



ANTI-BRIBERY AND CORRUPTION POLICY

COMMITMENT STATEMENT

Atlantic LNG Company of Trinidad and Tobago (hereinafter referred to as “Atlantic” or the “Company”) is committed to a culture of good business ethics and integrity and operates with zero tolerance for any form of corruption or illegal behaviour whether direct or indirect. This Commitment extends to all of Atlantic’s business dealings and transactions. This Commitment is given force in a detailed Anti Bribery and Corruption Programme which shall be regularly revised to capture changes in law, reputation demands and changes in Atlantic’s business.

A. POLICY

1. Bribery

Atlantic, its employees, officers, directors, agents, consultants, brokers or other individuals, intermediaries, contractors, distributors, suppliers or entities over which it has control, are strictly prohibited from engaging in any act of bribery with respect to ANY third party, public or private.

“Bribery” is :

- (a) the giving, offering or promising, directly or indirectly, of a financial or other advantage with the intent to induce another person to improperly perform a function or activity or to reward a person for improperly performing a function or activity or with the knowledge or belief that the simple act of acceptance of the advantage will constitute the improper performance of a function or activity; or
- (b) the requesting, agreeing to receive or accepting of a financial or other advantage where there is an intention that as a consequence a function or activity should be performed improperly; or
- (c) the promising, offering or giving of an advantage either directly or indirectly, to a Public Official as an inducement or reward for the retention of business or an advantage in the conduct of business.

Bribery will exist when related to dealings in Trinidad and Tobago or anywhere else with: (i) regulatory, governmental or public authorities or officials; (ii) businesses; (iii) public international organizations; (iv) corporate and unincorporated organizations; and (v) persons in the course of their employment in any sphere.

2. Corruption and Fraud

Corrupt and Fraudulent activities are not acceptable to or tolerated by Atlantic. Employees, officers, consultants, contractors and other third parties are prohibited from engaging in any form of corrupt or fraudulent activity in their business operations whether or not on behalf of Atlantic.

“Corruption” is defined as the abuse of entrusted power for private gain.

“Fraud” is defined as the intentional, false misrepresentation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury.

Actions constituting Corruption and Fraud

The terms embezzlement, misappropriation and other fiscal irregularities usually capture the general acts of fraud and corrupt practices but do not preclude the following:

- Any dishonest or fraudulent act
- Misappropriation of Company funds, securities, supplies or other assets
- Impropriety in the handling or reporting of money or financial transactions
- Failure to disclose conflicts of interests
- Profiteering as a result of insider knowledge of the Company activities
- Disclosing confidential and proprietary information to outside parties
- Disclosing to other persons securities activities engaged in or contemplated by the Company
- Manipulation, falsification or alteration of records or documents
- Accepting or seeking anything of material value from contractors, vendors, or person providing services/materials to the Company. Exception: Except Gifts and Entertainment approved under the Code of Ethics.
- Destruction, removal, or inappropriate use of records, fixtures, and equipment and other physical assets of the Company; and/or
- Any similar or related irregularity.

3. Facilitation Payments

Atlantic prohibits ‘facilitation’ or ‘grease’ payments as these are bribes and illegal. It is also Atlantic’s policy that its agents and intermediaries, contractors and suppliers do not make facilitation payments on its behalf.

Examples of Actions consisting Facilitation Payments

- Request by custom officials for ‘undue custom duties’ for the prompt clearing of items.
- Payments to speed up the process of granting licences or permits – ‘special acceleration fees’.
- Payments to ensure prompt transit of equipment or cargo – ‘assurance payments’.
- Meeting fees for Public Officials not covered by Government Policies.

4. Expenditures in Connection with Public Officials

“Public Official” includes any employee or official of the State or any public body or public institution, including those who are appointed, elected or selected to perform activities or functions in the name of the State or service of the State e.g. Ministers of Government, Permanent Secretaries, Directors of State Enterprises/Companies, employees of State Enterprises/Companies, Municipal Corporations and Regulatory Agencies, Diplomats.

Atlantic prohibits any person or persons associated with it either directly or through a third party to offer, promise or give any financial or other advantage to a Public Official or to another person at the Public Official’s request in order to obtain or retain business or an advantage in the conduct of business.

Under limited circumstances, certain Anti-Corruption Laws may allow for appropriate, reasonable and bona fide expenditures in connection with Public Officials. Employees should consult with the Law Department before proceeding to assume responsibility for any payments on behalf of any Public Official. This will allow proper documentation in addition to evaluating whether such travel or entertainment is allowed.

5. Political Contributions

Atlantic does not allow contributions (financial or in kind) to political parties, causes, party officials, candidates, organizations or individuals engaged in politics or charities or sponsorships whether direct or indirect being made on its behalf as a way of obtaining advantage in business transactions. See Code of Business Conduct and Ethics for further information.

6. Accurate Books and Records

The Company must make and keep books, records and accounts that accurately and fairly reflect its transactions and disposition of assets in sufficient detail to facilitate a full understanding and audit trail. No false or misleading entries should be made in the books and records of the Company for any reason. All contracts and other documents must accurately describe the transactions to which they relate. No payment on behalf of the Company should be approved without adequate supporting documentation or made with the intention or understanding that all or part of any such payment is to be used for any purpose other than that described by the documents supporting the payment. All records are to be kept and maintained by the Company for a minimum of 6 years from the date of creation.

As a general rule, be aware of 'Red Flag' circumstances, which may indicate some form of bribery or corruption. An indicative list of some 'Red Flags' is provided in Annex 1.

B. COMPLIANCE

Compliance with this policy is mandatory. No employee will suffer adverse consequences for refusing to pay or receive bribes if this may result in the Company losing business.

C. LEGAL FRAMEWORK

It is Atlantic's policy to comply with all applicable local anti-corruption and anti-bribery laws including but not limited to the Prevention of Corruption Act Chap 11:11 as amended. It is also Atlantic's policy to comply with international anti-corruption and anti-bribery laws such as the UK Bribery Act 2010 and the Foreign and Corrupt Practices Act to the extent that such compliance does not result in a contravention of any local anti-corruption laws.

Atlantic is committed to observing the standards of conduct set forth in the Anti-Corruption and Anti-Bribery laws. It is the personal responsibility of each employee to acquaint themselves with the legal standards and Company policies applicable to their assigned duties, including all applicable Anti-Corruption laws and to conduct themselves accordingly in all respects.

D. VIOLATIONS

Violation of this policy may result in disciplinary action up to and including termination in accordance with the Company's Disciplinary Procedure. In addition, breach of any Anti-Corruption laws may subject an employee to civil and criminal penalties. Employees should be aware of issues possibly related to bribery activities and should contact the Compliance Unit with any questions or concerns they may have. See the Bribery and Corruption Risk Management Standard for further information on investigations of reported violations.

E. THIRD PARTIES

1. Applicability: Atlantic may be liable under the terms of Anti-Corruption laws not only for the actions of its direct employees but also for the actions of the third parties in certain circumstances. Atlantic or its Member Companies can be liable if it knew, or should have known, that its agent, partner, intermediary, contractor, distributor, supplier or other third party over which it has control was going to pay a bribe or failed to take the appropriate steps to attempt to prevent such payment and thus implicitly authorized the bribe.

2. Agreements: All agents, representatives, officials, officers, directors and employees and any other individuals, intermediaries, contractors, distributors, suppliers or other third parties over which the Company has control must, as appropriate, acknowledge an understanding and agreement to comply with applicable Anti-Corruption laws and Atlantic's Supplier's Sourcing Code. Atlantic should retain the right to terminate its relationship if the third party is not fulfilling these requirements. Any violation or any solicitation by a third party that would result in a violation should be reported immediately to the Law Department.

3. Due Diligence and Monitoring: It is the Company's policy to do appropriate due diligence and monitoring of agents, suppliers, contractors and other third parties before and while conducting business with them. The Company has established due diligence procedures for all prospective business partners and employees and requires that all results of due diligence reviews be documented and recorded. See Due Diligence Standard for further information.

F. EMPLOYEE TRAINING

All relevant employees will receive training on these policies and procedures at the time of the issuance of this policy or at the beginning of their employment and from time to time thereafter as appropriate.

G. REVIEW AND AUDIT

Atlantic's audit approach includes consideration and review of Anti-Corruption laws and issues. The annual audit plans include a risk assessment analysis of elements related to these issues, including as appropriate, independent surveys.

The Company's Internal Audit Department is also available to undertake appropriate special audits related to Anti-Corruption laws and issues.

H. COMMUNICATIONS AND REPORTING

1. Encouraging Open Communication: No policy can anticipate every situation that may arise. Accordingly, this policy is not meant to be all-inclusive, but rather is intended to serve as a source of guiding principles and to encourage communication and dialogue concerning standards of conduct addressed in the policy. Employees are encouraged to discuss with the Compliance and Ethics Officer questions about particular circumstances that may implicate the provisions of this policy.

2. Reporting Obligations: Employees who suspect or are aware that the Company's standards articulated in this policy are not being practised are required to report directly to the Head of Internal Audit or Corporate Security Director. Reports can be made anonymously through the Company's Speak Out/Report It Procedure although employees are encouraged to identify themselves so that a full investigation is possible. For more information on Reporting Procedures please see the Bribery and Corruption Risk Management Standard.

3. No Retaliation: Retaliation for reports of misconduct by others made in good faith is prohibited by law and the Company will not permit retaliation of any kind against any employee who reports misconduct in good faith.

Annex 1

The following are some illustrative 'Red Flag' examples; there may be other circumstances that merit further review.

It is a Red Flag if your prospective employee or business partner or contractor:

- Has been accused of improper business practices;
- Has family or other relationships that could improperly influence Government action;
- Approaches you near a decision time and explains that he/she has "special arrangement" with an official;
- Lacks experience, expertise or the resources to support the proposed undertaking;
- Is insolvent or has financial difficulties;
- Submits due diligence information that contains misrepresentations or inconsistencies;
- Refuses to disclose owners, partners or principals or answer other reasonable due diligence enquiries;

- Requires payment in cash or bearer bonds or to offshore or numbered accounts;
- Requests payments through a third party (other than a bank) that has no contractual relationship with the company;
- Requests to structure transactions or payments to evade normal records keeping and/or reporting requirements;
- Use shell or holding companies (especially those domiciled in secrecy havens) that obscure ownership without credible explanation;
- Refuses to use written agreements;
- Requires a vague description of scope of work, goods or service;
- Has previously worked in the same government office from which a decision is now required;
- Has family members in government office;
- Has financial relationship (past or present) with Public Officials;
- Was recommended by a Public Official;
- Is the subject of credible rumours or media reports of corrupt activity;
- Resists the inclusion of appropriate anti-corruption undertakings in the draft contract;
- Refers, in discussions, to political or charitable contributions as a way of influencing official actions;
- Operates in a country and/or industry known for corruption;
- Insists on receiving commission payment before an award decision;
- Is not able to prepare monthly activity reports;
- Requests reimbursement for ill-defined or undocumented expenses and shows a lack of transparency in expenses and accounting records;
- Identifies a business reference who declines to respond or responds evasively.