



SUTHERLAND ANTI-BRIBERY POLICY

VERSION:3.1

EFFECTIVE/ DATE: May 16, 2022

POLICY OWNER/S: CORPORATE ETHICS

DOCUMENT NO.CE-ABC-GL101

INTERNAL USE ONLY

1.0 Introduction

Sutherland ('Company') is committed to conducting its business ethically and upholding high standards of integrity and honesty in all its business dealings. Sutherland complies with all anti bribery and corruption laws such as the U.S. Foreign Corrupt Practices Act, 1977 (FCPA), the UK Bribery Act, 2010 (UKBA), as well as all applicable anti-bribery and corruption laws, including federal, regional, provincial, state and local laws and regulations of each country in which it does business.

This document ('Policy') describes the Company's commitment to prohibit bribery and other improper payments in the conduct of its business operations. Questions about the Policy or its applicability should be directed to the Corporate Ethics department.

2.0 Scope

This Policy applies to everyone at Sutherland including its subsidiaries and affiliates and their Officers, Directors, employees, as well as agents and intermediaries acting on Company's behalf ('Covered persons'). This Policy applies to all Sutherland businesses and transactions, regardless of where it occurs and whether any particular conduct may be regarded as common or customary in a particular place or location.

Each officer and employee of Sutherland has a personal responsibility and obligation to conduct Sutherland's business activities ethically and in compliance with the law. Sutherland's Corporate Ethics department is responsible for giving advice on the interpretation and application of this policy, supporting training and education, and responding to reported concerns.

3.0 Policy

3.1 Prohibition on any form of bribery

Sutherland 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 they involve government officials or are wholly commercial. A bribe or other improper payment to secure a business advantage is never acceptable and can expose individuals and the Company to possible criminal prosecution, reputational harm or other serious consequences.

3.2 What is bribery?

Under the law, bribes and bribery have a very wide definition. Bribery involves improperly offering or providing a benefit or something of value to obtain or retain a commercial advantage or to induce or reward improper conduct or an improper decision. Bribes can take the form of cash, cash equivalents (for example, gift vouchers or loans), other benefits (for example, some gifts, hospitality or entertainment, sponsored travel, donations or scholarships), or the provision of favors (for example, discounted or 'free' use of company services, facilities or property) or anything else that is of significant value to the recipient. Bribery can also take place where the offer or payment is made by or through a third party.

3.3 Bribery of government officials

All Covered persons are prohibited from giving, promising, offering, or authorizing payment of anything of value to any government official to obtain or keep business or to secure some other improper advantage. It is crucial that we avoid even the appearance of an improper interaction with government officials.

Prohibited payments can take many different shapes and forms, but they typically involve a “quid pro quo” - that is, the payment will be offered or paid in exchange for some improper advantage or benefit. Prohibited payments include, but are not limited to, those designed to:

- Induce the recipient to award a contract to the Company (even if in the end the Company is not awarded the contract);
- Obtain advantageous treatment (for example, on tax, customs, permits, or licenses) that would not otherwise be available to the Company; or
- Circumvent or cause non-enforcement of laws or regulations applicable to the Company

In addition to criminal anti-bribery and corruption laws, local laws may sometimes subject government officials to certain ethical prohibitions and restrictions relating to the acceptance of “gifts” (defined as anything of value) from private sources like our Company. In circumstances such as these, the prohibitions under this Policy apply even when the purpose of the gift giving is to conform to business or social protocol and there is no improper intent.

The Company’s prohibition on bribery applies to all improper payments regardless of size or purpose, including “facilitation” payments. Facilitation payments refer to small payments to government officials to expedite or facilitate routine, non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo.

Although there is a narrow exception for facilitating payments under the FCPA, such payments are prohibited under the UKBA and the laws of most countries. Therefore, to ensure compliance with all applicable anti-bribery laws, our Company prohibits any and all kinds of facilitation payments. This Policy makes no distinction between bribery of foreign or domestic government officials.

Explanation 1: What is ‘Anything of value’?

For the purposes of this Policy, the term “Anything of value” may include, but is not limited to, the following:

- Business opportunities;
- Favorable contracts;
- Stock options;
- Cash, cash equivalents (e.g., gift cards, gift checks) or loans;

- Improper or excessive gifts, meals, travel, hospitality and entertainment;
- Favors, including offers of employment or internships for an official or an official's relative;
- Sponsorships;
- Promises to pay/give;
- Donations to a charity affiliated with or sponsored by a government official; or Political contributions

Explanation 2: Who is a “Government official”?

For the purposes of this Policy, the term “government official” is broadly define to include:

- Any officer or employee of any national, state or local government entity, department, or agency;
- Any employee of a state or government-owned or -controlled entity, including commercial and non-profit organizations (for example, a school, college or university, hospital or state-owned company);
- Any political party or official thereof;
- Any candidate for political office;
- Any holder of an elected or appointed political or governmental office (e.g., members of Congress);
- Any member of a royal family;
- Any officer or employee of a public international organization or any department or agency thereof (e.g., the United Nations, World Bank, or World Trade Organization);and
- Any person acting in an official capacity on behalf of a national, state or local government entity

Employees of state-owned or -controlled commercial enterprises (e.g., seemingly private entities with some level of government ownership or influence) generally are considered as government officials under this Policy. It is important to keep in mind that persons who are not classified to be “officials” under local law may still be considered government officials under the FCPA or UKBA or other laws. Employees should always consult Corporate Ethics when there is a doubt as to whether an individual is a government official. Similarly, employees should also consult Corporate Ethics when dealing with the immediate family member of a government official.

3.4 Commercial Bribery

In addition to the prohibitions on bribery of government officials, the UKBA and the laws of many other countries also specifically prohibit the offering or acceptance of corrupt payments and other advantages between private (non-government) persons and entities. Such conduct constitutes commercial bribery, often called “kickbacks.” Sutherland’s Code of Conduct and this Policy prohibit such conduct.

Sutherland is committed to dealing with its suppliers in a fair, honest and professional manner, while seeking the best value for the business. Potential suppliers are treated on an equal basis and no unmerited favoritism is to be

shown in the procurement of goods and services. Company will avoid dealing with prospective suppliers known for offering or providing bribes. Employees are required to report any such instances to the Corporate Ethics department.

3.5 Gifts, Meals, Travel, Hospitality and Entertainment

It is never permissible to provide gifts, meals, travel, hospitality or entertainment (hereinafter referred to as 'gifts' in this section) in order to improperly influence anyone, particularly a government official, in exchange for any improper favor or benefit. In addition, gifts of cash or cash equivalents, such as gift certificates, loans, gold coins, etc., are not permissible under any circumstances.

Whether a particular gift could be perceived as a bribe depends on the timing and context surrounding the gifting, including the past, pending or future business or administrative matters that are within the recipient's realm of influence.

Under certain circumstances, it may be permissible, with prior approval, to provide modest gifts (like a promotional item with the Company logo), reasonably-priced meals, modest travel and lodging or entertainment to a government official as a social amenity or business courtesy. Generally, the provision of gifts (preferably, Sutherland branded gifts), meals, travel and entertainment to a government official is permissible, provided *all* the following conditions are met:

- There is no expectation that it is being given in exchange for any return favor or business advantage from the government (quid pro quo);
- It is infrequent, modest, and reasonable in amount under the circumstances,
- It conforms with applicable law, local custom and business practice;
- It does not give the appearance of creating an obligation for the recipient;
- It is reported and documented accurately in the Company's books and records;
- It cannot be construed as a bribe or payoff, or result in embarrassment to the Company in any way; and
- It was not solicited by the recipient.
- It is within prescribed monetary limits

This Policy requires that employees declare receipt of any gifts, hospitality, entertainment, or travel offered by, or received from a third party. The Corporate Ethics department will review all such receipts and advise how such gifts must be handled. The decision of Corporate Ethics department will be final and binding.

Employees must refer to **Appendix A – Guidelines on Gifts, Hospitality, Entertainment and Donations** that sets out monetary limits on gifts, procedure for obtaining approvals for offers and receipts, and matters related thereto.

3.6 Hiring or engaging Government Officials

It is never permissible to hire or engage a government official, or his or her immediate family members, to improperly influence the official, or in exchange for any improper favor or benefit.

The Company may hire or engage government officials, or their immediate family members (“person” in the section below), to perform services that have a legitimate business purpose, provided that:

- The circumstances surrounding the person’s employment do not give rise to the appearance of impropriety;
- The person is not hired / engaged to perform services that conflict with the official’s duties or obligations;
- The person is objectively and unquestionably qualified in terms of education, background and experience to perform the duties for which he or she is being retained;
- The terms and conditions of the employment contract are consistent with Company policies.
- There is no expectation that the person is being retained by the Company in exchange for any improper action or business advantage from the government (a quid pro quo);
- The Company has no official decisions currently pending before the official and/or his or her governmental ministry/department from the time the person first came to the Company’s attention as a candidate through the time at which he or she was formally hired;
- The salary or fees are reasonable and consistent with the work to be performed and the person’s professional qualifications;
- Appropriate ethical walls, and monitoring of those walls, are implemented to ensure that the person does not interact with his or her government or former government colleagues on matters that can affect Company business; and
- A written opinion or equivalent formal correspondence is received by the person from his or her own government (or appropriate regulating entity such as an internal ethics committee) that the position with the Company does not violate that government’s own legal and ethical standards for such employment.
- The person agrees in writing to undergo background checks and/or screening as considered appropriate by the Corporate Ethics department.

No offers of employment may be extended to any government official or the relative of a government official without prior written approval from the heads of Sutherland’s Legal and Corporate Ethics departments. Where a comparable, alternate option is available for hire, business will be encouraged to engage with that option rather than a government official.

Sutherland reserves the right to terminate its relationship with the government official should the circumstances around the person’s engagement change from the time he or she was first engaged.

3.7 Donations and Charitable contributions

As part of Sutherland's commitment to being involved in the communities in which we operate, employees are encouraged to contribute personal time or resources to charitable, educational and community service organisations. However, such contributions can also create conflicts of interest as well as present legal and regulatory concerns. For example, it is never permissible to make a donation to improperly influence a government official, or in exchange for any improper favor or benefit. It is, however, sometimes permissible under applicable anti-bribery laws to make donations directly to a government agency (rather than to an individual government official) as part of a charitable effort. For example, it may be permissible to provide contributions to a government-sponsored relief operation in hurricane affected areas.

Employees who wish to make charitable or community donations on their own behalf must make it clear that they are not doing so on behalf of Sutherland.

For detailed guidance, refer to **Appendix A – Guidelines on Gifts, Hospitality, Entertainment and Donations**.

3.8 Political contributions

Covered persons are prohibited to provide any political contribution to improperly influence a government official, or in exchange for any improper favor or benefit. In many countries, local laws prohibit payments to political parties altogether.

Employees may exercise their personal right to participate in political and democratic processes. However, they must make it clear that they are not doing so on behalf of Sutherland.

3.9 Third party relationships

Under the FCPA, it is unlawful to provide (or authorize the provision of) anything of value to any person, knowing that all or any portion of that thing of value will be offered, given, or promised to a government official or any other person for a corrupt purpose. The term "knowing" includes conscious disregard, deliberate ignorance, and willful blindness. In other words, the Company and individual employees may face FCPA exposure if we have a "reason to know" or "should have known" that an agent will bribe a government official.

Under the UKBA, a company can be held criminally liable for bribes paid on its behalf by a third party anywhere in the world; this liability can arise even if the company had no knowledge of the bribe. Accordingly, it is crucial for the Company to carefully choose its business partners, including customers, agents and consultants, to protect itself from liability for improper payments made by third parties.

Contractors, authorized representatives, vendors, business partners, service providers and third-party intermediaries (collectively, “third parties”) are prohibited from offering, promising, giving or accepting a bribe on behalf of the

Company. This includes subcontractors or consultants hired by third parties to perform work on behalf of the Company. Any third parties that act on the Company’s behalf must operate in accordance with this Policy.

Employees must:

- Always act with due care in selecting third parties and in monitoring their activity.
- Ensure that third parties are aware of and respect this Policy.
- Ensure that all fees and expenses (including any commissions and success fees) paid to third parties represent appropriate, and justifiable remuneration, which is transparent, commercially reasonable and for legitimate services rendered.
- Ensure that all fees and expenses are paid to third parties themselves (and to an account in their name in their principal place of business)

Third party intermediaries that will interact with government officials for or on behalf of the Company are subject to the Company’s Third-Party Due Diligence procedure. Such due diligence checks will include, but is not limited to, inquiry into the third party’s background, qualification and reputation.

All relationships with third parties that interact with the government or government officials must be memorialized in a written contract that includes appropriate language regarding compliance with all applicable anti-bribery laws. Company Legal Counsel should assist in drafting and reviewing all third- party agreements.

Once an agent or consultant has been retained by the Company, the third party’s activities and expenses must be monitored by the engagement manager to ensure continued compliance with the applicable anti-bribery laws and applicable Company policies.

Sutherland may also, at its discretion, conduct due diligence on current and prospective customers with which it intends to enter into a business agreement.

3.10 Accounting and bookkeeping

Sutherland and its affiliate entities 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 Sutherland’s standard accounting rules and procedures, which all personnel are required to follow without exception.

Particular care must be exercised when transactions may involve payments or other benefits to public officials or commercial partners. Off-the-books accounts should never be used. Promotional or other payments to public officials or commercial partners 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 Sutherland's books and records are never acceptable. Personal funds may never be used to violate this Policy.

3.11 Training

The Company requires that all employees are provided a copy of this Policy. Additionally, the Corporate Ethics department will identify employees who would be required to undergo mandatory training on Anti-Bribery laws and this Policy. The training can take the form of, web-based learning programs, or instructor-led training programs if a computer is unavailable to the employee. The Corporate Ethics department is responsible for designing training and monitoring compliance with the Company's training requirements. Records of all training activities provided under this Policy (including the list of participants and dates) will be maintained by Corporate Ethics. Non-compliance with training requirements under this Policy may result in disciplinary action.

3.12 Auditing

Company employees will conduct periodic internal audits and reviews of relevant Company operations to help ensure the Company's continued compliance with applicable anti-bribery laws and this Policy. It is the duty of all employees to cooperate with—and never interfere with or obstruct—such audit activities or Company investigations.

4.0 Exceptions

- Any payment made by a Sutherland employee under threat to his/her physical safety (to protect against imminent loss of life, limb, or liberty) is considered an extraordinary circumstance, and as such, employees should make whatever payment is necessary to protect their personal safety or the safety of others. As soon as practicable thereafter, report the amount of the payment and the circumstances giving rise to the payment in writing to Company Legal Counsel and the Corporate Ethics department.
- In the rare instance where prior written approval from Company Legal Counsel or the Corporate Ethics department cannot be obtained, the business can obtain verbal pre-approval and confirm it in writing within three business days of the expenditure.
- In case of events of recurring nature where the Corporate Ethics department has previously determined that the interaction is not subject to the prohibitions outlined in this Anti-Bribery Policy, no separate approvals are required for each such instance if the nature, size and frequency of such events remain largely the same.
- In addition to these limited exceptions described above, the Corporate Ethics department may grant exceptions to this Policy under this section or any other section of this Policy when it determines that an interaction is not subject to the prohibitions or requirements outlined in this Policy, or for any other reason. When an exception is granted, the proper approvals from the Corporate Ethics department will be documented in writing. These approvals will be requested and reviewed in the course of the Company's internal audits.

5.0 Reporting Suspected Violations

Suspected Policy violations must be promptly reported to the Company [EthicsLine](#) or to Corporate.Ethics@sutherlandglobal.com

Retaliation in any form against an employee who reports a suspected misconduct or Policy violation in good faith is strictly prohibited. Policy violations are subject to disciplinary action, up to and including termination. Violations can also result in legal prosecution, criminal and civil penalties for the Company as well as the individual.

6.0 Sanctions

Sutherland has a zero tolerance for conduct in violation of this Policy. Failure to comply with this Policy will be regarded as serious misconduct and may lead to disciplinary action, up to and including legal action, dismissal or termination. Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment. Employees must cooperate fully and openly with any investigation by Sutherland into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information will be regarded as serious misconduct and may lead to disciplinary action, up to and including dismissal or termination.

7.0 Effective Date, Repealing Clause & Request for Exemption

This global policy shall take effect on May 16, 2022 and shall be automatically reviewed annually from the last revision to ensure continued relevance and compliance with relevant regulations.

All previous versions of this policy and related policies are deemed repealed from the date this version becomes effective.

8.0 Review & Approval History

File Name		Anti-Bribery Policy		
Document Code		CE-ABC-GL101		
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Geographic / Vertical Scope		Global		
Localizations - Regulatory				
Localizations - Business				
Revision History				
Version	Author	Changes Made	Approved by	Effective Date
1.0	Abhishek Agarwal	Creation	Kathy Press Shailaja Shingadia Sumitha Yogesh Fred Piccirillo Jim Lusk	February 2017
2.0	Abhishek Agarwal	Revision	Kathy Press Shailaja Shingadia Sumitha Yogesh Fred Piccirillo Jim Lusk	September 10, 2018
3.0	Abhishek Agarwal	Updated with guidelines on Charitable contributions Provision for annual review of policy Added FAQs	Fred Piccirillo Jim Lusk	April 13, 2021
3.1	Abhishek Agarwal	<ul style="list-style-type: none"> • Updated policy administrators as Corporate Ethics department • Merged section on donations and charitable contributions • Detailed guidelines on donations and charitable contributions transferred to Guidelines on Gifts, Hospitality, Entertainment and Donations • Removed reference to Appendix B – Third Party Due Diligence Procedure • Consequent numbering formatting and grammatical changes 	Jim Lusk	May 16, 2022

9.0 FREQUENTLY ASKED QUESTIONS

1. To whom does Foreign Corrupt Practices Act (FCPA) and UK Bribery Act (UKBA) apply?

The FCPA is applicable to:

- a) US listed companies.
- b) Foreign companies or foreign affiliates that are listed on US stock exchanges.
- c) Subsidiaries and joint ventures in which the US listed company or Foreign Company has significant share.
- d) Intermediaries, business partners, contractors of the issuer or foreign affiliate or subsidiaries/ joint venture.
- e) Any United States person anywhere in the world who is a:
 - United States national.
 - Any entity organized under the laws of United States including corporation, partnership, association, company, business trust, unincorporated organization, sole proprietorship, domestic concern.

The UKBA is applicable to:

- a) British Citizens (working in the UK or elsewhere in the world).
- b) Individual ordinarily resident in UK.
- c) Any corporate incorporated in UK.
- d) Any corporate entity carrying on all or part of business in UK

Simply stated, because of the trans-national applicability of these laws, they are applicable to every Sutherland employee irrespective of the Geo they operate out of.

2. If I already comply with local anti - bribery regulations, do I still need to ensure compliance with the FCPA and UKBA?

Yes, Sutherland being a global company, adherence to local law does not provide exemption from anti - bribery provisions of FCPA and UKBA.

3. What are the penalties for non-compliance of the FCPA?

Non-compliance of FCPA provisions may result in

- Individuals, including officers, directors, stockholders, and agents of companies, are subject to a fine of up to \$250,000 and imprisonment for up to five years. Business entities may be charged with a fine up to USD 2 million per violation.
- For each violation of the accounting provisions,
 - FCPA provides that corporations and other business entities are subject to a fine of up to \$25 million

- Individuals are subject to a fine of up to \$5 million and imprisonment for up to 20 years.
- Anti-bribery provisions contain no period of limitation for criminal actions. In addition, fines may be levied under the Alternative Fines Act and court-imposed orders. Even civil penalties may be levied on organizations and individuals
 - Fines imposed on individuals cannot be paid by their employer or principal.

4. What are the penalties for non-compliance of the UKBA?

- Individuals face up to 10 years in prison and unlimited fines based on the severity of the bribery offense.
 - Companies face unlimited fines, a formal mandate to implement an anti-bribery program, forfeiture of financial gains received as a result of the bribe(s) (“confiscations,” similar to the FCPA’s disgorgement) and dismissal of responsible directors and subsequent 15-year ban of holding a director position.

5. Who within Sutherland is responsible for ensuring compliance with the anti-bribery regulations?

Every employee is responsible for ensuring compliance with the FCPA and UKBA provisions. Every organization has to identify specific personnel who would be responsible to monitor all compliance related activities. The Company has identified the Director – Ethics and Anti-bribery Compliance as the authorized person responsible for monitoring compliance with global anti- bribery legislations such as the FCPA and UKBA.

6. Besides penalties, are there any other consequences for non- compliance of FCPA or UKBA provisions?

Non-compliance to FCPA or UKBA provisions may result in:

- Being subjected to various investigations by authorized agencies
- Imprisonment of
- Substantial loss of reputation
- Loss of business
- Judicial and incidental procedures
- Professional fees and management costs of defending an investigation
- Ongoing independent compliance monitor costs
- Payment of any profits earned as a result of the bribery
- Civil litigation
- Potential debarment from tendering for government contracts
- Loss of investor confidence

7. Can I make a payment to expedite the performance of a routine governmental action such as the obtainment of a required license or visa?

No, payments to expedite the performance of a routine governmental action, known as facilitating or “grease” payments, are prohibited by Sutherland.

8. How is acceptance of festivity gifts from clients while working on shore treated under anti-bribery regulations?

Gifts of nominal value not provided in return for an obligation can be accepted. Please go through the Guidelines on Gifts, Hospitality, Entertainment and Donations for limits and reporting requirements. You may also contact Corporate Ethics by writing to Corporate.Ethics@sutherlandglobal.com.

9. Can I pay for a client’s travel expenses that are directly related to the promotion or demonstration of Sutherland services, or the execution or performance of a contract?

Yes, Sutherland permits reasonable expenditure on travel, meals and entertainment expenses on third parties other than government officials, legitimately incurred in relation to promotion of Sutherland’s products and services, tours of Sutherland’s facilities, training in the use of Sutherland’s products and services, or otherwise related directly to Sutherland’s business activities.

10. A Fire Safety Inspector visited Sutherland’s premises for an inspection. He hints to the company employee accompanying him that a gift of US\$ 2000 would result in a clean inspection report. What should be your response in this regard?

This transaction is in the nature of bribe and strictly prohibited. This prohibition applies to all business activities, anywhere in the world, whether they involve government officials or are wholly commercial. Sutherland prohibits giving, promising, offering, or authorizing payment of anything of value to any government official to obtain or keep business or to secure some other improper advantage. You must report this incident to Corporate Ethics immediately.

11. Is it okay to use a third party to pay speed money to speed up a governmental action?

The law and our policy strictly prohibit usage of third parties to pay bribes or facilitation payments to secure a business advantage. What is not permissible directly is also not permissible indirectly. All third parties are required to comply with Sutherland’s policy on anti-bribery.

12. We do business with government owned companies. Can I meet with them and pay for meals & entertainment?

Reasonable business-related entertainment (like offering meals) of government officials is permissible in limited situations, when each of these conditions is met:

- The expenses are reasonable and bona fide and related to a legitimate business purpose (Reasonable expenses include the limits set forth in the Guidelines on Gifts, Hospitality, Entertainment and Donations)
- It does not violate the FCPA/ UKBA and other anti – corruption legislations
- It is pre-approved by Corporate Ethics
- It is lawful under the laws of the country where the gift is being given and permitted under local policies/regulations
- The expenses are properly documented and recorded in the Company's books
- There is no improper motive involved

13. If I notice or reasonably suspect a bribery related violation in the Company, how do I report it?

In the event a stakeholder notices an FCPA or UKBA violation, they may report the violation on the Company EthicsLine or write to Corporate.Ethics@sutherlandglobal.com.

14. I have reasons to believe that a senior leader is engaging in bribery to secure a business deal. I feel that if I report this, I may be targeted. What should I do?

Sutherland enforces a strict non-retaliation policy for complaints made in good faith. Reporters may choose to remain anonymous while filing a report on the EthicsLine, though it is highly encouraged that they come forward to enable a comprehensive investigation.
