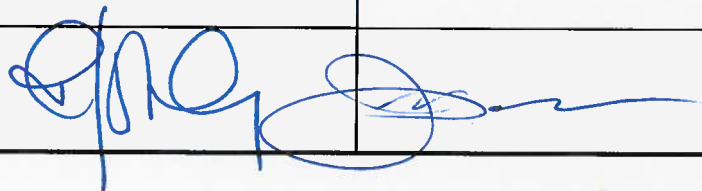





# ANTI-BRIBERY AND CORRUPTION POLICY

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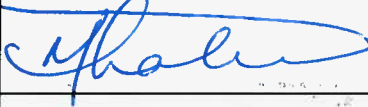
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NAME	POSITION	SIGNATURE
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## COMMITMENT STATEMENT

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

This Policy sets out Atlantic’s unequivocal position on fraud, bribery, corruption and money laundering in its business dealings. This Policy applies to all Atlantic directors, officers, employees, contractors, suppliers, agents and subsidiaries.

#### 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, local or foreign.

“*Bribery*” is

- (a) Directly or indirectly, paying, giving, offering or promising a financial or other advantage or anything of value to another person:
  - (i) with the intent to induce a person to improperly perform a relevant function or activity; or
  - (ii) to reward a person for the improper performance of such a function or activity; or
  - (iii) with the knowledge or belief that the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity.
- (b) Requesting, agreeing to receive or accepting of a financial or other advantage or anything of value where there is an intention that as a consequence a function or activity should be performed improperly.
- (c) Promising, offering, paying or giving of an advantage or anything of value 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.



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Improper performance of a function or activity is the performance of a function or activity in contravention of an established and/or approved practice, policy, law or standard.

“*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.

“*State*” refers to a local or foreign government.

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 with whom Atlantic does business 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





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- 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 strictly 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.

"*Facilitation Payments*" are small unofficial payments made to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has legal or other entitlement.

#### 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. Money Laundering

No Atlantic employee shall engage in any transaction that they know or have good reason to suspect :

- Involves money or other property derived from or intended to promote criminal activity or terrorism;
- Is designed to hide or disguise the nature, location, source, disposition, movement or ownership of money or other property; or
- Is an attempt by a third party to engage in money laundering, if such a transaction would be prohibited by applicable anti-money laundering laws.



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“*Money Laundering*” means transactions aimed to conceal the identity, source, and destination of illegally-obtained money.

When faced with such suspicions of potential money laundering activities, Atlantic employees shall:

- Promptly report this information to their line manager, Law and Corporate Affairs, or if uncomfortable with these channels, through SpeakOut!.
- If possible, restrict communications regarding money laundering suspicions to the Law and Corporate Affairs Department.
- Be very cautious regarding discussions with or otherwise ‘tipping off’ the subject entity or person about suspicions.

*N.B- “Tipping off” is an offence under the Proceeds of Crime Act Chap11:27*

## 5. Expenditures in Connection with Public Officials

Atlantic strictly prohibits any person or persons associated with it either directly or through a third party to offer, promise, pay 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 such as travel or other expenses directly related to promotion of a product or service or the performance of a contract with the Government. Employees should consult with the Law and Corporate Affairs Department before proceeding to assume responsibility for any payments on behalf of any Public Official.

## 6. 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. See *Code of Ethics* for further information.

## 7. 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



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records are to be kept and maintained by the Company for a *minimum* of 6 years from the date of creation.

## B. COMPLIANCE

Compliance with this policy is mandatory. No employee will suffer adverse consequences for refusing to pay or receive bribes or refusing to enter into a transaction due to suspicion of money laundering if this may result in the delay of a project or the loss of business for the Company.

## C. LEGAL FRAMEWORK

It is Atlantic's policy to comply with all applicable local anti-corruption, anti-bribery and anti-money laundering laws including but not limited to the Prevention of Corruption Act Chap 11:11 as amended, the Proceeds of Crime Act Chap 11:27 as amended and the Anti-Terrorism Act Chapter 12:07.

Atlantic is committed to observing the standards of conduct set forth in the Anti-Corruption, Anti-Bribery and Anti-Money Laundering 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 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 Policy and Procedure. In addition, breach of any Anti-Corruption and Anti-Bribery laws may subject an employee to civil and criminal penalties. Employees should be aware of issues possibly related to bribery or fraudulent activities and should contact the Compliance Unit with any questions or concerns they may have. See the *Bribery and Corruption Risk Management Standard* and/or *Code of Ethics* for further information on reporting and investigation of violations. Any employee or contractor who is aware of or suspects violations of this policy or any applicable laws, shall in accordance with the *Code of Ethics*, report the matter to their line manager, Law and Corporate Affairs, Head Security, Head Internal Audit or through SpeakOut!

## E. THIRD PARTIES

- 1. Applicability:** Atlantic may be liable under the terms of Anti-Corruption, Anti-Bribery, Anti-Money Laundering 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 with which it has a business relationship was going to



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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 with which the Company has a business relationship must, as appropriate, acknowledge an understanding and agreement to comply with applicable Anti-Corruption, Anti-Bribery and Anti-Money Laundering. Atlantic shall retain through all its third-party agreements, 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 and Corporate Affairs 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.

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

## F. EMPLOYEE TRAINING

All 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. All relevant employees will receive training regarding anti-bribery, anti-corruption and anti-money laundering measures as identified in their respective training plans.

## G. REVIEW AND AUDIT

Atlantic's audit approach includes consideration and review of Anti-Corruption and Anti-Bribery 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, Anti-Bribery and Anti-Money Laundering laws and issues as and when required.



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## 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 practiced, are required to report directly to their line manager, Vice President, Law and Corporate Affairs, Head of Internal Audit or Head Security. Reports can be made anonymously through the Company's Speak Out! 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* and/or the *Code of Ethics*.
- 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 violations of this policy in good faith.

## I. REVIEW

The Vice President Law and Corporate Affairs shall be responsible for the revision and interpretation of this policy. The policy shall be reviewed every 3 years and revised if required.



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## Annex 1

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

*Note: A Red Flag might suggest the possibility of an illegal or unethical activity. Although Red Flags might not constitute violations, they need to be taken seriously and investigated.*

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;



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- 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.

