

ANTI-CORRUPTION PROCEDURES



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PROCEDURES FOR REPORTING PROBLEM SITUATIONS

The information provided JSL Policy is intended to serve as a preventive tool to assist Company Personnel in recognizing and avoiding potential violations of Bribery Act and other anti-corruption laws. Company Personnel have an affirmative obligation to become familiar with, and abide by, these policies, procedures and relevant laws. We at JSL carefully review these procedures and keep them in mind when conducting business or representing JSL Global in foreign countries, and seek guidance when you have any concerns about the appropriateness of a particular course of action.

If a situation arises that you believe may be prohibited by the FCPA or other anti-corruption laws, or may otherwise be in violation of JSL GLOBAL' corporate standards, you must contact Compliance before you take any action. You must provide Compliance with a complete account of the situation and the circumstances giving rise to it. Compliance will advise you as to how JSL Global wishes you to proceed in the matter. You should also advise Compliance when confronted with competitors who appear to be violating the FCPA or other anti-corruption laws, or foreign competitors who do not have to comply with such laws in their countries.

Notification and consultation with Compliance is mandatory in any situation where there may be a violation of the FCPA, other anti-corruption laws, or JSL GLOBAL' corporate standards. JSL Global will deem it a violation of this policy if you act in contravention of the directions of Compliance or otherwise violate the FCPA or other anti-corruption laws.

0.2) **THIRD-PARTY AGENTS**

A. The Role of Agents

Business intermediaries, such as third-party representatives and consultants (collectively, "agents/sub-contractors"), can play a pivotal role in bridging the gaps of distance, time, custom and language between the corporate culture of a company and local business communities. In that regard, companies retain agents for a number of reasons, including to:

- *gain access to and build relationships with senior government officials;*
 - *explore business opportunities in new regions without the expense of hiring or relocating employees;*
 - *penetrate an opaque or tight local market;*
 - *comply with local law which may require the use of a resident intermediary;*
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ANTI-CORRUPTION PROCEDURES



- *fulfil a business model that depends on a large volume of modest sales across a number of countries – a model that does not readily support a large international workforce;*
- *expand an in-country presence on a temporary basis with as little financial risk as possible;*
- *assist with the logistics of importing and exporting goods abroad;*
- *provide assistance with licensing and permit requirements; and*
- *provide legal or accounting services and advice in a local jurisdiction.*

Regardless of the actual authority given to them by the Company, agents often are thought to speak for the corporate office. When a company has no local employees in the country, agents may have extraordinary access to customers. For this reason, most anti-bribery laws expressly state that companies may not make inappropriate payments either directly or indirectly, through intermediaries or agents.

The pressure on agents to close a deal representing months or years of effort and expense is extraordinary. Many agents are compensated on a purely commission basis. They are often paid only when their efforts result in a government contract and are often not reimbursed for expenses accrued on behalf of their principal. There is significant pressure to make a payment to a government official to “ensure” success.

In order to mitigate the risk associated with sales agents and key commercial agents, JSL Global shall:

- *only appoint agents/sub-contractors with a proven track record and reputation, which includes not taking/paying bribes or being involved in corrupt practices;*
 - *obtain approval from Compliance prior to the appointment of the agent and determining his or her compensation. Compliance will conduct appropriate screening and due diligence on all agents prior to their appointment, which will be documented and retained for audit trail purposes;*
 - *provide sufficient training and ensure agents have appropriate procedures in place to minimize the risk of bribery and corruption;*
 - *obtain a signed contract from all agents, including applicable anti-bribery and anti-corruption provisions and certification; and*
 - *carry out annual performance reviews of the agent and re-perform due diligence as needed.*
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ANTI-CORRUPTION PROCEDURES



B. Due Diligence Procedures for Agents & Sub-Contractors

B.1) Risk Assessment and Initial Vetting. As with all employees or business partners, the initial stage in the vetting and retention of an agent should be a methodical search for the most qualified person or company. Accordingly, the due diligence questionnaire process should include the following elements:

- *Documenting the business justification for selecting the agent, including whether alternative candidates were considered and whether there are employees in-country who could fulfil the same role;*
- *Assessing the risk posed by an agent in order to determine which level of due diligence is appropriate for the relationship. Compliance will manage this risk assessment process by utilizing a combination of internal and external resources, such as Transparency International's "Corruption Perceptions Index" and reports published by firms such as TRACE, PwC, and Thomson-Reuters;*
- *Documenting the expertise and resources that the proposed agent brings to the marketing he or she will undertake; Documenting the justification for the proposed term and compensation for the agent; and*
- *Documenting the approval of the proposed agent as well as his or her term and compensation by the Company's President of International Currency, International Sales Director and Regional Sales Director.*

A Company employee familiar with the local business strategy (typically, the Regional Sales Director) should undertake the initial review, following receipt of the approval of Compliance. Copies of the due diligence records will be maintained by Compliance.

B.2) Background Review - If the justification for retaining the agent is satisfactory, Compliance will conduct a background review, which will address the following topics:

- **CONTACT INFORMATION:** *Obtain the full name, address, telephone and facsimile numbers of the agent company or individual, along with an email address, if available;*
- **COMPANY STRUCTURE:** *Ascertain the organizational structure of the agent's/sub-contractor's company. Knowing whether an agent is organized as a partnership or corporation, with or without limited liability, can help narrow the questions to be asked about ownership;*
- **COMPANY OWNERSHIP:** *Identify complete ownership. This is a less intrusive review of ownership than that undertaken during the standard due diligence process; true beneficial ownership may only be necessary if "red flags" are uncovered during the due diligence review;*

ANTI-CORRUPTION PROCEDURES



- **COMPANY DESCRIPTION:** Obtain a brief history of the agent's company, its qualifications and the services provided. The agent's website often provides insight into its level of expertise and sophistication, potential conflicts of interest and inconsistencies;
- **EMPLOYEES:** Identify the key employees that will act on behalf of the agent's company. In the same way that large companies cannot avoid their anti-bribery obligations by shifting the burden to intermediaries, agents are responsible for the business ethics of their foreign or local employees;
- **REPUTATIONAL REFERENCES:** Secure reputational references whenever possible. These references can be obtained either during the due diligence review or as part of the Company's more general business evaluation of the agent;
- **DISCLOSURES:** Ask about prior bankruptcies, criminal convictions or pending investigations for bribery, fraud, tax evasion, export or anti-trust violations. Agents should also disclose whether they have been debarred from bidding on government contracts for any length of time in any country in which they do business; and
- **GOVERNMENT DATABASES:** Local government maintain lists of persons and organizations that have violated various laws or regulations. It is important for JSL Global to review the names of the agent's company, its owners, principals, partners, key employees and third parties, if any, against these lists. Retaining an agent that is listed in a government database can be more than a "red flag" in terms of anti-bribery compliance; it can itself be a violation of other laws.

Until the review is complete, the agent should be instructed not to undertake work on behalf of JSL Global. It is little consolation until the review is complete to companies accused of paying bribes that the agent was acting on a verbal agreement or simply "free-lancing" to prove his or her value to a potential new principal.

3. "Red Flags"- The internal and external review process should develop as complete a picture possible of the agent's expertise, relationship to government officials, financial stability and commitment to ethical business practices. During this process, Compliance should determine whether there are any facts or circumstances (so-called "red flags") that should end the possibility of a business relationship or that require significant additional investigation. Such "red flags" may include, without limitation, those set forth below:

- Demands or offers lavish gifts, entertainment or hospitality before commencing or continuing contractual negotiations or provision of services;

Requests payment in cash or to a numbered account or the account of a separate third-party;

ANTI-CORRUPTION PROCEDURES



- *Requests payment in a country other than the intermediary's country of residence or the territory of the sales activity (especially if it is a country with little banking transparency);*
 - *Requests payment in advance or partial-payment immediately prior to a procurement decision;*
 - *Requests payment for extraordinary, ill-defined or last-minute expenses, or for an unexpected additional fee or commission to 'facilitate' a service;*
 - *Is owned by a government entity or has an employee who simultaneously holds a government position;*
 - *Has a family member in a government position, especially if the family member works in a procurement or decision-making position or is a high-ranking official in the department that is the target of the intermediary's efforts;*
 - *Refuses to disclose owners, partners or principals, or identifies a business reference who declines to respond to questions or who provides an evasive response;*
 - *Uses shell or holding companies or other unusual corporate structures that obscure ownership without credible explanation;*
 - *Is specifically requested by a customer, or requests that you provide employment or some other advantage to a friend or relative;*
 - *Is recommended by an employee with enthusiasm out of proportion to qualifications;*
 - *Has a business that seems understaffed, ill-equipped or inconveniently located to support the proposed undertaking;*
 - *Has little or no expertise in the industry in which he/she seeks to represent the Company;*
 - *Is insolvent or has significant financial difficulties;*
 - *Is ignorant or indifferent to local laws and regulations governing the region in question and the agent's proposed activities in particular;*
 - *Declines to sign an agreement or certification, or to provide a proper invoice for services;*
 - *Is the subject of credible rumours or media reports of inappropriate payments; or*
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ANTI-CORRUPTION PROCEDURES



- *Is currently under investigation or has been convicted of previous violations of law.*

Extra caution should be exercised if the agent/sub-contractor is doing business in an industry or in a country with little business or financial transparency. This fact on its own might lead Compliance to conclude that an additional, or "heightened," review is needed.

C. Agent Agreements

JSL Global must know the identity and contractual arrangements (including compensation structure) for each person who represents JSL Global in foreign jurisdictions, and each such person must be educated by JSL Global as to these policies and procedures. Accordingly, agents may only be hired or their services retained by written agreement between the agent and JSL Global, with the agreement executed by a corporate officer of JSL Global. Note: JSL Global agents are not authorized to hire or retain additional agents or sub-agents without specific written authority from the General Counsel to do so.

The agent agreement must follow the template from time to time provided by Compliance and should include, among other things, a certification of compliance with this policy and applicable anti-corruption and anti-bribery laws.

Any changes to the form of agreement must be approved by Compliance and the Legal Department. Copies of all signed agreements with agents must be promptly forwarded to Compliance and the Legal Department. After an agent agreement is executed, it may not be amended, revised or modified, and no provision thereof may be waived, without the prior written consent of Compliance and the Legal Department. No other agreements, arrangements, side letters or the like, whether written or oral, may be entered into with an agent without the prior written consent of Compliance and the Legal Department.

0.3) FINANCIAL CONTROLS AND PROCEDURES

JSL GLOBAL' Consultant Director will implement and administer additional financial and accounting controls related to agent payments that are designed to detect and prevent improper payments under anti-corruption laws, and assure the accuracy of all of JSL GLOBAL' books and records with respect to those payments. All accounts, invoices, memoranda and other documents and records relating to dealings with third-parties, including customers, agents, suppliers and business contacts, must be prepared and maintained with strict accuracy and completeness. No "off-book," "slush fund," or similar accounts will be established for any purpose.

As described above, all gifts, entertainment and hospitality, as well promotional or marketing payments, charitable contributions, donations and sponsorships must be properly declared, approved and recorded.

ANTI-CORRUPTION PROCEDURES



On a quarterly basis the Company's Finance Department must submit a report to Compliance listing all foreign third-party commissions, retainers, payments, or other remuneration made in connection with the Company's operations in every country in which JSL Global does business or is seeking business.

Financial audits relating to anti-corruption books and records will be conducted by the Accounts Department in conjunction with Compliance. In addition, the Senior Accountant will ensure compliance with the following controls and procedures for JSL Global and its subsidiaries, including without limitation JSL Global:

- Bank accounts opened or closed only upon the written approval of the Managing Director;*
 - No payments to agents unless a signed agreement has been received and approved by Compliance;*
 - No payments or transfers to anonymous or numbered accounts, or to accounts that are not in the name of the payee, or to an entity known to be controlled by the payee;*
 - No payments or transfers to a contracting foreign government entity that are not in accordance with, or provided for under, the terms of the contract between JSL Global and the foreign government entity. Exceptions to this procedure may only be made with written approval by the Managing Director;*
 - No payments or transfers processed or approved for questionable invoices, over-invoices, invoices without proper receipts, or that include other misleading, vague, non-specific descriptions or other irregular payment documentation. Any requests of this nature must be reported promptly to the Managing Director;*
 - No payments or transfers processed or approved where the documentation in support of the payment contains (or has "red flags" indicating) fictitious or fabricated entities, sales, purchases, expenses, services, loans, charitable donations, misstatements of transactions, recording to the wrong payee or similar financial arrangements. Any requests of this nature must be reported promptly to the Managing Director;*
 - Payment or transfer requests must be in writing and accompanied by an accurate explanation of the purpose, correspond to an appropriate account, and have proper authority for the payment. Explanation for the payment must be retained at the paying location for a period of at least three years;*
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ANTI-CORRUPTION PROCEDURES



- No expenses may be reimbursed to third parties assisting JSL Global in obtaining or retaining business unless such expenses are permitted under the agent agreement, receive prior written approval from Compliance, and are supported by credible documentation;
- No advance payments to agents prior to award or customer paying their invoice without the priorwritten approval of the Managing Director;
- No agreements with agents establishing joint ventures, partnerships, or other compensation in addition to sales commissions without the prior written approval of the Managing Director and Compliance;
- No deviations or amendments to the compensation terms in existing agent agreements without the prior written approval of the Managing Director and Compliance; and
- No sponsorships, community projects, charitable contributions or donations over QAR500 withoutprior written approval from the Consultant Director and Managing Director.

0.4) REVIEW, TRAINING, CERTIFICATION AND REPORTING

- A. Review and monitoring – Compliance will regularly monitor the effectiveness of this policy and review its implementation, considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. The controls and procedures described herein will be subject to regular internal audits, including financial control audits, as well as periodic external reviews to provide assurance that they are effective.
- B. Training – Compliance & HR will deliver anti-corruption training on a regular basis to any Company Personnel with duties that involve interaction with the government officials or supervision of others who interact with government officials. Compliance will supplement the training by delivering in-person anti-corruption training to the Company's senior sales and financial personnel on at least an annual basis. Compliance will also periodically review ethics and anti-corruption requirements with JSL Global's agents in high-risk countries (as defined by Transparency International's annual corruption rankings), in conjunction with the Consultant Director and/or General Manager for that country.
- C. Certification – In addition to all agents and high-risk suppliers (also referred to as "key sub-contractors"), all relevant Company Personnel must submit an anti-corruption and antitrust certification to Compliance.
- D. Reporting - Compliance will present an anti-corruption compliance update to senior management least an Annual basis.


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