

This Manual for complying with laws that prohibit bribery of Government Officials and private individuals in the conduct of international business is owned by Dawayne S. Belcon. The electronic version of this Manual is the controlled, up-to-date version and can be soon downloaded from the Mercadoria Worldwide Ltd. Website, [http:// www.dselcon.com](http://www.dselcon.com)

Subsidiaries and contractors must ensure that all employees, directors, officers, contract staff and secondees in every company in which D.S. Belcon Limited has a controlling interest (either directly or indirectly) adopt the requirements of this Manual. Contractors or consultants who are working on D.S. Belcon Limited behalf or in D.S. Belcon Limited name will be required to act consistently with this Manual when acting on D.S. Belcon Limited behalf. Non- D.S. Belcon Limited Operated Ventures (NOVs) are encouraged by D.S. Belcon Limited to adopt the same or equivalent standards and principles.

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Disclaimer

The companies in which D.S. Belcon Limited directly and indirectly owns investments are separate entities. In this Manual “D.S. Belcon Limited”, “DS Belcon” and “DSB” are sometimes used for convenience where references are made to D.S. Belcon Limited Companies in general. Likewise, the words “we”, “us” and “our” are also used to refer to D.S. Belcon Limited companies in general or to those who work for them. These expressions are also used where no useful purpose is served by identifying the particular company or companies.

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1. Overview

Bribery occurs when there is an offer or payment made or the seeking or accepting of a payment, gift or favour to influence a business outcome. Bribery and corruption may involve Government Officials or private/commercial individuals and can be direct or indirect, through third parties and joint venture partners. DS Belcon prohibits facilitation payments and considers them as bribes.

DS Belcon is subject to national and international laws prohibiting bribery and corruption. Most countries have anti-bribery laws. DS Belcon employees, companies and joint ventures must comply with the US Foreign Corrupt Practices Act <http://www.justice.gov/criminal/fraud/fcpa/> , the UK Bribery Act 2010 <http://www.justice.gov.uk/publications/bribery-bill.htm> and any applicable local anti-bribery legislation.

The Anti-bribery and Corruption Manual (ABC Manual) covers these external requirements and DS Belcon own rules to mitigate bribery and corruption risks. The Manual sets out stringent mandatory procedures which are critical to ensure compliance with all applicable laws and regulations. The application of this Manual is mandatory for all companies in which D.S. Belcon Limited has a controlling interest, either directly or indirectly. Further detail and guidance on specific topics will soon be available on www.dsbelcon.com .

Turning a blind eye to suspicions of bribery and corruption can result in liability for DS Belcon and for individuals. Employees and contract staff can face fines and imprisonment for breaches of the law and may be subject to disciplinary action which may include employment or contract termination for breach of the Code of Conduct and this manual.

The Company's Chief Executive Officer (CEO) and Board of Directors are accountable for assessing the risks of legal and ethical non-compliance and for implementing relevant actions to address the risks identified. They are accountable for compliance with the mandatory requirements of this Manual and must ensure that:

- **Thorough due diligence is carried out and the correct approvals are sought before appointing a Government Intermediary.**
- **Employees have access to the Company's Code of Conduct Register at www.dsbelcon.com and knows when to record gifts and hospitality and conflicts of interest.**
- **Any requests for the funding of social investment activities are legitimate and cannot be perceived to influence a business outcome.**
- **Payments are not made to political parties.**
- **The HR Department has been consulted before recruiting a family member of a Government Official.**
- **Joint Ventures are aware of DS Belcon requirements with regard to the D.S. Belcon Limited anti-bribery and corruption programme.**

The Company's CEO and Board of Directors must ensure that their employees, partners, contractors and suppliers exposed to bribery and corruption risks understand their responsibilities, know how to report actual or suspected corruption and are aware of the Company Global Helpline and web address, www.dsbelcon.com . At all times accurate accounts and records of business transactions must be kept and all contracting and procurement activities must follow the Anti Bribery and Corruption Policy Manual.

The Manual builds on the D.S. Belcon Limited General Business Principles, www.dsbelcon.com and the D.S. Belcon Limited Code of Conduct, www.dsbelcon.com and forms part of the D.S. Belcon Limited Control Framework. The D.S. Belcon Limited, CEO is the owner of this Manual. The CEO has the authority to agree exceptions to the requirements of this Manual. If a Director or Board of Directors needs an interpretation of this Manual they should consult the Company Legal Advisors. If a Director or Board of Directors requires an exception to the requirements of this Manual then they should first consult the Office Manager (Chief Compliance Officer (CCO)) and a proposal must then be made to the CEO for review and approval.

2. Activities subject to mandatory requirements

This section sets out mandatory instructions that must be followed for specific types of activities.

2.1 Appointing Government Intermediaries

The Company's Board of Directors must ensure that:

- **Any warning signs or causes for concern (red flags) raised through due diligence are resolved prior to issuing a tender to the Government Intermediary; and**
- **Engagement of a Government Intermediary is only approved by management with the appropriate level of authority as defined in the Anti Bribery and Corruption Policy Manual.**

Prior to appointing any Government Intermediary, the Board of Directors must apply the following procedure:

1. Ensure pre-qualification has taken place in accordance with the existing requirements set out in the Company's process for contracting and procurement.
2. Carry out due diligence in line with the risk criteria detailed in the requirements for Appointing an Intermediary, www.dsbelcon.com, before issuing the tender;
3. Prepare an engagement memorandum (see Appointing an Intermediary www.dsbelcon.com) for the mandatory support of an appointment detailing:
 - a) The due diligence carried out on the potential company and its officers;
 - b) The qualifications of the Government Intermediary for the scope of work to be tendered;
 - c) The reasonableness of the fees to be paid; and
 - d) Identified red flags, describing how each red flag has been resolved.
4. Use only written contracts with the appointed Government Intermediary, which include the clauses in the requirements for Appointing an Intermediary [www.dsbelcon.com];
5. Declare as Records in the due diligence file, engagement memorandum, certificates from the Government Intermediary (if any), management approval, agreement and advice and support given by the company's legal counsel
6. Ensure contract holders follow the requirements of the DSB contracting and procurement process; and
7. For contracts already in place, follow the above procedure upon renewal of contract or every three years, whichever comes first.

If during an engagement it becomes known or suspected that the engaged Government Intermediary has made or will make a corrupt payment to a Government Official all payments to the Government Intermediary **must** immediately be stopped and the matter referred to the Office Manager (CCO).

A Government

Intermediary is any person, company, firm or joint venture that is engaged in any way to represent D.S. Belcon Limited before a Government Official or to obtain any benefit from a Government Official, including an intermediary nominated by a Government but paid by DS Belcon. However, attorneys representing DS Belcon companies in private litigation are not considered Government Intermediaries for purposes of this Manual, provided that neither the Government nor a Government Official is a party to the litigation.

Government Intermediaries include:

- Commercial agents: consultants, business agents, distributors or other persons, including joint ventures or joint venture partners, engaged to assist in obtaining Government contracts or concessions.
- Processing agents: couriers, freight forwarders, customs agents, visa processors or persons providing similar services
- Professional agents: attorneys, accountants, lobbyists or other persons engaged on a professional basis to represent DS Belcon in Government business or to lobby for a change in law.

The above rules apply equally to any proposed subcontracts and assignments. Consent to subcontracting or assignment may not be given until the appropriate due diligence has been carried out on the proposed subcontractor or assignee (either by DS Belcon or the principal contractor).

2.2 Awarding contracts to contractors or suppliers

Contractors and Sub-contractors must ensure that all their procurement activities follow the existing requirements set out in the DSB Contracts & Procurement (DSB C&P) process,

www.dsbelcon.com. Following the DSB C&P ensures that:

1. Contractors and suppliers are made aware of the DSB General Business Principles, www.merworld.net, Mercadoria Code of Conduct www.dsbelcon.com and +868-634-1401;
2. All contracts include the required clauses relating to the DSB Business Principles and the DS Belcon Code of Conduct;
3. Due diligence is undertaken where this is mandatory (see Chapter 2.1) before inviting them to tender and contractors or suppliers confirm (at the pre-qualification stage) their understanding of the requirements of the DSB Business Principles; and
4. The tender board process is followed to ensure transparency.

Prohibited G&H

- Illegal or inappropriate
- Cash or cash equivalents
- Loans
- Personal services
- Events/meals where the business partner is absent
- G&H that is or can be linked to important business decisions during sensitive decision periods

When the service is being provided in a high risk country and the contract value exceeds \$50,000 within a 12 month period or when the scope of work or contract changes and the services will now be provided in a high risk country and the contract value exceeds \$50,000 within a calendar 12 month period, the following instructions must be followed:

1. Ensure the potential contractor or supplier provides the following pre-qualification information:
 - a) Any affiliations with Government Officials. If the contractor or supplier is a Government Intermediary the requirements in Chapter 2.1 must be followed;
 - b) A completed Certificate for Contractors and Suppliers - see requirements for Appointing Contractors, www.dsbelcon.com;
2. For contracts already in place, ensure the contractor or supplier provides the certificate set out in the requirements for Appointing Contractors, www.dsbelcon.com:
 - a) If any red flags are now present; or
 - b) Upon renewal of contract or every three years, whichever comes first;
3. If the contractor or supplier refuses to supply a certificate under section 1(b) or 2 above advice from an authorised Legal Counsel must be obtained;
4. Declare all completed certificates and any advice from the authorised Legal Counsel as Records in the office of the CCO.

The above rules apply equally to any proposed subcontracts and assignments. Consent to subcontracting or assignment may not be given until the appropriate due diligence has been carried out on the proposed subcontractor or assignee (either by DS Belcon or the principal contractor).

2.3 Offering or receiving Gifts and Hospitality (G&H)

Directors & Heads of Departments must ensure that:

- **G&H never influence or be perceived to influence a business decision;**
- **Any G&H offered or received are reasonable and proportionate;**
- **Prohibited G&H are never offered or received; and**
- **Per diem payments are never offered as an alternative to gifts, meals, lodging, entertainment or travel-related expenses unless: i) required by contract or local Government regulation, and ii) an Attorney has advised that doing so is acceptable.**

Also, regarding Government Officials, DSB Employees, Contractors & Sub-contractors must never offer/agree to:

- **Pay costs for additional days of travel to tourist destinations or private visits; or**
- **Pay costs for family members/guests unless advised by the Company's Attorney that doing so is acceptable (Note: total costs for the Government Official and their family members/ guests should be attributed to the Government Official as a single sum in determining whether registration or the additional memorandum procedures below are required).**

All employees must record in the Company's Code of Conduct Register www.dselcon.com and get line approval for:

- All G&H that could be perceived as creating a conflict of interest, accepted or declined;
- All G&H *from* any third party valued at \$150 or greater, accepted or declined;
- All G&H *to* a private/commercial individual valued at \$150 or greater, accepted or declined; and
- All G&H *to* a Government Official valued at \$20 or greater, accepted or declined.

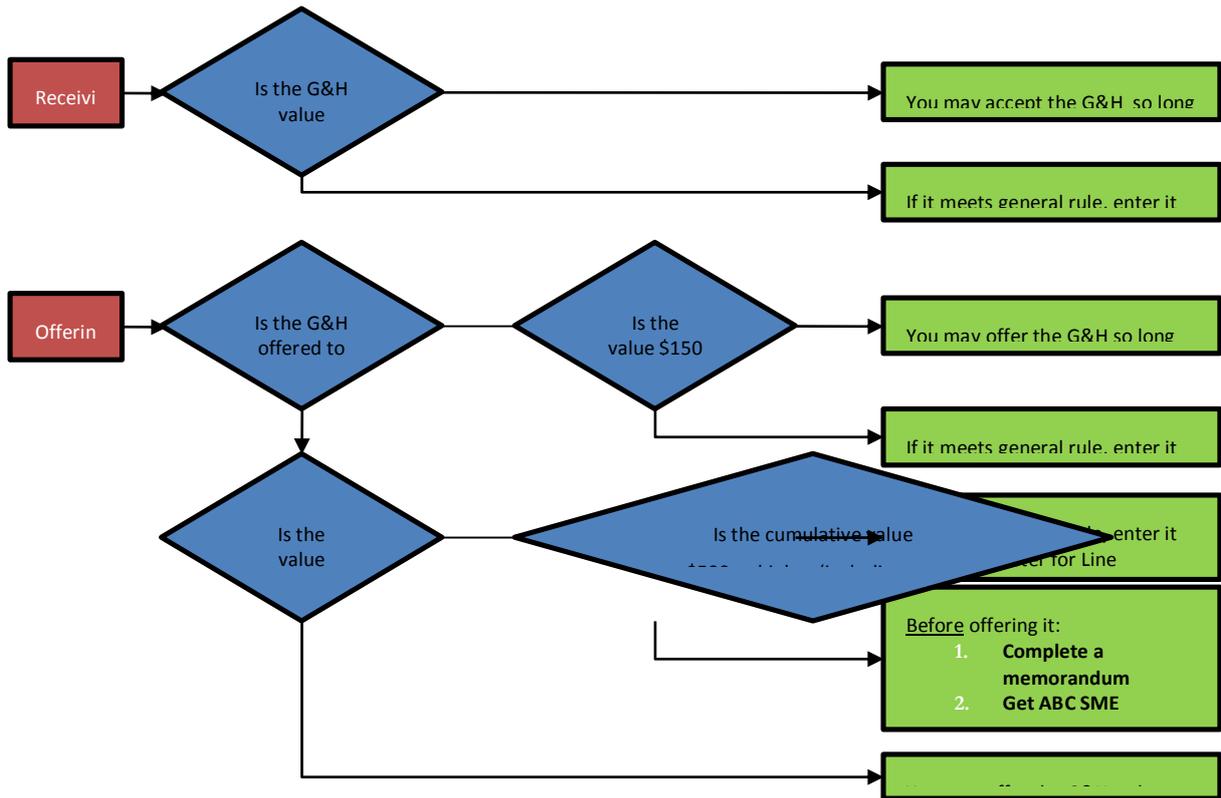
Additionally, where the cumulative value offered by DSB *to* a Government Official is \$500 or greater in a calendar year, the following procedures are required:

1. Prepare a memorandum¹ (a pro forma for the memorandum can be found at www.dselcon.com providing;
 - a) A description of the proposed expenditure;
 - b) A detailed budget;
 - c) The name of the Government Official and, if applicable, the name of any Government Official's family member(s) or guest(s) who are also recipients;
 - d) A description of any interaction the Government Official has had or is expected to have with DSB;
 - e) Any facts that could cause an impartial observer to perceive the expenditure could obtain an improper business advantage; and
 - f) The business reasons for the expenditure;
2. Obtain the mandatory support of an Attorney for the above memorandum;
3. Seek approval from management with the appropriate level of authority as defined in the Manual of Authorities; and
4. Declare the memorandum, support from the Attorney and management approval in the company's vault as a Record.

The following chart summarises the above requirements when offering or receiving G&H

The General Rule is: Do not offer/accept G&H if it will influence/appear to influence a business decision or is on the prohibited list

¹ **Approvals for entertaining Government Officials on multiple occasions** - The memorandum may cover a series of related meetings (an "umbrella" approval) within a calendar year. The actual expenditure associated with each of these meetings must be entered into the Company's Code of Conduct Register and all receipts must be retained.



*Where advanced registration/approval is impractical, post registration/approval is required

Note: All gifts declined must be entered into the Register

1. Prizes from external competitions or lotteries received by DS Belcon staff

Where a DSB staff member wins and wishes to accept or retain a prize or prizes of \$150 value or greater, the prize(s) should be entered into the Company’s Code of Conduct Register and line manager approval obtained. The line manager will need to consider whether acceptance may create an actual or perceived influence over business decisions, especially if the prize is high in value. Line managers may seek advice from the Company’s Attorney.

2.4 Dealing with a Conflict of Interest (COI)

Directors & Head of Departments must ensure that:

- **Employees are aware of the need to declare any COI in the Company's Code of Conduct Register, whether the conflict is actual or perceived; and**
- **Managers resolve or escalate any reported actual or perceived COI and that the agreed mitigation is properly recorded in the Company's Code of Conduct Register.**

The Company's Code of Conduct Register to record COI can be accessed via this link www.dselcon.com

Employees may obtain advice from their legal department or Office Manager to help determine if a conflict exists.

A COI may arise where an employee has outside employment (or financial participation) in a business that does business or seeks to do business with [Company]. A COI may also occur when this employment or participation is by the employee's spouse, children or other close family member.

It is not possible to list all situations or relationships which may create a COI or the appearance of one, so each situation must be evaluated on its facts.

2.5 Funding Social Investment activities and Sponsorships

Directors & Heads' of Departments must ensure:

- **That the funding of Social Investment activities (e.g. charitable contributions/donations, joint Social Investment projects) or sponsorships requested by external stakeholders or initiated by DS Belcon, are legitimate and not made to improperly influence a business outcome;**
- **That the proposed recipient is a legitimate organisation and due diligence is conducted on it accordingly;**
- **That reasonable efforts have been made to determine whether any Government Official is affiliated with the proposed recipient organisation and that this is declared as a Record in the company's vault;**
- **That any red flags raised are resolved prior to committing funds; and**
- **That the appropriate person is identified to process the request/activity: a) if it falls under the scope of responsibilities of the Accountant or b) if it is a business sponsorship that falls within the remit of the relevant Manager.**

Before making a commitment in excess of \$250 the Manager or Accountant must undertake and document reasonable efforts to determine whether any Government Officials are associated with the proposed recipient. If there is any such association, they must:

1. Obtain a completed certificate (see requirements for Funding a Social Investment www.dsbelcon.com from the proposed recipient of funds:
 - a) If there is a risk of a perceived improper advantage for DS Belcon; or
 - b) If the proposed recipient is based in a high risk country, the request comes from a high risk country, or the activity takes place in a high risk country
2. Submit a memorandum (see requirements for Funding a Social Investment www.dsbelcon.com) if the proposed recipient is Government owned or if a Government Official or their relative is involved (either through soliciting the proposed contribution/funding or by being the owner, shareholder, director, manager, patron or trustee of the recipient organisation) and it is reasonably expected that any DS Belcon company may have business that could be influenced by that Government Official or the Government Official's agency, ministry or department.

Social Investment can be defined as the contribution of skills and/or resources to a host society in order to provide lasting benefit to the host society and/or the environment and to DS Belcon. By contrast, sponsorships primarily seek commercial benefits for DS Belcon. They are a form of advertising to promote the DS Belcon brand in which DS Belcon offers funding to a company, association or other institution in return for a range of promotional opportunities.

Social Investment activities may range from increasing local capacity building skills to supporting national education, health or conservation programmes to name a few. Social investment may be voluntary or required by a host Government under a contract.

What types of Social Investment activities carry corruption risks?

1. Partnership agreements (joint funding of projects with Governments, not-for-profit organisations, international organisations and donors);
2. Consultancy or other collaborative agreements entered into for Social Investment purposes such as:
 - (a) Social Investment programmes;
 - (b) Social infrastructure delivery managed and / or funded by DS Belcon (e.g. training by a non-Governmental organisation or hospital upgrades); and
3. Charitable contributions (grants, standalone donations to charities or donations in connection with a collaboration framework agreement with a not-for-profit organisation).

To the extent these activities require the appointment of contractors or suppliers go to chapter 2.2. Where Government intermediaries are involved go to chapter 2.1. Also follow the requirements of the Social Performance Manual.

The memorandum must be sent to an Attorney for review and mandatory support as to whether the investment should proceed and then to management with the appropriate level of authority as defined in the Manual of Authorities for written approval AND must cover:

- a) A description of the proposed contribution/funding or sponsorship;
 - b) The recipient organisation and the controls they have in place to deal with ABC risks;
 - c) The name, involvement or role of the Government Official or relative;
 - d) Details of any interaction the Government Official has had or is anticipated to have with [Company];
 - e) Details of any pending issues in which the Government Official may be involved that could affect the [Company] Group;
 - f) All facts relevant to whether an impartial observer could perceive the proposed contribution as intended to obtain an improper advantage; and
3. Declare the certificates and/or memorandum, due diligence documentation, and support from the Attorney and management approval as Records in the company's vault.

2.6 Political Payments and Industry Associations

Directors and Heads of Departments must ensure that payments from DS Belcon funds or resources are not made to political parties, political organisations or their representatives either directly or via third parties such as Industry Associations.

Candidates running for political office should be treated as a Government Official and thus any Gifts & Hospitality to/from them individually must meet the requirements in Chapter 2.3.

The employee who manages the DS Belcon Corporate membership of an Industry Association must follow these additional instructions:

Request the association to confirm that either:

1. No political contributions will be made with their funds; or
2. No DS Belcon funding will be used to make political contributions - see requirements for Funding Political Activities www.dsbelcon.com for a sample letter.

If either of these requirements are not met, then the Attorney must be consulted on whether or how to proceed with the membership.

2.7 Recruitment of employees, contract staff and secondees

The recruitment of family members of Government Officials – even outside the country in which the Government Official or family member is located – can create the impression of impropriety, even when there is none and even when the recruit is properly qualified for the position for which they have been hired.

Accordingly, great care has to be taken when considering the recruitment of family members of Government Officials. Where such a situation arises, it must be brought to the attention of the HR Department before progressing, who will advise appropriately having consulted the company's Attorney and taken other internal advice when necessary.

2.8 Mergers and Acquisitions

Due diligence for Mergers and Acquisition transactions must include due diligence for compliance with anti-bribery laws.

The requirements can be found at www.dselcon.com

3. Mandatory requirements for Joint Ventures (JVs)

3.1 Controlled JVs and DS Belcon Operated Ventures (SOVs)

JVs in which DS Belcon has a controlling interest as well as DS Belcon companies formally designated as JV operator must adopt the DS Belcon's anti-bribery and corruption programme.

3.2 Non-DS Belcon Operated Ventures (NOVs)

NOVs in which DS Belcon has a controlling interest must adopt the DS Belcon Anti-bribery and Corruption Manual (see section 3.1 on Controlled JVs).

Where DS Belcon neither controls nor operates the JV, DS Belcon may also be accountable under anti-bribery laws for the actions of the JVs. The DS Belcon appointed director or, in the case of an unincorporated JV, management committee member (or the Shareholder Representative if a director has not been appointed) must seek the adoption of DS Belcon's anti-bribery and corruption programme (or materially equivalent standards and principles) for all JVs in this category.

The DS Belcon-appointed director or management committee member, Shareholder Representative, or any other DS Belcon employee working for a JV must immediately notify DS Belcon Legal or a DS Belcon Office Manager if he or she becomes aware of a bribe or a request for a bribe being made by or to any employee of the JV. DS Belcon Legal must be consulted immediately in cases where board members believe/consider that such notification may render them in breach of their fiduciary duties towards a JV company.

The following minimum steps must be taken for existing NOVs:

The DS Belcon-appointed Director or management committee member (or the Shareholder Representative if there is no appointed DS Belcon Director) must:

1. Formally request to the JV board (or equivalent) that:
 - (1) The DS Belcon anti-bribery and corruption programme or a materially equivalent programme be adopted;
 - (2) The request for adoption of the programme or a materially equivalent programme and any responses or requests are minuted and recorded; and
 - (3) A performance report on the JV's anti-bribery and corruption programme be submitted to the board or management committee annually.
2. Formally record DS Belcon's objection to any proposal to pay per diems or pay for gifts, hospitality or travel for any immediate family member of any Government Official and ensure that it is formally recorded by the JV or its operator and recorded;
3. Annually inform the relevant Manager whether or not they consider that bribes have been paid by or to any employee of the JV; and
4. Declare all the above as Records in the company's vault.

3.3 Requirements when setting up new JVs

For all new JVs the Business Opportunity Director must:

1. Take all precautions through well-documented due diligence to ensure business relationships are established only with reputable and qualified prospective JV partners;
2. Review the adequacy of due diligence performed in connection with the selection of the other JV participants, as well as the JV's selection of agents, subcontractors and consultants where DS Belcon is proposing to enter into an existing JV; and
3. Declare the due diligence documents as a Record in the company's vault.

In the case of new NOVs, the Business Opportunity Director must implement the following additional requirements:

1. If the JV will be seeking Government approvals, ensure the controls applicable to a Government Intermediary (see chapter 2.1) are applied to the JV and the clauses in the requirements for Appointing an Intermediary www.dsbelcon.com or material equivalents are included in the JV documentation; and
2. Notify the relevant Office Manager before the deal is approved/concluded if the clauses in the requirements for Appointing an Intermediary www.dsbelcon.com , or their material equivalents, are not included in the JV documentation, to agree an appropriate solution.

4. Managing anti-bribery and corruption compliance

4.1 Key roles and responsibilities

The Anti-bribery & Corruption Committee (ABCC) reviews the existing and emerging risks of bribery and corruption. It receives monthly reports from the company's Attorney of advice given during that period and assesses the effectiveness of current policies, governance, training and controls in risk mitigation. The ABCC reviews the status of implementation of the Group Anti-bribery and Corruption Programme, performance versus plan and targets and addresses anti-bribery and corruption issues faced by the Group. It resolves or escalates or, where necessary, recommends appropriate action. It also recommends improvements to the Group programme to the CEO. The ABCC reviews the Group audit programme relating to bribery and corruption, including the results of audits, reviews and investigations. The ABCC reviews the annual compliance plans for the anti-bribery and corruption-related topics and recommends improvements where appropriate. When appropriate the ABCC will recommend any exceptions or step-outs to this Manual to the CEO.

Directors & Heads of Departments are accountable for determining their key legal and ethical compliance risks, implementation of the anti-bribery and corruption programme in terms of training, control improvements and the operation of the controls and for providing assurance on compliance with this Manual. Directors & Heads of Departments will assess the risks of legal and ethical non-compliance and ensure these are considered where relevant to plans, decisions and operations. They will monitor, communicate and report changes in the risk environment.

The ABC compliance programme requirements will be established and communicated by the company's Legal Counsel through the DS Belcon Control Framework, via foundation elements (DS Belcon General Business Principles, DS Belcon Code of Conduct, Statement of Risk Management, Standards/Manuals) and processes (delegation of authority, strategy/planning/appraisal, assurance/compliance). Directors & Heads of Departments are responsible for taking actions to manage the identified risks in a sustainable manner. They are also responsible for allocating and funding the resources required to support compliance programme implementation. For further roles and responsibilities including those of the Company's Attorney, the Office Manager, the Directors and Managers, and Legal Counsel go to www.dsbelcon.com.

4.2 Managing incidents

The Anti-Bribery and Corruption Department (ABCD) is a specialist unit within DS Belcon Internal Audit and is responsible for Code of Conduct Incident reporting which includes the MWL Helpline System which is operated by TSTT. The Head of Legal Department is the custodian of the Code of Conduct Incident Management Procedure and related Investigation Principles. The ABCD will investigate allegations of bribery and corruption and other alleged DS Belcon's Code of Conduct violations. It will also provide expertise in the area of fraud prevention and detection including training and reputational due diligence.

The Office Manager / Compliance Officers will monitor processes for capturing and tracking allegations and investigations. They will review and analyse incident data and investigation performance and outcomes.

5. Glossary

Anti-bribery and Corruption Subject Matter Experts (ABC SMEs)	<p>The Group ABC SME:</p> <ul style="list-style-type: none"> • Is responsible for defining the risks and legal and ethical requirements for anti-bribery and corruption to mitigate the risks; • Incorporates these requirements in this Manual and Guidelines as appropriate; • Approves memoranda as required by this Manual; • Provides content material for Group training on the topic for both awareness and knowledge levels and ensure changes in relevant legislation are assessed and relevant materials and training are updated; • Provides advice to the Businesses and Functions on legal issues relating to anti-bribery and corruption and provide appropriate briefings to the legal community at country level. <p>Supporting/regional ABC SMEs approve memoranda as required by this Manual after consulting the Group ABC SME if appropriate and provide advice to the Businesses and Functions on legal issues relating to anti-bribery and corruption.</p>
Business or Function Compliance Officer (B/FCO)	Provides compliance advice and independently monitors and reports the state of compliance in the Group.
Code of Conduct Register	Mandatory Group tool for recording COI and G&H
Conflict of Interest (COI)	See Chapter 2.4.
Contract staff	Individuals' working for Mercadoria under DS Belcon's day to day supervision.
Due diligence	An investigation into the facts and circumstances of a transaction or a business entity and its officers to ensure a full and complete understanding of the transactions and/or individuals.
Facilitation Payment	A payment made to induce a (usually low level) Government Official to perform a routine duty which that person is already obliged to perform and where that payment exceeds what is properly due.
Gifts and Hospitality (G&H)	Includes (but is not limited to) gifts, travel, accommodation, trips, services, entertainment, and any other gratuitous item, event, benefit or thing of value received from or offered to any person in connection with [Company] business.
Gifts and Hospitality Subject Matter Expert (G&H SME)	Responsible for defining the risks and legal and ethical requirements for G&H and providing advice to the Businesses and Functions on legal issues relating to G&H.
Government Intermediary	See Chapter 2.1.
Government Official	<ul style="list-style-type: none"> • Official or employee of any Government, or any agency, ministry, department of a Government (at any level) • Any person acting in an official capacity for a Government regardless of rank or position • Official or employee of a company wholly or partially controlled by a Government but excluding [Company] staff seconded to such companies (for example, a state-owned oil company) • Political party and any official of a political party • Candidate for political office • Officer or employee of a public international organization, such as the United Nations or the World Bank

	<ul style="list-style-type: none"> • Immediate family member (meaning a spouse, dependent child, or household member) of any of the foregoing
High/Medium/Low risk country	Relative ranking of a country with regard to public and private corruption. Rated by [Company] based on the Transparency International Corruption Perceptions Index (www.transparency.org/policy_research/surveys_indices/cpi)
Industry Association	Generally a membership-supported organisation whose mission is to offer assistance (e.g., market research) and represent the interests of those operating in a specific industry, also known as a trade association.
Per diem payment	A specific amount of money allocated to an individual to spend per day, to cover living and traveling expenses in connection with work (daily allowance).
Political Payment	<ul style="list-style-type: none"> • Contributions to any political campaign, political party, political candidate, or any of their affiliated organisations; • Expenditure related to political lobbying; • Expenditure related to memberships of Industry Associations that undertake political activity and / or political payments; • Any contributions that could be perceived to be any of the above
Political Payments Subject Matter Expert (SME)	Responsible for defining the risks and legal and ethical requirements for Political Payments and providing advice to the Businesses and Functions on legal issues relating to Political Payments.
Red flag	Term that denotes various attention indicators and signals, both explicit and implicit that warrant further investigation.
Record	A sub-set of information created or received as evidence of a business activity, or required for legal, tax, regulatory or accounting purposes, or of importance to the DS Belcon Group's business or corporate memory. Records may exist on paper, as physical items, as images or be stored in an electronically readable or audible format.
Social Investment	See Chapter 2.5.
Sponsorship	See Chapter 2.5.
TRIM	Mandatory Group tool for managing Records.