



ANTI BRIBERY AND FOREIGN CORRUPT PRACTICES ACT POLICY

INTRODUCTION

Blue Hackle Limited and all its subsidiaries are committed to conducting its business ethically and in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA), the United Kingdom Bribery Act (UKBA) and similar laws in other countries that prohibit improper payments to obtain a business advantage.

This document describes Blue Hackle Limited's Policy prohibiting bribery and other improper payments in the conduct of Blue Hackle Limited business operations and employee responsibilities for ensuring implementation of the Policy. Questions about the Policy or its applicability to particular circumstances should be directed to the point of contact stated at the end of this policy document.

POLICY OVERVIEW

Blue Hackle Limited strictly prohibits bribery or other improper payments in any of its business operations. This prohibition applies to all business activities, anywhere in the world, whether involving government officials or other commercial enterprises. A bribe or other improper payment to secure a business advantage is never acceptable and can expose individuals and Blue Hackle Limited to possible criminal prosecution, reputational harm or other serious consequences.

Who This Policy Applies To

This Policy applies to everyone at Blue Hackle Limited, including all officers, employees, consultant, contractor and agents or other intermediaries acting on Blue Hackle Limited's behalf. Each officer and employee of Blue Hackle Limited has a personal responsibility and obligation to conduct Blue Hackle Limited's business activities ethically and in compliance with all applicable laws based on the countries wherein Blue Hackle Limited does business. Failure to do so may result in disciplinary action, up to and including dismissal and possible imprisonment.

What This Policy Covers

Improper payments prohibited by this policy include bribes, kickbacks, excessive gifts or entertainment, or any other payment made or offered to obtain an undue business advantage. These payments should not be confused with reasonable and limited expenditures for gifts, business entertainment and other legitimate activities directly related to the conduct of Blue Hackle Limited's business.

Who Is Responsible For Policy Implementation

Blue Hackle Limited has developed a comprehensive program for implementing this Policy, through appropriate guidance, training, investigation and oversight. Senior Management of Blue Hackle Limited has overall responsibility for the program, supported by the executive leadership of Blue Hackle Limited. Senior Management is responsible for giving advice on the interpretation and application of this policy, supporting training and education, and responding to reported concerns.

The prohibition on bribery and other improper payments applies to all business activities, but is particularly important when dealing with government officials. The U.S. Foreign Corrupt Practices Act and similar laws in other countries strictly prohibit improper payments to gain a business advantage and impose severe penalties for violations.

The following information is intended to provide all Blue Hackle Limited employees and associates engaged in international activities a basic familiarity with applicable rules so that inadvertent violations can be avoided and potential issues recognized in time to be properly addressed.

What Do Anti-Bribery Laws Prohibit

The FCPA, UKBA and other anti-bribery laws make it unlawful to bribe an individual, company representative, foreign official or anyone else who is able to influence decisions to gain an “improper business advantage.” An improper business advantage may involve efforts to obtain or retain business, as in the awarding of a government or commercial contract, but also can involve regulatory actions such as licensing or approvals.

Examples of prohibited regulatory bribery include paying a foreign official to ignore an applicable customs requirement. A violation can occur even if an improper payment is only offered or promised and not actually made, it is made but fails to achieve the desired result, or the result benefits someone other than the giver (for example, directing business to a third party). Also, it does not matter that the foreign official may have suggested or demanded the bribe, or that a company feels that it is already entitled to the government action.

Definition Of A Foreign Official

A “foreign official” can be essentially anyone who exercises governmental authority. This includes any officer or employee of a foreign government department or agency, whether in the executive, legislative or judicial branch of government, and whether at the national, state or local level. Officials and employees of government-owned or controlled enterprises also are covered, as are private citizens who act in an official governmental capacity. Foreign official status often will be apparent, but not always. In some instances, individuals may not consider themselves officials or be treated as such by their own governments but nevertheless exercise authority that would make them a “foreign official” for purposes of anti-bribery laws. Personnel engaged in international activities are responsible under this Policy for inquiring whether a

proposed activity could involve a foreign official or an entity owned or controlled by a foreign government, and should consult with Senior Management when questions about status arise.

Types of Payments Prohibit

The FCPA prohibits offering, promising or giving “anything of value” to an individual, company representative, foreign official or anyone else who is able to influence decisions, to gain an improper business advantage. In addition to cash payments, “anything of value” may include:

- Gifts, entertainment or other business promotional activities;
- Covering or reimbursing an official’s expenses;
- Offers of employment or other benefits to a family member or friend of an individual, company representative or foreign official;
- Political party and candidate contributions;
- Charitable contributions and sponsorships.

Other less obvious items provided to an individual, company representative, foreign official or anyone else who is able to influence decisions can also violate anti-bribery laws. Examples include in-kind contributions, investment opportunities, stock options or positions in joint ventures, and favorable or steered subcontracts. The prohibition applies whether an item would benefit an individual, company representative, foreign official or anyone else who is able to influence decisions directly or another person, such as a family member, friend or business associate.

Reporting

Under the law, Blue Hackle Limited and individual officials or employees may be held liable for improper payments by an agent or other intermediary, if there is actual knowledge or reason to know that a bribe will be paid. Willful ignorance – which includes not making reasonable inquiry when there are suspicious circumstances – is not a defense, and it also does not matter whether the intermediary is itself subject to anti-bribery laws. All employees therefore must be alert to potential “red flags” in transactions with third parties.

Blue Hackle Limited and its affiliates must keep accurate books and records that reflect transactions and asset dispositions in reasonable detail, supported by a proper system of internal accounting controls. These requirements are implemented through Blue Hackle Limited’s standard accounting rules and procedures, which all personnel are required to follow without exception.

Special care must be exercised when transactions may involve payments to foreign officials. Off-the-books accounts should never be used. Facilitation or other payments to foreign officials should be promptly reported and properly recorded, with respect to purpose, amount and other relevant factors. Requests for false invoices or payment of expenses that are unusual, excessive or inadequately described must be rejected and promptly reported. Misleading, incomplete or false entries in Blue Hackle Limited’s books and records are never acceptable.

Blue Hackle Limited has established detailed standards and procedures for the selection, appointment and monitoring of agents, consultants and other third parties. These standards

and procedures must be followed in all cases, with particular attention to “red flags” that may indicate possible legal or ethical violations.

Due diligence ordinarily will include appropriate reference and background checks, written contract provisions that confirm a business partner’s responsibilities, and appropriate monitoring controls. Personnel working with agents and other third parties should pay particular attention to unusual or suspicious circumstances that may indicate possible legal or ethics concerns, commonly referred to as “red flags.” The presence of red flags in a relationship or transaction requires greater scrutiny and implementation of safeguards to prevent and detect improper conduct. Appointment of an agent or other third party ordinarily requires prior approval by an appropriate senior manager, description of the nature and scope of services provided in a written contract, and appropriate contractual safeguards against potential violations of law or Blue Hackle Limited policy.

This Policy imposes on all personnel specific responsibilities and obligations that will be enforced through standard disciplinary measures and properly reflected in personnel evaluations. All officers, employees and agents are responsible for understanding and complying with the Policy, as it relates to their jobs. Every employee has an obligation to:

- Be familiar with applicable aspects of the Policy and communicate them to subordinates;
- Ask questions if the Policy or action required to take in a particular situation is unclear;
- Properly manage and monitor business activities conducted through third-parties;
- Be alert to indications or evidence of possible wrongdoing; and
- Promptly report violations or suspected violations through appropriate channels.

Any employee who has reason to believe that a violation of this Policy has occurred, or may occur, must promptly report this information to his or her supervisor, the next level of supervision, or Blue Hackle Limited’s Senior Management.

Protection For Reporting Violation

Retaliation in any form against an employee who has, in good faith, reported a violation or possible violation of this Policy is strictly prohibited. Employees who violate this Policy will be subject to disciplinary action, up to and including dismissal. Violations can also result in prosecution by law enforcement authorities and serious criminal and civil penalties.