



**PHOENIX TOWER INTERNATIONAL'S  
ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE  
PROGRAM**

*EFFECTIVE AS OF NOVEMBER 2020*

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## **ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY**

It is the policy of Phoenix Tower US Holdings, L.P. and its subsidiaries and affiliates worldwide (collectively “PTI,” “Phoenix Tower” or “Company”), to maintain the highest level of professional and ethical standards in the conduct of their business in both the United States and in foreign countries where they operate. The Company places the utmost importance upon its reputation for honesty, integrity, and high ethical standards. PTI requires all of its Employees to use only legitimate and ethical business practices in Company operations.

Our high standards can only be attained and maintained through attention given to the actions and conduct of the Employees of the Company. It is each Employee’s obligation to conduct himself/herself according to these standards. Such actions and conduct will be important factors in evaluating an Employee’s judgment and competence and an important element in the evaluation of an Employee for promotion. Correspondingly, insensitivity to or disregard for the principles of this ABAC Program will be grounds for appropriate disciplinary actions, up to and including termination.

In an effort to operate internationally in compliance with relevant laws and regulations, the Company has implemented a formal Anti-Bribery and Anti-Corruption Compliance Program (the “ABAC Program”) to control international initiatives. In order to implement and monitor the ABAC Program, the Company established the Compliance Department (“PTI Compliance”) where the Global General Counsel serves as the Chief Compliance Officer.

The purpose of the ABAC Program is to provide education and training programs for all Employees, oversee the preparation of guidance on specific legal and regulatory matters, respond to inquiries from any Employees regarding appropriate business practices, conduct and review due diligence findings, and investigate any allegations of possible impropriety.

To implement the ABAC Program effectively, every person in our Company (each, an “Employee,” as defined in this ABAC Program) is required to make a personal commitment to follow the ABAC Program and the guidelines and procedures set forth herein, and to ensure that our agents, consultants and other third parties understand and abide by these requirements. While we do not expect every Employee to become an expert in the laws governing our business, we do expect every Employee to adhere to the Company’s ethical standards set forth in the ABAC Program and to be cognizant of the U.S. and all other countries’ laws that apply to our business. Furthermore, we require that each Employee seek guidance from PTI Compliance whenever any uncertainty regarding those laws or ethical standards arises. Departures from PTI’s business standards will not be tolerated by the Company. **Each PTI Employee must promptly report any activities that such Employee**

**believes could be a violation of Company policy, the ABAC Program or any applicable law.**

The compliance procedures described in this document are intended to provide Employees with more detailed guidance on the compliance issues that are most likely to arise given the nature of the Company's business. Each and every Employee will be required to acknowledge that he or she has read the Anti-Bribery and Anti-Corruption Compliance Program, understands the process for resolving issues and/or answering questions, and affirms that he or she is committed to ensuring that all business practices for any transactions on behalf of the Company are in compliance with legal requirements and with the Company's policies and procedures on ethical international business practices.

While the Company will make every effort to provide compliance information to all Employees and to respond to all inquiries, no educational and training program, however comprehensive, can anticipate every situation that may present compliance issues. Responsibility for compliance with the ABAC Program, INCLUDING THE DUTY TO SEEK GUIDANCE WHEN IN DOUBT AND REPORT POTENTIAL MALFEASANCE, rests with each Employee.

Very truly yours,

Dagan T. Kasavana  
Chief Executive Officer

## **Policy Statement**

Phoenix Tower US Holdings, L.P. and its subsidiaries and affiliates worldwide (collectively “PTI,” “Phoenix Tower” or “Company”), are committed to maintaining the highest possible ethical standards and complying with all applicable laws. Our reputation for integrity and excellence requires a scrupulous regard for the highest standards of conduct and personal integrity. PTI has enacted an Anti-Bribery and Anti-Corruption Compliance Program (the “ABAC Program”), which requires that every PTI Employee (including Employees of its domestic and foreign subsidiaries), officer, shareholder, director, consultant, agent or representative of the Company refrain from directly or indirectly engaging in corrupt activities anywhere in the world. In addition to never engaging in improper conduct, individuals and entities associated with PTI must always avoid any appearance of improper conduct.

## **Legal Overview**

*Global anti-bribery and anti-corruption laws and treaties (including the United States’ Foreign Corrupt Practices Act (“FCPA”), the United Kingdom’s Bribery Act (“UKBA”), France’s Sapin II Act, Mexico’s Ley General del Sistema Nacional Anticorrupción, Colombia’s Ley 1475, Estatuto Anticorrupción, the UN Convention Against Corruption, the OECD Convention on Combating Bribery of Foreign Government Officials, and many other local laws in countries where PTI operates) prohibit anyone acting on the Company’s behalf from receiving or paying a bribe or giving, offering, or promising to give money or anything else of value to any person, to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the Company. Such activity is illegal, regardless of whether it is done directly or indirectly. For example, a payment made to a third party acting on behalf of PTI (such as a contractor, agent, consultant, joint venture partner, representative or accountant) with knowledge that the third party will give some portion of the payment to any person, including a Government Official, as defined in this ABAC Program, to influence an act or decision is a direct violation of anti-bribery and anti-corruption laws.*

Acting “with knowledge” includes actual knowledge or a firm belief that a payment or offer is being made, will ultimately be made, or is substantially certain to be made. However, “with knowledge” also includes the conscious disregard of, or “willful blindness” to, circumstances that indicate a substantial likelihood that the third party will pass on some of the payment to a person with decision making authority in order to obtain business or an unfair business advantage.

## **Penalties Resulting from Violations of Anti-Bribery and Anti-Corruption Laws**

Violating anti-bribery or anti-corruption laws may result in any of the following penalties for PTI and for the individuals found to be involved in improper conduct:

- Criminal and civil penalties and multimillion-dollar fines;
- Imprisonment;
- Suspension of, and/or debarment from, government contracts;

- Denial of export licenses and privileges; and
- Disciplinary action up to and including termination.

### **Chief Compliance Officer**

The Global General Counsel serves as Chief Compliance Officer for the Company. The duties and responsibilities of the Chief Compliance Officer include, but are not limited to, the following:

- Oversee the preparation and issuance of guidelines on specific U.S. and local legal and regulatory issues and matters regarding ethical business practices;
- Implement an educational and training program for Company personnel to ensure familiarity with and understanding of all laws and regulations applicable to ethical international business activities and anti-corruption practices;
- Respond to inquiries or requests for approvals by Employees regarding any aspect of compliance;
- Investigate any information or allegations concerning possible unethical or improper business conduct;
- Provide guidance and interpretation to the Board of Directors and Company personnel on matters related to the ABAC Program; and
- Perform such other duties and responsibilities as PTI Compliance may request.

Any authorization or decision required by the Chief Compliance Officer pursuant to this ABAC Program may be appealed to the Company's CEO and Executive Chairman and any decision to overturn the Chief Compliance Officer's decision must be made unanimously and in writing.

### **Duty to Report Violations**

If you observe conduct that may be illegal or unethical, or otherwise violate the ABAC Program, you have a duty to report it to the Chief Compliance Officer. You may not avoid discipline or liability by "turning a blind eye" when circumstances indicate a potential violation. All unethical behavior that is brought to our attention shall be deemed and treated as sensitive and confidential information and shall be subject to client-attorney privileges to the extent applicable. All claims of unethical behavior will be investigated promptly. Employees will not be subject to retaliation for reporting unethical behavior.

Reports may be made anonymously and through the following reporting channels:

- Global General Counsel or Chief Compliance Officer, Aleksandra Cuprys at [acuprys@phoenixintl.com](mailto:acuprys@phoenixintl.com) or at 786-218-3258;
- Online via PTI Listens Channel at <https://secure.ethicspoint.com/domain/media/en/gui/55009/index.html>; or,
- Local hotline numbers listed on the PTI Listens Channel Posters located throughout our offices, on the EthicsPoint website and on the PTI Intranet Site.

## **ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE PROCEDURES**

### **Section A: Selection and Use of Third Parties**

Under anti-bribery and anti-corruption laws, Phoenix Tower US Holdings, L.P. and its subsidiaries and affiliates worldwide (collectively “PTI,” “Phoenix Tower” or “Company”) may be held responsible for the conduct of third parties. As such, PTI Employees should always evaluate certain criteria, including the third party’s reputation for ethical business practices. All third parties must be approved by PTI Compliance.

The PTI Employee seeking to engage a third party (“Requestor”) is responsible for collecting and providing all necessary documentation required by the due diligence process. No third party may be contracted or paid without the prior completion of a thorough due diligence review and approval of the Chief Compliance Officer. All TPIs must execute a written agreement, as described below in Paragraph 2 of this Section A.

The following is a summary of the due diligence process:

- A. The Requestor must identify the third party and request the hiring of the third party via e-mail to PTI Compliance, indicating the scope and terms of the work/contract in the Request for Due Diligence Form (Attachment 1);
- B. The Requestor must obtain the written approval of the PTI Manager recommending the use of the third party;
- C. If the third party is a TPI, as defined in this ABAC Program, the Requestor must provide the TPI with the “TPI Questionnaire,” (Attachment 2A or 2B, as applicable). The TPI Questionnaire requires the applicant TPI to provide detailed information regarding its business background and capabilities. It is the responsibility of the Requestor to obtain a complete TPI Questionnaire and provide it to PTI Compliance in order to initiate the diligence process.
- D. PTI Compliance will:
  - Review the Request for Due Diligence Form and the TPI Questionnaire and determine the proper level of due diligence;
  - Request additional information, if necessary; and
  - Based on the analysis, the Chief Compliance Officer will make a decision to engage or refrain from engaging the third party and the decision will be communicated in writing to the Requestor by PTI Compliance.



If any of the required forms are incomplete or if PTI Compliance requests additional information, it shall be the Requestor's obligation to complete and/or obtain such additional information. In order to avoid delay to applicable projects, it is imperative that the Requestor be responsive and diligent in responding to any request from PTI Compliance.

Relevant procedures and forms are available through the PTI intranet.

### **1. Third Party Review and Approval**

Once PTI Compliance receives the completed Request for Due Diligence and TPI Questionnaire from the Requestor, it will review the documents to determine the appropriate level of diligence to be applied to the third party.

Diligence may include retaining a service provider to conduct a diligence review (the "Due Diligence Service Provider"). The Due Diligence Service Provider may be an internal group, an outside auditing firm, outside counsel or other appropriate entity specialized in conducting due diligence and background checks. Based upon PTI Compliance's instructions, the Due Diligence Service Provider may conduct either a Base Level or a Level 1, 2 or 3 diligence review or other similar risk assessment system.

A Base Level Review is intended to identify potential Red Flags and other indications of risk. It includes, among other things, searches of multiple global and risk compliance databases.

A Level 1 Review consists of limited reputational due diligence and includes, among other things, searches of media reports in the local language and industry publications.

A Level 2 Review is a more robust review of the public domain and includes research of corporate records, litigation and regulatory filings, if available.

A Level 3 Review is considered "enhanced due diligence" and may incorporate the collection of local human source insight from industry experts and reputational inquiries in the market.

In addition, and depending on the nature of the risk associated with the relationship, PTI Compliance may also consider the following additional diligence:

- Contact references and prepare a written summary of all comments;
- Obtain a reference from the U.S. embassy;
- Review the nature of the contract and method of payment against reasonable benchmarks;
- Obtain an International Company Profile Report, a Dunn and Bradstreet or other similar report when appropriate and reasonably attainable;
- Conduct an internet search to confirm name, place of business and industry, and to search for news reports that could indicate negative information; and

- Interview the candidate in person to ensure that the candidate understands the ABAC Program and the Company's commitment to the ABAC Program, as well as the Company's requirement that its agents, consultants, contractors, subcontractors or other third parties be in compliance. Where it is not possible or practical, commercially or otherwise, to interview the candidate in person on a timely basis, a phone interview or written questionnaire is permissible.

If there is any question about a candidate's fitness during or after the steps outlined above, or if a Red Flag is raised, it must be fully investigated prior to retaining the candidate. No candidate should be retained until all reasonable concerns have been resolved. If the third party candidate is rejected by PTI Compliance, PTI Compliance shall advise the Requestor, in writing, which may be by e-mail, that the third party cannot be engaged by PTI.

PTI Compliance shall maintain a file of all due diligence efforts undertaken with regard to any third party, including a list of rejected third party candidates.

## **2. Written Agreements**

All approved TPIs must have a written agreement with PTI. No such TPI may begin work, and will not be compensated, until such agreement is fully executed.

Once a TPI is approved or conditionally approved, a contract containing the appropriate anti-bribery and anti-corruption compliance clauses as determined by Legal and PTI Compliance must be executed (each, an "Agreement"). An Agreement with the TPI candidate shall reflect the entire understanding between the Company and the TPI candidate. Commitments must not be made which are not specifically set forth in the written Agreement. The Agreement must contain a clear, explicit prohibition against illicit payments and provide for the immediate termination of the Agreement in the event of a breach. Once executed, the Agreement will be administered by the PTI Manager who requested the Agreement. A copy of the fully executed Agreement shall be provided to PTI Compliance.

## **3. Re-Screening of an Approved Third Party**

Each third party should be re-screened at a frequency determined by the Chief Compliance Officer based on the risk associated with that third party. All TPIs should be re-screened every two (2) years.

For an approved third party, PTI Compliance must be notified by the relevant PTI Manager who is working with the third party in the following circumstances:

- The engagement or contract is renewed; or
- Materially changed circumstances have taken place including, but not limited to, a change in the ownership, management or corporate structure of a third party; or

Upon learning such information, PTI Compliance may require a re-screening of the third party. The re-screening required by PTI Compliance will be performed as determined by PTI Compliance.

#### **4. Engagement of third parties in Unforeseen Exigent Circumstances**

Conditional engagement of third parties is strongly discouraged by PTI and is only to be used in exceptional circumstances when the engagement is unforeseen and there is insufficient time to complete the required due diligence. Accordingly, the Chief Compliance Officer or designee may authorize in writing the conditional retention of a third party if the following conditions are met:

- There are no known or suspected Red Flags in relation to the third party;
- The request is approved by the PTI Manager or requesting business line personnel that is seeking to hire the third party;
- The need to engage the third party is an unanticipated business need;
- The issue or matter giving rise to the request is time sensitive and urgent;
- The failure to engage the third party is likely to cause significant harm to or disruption of the business, or is likely to cause significant harm to the brand, image or reputation of PTI; **and**
- The scope of the engagement is expressly limited to addressing the specific, time sensitive, unanticipated business need.

**The applicable due diligence of the third party and standard approval process must still be undertaken immediately upon conditional engagement of the third party. Payment may not be made to the third party until the screening is complete.**

#### **Section B: Real Estate Transactions**

If the Company intends to purchase property from, sell real estate to, or lease property to or from an entity or individual, the PTI Manager shall obtain approval from PTI Compliance in advance of any proposed transaction. To request PTI Compliance's approval, PTI Manager shall complete and submit Attachment 3 to PTI Compliance.

In addition to the Attachment 3, if the real estate transaction involves a Government Entity, Government Official, Family Member, or Close Business Associate, the PTI Manager shall:

- prepare, or obtain from an independent third party, at least one fair market value "FMV" analysis on the property; and
- submit the FMV analysis to PTI Compliance.

Only the Chief Compliance Officer can approve a real estate transaction that involves a Government Entity, Government Official, Family Member, or Close Business Associate. The Chief Compliance Officer may create exceptions to the prior review requirement for specific categories of real estate transactions with Government Entities, Governmental Officials, Family Members or Close Business Associates. Any such exceptions, along with the reasons for those exceptions, must be documented in writing by the Chief Compliance Officer.

## **Section C: Business Entertainment, Gifts, Travel and Lodging**

### **1. Business Entertainment**

The principal guide in providing business entertainment in compliance with applicable anti-bribery and anti-corruption laws is a rule of reasonableness. The Company should be cautious and conservative and ensure that such expenditures conform not only to generally-accepted local custom, local law and the customer's organizational guidelines, but also to an objective reasonableness standard. Furthermore, as explained in detail below, the Company has adopted a fixed U.S. dollar threshold for business entertainment for all third parties and customers, including private companies, individuals, or Government Officials. Any expenditure that would exceed the threshold requires written approval from the Chief Compliance Officer.

All business entertainment expenses under this procedure, including expenses incurred to effectuate virtual business meetings, must be properly recorded in Attachment 4.

- Business entertainment valued at less than two hundred U.S. dollars (\$200) per person must be reported to PTI Compliance within thirty (30) days of the expense being incurred;
- Business entertainment valued at two hundred U.S. dollars (\$200) or more per person or if the business entertainment involves a Government Official must be approved in advance by the Chief Compliance Officer. To obtain the Chief Compliance Officer's approval, Attachment 4 must be completed.

Business entertainment should not be provided to the same entity or individual more than four (4) times per year. Any deviation from this policy requires the prior written approval from the Chief Compliance Officer. PTI Compliance will retain records of expenses sufficient to determine the number of expenses for an individual or entity in a given year, but it shall be the responsibility of the individual PTI Employee who is making the expenditure to comply with this obligation.

The expenditure must be properly and accurately recorded in the Company's books and records. All receipts, invoices and debit notes must be maintained and must identify each participant or attendee by name, title, and company or agency, as well as the date and purpose of the expenditure.

In providing business entertainment, the following guidelines must be followed:

- The contemplated entertainment must be unequivocally ordinary and reasonable;
- The business entertainment expenditures should be commensurate with local custom and practice;
- The business entertainment expenditures should avoid even the appearance of impropriety; and
- The type and expense of entertainment should be permissible under any known and applicable guidelines of the customer or third party.

## 2. Gifts

A gift of nominal value provided to a private company, individual, TPI or Government Official, if given as a courtesy, token of regard or expression of gratitude in accordance with the customs of the local country, is often an important and expected means of fostering good relationships. However, a gift of inappropriate value will create an appearance of impropriety or be a violation of anti-bribery or anti-corruption laws. The Company expressly prohibits gifts in cash.

**The only gifts PTI Employees are permitted to provide to a Government Entity or Government Official are Promotional Items of nominal value.** All gifts to Government Officials require prior written approval of Chief Compliance Officer. Gift requests can be found in Attachment 4. No third party will be permitted to provide a gift on PTI's behalf absent prior written authority from PTI Compliance.

In providing a gift, the following guidelines should be observed:

- A gift should be provided as a courtesy or token of regard or esteem, or in return for hospitality;
- The gift should be of a type and value that is unequivocally customary in the foreign country and appropriate for the occasion;
- The gift must be permissible under the local laws of the relevant jurisdiction; and
- The expense must be properly and accurately recorded in the Company's books and records.

PTI Employees may also accept gifts of nominal value from foreign customers or prospective customers as a courtesy, token of regard, or expression of gratitude, provided the gift does not create an appearance of impropriety. In accepting a gift, the guidelines set forth above

must be strictly followed. However, accepting or keeping gifts received from Government Entities or Government Officials is strictly prohibited.

### **3. Travel and Lodging**

The ABAC Program permits the Company to pay for certain travel and lodging expenditures for third parties, provided the expenditures are made strictly in accordance with these guidelines and local laws and subject to prior review and written approval from PTI Compliance. All travel and lodging expenses for Government Officials is strictly prohibited. Approval requests can be found in Attachment 4.

All such travel and lodging expenses must be consistent with the following guidelines and approval requirements:

- The type of lodging, travel and cost of meals and other entertainment should always be reasonable under the circumstances and be directly related to the promotion, demonstration or explanation of a product or service, or the execution or performance of a contract.
- For authorized travel expenses, payments should be made directly to the service provider, such as a hotel or airline, upon receipt of appropriate invoices.
- Where direct payments are unavoidable, the Company should reimburse the third party (or commercial customer employee) only upon receipt of appropriate invoices and confirmation that the expense has in fact been paid by such company or individual. PTI Employees shall not make payments directly to the companies or individuals for PTI reimbursed expenses.
- The itinerary and budget for the trip shall be reviewed and approved in writing, including by email by PTI Compliance prior to the trip.
- All expenditures must be properly and accurately recorded in the Company's books and records.

PTI may not pay for travel expenses that are excessive, frivolous or disproportionate to the professional status of the traveler.

PTI may not pay for the travel, lodging or entertainment of guests of a company, such as a spouse. A visit to other locations, sightseeing or other non-business purposes of travel for the company or individual is prohibited.

No third party will be permitted to provide travel on PTI's behalf absent prior written authority from the Chief Compliance Officer.

## **Section D: Charitable, Individual and Government Donations**

PTI believes in being a good corporate citizen and is open to contributing to the communities in which it does business. While involvement in such contributions is encouraged, it is important that PTI Employees have a thorough understanding of the organizations and individuals for which donations are being requested in order to ensure consistency with PTI values and compliance with all applicable laws. For that reason, the Company must verify and assure that the donations it makes to charities outside the United States will not be used to disguise illegal payments to Government Officials in violation of applicable anti-corruption or anti-bribery laws.

All donations made to foreign governments, charities or individuals outside the U.S. must be pre-approved by PTI Compliance. To request PTI Compliance's approval, the PTI Employee must send completed Donation Request Forms (Appendices 5a and 5b) together with any additional supporting documentation or materials to PTI Compliance. PTI Compliance may request additional information or require that due diligence be conducted before approving or rejecting a Charitable Donation request. PTI Compliance may require that the Charitable Donation recipient execute a written agreement with the Company and/or provide certifications of compliance.

To request a donation, the PTI Employee must use the Donation Request Forms and follow the procedures below:

- Donation requests must be submitted no less than seven (7) business days in advance of the planned donation. Both the PTI Employee and the Donation Recipient must complete the respective forms (Appendices 5a and 5b).
- The PTI Employee must send the completed Donation Request Forms together with any additional supporting documentation or materials to PTI Compliance.
- PTI Compliance will review and notify the PTI Employee of its decision in writing.
- The PTI Employee must then submit all necessary forms to the Finance Department for final review.
- If approved, upon making the donation, the PTI Employee must submit the Notification and Receipt forms (attached hereto as Attachment 6), together with all supplementary documentation related to the donation, including but not limited to photographic evidence of delivery and final invoice of materials purchased to PTI Compliance within thirty (30) business days of the donation.

**Cash donations to any Government Entity, any organization administered by a Government Official or an individual are prohibited.** Only in-kind donations in the form of fixed assets or construction projects for the benefit of the community are permitted to such entities and individuals. However, cash donations to non-governmental entities are

permitted after a showing of compliance with this ABAC Program and obtaining prior, written approval of the Chief Compliance Officer.

Any donation to an individual must be approved by the Chief Compliance Officer. The Employee requesting such donation must submit the Donation Request Form (attached hereto as Attachment 5a) and secure the Notification and Receipt Forms (attached hereto as Attachment 6). The Donation Request Form must be complete and submitted to a member of PTI Compliance no less than seven (7) business days in advance of the date of the donation.

Political contributions are prohibited and shall not be made. The ABAC Program does not prohibit PTI Employees from individually participating in political matters within their home countries. Involvement and participation in political activities must be at an individual's choosing, on his or her own time and at his or her own expense. When an individual speaks on public issues, it must be made clear that comments or statements made are his or her own and not those of the Company. All questions concerning participation in political events or donations to political parties or candidates should be directed to PTI Compliance.

#### **Section E: Joint-Ventures, Mergers and Acquisitions**

In addition to any other approvals required, the Chief Compliance Officer must conduct anti-bribery and anti-corruption transaction diligence on any company involved in a business combination transaction (whether in the form of a merger, acquisition, or otherwise) and potential joint venture partners. The Chief Compliance Officer must review the transaction considering the level of control (including negative control) that the Company will exercise as a result of the transaction and present the anti-bribery/anti-corruption transaction diligence and any recommendations to the CEO and Executive Chairman of the Company before any such transaction is approved by the Company. A written agreement must be in place for any transaction under this Section and should contain appropriate anti-bribery and anti-corruption language. The specific anti-bribery and anti-corruption language depends on the terms and conditions of the transaction and will be approved by the Chief Compliance Officer before the execution of any such agreement.

#### **Section F: Employee Participation and Reporting Obligations**

Employee participation in, and attitudes toward, the ABAC Program activities will be an element of annual personnel evaluations. As such, an Employee's level of participation and attitude with regard to the ABAC Program will have an effect on PTI's decisions concerning that Employee's compensation, promotion and retention. If an Employee violates the ABAC Program or any anti-bribery/anti-corruption-related law or regulation in the course of his/her employment, the Employee will be subject to sanctions from the Company. These sanctions may include, but are not limited to, termination, suspension, demotion, reduction in pay and/or reprimand. In addition to sanctions for direct participation in an illegal act, Employees may be subject to disciplinary actions by the Company for failure to cooperate in implementing the ABAC Program.



Acts or omissions that will subject an Employee to disciplinary action include, but are not limited to, the following:

- Failure to report a suspected or actual violation of law;
- Failure to make, or falsification of, any certification required under the ABAC Program;
- Lack of attention or diligence on the part of supervisory personnel that directly or indirectly leads to a violation of law; or
- Direct or indirect retaliation against an Employee who reports a violation.

Each Employee MUST report any suspected or actual violations (whether or not based on personal knowledge) of applicable law or regulations immediately upon discovery to PTI Compliance. Once an Employee has made a report, the Employee has an ongoing obligation to update the report as new information comes into his/her possession. Under no circumstances shall the reporting of any such information or possible impropriety serve as a basis for any retaliatory actions to be taken against any Employee making the report.

The report may be made to any of the following:

- Global General Counsel or Chief Compliance Officer, Aleksandra Cuprys at [acuprys@phoenixintl.com](mailto:acuprys@phoenixintl.com) or 786-218-3258;
- Online via PTI Listens Channel at <https://secure.ethicspoint.com/domain/media/en/gui/55009/index.html>; or,
- Local hotline numbers listed on the PTI Listens Channel.

PTI has zero tolerance for retaliation against anyone who makes a reasonable, good-faith report of an actual or suspected violation of any PTI policy. However, anyone who makes a report may still be subject to disciplinary action in the event and to the extent he or she violated a PTI policy or procedure. Providing inaccurate or false information is a violation of PTI's policies and will be grounds for disciplinary action.

### **Section G: Training**

Each Employee is required to attend an annual anti-bribery and anti-corruption training and complete and sign the Anti-Bribery and Anti-Corruption Training Certification (set forth in Attachment 7), attesting that the Employee fully understands the ABAC Program and that the Employee fully acknowledges his/her commitment to comply with the ABAC Program. Each executed Employee Anti-Bribery and Anti-Corruption Training Certification shall form a part of the personnel file of such Employee. It shall be the responsibility of each PTI Manager to ensure that all Employees under his/her supervision have executed the Anti-Bribery and Anti-Corruption Training Certification on an annual basis.

In addition to the annual anti-bribery and anti-corruption training, the Chief Compliance Officer may designate certain employees to take additional anti-bribery and anti-corruption training as directed by the Chief Compliance Officer.

Where appropriate, the Chief Compliance Officer may request that specific TPIs or other third parties be trained.

For each training session conducted, PTI Compliance will create and retain a record of the training that includes the following: a description of the nature and the purpose of the training, the name of the person conducting the training, a list of attendees, and a copy of the materials used. Training Certifications can be found in Attachment 7.

### **Section H: Procedures for Emergency Payments**

If a Government Official, political party or party official, or candidate for political office, makes a demand for payment to any PTI Employee, officer, shareholder, director, consultant, agent, partner, subcontractor, service provider or representative, and that individual reasonably believes that not making the payment would result in an imminent harm to his or her health or safety or the health or safety of his or her family members, then the demand is considered “extortionate,” and the payment may be made. This exception only applies to physical health or safety. **Threats to commercial, financial or other interests do not justify an improper payment.**

In the event that such a payment is made in response to an extortionate demand, the circumstances of the payment, including the reason for it, its amount, and the identity of the recipient, must be accurately recorded in the Company’s books and records and promptly reported in writing to PTI’s legal department and the Chief Compliance Officer. When a good faith report of a payment made in response to an extortionate demand is received, the Chief Compliance Officer will determine what steps, if any, need to be taken to investigate the report. If the report is confirmed, the Chief Compliance Officer shall take whatever remedial steps deemed necessary. This recording must include the correct amount of the payment and a clear explanation of its purpose.

### **Section I: Document Retention**

PTI Compliance shall retain all documents and records related to the ABAC Program for five (5) years from the end of a business relationship unless local law in the respective jurisdiction requires a longer period of time. Such documents shall include, but not be limited to, third party due diligence documents, certifications, training documents and documents related to gifts, hospitality, travel and lodging.

### **Section J: Accounting Books and Records**

Compliance with the accounting and internal accounting control procedures of the Company is mandatory. The books and records of each overseas subsidiary (or subsidiary of the Company which conducts business overseas) shall at all times be maintained and recorded in compliance with the local law and GAAP, as confirmed by PTI’s Chief Financial Officer.

Accounting records, expenditures, expense reports, invoices, vouchers, gifts, business entertainment, and any other business expenses must be accurately and reliably reported and recorded. False or misleading entries or invoices are prohibited.

Any and all payments by or on behalf of the Company may only be made pursuant to existing approval authorities and other internal control requirements, and only on the basis of appropriate supporting documentation and for the purposes specified in the documentation. Such purposes shall be recorded in accordance with applicable corporate procedures.

Undisclosed or unrecorded payments or assets are strictly prohibited. No cash transactions (except for petty cash) shall be conducted without the prior written approval of the Chief Compliance Officer. Failure to adhere to these principles and procedures will result in immediate disciplinary action.

Forensic audits by outside counsel and auditors may be undertaken on a periodic basis as determined by the Chief Compliance Officer. Periodic audits shall include:

- Documenting and evaluating the Company's internal accounting controls;
- Reviewing transactions and contracts to evaluate compliance with the FCPA and local law; and
- Reviewing compliance with the ABAC Program.

## **Section K: Definitions**

- **Close Business Associate**

For purposes of the ABAC Program, a close business associate of a Government Official includes all persons who are current or former partners, co-owners, joint-venture partners, or co-investors with, or consultants or advisors to, or have any other common financial interest or significant personal relationship with the Government Official.

- **Employee**

An identified or identifiable natural person who is acting as a PTI director, officer, team member, Employee, contractor, or consultant, whether full time or part time, on a temporary or permanent basis.

- **Family Member**

For purposes of the ABAC Program, a family member of a Government Official includes a spouse, domestic partner, sibling, parent or child of the Government Official.

- **Government Entity**

The term “Government Entity” includes a non-U.S. government-owned or controlled department, agency or instrumentality thereof, which engages in public sector undertakings, which also include state-owned enterprises. It includes:

- (i) the national, regional, or local government;
- (ii) any agency, department or instrumentality under the control of the national, regional or local government;
- (iii) a government-owned or controlled company;
- (iv) any political party;
- (v) certain international organizations, such as the United Nations and the World Bank; and
- (vi) any court, tribunal, judicial authority or statutory authority.

- **Government Official**

The term “Government Official” means:

- (i) elected and unelected officials, employees, agents, advisors and representatives of any branch or agency of government (i.e., national, state, regional, local and municipal, and legislative, administrative, judicial and executive branches);
- (ii) directors, officers, employees, representatives and agents of government-owned or controlled companies, even if the companies are only partially owned or controlled by the government and such company acts as a commercial entity;
- (iii) political parties, party officials and candidates for office;
- (iv) officers, employees, representatives and agents of public international organizations, such as the United Nations, the World Bank, the International Monetary Fund, the Red Cross or the World Trade Organization;
- (v) members of a royal family;
- (vi) military personnel; and
- (vii) Family Members of any of the above individuals.

- **Promotional Items**

Products that are produced by PTI and that bear the PTI logo, including pens, mugs, t-shirts, hats, bags, notepads, key chains, lanyards, device cases, etc.

- **PTI Manager**

The PTI Manager is an Employee of the Company, having the title of Director or Manager in the specific jurisdiction and/or area where the TPI is to perform its duties.

- **Red Flags**

“Red Flags” are facts and circumstances identified in the TPI due diligence screening process, or at any other time, indicating that a third party may present an unacceptable anti-bribery

or anti-corruption risk. Red Flags may also be associated with activities involving certain Government Officials, Family Members of Government Officials or Close Business Associates of Government Officials.

- **Third Party Intermediary (TPI)**

Third Party Intermediary (“TPI”) means a service provider, consultant, distributor, contractor, vendor, supplier, or other third party, whether an individual or an entity, retained to assist the Company in any function or business that requires or involves interaction with any Government Entity on behalf of the Company.

## Attachment 1

### **REQUEST FOR DUE DILIGENCE**

*This form must be filled out by the PTI Employee requesting to hire a third party (the "Requestor"). Once completed, should be sent to PTI Compliance via email at [complysupport@phoenixintl.com](mailto:complysupport@phoenixintl.com).*

*If requesting the hiring of a Third Party Intermediary ("TPI"), this form must be accompanied by the TPI Questionnaire (Attachment 2A or 2B, as applicable).*

1. Name of third party:
2. Tax ID/NIT/RUC number:
3. Type of service(s) to be rendered by the third party or activities to be conducted by the third party on behalf of the Company:
4. Duration of the Agreement:
5. Territory where the third party will conduct activities on behalf of the Company:
6. Value of the Agreement with the TPI (based on an annual estimate):
7. Business justification/purpose for engaging the TPI (why the TPI is necessary to aid PTI in fulfilling its business needs):
8. What is the compensation structure for the TPI (commission, flat fee, monthly retainer, contingency fee), and what is the amount of compensation the TPI will receive?
9. Have you provided, presented and discussed PTI's Anti-Bribery and Anti-Corruption Policy Compliance Program with the proposed third party?

**Will the third party interact with a Government Entity or Government Official as defined in the ABAC Procedures?** *If so, complete questions 10-13 and obtain a completed TPI Questionnaire from the TPI before submitting this form to PTI Compliance.*

10. Name of Government Entity or Entities (including the military) with which the TPI will have contact, either directly or indirectly:
  
11. Description of Permit or Certification issued by the Government Entity allowing the TPI to render service(s) (if no permit or certification is required state "none"):
  
12. Frequency of the interaction of the TPI with Government Officials/Government Entities (number of times estimated for each year):
  
13. Was the TPI recommended by a Government Entity or Government Official? (If so, who was the individual that made the recommendation and what is such individual's governmental position?)

By submitting this form and attached documents, we confirm that all information submitted hereto is true and correct to the best of our knowledge as of the date of its execution. The hiring of the proposed third party complies with PTI's Anti-Bribery and Anti-Corruption Compliance Program.

**Requesting Employee:**

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**PTI Manager:**

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**PLEASE READ: This completed form and the TPI Questionnaire should be emailed to PTI Compliance at [complysupport@phoenixintl.com](mailto:complysupport@phoenixintl.com). The Request for TPI Due Diligence will not be processed until all the aforementioned Attachments are received.**

**Attachment 2A**

**TPI CANDIDATE QUESTIONNAIRE (For Use When the TPI is an Individual)**

*This form must be provided to the candidate TPI. The candidate TPI must complete the form and return either to the Requestor or directly to PTI Compliance via email at [complysupport@phoenixintl.com](mailto:complysupport@phoenixintl.com).*

Phoenix Tower US Holdings, L.P. and its subsidiaries and affiliates worldwide (collectively “PTI,” “Phoenix Tower” or “Company”), are committed to conducting business in compliance with all applicable laws and regulations, including the United States’ Foreign Corrupt Practices Act, the United Kingdom’s Bribery Act, France’s Sapin II Act, Mexico’s Ley General del Sistema Nacional Anticorrupción, Colombia’s Ley 1475 Estatuto Anticorrupción, and similar laws of any country where PTI does business. PTI expects the same commitment to compliance with these legal and ethical standards from its business partners. As part of this commitment to anti-bribery and anti-corruption compliance and its Anti-Bribery and Anti-Corruption Policy, PTI requires that prospective third-party representatives and business partners (“TPIs”) complete a due diligence questionnaire as a prerequisite to entering into a business relationship with the Company. The purpose of the due diligence is to ensure that TPIs’ activities related to PTI fully comply with applicable anti-bribery and anti-corruption laws. Please provide the information requested in this Due Diligence Questionnaire in as much detail as possible in the space provided. Providing detailed and specific information may help limit follow up requests. Attach extra paper to this questionnaire as needed to fully respond to each question.

1. Background	
Name:	
Address:	
Telephone:	
Fax:	
E-Mail:	
Educational Background:	
Date of Birth:	
National Identification Number:	
Country where work is to be performed:	



Percentage of your time that will be spent performing services for Company:	
---	--

2. Business	
Primary areas of business activity:	
Years in primary areas of business:	
Professional or Commercial Licenses:	

3. Employment History. Please include a list of entities for which you have been an employee, officer, executive, director, owner and/or consultant in the last ten (10) years, including dates and a description of the position held. *Please provide a CV	

4. Governmental Connections	Yes	No
Are you (or any close family members) a Government Official? <sup>1</sup>		

<sup>1</sup> The term “Government Official” should be construed broadly. “Government Official” includes any officer or employee of a non-US government-owned or controlled department, agency or instrumentality thereof, including, but not limited to: (a) members of a legislative or judicial body; (b) party officials or candidates for political office; (c) any officers or employees of state-owned enterprises, including a state-owned news agency or any affiliate thereof; and (d) any employees of international organizations, such as the United Nations and the World Bank. It also includes any employee, family member or close business associate of the same, and any person acting in an official capacity for or on behalf of the same. Government Officials also include those who work for an entity that is majority owned or otherwise controlled by a Government Entity. For purposes of this Program, a family member of a Government Official includes a spouse, sibling, parent or child of the Government Official.

For purposes of the Program, a close business associate of a Government Official includes all persons who are current or former partners, co-owners, joint-venture partners, or co-investors with, or consultants or advisors to, or have any other common financial interest or significant personal relationship with the Government Official. “Government Entity” includes a non-U.S. government-owned or controlled department, agency, or instrumentality thereof, that engages in public sector undertakings, which also includes state-owned

Have you (or any close family members who will be providing services in connection with the proposed business) previously been a Government Official?		
Does any Government Official have any financial interest in the proposed business with the Company?		
Have you interacted with, or do you anticipate interacting with, government-related entities or Government Officials in connection with the proposed business, including, but not limited to, seeking concessions, licenses, permits or regulatory approvals in connection with the proposed business?		
If you answered YES to <u>any</u> query, please attach a description that identifies such governmental connections and interactions with government-related entities. If the Government Official is a political candidate or an individual who works for a political party and it would be inappropriate to provide such information under your country's laws, there is no need for you to provide the specific political party membership or affiliation of the particular individual(s).		

5. Payments	Yes	No
Have you offered, made, accepted or requested any bribe, kickback or other improper payment to or from any person in connection with the proposed service?		
Have you provided or paid for, or do you anticipate providing or paying for, any meals, entertainment, gifts, travel, lodging or other business courtesies for Government Officials, or their guests or family members, in connection with the proposed business?		
Are you aware of any circumstances in which any person, including a Government Official, has requested or demanded anything of value of any kind (for example, a bribe, kickback, meal, entertainment or travel) from you or any entity or individual related in any way to the proposed business?		
If you answered YES to <u>any</u> query, please describe the circumstances of such payment or offer, including the recipient, amount, frequency and purpose of such payment or offer to pay.		

enterprises. It includes: (a) the national, regional, or local government; (b) any agency, department or instrumentality under the control of the national, regional or local government; (c) a government-owned or controlled company; (d) any political party; (e) certain international organizations, such as the United Nations and the World Bank; and (f) any court, tribunal, judicial authority or statutory authority.

6. Penalties and Investigations	Yes	No
Have you ever been subject to a legal proceeding, internal investigation or a government investigation or enforcement action related to corruption, fraud or any other criminal act?		
If you answered YES to <u>any</u> query, please describe the circumstances. In the case of legal proceedings, please provide parties (organizations) involved, case number, court, filing date and status of proceeding.		

I certify that the information provided in this TPI Candidate Questionnaire is complete and accurate to the best of my knowledge and belief. I further certify that I will notify PTI promptly if circumstances cause any information provided in this TPI Candidate Questionnaire to change. Any personal information, including sensitive data, is provided to PTI in compliance with any applicable privacy and data protection laws. I certify that I will provide any individuals' consents to PTI if requested. I agree that PTI will not be responsible for any harm or damages resulting from any failure to comply with privacy and data protection obligations.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

**Attachment 2B**

**TPI CANDIDATE QUESTIONNAIRE (For Use When the TPI is an Entity)**

*This form must be provided to the candidate TPI. The candidate TPI must complete the form and return either to the Requestor or directly to PTI Compliance via email at [complysupport@phoenixintl.com](mailto:complysupport@phoenixintl.com).*

Phoenix Tower US Holdings, L.P. and its subsidiaries and affiliates worldwide (collectively “PTI,” “Phoenix Tower” or “Company”), are committed to conducting business in compliance with all applicable laws and regulations, including the United States’ Foreign Corrupt Practices Act, the United Kingdom’s Bribery Act, France’s Sapin II Act, Mexico’s Ley General del Sistema Nacional Anticorrupción, Colombia’s Ley 1475 Estatuto Anticorrupción, and similar laws of any country where PTI does business. PTI expects the same commitment to compliance with these legal and ethical standards from its business partners. As part of this commitment to anti-bribery and anti-corruption compliance and its Anti-Bribery and Anti-Corruption Policy, PTI requires that prospective third-party representatives and business partners (“TPIs”) complete a due diligence questionnaire as a prerequisite to entering into a business relationship with the Company. The purpose of the due diligence is to ensure that TPIs’ activities related to PTI fully comply with applicable anti-bribery and anti-corruption laws. Please complete this questionnaire by responding to each question and providing the requested documents. If a question is not applicable, respond to that question with “N/A.” If additional room is necessary for your response, please attach extra pages.

1. Background	
TPI Name (exact name of the entity that will contract with the Company):	
Address:	
Website:	
Point of Contact’s name, telephone and fax numbers, and e-mail address:	
Countries of Operation:	
Proposed Location(s) where the TPI will provide services:	

2. TPI	
Date and place of incorporation/formation:	
Primary areas of business activity:	
Years in current areas of business:	

3. TPI Officers and Board of Directors	
Names and titles of TPI Officers:	
Names of members of the Board of Directors:	
What is the legal structure of the TPI? <input type="checkbox"/> Corporation (such as Inc., Ltd., GmbH, etc.) <input type="checkbox"/> Individually owned <input type="checkbox"/> Government owned <input type="checkbox"/> Partnership <input type="checkbox"/> Other: (describe) _____	

4. TPI Structure
If the TPI is listed on a major securities exchange or 100% owned by a company that is listed on such an exchange, please attach to this Questionnaire a copy of your most recent annual report(s) to such exchange(s), <u>and</u> skip the remainder of this Question 4.

<p>Please list each owner, beneficial owner, subsidiary and joint venture partner of the TPI.</p> <p>Include each owner, subsidiary and joint venture partner of each listed entity until the full corporate structure is identified. Alternatively, please attach a diagram that contains such information; including names of shareholders and percentage owned by all.</p>	
---	--

5. Governmental Connections	Yes	No
Is any individual (or close family member of such individual) who will be providing services in connection with the proposed business a Government Official? <sup>2</sup>		
Does any governmental entity or individual Government Official have any financial interest in, or exercise control over, the TPI or any entity providing services in connection with the proposed business?		
Has the TPI interacted with, or does it anticipate interacting with, government-related entities or Government Officials in connection with the proposed business, including, but not limited to, seeking or obtaining any concessions, licenses, permits or regulatory approvals?		
<p>If you answered YES to <u>any</u> query, please attach a description that identifies such governmental connections and interactions with government-related entities. If the Government Official is a political candidate or an individual who works for a political party, and it would be inappropriate to provide such information under your country's laws, there is no need for you to provide the specific political party membership or affiliation of the particular individual(s).</p>		

<sup>2</sup> The term "Government Official" should be construed broadly. It includes, without limitation, elected or unelected individuals who work for any government branch or agency (both local and national), political party, government-owned or controlled company, or public international organization (such as the United Nations or Red Cross). The term includes political candidates, members of a royal family, military personnel and close family members of any of the above individuals. If you are uncertain whether a person is a "Government Official," please notify your Company contact.

6. Payments	Yes	No
Has the TPI or any entity providing services in connection with the proposed business offered, made, accepted or requested any bribe, kickback or other improper payment to or from any person in connection with the proposed business?		
Has the TPI or any entity providing services in connection with the proposed business provided or paid for, or do they anticipate providing or paying for, any meals, entertainment, gifts, travel, lodging or other business courtesies for Government Officials or their guests or family members in connection with the proposed business?		
Are you aware of any circumstances in which any person, including a Government Official, has requested or demanded anything of value of any kind (for example, a bribe, kickback, meal, entertainment or travel) from the TPI or any entity or individual related in any way to the proposed business?		
If you answered YES to <u>any</u> query, please describe the circumstances of such payment or offer, including the recipient, amount, frequency and purpose of such payment or offer to pay.		

7. Penalties and Investigations	Yes	No
Has the TPI or any person or entity providing services in connection with the proposed business ever been subject to a legal proceeding, internal investigation or government investigation or enforcement action relating in any way to corruption or fraud or any other criminal act?		
Has the TPI or any person or entity providing services in connection with the proposed business been arrested for, charged with or convicted of (or entered a plea of nolo contendere to) a felony?		
If you answered YES to <u>any</u> query, please describe the circumstances. In the case of legal proceedings, please provide parties (organizations) involved, case number, court, filing date and status of proceeding.		

## 8. Attachments

Please attach to this Questionnaire:

- a copy of all policies, procedures, training information or other documentation that comprises any anti-bribery or anti-corruption compliance program or policy the TPI has in place;
- a copy of the Registrar of Companies Extract for the TPI (or similar proof of incorporation/formation, as applicable in your country);
- a copy of any required registrations or other documentation authorizing the TPI to conduct business in the territories in which it currently operates or plans to operate in the future; and
- a résumé for the designated project manager or member of the TPI who will be handling the project(s).



I have reviewed the information and representations in this TPI Candidate Questionnaire and am authorized to sign on behalf of the TPI. I certify on behalf of the TPI that the information provided in this TPI Candidate Questionnaire is complete and accurate to the best of my knowledge and belief. I further certify that the TPI will notify PTI promptly if circumstances cause any information provided in this TPI Candidate Questionnaire to change. Any personal information, including sensitive data, is provided to PTI in compliance with any applicable privacy and data protection laws. I certify on behalf of the TPI that the TPI will provide any individuals' consents to PTI if requested. I certify on behalf of the TPI that PTI will not be responsible for any harm or damages resulting from any failure to comply with privacy and data protection obligations.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

TPI: \_\_\_\_\_

Date: \_\_\_\_\_

### Attachment 3

#### **REAL ESTATE TRANSACTIONS**

*This form must be used by the Real Estate department prior to any real estate transaction.*

1. Does the transaction involve a

- Government Entity
- Government Official
- Family Member
- Close Business Associate
- None of the Above (Name of the counterparty to the transaction: \_\_\_\_\_)

2. Background Information

Name: \_\_\_\_\_

Date of Birth (if seller is an individual): \_\_\_\_\_

Address: \_\_\_\_\_

Contact Person: \_\_\_\_\_

Phone No: \_\_\_\_\_

E-Mail: \_\_\_\_\_

If the proposed real estate transaction is with a Family Member or Close Business Associate, please identify that Family Member or Close Business Associate. In addition, please identify the Government Official with whom the Family Member or Close Business Associate has a relationship, the position(s) held by that Government Official, and the dates those position(s) were held: \_\_\_\_\_

3. Is the Government Entity / Government Official / Family Member / Close Business Associate the buyer, seller, lessee, or lessor of the property?

- Buyer
- Seller
- Lessee
- Lessor

4. Property Location: \_\_\_\_\_

5. Property list price (as offered by landowner): \_\_\_\_\_

6. What is the amount PTI is proposing to pay? \_\_\_\_\_

7. FMV of the property:

8. Is the FMV found to be reasonable and objective?

**PTI Manager Approval**

I certify that the information above is true and correct. I further certify that I am familiar with, and the real estate transaction complies, with PTI's Anti-Bribery and Anti-Corruption Policy, the United States Foreign Corrupt Practices Act ("FCPA"), and any other applicable anti-bribery and anti-corruption laws. I have no knowledge or information that suggests that the real estate transaction will be used for a corrupt purpose.

---

Signature

---

Name and Title of PTI Employee Completing Form

---

Date

**Attachment 4**

**GIFTS, HOSPITALITY, ENTERTAINING, TRAVEL AND LODGING EXPENSES**

*This form should be completed by the PTI Employee who has or will offer the travel, lodging and/or transportation.*

**LESS than \$200 USD:** Complete this form to report travel, lodging and/or transportation expenses with a value of less than \$200 USD per person. The completed form must be submitted to PTI Compliance within thirty (30) business days following the travel date or date of expense being incurred.

**MORE than or EQUAL to \$200 USD or ANY expense Involving a Government Official or a TPI Dealing with a Government Official:** Complete this form to obtain pre-approval to pay for travel, lodging and/or transportation expenses with a value of more than or equal to \$200 USD per person or any expense involving a Government Official or a TPI dealing with a Government Official. Travel, lodging or entertainment involving a Government Official or a TPI dealing with a Government Official must be pre-approved by the Chief Compliance Officer.

**I. Expense Information**

1. Type of Expense (check all that apply):
  - Travel
  - Lodging / Hotel
  - Gift
  - Transportation
  
2. Total Value of Travel, Lodging and/or Transportation:
  - Less than \$200 USD per person **[Notification]**
  - More than or equal to \$200 USD per person **[Pre-approval]**
  
3. Price of Travel/Lodging/Transportation (with taxes):  
*(estimated price in case of pre-approval)*  
\_\_\_\_\_
  
4. Date(s) of Travel/Lodging/Transportation:  
*(estimated date(s) in case of pre-approval)*  
From \_\_\_\_\_ to \_\_\_\_\_

5. Destination (if it is a Gift, describe Gift):

\_\_\_\_\_

6. Is there a contract with the entity or company that the Government Official is affiliated with which requires this Travel, Lodging and/or Transportation expenditure?  NO  YES

If **YES**, please attach a copy of the contract and note the applicable provision.

7. Was the Travel, Lodging and/or Transportation requested by a Government Official?  NO  YES

If **YES**, please identify the person by name, title and organization:

Name:

\_\_\_\_\_

Tax ID Number (or country equivalent):

\_\_\_\_\_

Title:

\_\_\_\_\_

Organization:

\_\_\_\_\_

Country:

\_\_\_\_\_

8. How will the Travel, Lodging and/or Transportation be paid or reimbursed?

9. Describe in detail the business purpose for the Gift, Travel, Lodging and/or Transportation:

10. Journey Details (i.e., describe route(s)):

\_\_\_\_\_

\_\_\_\_\_

**Hotel**

Name: \_\_\_\_\_

Nightly Rate (in \$ USD): \_\_\_\_\_

Number of Nights: \_\_\_\_\_

**Meal(s)**

In Hotel (number and total cost in \$ USD):

\_\_\_\_\_

Other (number and total cost in \$ USD):

\_\_\_\_\_

## II. Government Official's Information

1. Official's Full Name: \_\_\_\_\_

Official's Title: \_\_\_\_\_

Government Entity: \_\_\_\_\_

Business Address: \_\_\_\_\_

\_\_\_\_\_

Country: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

E-Mail Address: \_\_\_\_\_

Briefly describe the Government Official's responsibilities:

3. Has the PTI provided travel, lodging and/or transportation for the Government Official within the past twelve (12) months?  NO  YES

If **YES**, provide the details of the travel, lodging and/or transportation and the total value in \$ USD (attach additional information on a separate page, if needed): [Click or tap here to enter text.](#)

4. Does the Government Official have a relationship with the PTI (e.g., oversight of any aspect of the PTI's operations)?  NO  YES

If **YES**, explain the relationship: [Click or tap here to enter text.](#)

5. Is the Government Official a decisionmaker for his/her organization, or does he/she influence any decisionmakers within his/her organization?  NO  YES

6. Does the Government Official have any regulatory authority over the TPI?  NO  YES

7. Has the Government Official made any decisions with regard to the TPI in the past twelve (12) months?  NO  YES

If **YES**, please explain: [Click or tap here to enter text.](#)

8. Is the Government Official expected to make any decisions with regard to the TPI in the next twelve (12) months?  NO  YES

If **YES**, please explain: [Click or tap here to enter text.](#)

I have disclosed all information that I believe is relevant to the travel, lodging and/or transportation provided (or to be provided) to the Government Official, and I do not believe that such travel, lodging, or transportation violates Company policy.

---

Signature

---

Name and Title of PTI Employee Completing Form

---

Date



**Attachment 5A**

**DONATION REQUEST FORM – PTI Employee**

*This form is to be completed by the PTI Employee requesting the donation. This form must be accompanied by the Donation Request Form completed by the Donation Recipient. Both forms should be sent to PTI Compliance via email at [complysupport@phoenixintnl.com](mailto:complysupport@phoenixintnl.com) at least seven (7) business days prior to making the donation.*

Person completing this form:

Date:

Department:

Job Title:

Telephone/Extension:

E-Mail:

This donation is to:

- Government Entity
- Non-Governmental Organization (NGO)
- Organization administered by a public official
- Community Action Group (*Junta de Vecinos*)
- Individual

**1.** What Government Entity, NGO, organization administered by a public official or Community Action Group is requesting the donation?

<b>Name</b>	
<b>URL (if applicable)</b>	

1a. Have we donated to this recipient in the past two (2) years?

**Yes**  **No**

**2.** State the names of all Employees who discussed the requested donation with any Government Official, NGO, organization administered by a public official or Community Action Group:

--

State the name and title of any Government Official, NGO representative, organization administered by a public official or Community Action Group that you or any other PTI

employee spoke to regarding the request or the donation. Specify which representative was responsible for making the request. Wherever possible, please include a finance manager in addition to contact representative:

<b>Name:</b>	<b>Title:</b>	<b>Contact Number</b>

4. Identify the Government Entity, NGO, organization administered by a public official or Community Action Group that will receive the donation, if different from the entity which made the request:

5. Describe the requested donation, including the value of the goods and purpose of the donation. (Cash donations to any Government Entity, any organization administered by a public official or any individual are prohibited. Only in-kind donations in the form of fixed assets or construction projects for the benefit of the community are permitted to such entities and individuals. Cash donations to a non-governmental entity are permitted, but only with prior, written approval of the Chief Compliance Officer.)

6. Is there another entity participating in this project?  
Yes  No

If yes, state the participating entity and describe the nature of its participation.

7. If the donation involves a project already in progress, will project progress reports be sent?

Yes  No

If yes, will these be provided weekly, monthly or annually?

**8.** What are the existing controls to guarantee that the donation will be used for the purposes specified in this form?

**9.** Were the Government Officials, NGO representatives, organization representatives or community action group's representatives informed regarding the requirement that the donation comply with PTI's Anti-Bribery and Anti-Corruption Compliance Program, and that the donation must be used to aid groups in need or benefit or better community services?

**Yes**       **No**       If no, explain.

**10.** Was the Government Official, NGO, organization administered by a public official or community action group informed that PTI has the right to audit this donation?

**Yes**       **No**       If no, explain.

**11.** Is there any reason to believe that the donation will be used for any other purpose other than the one stated in this proposal?

**Yes**       **No**       If yes, explain.

**12.** Is the intention of this donation to influence any Government Official or induce action or inaction by the same, or to obtain any improper or illegal benefit?

**Yes**       **No**

**13.** Was the requesting Government Official, NGO, organization administered by a public official or community action group questioned regarding their kinship with any PTI Employee?

**Yes**       **No**

If the requesting Government Official, NGO representative, organization representative or individual beneficiary has any such kinship, explain.

I certify that the information above is true and correct and that the requested donation conforms with the PTI Anti-Bribery and Anti-Corruption Compliance Program and any other applicable laws including, without limitation, the United States FCPA. I am not aware of any information that suggests that the donation will be used for any other purpose other than that stated in this form.

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Signature

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Name and Title of PTI Employee Completing Form

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Date

**Attachment 5B**

**DONATION REQUEST FORM – DONATION RECEIPT**

*This form must be completed by the Donation Recipient. It should be returned to the PTI Employee requesting the donation or directly to PTI Compliance via email at [complysupport@phoenixintl.com](mailto:complysupport@phoenixintl.com).*

**1. Charitable Donation Recipient Name and Address**

Charitable Donation Recipient’s Legal Name	
Charitable Donation Recipient’s Trade Name (if different from Legal Name):	
Tax ID Number (or country equivalent):	
Business Tax ID Number (if applicable):	
Business Address:	
Country:	
Website URL (if applicable):	

**2. Contact Information**

Name and Title of Contact Person (must be individual responsible for relationship with PTI); secretarial or administrative employees may not be listed as a Contact Person:	
Country of Residence:	
Telephone Number:	
Email Address:	

Name and Title of Finance Manager in charge of donations (if applicable):	
Country of Residence:	
Telephone Number:	
Email Address:	

**3. Supporting Documentation**

Attach the following documents to this form:

- Governance Documents;
- Certificate (or equivalent document) granting status as a legal entity; and
- Certificate (or equivalent document) of good standing.

**4. Date organization was established:**

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5. What is the mission statement/purpose of your organization?

6. Is your organization authorized to receive Charitable Donations in accordance with local tax laws and regulations?

Yes       No

7. Does your organization issue receipts?

Yes       No

8. What is your organization's geographic coverage?

9. Does a Government Official, family member of a Government Official, or Government Entity have any role in or other affiliation with your organization?

Yes       No

If yes, please describe the role or affiliation:

10. Does your organization carry out political or political-party activities?

Yes       No

If yes, please describe the activities:

11. Has your organization ever been accused of any bribery or corruption-related violations?

Yes       No

If yes, please explain:

12. Has your organization received Charitable Donations or any other funds from PTI in the past two (2) years?

Yes       No

If yes, specify when the donation or funding was received and the amount:

13. Has PTI previously denied any of your organization's requests for Charitable Donations or other funding?

Yes       No

If yes, specify when the donation or funding was denied and the reason for the denial (if known):

14. Is this a monetary donation or in-kind Charitable Donation (check all that apply):

Monetary       In-Kind

Description of the Charitable Donation, including the intended beneficiaries:

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15. For a monetary Charitable Donation, describe in detail how the funds will be used, including the name of the person or organization that will receive the funds:

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16. For an in-kind Charitable Donation, describe the goods and services to be provided, including quantities and who will receive the goods and services, if applicable.


17. Amount (if monetary) and/or value (if in-kind) of Charitable Donation:

18. Explanation of the purpose of the Charitable Donation and how it will be used (attach additional information as needed):

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19. List the countries in which activities related to the Charitable Donation will be conducted:

20. Please indicate whether this is a one-time or recurring Charitable Donation:

One-Time       Recurring

If the Charitable Donation is recurring, please state the amount of the disbursements and how often the disbursements will be made:

Amount:	
Frequency:	

**Charitable Donation Recipient Certification**

I certify that the Charitable Donation provided by PTI is not for the benefit of or use by any Government Official in his/her capacity, either directly or indirectly. I certify also that the Charitable Donation is being made in compliance with all applicable anti-corruption laws and regulations.

Please be advised that the information that will be collected from you and other sources (i.e., by carrying out background searches on the internet or other public sources of information, including, where permitted by applicable law, public data registries) will be collected and processed by a third party engaged by PTI to perform due diligence.

By signing this form, you are giving your express consent to the collection, use and other processing of business and/or personal information, including information collected from third parties for the purposes of the due diligence process.

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Name

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Title

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Signature

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Date



**Attachment 6**

**NOTIFICATION OF APPROVAL OF DONATION**

*This form can be used as a template for the PTI Employee to notify the Donation Recipient of the Company's approval of the donation. This form must be completed by the Donation Recipient to confirm receipt of the approved donation. The PTI Employee that requested the donation must submit the confirmation of receipt to PTI Compliance via email at [complysupport@phoenixintl.com](mailto:complysupport@phoenixintl.com), along with evidence of the donation, within thirty (30) business days of the donation.*

Dear [donation recipient]:

It is my pleasure to inform you that your request for [specify donation] was approved by Phoenix Tower US Holdings, L.P. and its subsidiaries and affiliates worldwide (collectively "PTI," "Phoenix Tower" or "Company") [ AND/OR APPROPRIATE LOCAL ENTITY]. As you know, this donation was made strictly for [detail purpose stated by the Government Entity, NGO, organization administered by a public official or individual beneficiary] and cannot be used for any other purpose. Additionally, the donation is being made in accordance with the PTI Anti-Bribery and Anti-Corruption Compliance Program, as well as all other applicable laws, including the FCPA (Foreign Corrupt Practices Act). The PTI Anti-Bribery and Anti-Corruption Compliance Program is attached to this notification.

PTI reserves the right to verify at any time whether the donation is being used for the stated purpose. If for any reason the donation cannot be used for the intended purpose, we must be notified immediately.

Signature, Name and Title of PTI representative:

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Name of Government Official, NGO representative, organization representative or individual beneficiary and title of PTI representative, seal of Government Entity, NGO or organization receiving donation:

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Seal (If Applicable):

I, \_\_\_\_\_, [Name and Title] declare that I have read the above letter and agree to receive the requested donation subject to the terms described herein. On this \_\_ day of \_\_\_\_\_, 201\_.

Received on:

## Attachment 7

### **ANTI-BRIBERY AND ANTI-CORRUPTION TRAINING CERTIFICATION**

*This form must be completed by anyone who attended PTI's anti-bribery and anti-corruption training.*

I hereby certify that I have attended the training conducted on \_\_\_\_\_ [date] covering such topic and the U.S. Foreign Corrupt Practices Act ("FCPA") and related anti-bribery topics. I am aware of the principles and concepts of the Anti-Bribery and Anti-Corruption Compliance Program (the "ABAC Program") of Phoenix Tower US Holdings, L.P. and its subsidiaries and affiliates worldwide (collectively "PTI," "Phoenix Tower" or "Company") discussed during the training. I acknowledge and understand that it is my obligation to strictly comply with the ABAC Program, as well as with the relevant local and international anti-corruption laws that apply to the Company's business around the world, including, but not limited to, the FCPA and the UK Bribery Act ("UK Act").

I certify that I am not a Government Official, employee of a political party or candidate of a political party. I will immediately notify PTI if I become a Government Official, candidate or employee of a political party. I certify that I have not paid, or offered or agreed to pay, or caused to be paid, or offered or agreed to be paid, directly or indirectly, any political contributions, fees or commissions (as defined in the FCPA) to a Government Official.

Additionally, I certify that, in relation to my tasks at PTI, I have not offered, paid, promised to pay, or authorized the payment of any money, or offered, given, promised to give, or authorized the giving of anything of value, to (i) a Government Official as defined in the FCPA; (ii) any political party or official thereof or any candidate for political office; or (iii) any person, while knowing or being aware of a high probability that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to any Government Official, to any political party or official thereof, or to any candidate for political office, for the purposes of:

- a) influencing any act or decision of such Government Official in his or her official capacity, or inducing such Government Official to do or omit to do any act in violation of the lawful duty of such official, or securing any improper advantage, or inducing such Government Official to use his or her influence with the government, or instrumentality thereof, to affect or influence any act or decision of such government in order to assist such person in obtaining or retaining business for or with, or directing business to any person; or
- b) influencing any act or decision of any person, while knowing that all or a portion of such money or thing of value will be offered, given or promised,

directly or indirectly, to any Government Official (or political party), or to any candidate for political office, for any of the prohibited purposes described above.

I agree that if subsequent developments cause the certifications and information reported herein to be no longer accurate or complete, I will immediately notify PTI Compliance of the change in circumstances.

**Name:** \_\_\_\_\_

**Position:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Signature:** \_\_\_\_\_