it could mean fines and/or imprisonment.

If your work involves the sale, shipment, electronic transfer or disclosure of technical information, software, goods or services across national borders between Sparrows Group Companies, or with third parties, please refer to the list of countries under economic sanctions or restricted export available at <https://sparrowsgroup.sharepoint.com/sites/sims/SIMS%20Documents/LEG03%20Export%20Policy.pdf>. The relevant regional Sparrows Legal Counsel should be consulted if still in doubt.

All Sparrows Group Personnel are expected to follow the Group's Export Controls Policy, which can be found at:

<https://sparrowsgroup.sharepoint.com/sites/sims/SIMS%20Documents/LEG03%20Export%20Policy.pdf>

## 3.5 Insider Trading

Sparrows Group Personnel who have access, by reason of their employment, to information that is not public and that could affect the share price of any company inside or outside the Group if made public, may not trade in the shares or other securities of the company in question, either directly or through another person as long as this information has not been made public.

## 3.6 Confidentiality

Sparrows Group Personnel must protect confidential information, proprietary information and trade secrets in their possession from unauthorised use or disclosure.

Confidential information includes, but is not limited to, technical information concerning products and services, manufacturing and development process information, engineering designs, drawings and layouts, software codes, trade secrets and know-how including any information on acquisition

programmes; information on the Group's plans to acquire new properties or business(es); information regarding relocation of existing facilities; new developments or techniques; major changes in organisation; customer contacts lists; employee data; competitive bid information; prices paid or received for goods or services; or any other information or data which if published, released, or otherwise disseminated might be used to the detriment of the Group or its management or affect its ability to transact business to its best interest or to the personal benefit of a member of Sparrows Group Personnel releasing the data as information etc.

Sparrows Group will also have obligations with respect to the confidential information of its customers, contractors, suppliers and other third parties with whom we have a business relationship. Improper handling of such information can lead to a loss of trust, damage to reputation and also legal claims against the Group for damages.

Sparrows Group Personnel must:

- make sure that Sparrows Group confidential information, including copies of same, are clearly marked as "CONFIDENTIAL";
- protect customer, contractor, supplier and other third party confidential information as if it were Sparrows Group own confidential information;
- only discuss confidential information with other members of Sparrows Group Personnel who have a legitimate need to know;
- be careful about discussing company business on mobile phones in public places
- immediately report any confidential information left unattended; and
- only disclose confidential information to a third party where there is a legitimate business reason to do so and a Non-Disclosure Agreement or similar written confidentiality agreement in place.

Unauthorised use or disclosure of confidential information can expose Sparrows Group Companies and Sparrows Group Personnel to legal claims and damages.

### 3.7 Intellectual Property

Sparrows Group will own the copyright (or other IP rights) in all of the work that Sparrows Group Personnel create on behalf of Sparrows Group. Intellectual property rights include copyrights, trademarks, patents, industrial design rights and trade secrets.

Sparrows Group, including Sparrows Group Personnel, will respect the valid intellectual property rights of customers, contractors, suppliers and other third parties and will not knowingly infringe such rights.

Unauthorised use of third party intellectual property rights can expose Sparrows Group and Sparrows Group Personnel to legal claims and damages.

### 3.8 Equal Opportunity and Diversity

The Group's long-term aim is that the composition of our workforce should reflect that of the local community and that all workers should be offered equal opportunities to achieve their full potential. We are committed to a programme of action to make this Policy effective and to bring it to the attention of all Sparrows Group Personnel.

## 3.9 Drugs and Alcohol

Sparrows consider excessive alcohol consumption or the use of controlled drugs as incompatible with the proper performance of a business partner, contractor, supplier, consultant, agent or any Sparrows Group Personnel's duties. Sparrows Group Personnel, contractors, suppliers, consultants and agents are expected to follow the Group's Substance Misuse Policy which is available at:

[https://sparrowsgroup.sharepoint.com/sites/sims/SIMS%20Documents/HR05p1%20Substance%20Misuse%20Policy%20\(Europe\).pdf](https://sparrowsgroup.sharepoint.com/sites/sims/SIMS%20Documents/HR05p1%20Substance%20Misuse%20Policy%20(Europe).pdf)

## 3.10 Harassment

Sparrows Group does not tolerate any form of abuse or harassment, in any workplace, towards Sparrows Group Personnel or others. Sparrows Group Personnel are expected to follow the Group's Harassment Policy.

## 3.11 Child Labour and Modern Slavery

Sparrows Group is committed to the abolition of all forms of child labour or modern slavery. Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain.

Sparrows Group shall not conduct business with any third parties, including business partners, contractors, suppliers, consultants or agents, engaged or suspected to be engaged in the use of child labour or any form of modern slavery.

Sparrows Group Personnel are explicitly prohibited from hiring child labour or engaging in any form of modern slavery. Sparrows Group Personnel are also expected to be alert to and immediately report any evidence of child labour or modern slavery abuses within Sparrows Group or any operations linked to Sparrows Group to the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager.

## 3.12 Secondary Employment

Sparrows Group considers any Sparrows Group Personnel having outside employment or "Secondary Employment" to be permissible provided it does not create a conflict of interest.

Secondary Employment with any company or individual doing business with the Group is considered a conflict of interest. When Secondary Employment adversely affects the manner in which Sparrows Group Personnel perform their duties or fulfil their responsibilities to the Group, such outside activity may be deemed to be a violation of this Policy.

Sparrows Group Personnel under an international assignment contract are expressly prohibited from engaging in Secondary Employment for the duration of their international assignment.

Written approval of the CEO must be obtained for any Sparrows Group Personnel to serve as an officer, director, consultant, or as a member of management at any level, in another company. This requirement also applies to non-profit, civic, educational, social, professional, and religious organisations, subject to applicable employment legislation in the country in which the officer/employee is employed.

### 3.13 Data Protection

Sparrows Group Companies will comply with all relevant data protection legislation affecting the acquisition, maintenance and use of personal data, whether such information is held electronically or otherwise.

Sparrows Group Personnel with access to personal data must only use it for the purpose for which it was collected and must adhere to high levels of confidentiality when using it.

### 3.14 Use of IT Equipment, Internet and Phones

Sparrows Group Personnel must use Sparrows IT systems (IT equipment, phones and internet) responsibly and primarily for the business purposes for which they are intended. The use of Sparrows IT systems may be monitored for the purposes of information security, operational management, maintenance, business needs and to ensure that all use is compliant with all laws, regulations and Sparrows Group policies.

Sparrows Group Personnel are expected to follow the Group's policies on the use of IT equipment, phones and the internet, which can be found at:

<https://sparrowsgroup.sharepoint.com/sites/sims/Pages/IT.aspx>

### 3.15 Health, Safety, Quality and Environment

Sparrows Group acknowledges health, safety, quality and environmental matters as fundamental elements of its business management responsibilities, promoting them as "Core Values". Therefore, in accordance with current health, safety and environmental legislation, guidance, industry standards, "Best Practice" and other requirements, Sparrows shall set corporate objectives and targets and measure achievement to ensure these areas are at least given equal status with the other primary drivers of the business.

In order to consistently meet the commitments stated above, Sparrows Group has established a defined organisational structure, a framework of performance standards and documented processes relating to the management of occupational health, safety, environmental protection and quality.

Sparrows Group is fully committed to providing the necessary resources with clear responsibilities and accountabilities, to allow for the effective implementation of its HSEQ commitments in each Sparrows business.

Sparrows Group Personnel are expected to follow the Group's HSEQ policies, which can be found at:

<https://sparrowsgroup.sharepoint.com/sites/sims/Pages/HSEQ.aspx>

### 3.16 Security

Sparrows Group Personnel are expected to act in a way that keeps all Sparrows Group facilities safe and secure. Sparrows Group is not liable for the loss or damage of personnel belongings in the work place.

## 4 Anti-Bribery and Corruption Policy

### 4.1 Overview

It is Sparrows policy to conduct all of our 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 our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption. Sparrows Group Personnel and all Sparrows business partners, contractors, suppliers, consultants and agents are expected to comply with all laws that prohibit bribery and corruption, notably the UK Bribery Act 2010, the US Foreign Corrupt Practices Act and the Organisation for Economic Co-operation and Development (OECD) convention on Combating Bribery of Foreign Public Officials in International Business Transactions. Breaching any of these laws is a serious offence and can result in possible criminal prosecution and large civil fines or penalties for both the Sparrows Group companies and Sparrows Group Personnel.

The breach of any of our rules on bribery and corruption is treated very seriously and any Sparrows Group Personnel found or suspected to be in breach will be subject to thorough investigation, disciplinary proceedings and possibly prosecution, if appropriate.

Sparrows Group Personnel and anyone performing services for or on the Group's behalf must not give or receive bribes.

#### **It is an offence:**

- to offer, promise or give a financial or other advantage with the intention of inducing that person to perform a "relevant function or activity" in an "improper" manner or to reward that person for doing so; or
- to request, agree to receive or receive a financial or other advantage intending that a "relevant function or activity" should be performed in an "improper" manner as a result.

"Relevant function or activity" includes any function of a public nature and any activity connected with a business. The person performing that activity must be expected to perform it in good faith or impartially or be in a position of trust.

"Improper performance" will be judged by whether it breaches the expectation of what a reasonable person would expect in relation to the performance of the type of function or activity concerned. The function or activity need not be connected to the UK.

#### **It is also an offence:**

- to offer, promise or give a financial or other advantage to a foreign public official with the intention of influencing the foreign public official and obtaining or retaining business, where the foreign public official was neither permitted nor required by written law to be so influenced; or
- for a person associated with a relevant commercial organisation (which includes not only employees, but agents and external third parties) to bribe another person with the intention of obtaining or retaining a business advantage for the commercial organisation.

#### **Penalties**

The Bribery Act has serious consequences for anyone found guilty of the above offences. For individuals, a maximum prison sentence of 10 years and/or unlimited fine can be imposed;

For companies, an unlimited fine can be imposed and debarment from public contracts. The adverse publicity of a conviction would itself be very damaging for Sparrows Group.

## 4.2 Gifts and Hospitality

Sparrows Group Personnel, business partners, contractors, suppliers, consultants and agents and their immediate family members must not give to or accept from any third party **inappropriate** products or services, business courtesies, sponsorship, gratuities, discounts, gift vouchers, tickets, loyalty points, prizes, transportation, travel expenses, entertainment, meals, drinks, recreation and other items of value for which the recipient does not pay the full value (together referred to in this policy as "gifts or hospitality").

Inappropriate gifts or hospitality may in some circumstances be illegal. If you are in any doubt, you should seek advice immediately from the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager before giving or receiving the gifts or hospitality.

The policies and procedures set out below apply to the giving and receipt of all gifts or hospitality.

Sparrows Group Personnel, business partners, contractors, suppliers, consultants and agents and their immediate family members must not offer or give gifts or hospitality to or request or receive gifts or hospitality from a party involved or about to be involved in, any competitive tender, live bidding or contract negotiations where the donor or recipient has influence over the outcome without prior approval from the Board.

**Accepting or giving cash gifts or cheques is never acceptable.**

### (i) Acceptance of gifts or hospitality

Sparrows Group Personnel and members of their immediate family may only accept gifts or hospitality which:

- a) are customary and proper under the circumstances,
- b) support the achievement of a valid business purpose,
- c) are consistent with high standards of business ethics, and
- d) do not place the recipient under an obligation of any kind.

### (ii) Giving/offering gifts or hospitality

Sparrows Group Personnel may only **give or offer** gifts or hospitality which:

- a) are appropriate and proper under the circumstances;
- b) will not be construed as a bribe or payoff;
- c) are not in contravention of applicable law and generally accepted ethical standards;
- d) will not result in embarrassment to the Group or to the headquarters office of the recipient if facts, including the identity of the recipient, are publicly disclosed; and
- e) they meet with the established rules of the recipient organisation.

### (iii) Recording and monitoring

All gifts or hospitality must first be approved by the relevant line manager and recorded and accurately supported by invoices and receipts in the relevant company books. In addition, all gifts or hospitality

above £250 (pounds sterling) in value (or its local equivalent) must be approved by a member of the Group's Executive Leadership Team and information provided to the Personal Assistant of the CEO for it to be recorded in the Group's register of gifts and hospitality. If in doubt, please seek advice from your regional Sparrows HR manager or regional Legal Counsel.

The Business Ethics Committee shall regularly monitor gifts and hospitality given or received by Sparrows Group Personnel.

### 4.3 Facilitation Payments

Facilitation payments are typically small unofficial payments made to speed up or secure routine and non-discretionary governmental action such as processing visas or scheduling inspections by a government official. For example:

- obtaining licences, permits and other official documents to qualify to do business in a country;
- processing governmental papers, such as visas and work orders;
- providing routine security protection, mail services and inspection of goods or of contract performance;
- providing telephone service, utilities, loading or unloading cargo and protecting perishable goods from deteriorating; or
- actions of a similar nature.

The Group expressly **prohibits** the payment of facilitation payments or other such "greasing" or "enabling" payments, even if that leads to a delay or loss of business opportunity. The Group makes no distinction between bribes and facilitation payments to expedite or otherwise procure a transaction. Sparrows Group Personnel, including all business partners, contractors, suppliers, consultants and agents **shall not** make bribes or facilitation payments on behalf of the Group.

Any request for payment of a facilitation payment, must be rejected and reported as soon as possible after the request is made to the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager.

The **only exception** to this would be in circumstances where there is a real and imminent threat to the health, safety, personal security or welfare of any Sparrows Group Personnel or a member of his or her family or loss of personal or Sparrows Group property. If, after initially declining to make a payment, you decide to make the payment due to the threat then this exceptional circumstance must be immediately reported to the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager. The Group may report these situations to the proper authorities.

### 4.4 Use of Agents

The selection and appointment of agents is restricted and will be done in accordance with the Appointments of Agent's Process and Procedure which is available at:

<http://sparrowsgroup.sharepoint.com/sites/sims/Pages/LEG06-Appointment-of-Agents.aspx>

Sparrows Group expects its agents to comply with this Policy where applicable.

Sparrows Group will terminate its relationship with any agent that violates this Policy.

## 4.5 Charitable Donations

All charitable donations from Sparrows Group funds need to be pre-approved by the CEO.

Furthermore, donations to or suggested by a Public or Government Official that Sparrows Group is doing business with must be reviewed and signed off by the relevant regional Legal Counsel.

## 4.6 Political Donations

Sparrows Group observes strict political neutrality in its dealings. Corporate contributions of funds, goods or services to candidates for elected office are strictly prohibited. Thus, no Sparrows Group Personnel may offer or give any contribution to any political candidate, political party or political action committee from Sparrows Group funds or property.

Sparrows Group Personnel may make personal political contributions from their own funds or participate in political activities in their own right.

## 4.7 Whistleblowing and Reporting Concerns

Supporting our zero tolerance policy towards bribery and corruption means we expect all Sparrows Group Personnel to take compliance in this area seriously and encourage others to do the same. We encourage Sparrows Group Personnel to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage. Sparrows Group Personnel should follow the reporting requirements under this Policy.

## 5 Further information

If you have a question or want to find out more information regarding this Policy, please contact the relevant regional Sparrows Legal Counsel or the relevant regional Sparrows HR Manager.

**6 Compliance Statement**

This certifies that I, .....  
have received a copy of Sparrows Group Business Ethics Policy.

I have read and understand the document, agree to abide by it, and understand that failure to do so will result in disciplinary action, which may include termination of employment.

Employee Signature ..... Date .....

Print Name .....

Title ..... Location .....