

**Anti-Bribery & Anti-Corruption  
Policy**

**Version 1 – 2023**

**سياسة مكافحة الرشوة والفساد**

**الإصدار 1 - 2023**

**Legal and Compliance  
Compliance Capabilities  
HSA Group – Yemen Region**

**الشؤون القانونية والامتثال  
قدرات الامتثال  
مجموعة اتش اس ايه – إقليم اليمن**

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## 1 Purpose and Policy Statement

The laws of Yemen, international conventions on bribery and the laws of foreign countries all define 'bribery' broadly. Those definitions include conduct that may be acceptable under many circumstances but when linked with an attempt to improperly influence a business-related decision would be unacceptable and may constitute a crime. Any items of value such as cash, gifts of a material value, travel and hospitality, entertainment, employment, loans or debt repayments, and charitable contributions or political donations may be considered bribes. Bribes can arise in relation to interactions with domestic or foreign government officials, including employees of ministries and government owned enterprises and public facilities (public bribery), as well as interactions with privately owned companies (commercial bribery).

Hayel Saeed Anam and Co. - Yemen Region (hereinafter referred to as the “HSA Group”) is committed to conducting business in a professional and ethical manner, with integrity in all its business dealings.

This Anti-Bribery and Anti-Corruption Policy (“Policy”) illustrates HSA Group's commitment to ethical business practices and provides guidelines for employees across HSA Group to adhere to when conducting business dealings either for or on behalf of HSA Group.

## 2 Scope

This Policy applies to all Group Personnel and all Business Partners, and must be read, understood, and applied in the broader context of responsibilities that you have under HSA Group Code of Conduct. This Policy may also be applied and adapted to entities in which Group has an interest in.

Where local customs, standards, laws, or other local policies apply and are stricter than the provisions of this Policy then the stricter rules must be complied with. However, if this Policy provides for stricter rules than the local customs, standards, laws, or other local policies then the stricter provisions of this Policy shall apply.

## 3 Definitions and Clarifications

**Bribery can take many forms. These include:**

- Gifts.
- Entertainment, meals, travel.
- Charitable contributions.
- Cash and cash equivalents (gift cards).
- Benefits for family members or friends.
- Business, employment, internship or investment opportunities.
- In-kind contributions and services.

- Payment of medical expenses; and
- Other benefits or advantages.

**Bribery:** The offering, accepting (or promising to offer or accept) directly or indirectly with the involvement of a third party, anything of value, regardless of the amount involved, with the intention of encouraging or facilitating someone else (whether or not a Public Official and regardless of whether that person is acting in an official or private capacity) to act improperly or to refrain from acting in order to obtain a benefit or advantage for a third party, including but not limited to a party owned, controlled or associated with any Group Personnel or family members of Group Personnel.

**Business Partner:** An individual or company who has some degree of involvement with HSA Group's business dealings, whether as supplier, service provider, customer, contractor, distributor, consultants or otherwise.

**Charitable Donations:** An interaction made in the form of cash or in-kind to a non-profit organization or through HSA charitable society with nothing given in return that is used to help the organization accomplish its goals and objectives. The organization may have a religious, educational, literary, charitable, or scientific purpose.

**Corruption:** Dishonest, fraudulent or illegal conduct for personal benefit (or the benefit of a third party), often involving an abuse of power. Corruption takes many forms, including but not limited to Fraud, Money Laundering and Bribery.

**Facilitation Payment:** An official or unofficial payment made directly or indirectly to a Public Official, private entity, or individual to prompt that individual Public Official, private entity or individual to perform or expediate a routine act that the Public Official, private entity or individual is required to perform as part of their ordinary duties.

**Fraud:** The taking or gaining from another property, money, vouchers or anything of value by deception, lying or trickery. Some examples of Fraud include theft, falsification of costs or expenses, forgery or the alteration of documents, unauthorized destruction or removal of records and misuse of confidential information.

**Gifts, Entertainment and benefit:** Gift(s) or entertainment offered to or by a third party in the context of a Group interaction as described in this policy.

**Group Personnel:** all employees of HSA Group at all levels and grades, whether permanent or temporary, as well as any officers, directors, consultants, agents or other representatives of HSA Group, whether or not employed, and any other persons acting on behalf of or in the interests of HSA Group.

**Money Laundering:** The process of hiding illegal funds or making those funds look as though they are legitimate.

**Political Contribution:** A contribution made to a politician or political campaign or a political party.

**Public Official:** Includes:

- a) any officer or employee of any national, regional, local, or other government or any department, agency, or entity of such a government, including any elected or appointed official, in any branch (executive, legislative, or judiciary).
- b) any officer or employee of a company or an enterprise owned or controlled by or performing a function of a government (e.g., national energy and transportation companies, healthcare providers, and state-owned telecom companies).
- c) any officer or employee of a public or state-sponsored university or research organization.
- d) any political party, political party official or candidate for public office at any level.
- e) any officer or employee of a public international organization (e.g., the World Bank, the International Monetary Fund, or the United Nations).
  - f) any member of a royal family or member of the military.
  - g) any individual acting in an official capacity for or on behalf of any of the above categories (whether paid or unpaid); and
  - h) any individual otherwise categorized as a Public Official under applicable local laws or any Group policy.

**Sponsorships:** the act of supporting a person, organization, or activity by giving money, encouragement, or other help to promote a company's reputation, brands, products and services.

## 4 Principles and Rules

This Policy outlines the behavior and principles required to support HSA Group's commitment to conducting business in an ethical manner. Anti-bribery laws and regulations can be complex. This Policy will enable Group Personnel and all Business Partners to recognize when issues arise; avoid prohibited conduct where the issues are clear, and promptly seek guidance where they are not.

### 1. Prohibitions on offering or giving of Bribes.

**Any Persons:**

Group Personnel are prohibited from engaging in the following behavior (directly or indirectly, including on behalf of or through a third party):

- Offer, promise or give anything of value to another person (directly or indirectly and regardless of the amount) with the intent to improperly influence a business-related decision or in order to obtain a benefit or advantage for HSA Group or for a third party, including but not limited to a party owned, controlled or associated with any Group Personnel or family members of Group Personnel; or

- Encourage any person to act improperly or reward them for doing so. This includes if they would be acting improperly by accepting anything of value.

#### **Public Officials:**

Group Personnel must not offer, promise or give anything (directly or indirectly) to try and influence a Public Official to act in their capacity as a Public Official in any way, including refraining from acting.

It does not matter if the Public Official's act (or failure to act) would be improper or lawful and it does not matter if the Public Official actually received the bribe or not - what matters is the intention to act corruptly. An offence will be deemed to have been committed regardless of whether the Public Official actually carries out such an act or refrained from taking any action.

A Bribe does not need to involve money, it can involve anything of value, whether material or not and it simply includes the act of offering something of value, whether or not it is ultimately given or received.

#### **2. Prohibition of receiving Bribes.**

Group Personnel must not (directly or indirectly, including on behalf of or through a third party):

- Request, agree to receive or accept anything of value (whether material or not); or
- Request or agree that anything of value be given to a third party,

in each case in return for a promise to improperly influence (or with the intent of improperly influencing) a business-related decision or in order to obtain a benefit or advantage for a third party, including but not limited to a party owned, controlled or associated with any Group Personnel or family members of Group Personnel, or otherwise for the purpose and with the intent of taking improper actions or requesting or agreeing that someone else act improperly in breach of the provisions of this Policy.

#### **3. Gifts, Entertainment and Benefits**

Group Personnel must not offer or accept any Gift or Entertainment to or from other Group Personnel, companies, or third parties in any of the following circumstances, when:

- There is no legitimate business reason for doing so.
- The offering or acceptance may create an appearance of impropriety.
- It is in the form of cash or a cash equivalent.
- The Gifts or Entertainment or benefits are disproportionately lavish or extravagant or is inconsistent with cultural, ethical or professional norms.
- There is an actual, or suspected, corrupt intent, expectation or implied obligation or action in return.
- It is to or from someone that has a reputation of impropriety, unethical or illegal conduct of which you are aware; and

- In doing so may breach applicable laws, including foreign laws that apply to parties or conduct outside of Yemen.

Subject to the absence of any of the circumstances outlined above (where no offering of Gifts or Entertainment is permitted under this Policy to any third party), Gifts and Entertainment may be offered by Group Personnel to employees or other representatives of commercial enterprises that have no government ownership up to the value limits set out in the chart below without seeking advance approval under this Policy, and provided that such Gifts and Entertainment are offered consistent with the policies of such commercial enterprises – such gifts must be recorded in the company’s gift register. Written approval from function heads, direct managers, and compliance managers is always required (regardless of value) when Group Personnel propose to offer/ receive any Gifts or Entertainment to a Public Official or government-owned entity (regardless of the share of government ownership) – written approval can be obtained through submitting an approval form.

	Commercial Entity	Public Official/ Government- Owned Entity
Gifts	USD 100 per person / per event with applied terms and conditions	Any value is prohibited
Sponsored Travel and Hospitality	Any value is prohibited	Any value is prohibited
Entertainment and Meals	USD 100 per person / per event with applied terms and conditions	Any value is prohibited
Sponsorships	Any value is prohibited	Any value is prohibited

#### 4. Facilitation Payments

HSA Group does not accept and will make any form of Facilitation Payment of any nature. In some countries, including Yemen, it may be considered normal practice to make Facilitation Payments, but it is also the case that international conventions on bribery and the laws of almost all foreign countries consider Facilitation Payments as Bribery.

HSA Group recognizes that Facilitation Payments are a form of Bribery which involves expediting or facilitating the performance of a Public Official for a routine governmental action.

Payments made in Yemen under the directive of formal laws and legislation, official taxes enacted by government bodies or local public bodies, may be deemed to be acceptable where the provision of legitimate and traceable receipts are provided upon completion of a payment. Any other payments outside of this scope

will be considered to be a Facilitation Payment and are prohibited.

## **5. Political Contributions, Charitable Donations and Sponsorships**

### ***Political Contributions***

HSA Group does not make Political Contributions, whether in money or in-kind to any third party whether in Yemen or in other jurisdictions. Any request for Political Contributions made at the request of a Government Official or a business partner should be notified immediately to the Legal and Compliance Department.

### ***Charitable Donations***

Charitable Donations may be permitted to build HSA Group's brand and reputation in the communities and/or jurisdictions in which HSA Group operates. If you are approached by a third party who invites HSA Group to make a Charitable Donation, then you should direct that third party to the Marketing and Communications team and Legal and Compliance Department.

Charitable Donations on behalf of or associated with any Group company are to be made through HSA Group's charitable society.

### ***Sponsorship***

HSA Group engages in several community Sponsorship initiatives. All requests for Sponsorship should be managed and approved by the Marketing and Communications team. Sponsorships offered or given by HSA Group be formalized by way of a legal agreement between the relevant parties.

## **5 Implementation and Responsibilities**

### ***Training and Awareness***

Group Personnel must familiarize themselves with this Policy and participate in periodically held training sessions.

### ***Managers***

It is the responsibility of every manager to adhere to this Policy within his or her area of functional responsibility, to lead by example, and to provide guidance to those employees reporting to him or her.

### ***Employees***

All Group Personnel are responsible for adhering to the principles and rules set out in this Policy and seek clarification on any questions or concerns related to the content of this Policy.

Employees may contact, at any time, the Human Resources Department or the Legal and Compliance Sector in case of any inquiries.

### ***Group Legal and Compliance Department***



HSA Group Legal and Compliance Department is responsible for ensuring all events of Bribery, Corruption, or other forms of unethical practices described within this Policy that have been reported are reviewed and addressed.

## 6 Reporting violations/ breaches

Any employee who learns of a potential violation of applicable laws or this Policy is required to report his or her suspicions promptly and as soon as possible. Breaches of this Policy will not be tolerated and can lead to disciplinary and other actions up to and including termination of employment.

If you refuse to accept or offer a Bribe or you report a concern relating to potential act(s) of Bribery or Corruption, we understand that you may feel worried about potential retaliation from third parties. Should you report a concern, we will support you if the concern has been raised in good faith under this Policy, even if investigation finds no misconduct has occurred.

### ***Violations can be reported through the following:***

1. Speaking up to your direct manager or another manager within your team,
2. Speaking up to the next level of management,
3. Sending an anonymous e-mail to Compliance Emails, [Compliance@hsa.com.ye](mailto:Compliance@hsa.com.ye) or [Whistleblowing@hsa.com.ye](mailto:Whistleblowing@hsa.com.ye)
4. Visit speak-up site: [www.hsa-yemen.ethicspoint.com](http://www.hsa-yemen.ethicspoint.com)

### ***At all times, HSA Group will ensure that:***

1. There is a ZERO tolerance for retaliation. HSA Group will not retaliate or permit retaliation against anyone who, in good faith, raises questions or concerns about possible misconduct or violations.
2. All reported incidents will be investigated thoroughly without any bias or pressure and in accordance with high level investigation standards and procedures.
3. Confidentiality is respected, and you may choose to remain anonymous after voicing your concerns. However, if you identify yourself, we will be able to follow up with you and provide feedback. Your identity and information will only be shared in line with our strict internal protocols to safeguard our employees privacy.
4. If you have reason to believe you've been subjected to unjust treatment or a form of retaliation as a result of a concern or refusal to accept a bribe, you should inform the Risk and Compliance team immediately.
5. Employees complete and submit a disclosure form for any Gifts and Entertainment for approval prior to proceeding with any provision or offering of Gifts and Entertainment.

## 7 Annex 1: Gifts & Entertainment – Compliance Clearance Form

Are you giving or receiving gifts and entertainment?

Please tick the relevant boxes:

- Giving
- Receiving
- Gift
- Accommodations
- Entertainment
- Flight tickets
- Benefits
- Others

A. Name of the giver (including company name and position in the company)

B. Name of the recipient

(Including company name and position in the company)

C. Purpose of the Gift & Entertainment

D. Value of the Gift & Entertainment

(i) Less than 100 USD Please state the amount: \_\_\_\_\_

(ii) More than 100 USD Please state the amount: \_\_\_\_\_

E. Nature of the Gift & Entertainment

F. Date of receipt of the Gift and Entertainment

G. Intended Date of Offering the Gift and entertainment.

Submitted by: \_\_\_\_\_

Name:

Designation:

Date:

The following part shall be filled in by the CCO:

**Approval given by the Chief Compliance Officer:**

\_\_\_\_\_

**Approved on:**