



Green The Environment (GTE)

ANTI CORRUPTION & BRIBERY POLICY



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Message from the Executive Director

At GTE we are committed to conducting our program activities at all times at a level where our actions cannot be questioned, acting at all times in full compliance with all applicable laws and regulations and our internal compliance policies and procedures. This is particularly important because of the strict new rules brought in by the new Bribery Act 2010.

At GTE we operate a zero tolerance approach to the making or receiving of bribes or corrupt payments, in any form. This type of conduct is absolutely prohibited whether committed by an employee or anyone else acting on the Company's behalf. This policy sets out what is not acceptable in general terms but if you are in any doubt as to whether any conduct could amount to bribery, the matter should be referred to the Group Company Secretary who is the compliance officer for this policy. It is essential that you read, understand and comply with this policy.

Md Azad Mia

Executive Director

DEFINITION

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain. Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage. Bribery and corruption can take many forms, including the provision or acceptance of:

- Cash payments;
- Phony jobs or "consulting" relationships;
- Kickbacks;
- Political contributions;
- Charitable contributions;
- Social benefits; or
- Gifts, travel, hospitality, and reimbursement of expenses.

DISCIPLINE

Any employee of GTE who violates the terms of this Policy will be subject to disciplinary action. Any employee who has direct knowledge of potential violations of this Policy but fails to report such potential violations to Company management will be subject to disciplinary action. Any employee who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action. In all cases, disciplinary action may include termination of employment. Any third party agent who violates the terms of this Policy, who knows of and fails to report to GTE management potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated.

Each officer, director, or employee of the Company shall annually certify that he or she:

- (i) Has read the Code of conduct and ethics,
- (ii) Has not violated any requirements thereof during the preceding year, and
- (iii) Is not aware of any material violation of the Code's requirements by any other person.

1. POLICY STATEMENT

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdiction sin which we operate. However, we remain bound by the laws of Bangladesh, including the Bribery Act 2004, in respect of our conduct both at home and abroad.

2. The purpose of this policy is to:

- (a) Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- (b) Provide information and guidance to those working for us on how to recognize and deal with bribery and corruption issues.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

3. WHO IS COVERED BY THE POLICY?

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as **workers** in this policy).

4. WHAT IS BRIBERY?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

5. WHAT IS NOT ACCEPTABLE?

It is not acceptable for you (or someone on your behalf) to:

- (a) Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) Give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- (c) Accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- (d) Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- (e) Threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (f) Engage in any activity that might lead to a breach of this policy.

Examples:

Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organization to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process. The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

Please also refer to Schedule 2 on page 8 of this policy. To promote proper understanding, further examples of likely scenarios are also included and to encourage discussion, these form an integral part of the e-learning Anti Bribery & Corruption Training Programme.

6. GIFTS AND HOSPITALITY

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties. We have established guidelines for the corporate entertaining of our customers. These Corporate Hospitality Guidelines can be accessed via SharePoint.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered. We have guidelines in place for the giving and receiving of gifts. These can be accessed via SharePoint.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- (a) it is not made with the intention of inducing a third party to perform a function improperly or in explicit or implicit exchange for favours or benefits (leading to an inference of improper intent);
- (b) it complies with local law;
- (c) it is given in our name, not in your name;
- (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- (f) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (g) it is given openly, not secretly; and
- (h) the expenditure is reasonable, proportionate, made in good faith and is an

established part of doing business (and clearly connected with legitimate business activity)

All gifts whether received or given are recorded formally on the Gifts Register. This is available to access via Share point (our internal internet system). This Register will identify the nature of the gift, the customer/supplier to whom it has been given/from whom it has been received, the value of that gift and the Business Purpose.

7. FACILITATION PAYMENTS AND KICKBACKS

GTE does not make and won't accept, facilitation payments or "kickbacks" of any kind.

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your manager. Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

8. RESPONSIBILITIES

You must ensure that you read, understand and comply with this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy. You must notify your manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

9. RECORD-KEEPING

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review and approval. All matters or queries in relation to

corporate entertaining of our customers should be raised with your line manager and or them Marketing & Investor Relations Manager, as set out in the Corporate Hospitality Guidelines. With regard to incoming gifts and offers of corporate hospitality all members of the Executive Management team must seek approval from the Group Chief Executive before acceptance. All other incoming offers of gifts and invitations must be approved by the appropriate Executive Director. On receipt of approval you must send the information to the appropriate HR Department for recording on a centralised Gifts Register. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

10. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell the Compliance Officer as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

11. PROTECTION

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the compliance manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our internal Grievance Procedure.

12. TRAINING AND COMMUNICATION

Training on this policy forms part of the induction process for all new workers. Workers will receive regular, relevant training on how to implement and adhere to this policy. Our zero-tolerance approach to bribery and corruption must be communicated to all

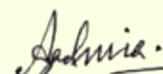
suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

13. WHO IS RESPONSIBLE FOR THE POLICY?

The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. The Compliance Officer has primary responsibility for monitoring the use and effectiveness of this policy and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

14. MONITORING AND REVIEW

The Compliance Officer will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing. Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Officer.



Azad Mia
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