

Bardasz Business Conduct & Anti-Bribery Policy



Bardasz is committed to complying with The Foreign Corrupt Practices (FCPA) Act of 1977 in its business activities in the United States and overseas. A bribe is a financial or other type of advantage that is offered or requested with the:

- Intention of inducing or rewarding improper performance of a function or activity; or
- Knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust. The Act therefore applies to Bardasz's external partners, including agents and intermediaries, in the same way that it applies to its employees. Such external partners are considered to be 'associated persons' of the company engaging them. Associated persons must comply with all applicable laws, statutes, regulations and codes relating to anti-bribery and anti-corruption.

Prohibited activities

Bardasz prohibits associated persons from offering, promising, giving, soliciting or accepting any bribe when conducting business for or representing the company. The bribe might be cash, a gift or other inducement to, or from, any person or company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the associated person is situated in the United States or overseas. The bribe might be made to ensure that a person or company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with a position of trust) to gain any commercial, contractual or regulatory advantage for Bardasz in either obtaining or maintaining company business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

Any individuals that are involved in those activities may face prison time.

Records

Associated persons are required to take particular care to ensure that any records for which they have responsibility are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

Working Overseas

Principle

It is possible that associated persons conducting business on behalf of Bardasz outside the United States may be at risk of exposure to bribery or unethical business conduct. Associated persons owe a duty to the company to be extra vigilant when conducting international business.

Procedure

Associated persons are required to cooperate with Bardasz's risk management procedures and to report suspicions of bribery to the company. While any suspicious circumstances should be reported, associated persons are required particularly to report:

- Close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with
- Government or corporate officials, directors or employees;
- Requests for cash payments;
- Requests for unusual payment arrangements, for example via a third party;
- Requests for reimbursements of unsubstantiated or unusual expenses; or
- A lack of standard invoices and proper financial practices.

Acceptance of Gifts and Entertainment

All solicitations or dealings with suppliers, customers, or others doing or seeking to do business with Bardasz shall be conducted solely on a basis that reflects both the company's best business interests and its high ethical standards. Bardasz does permit the providing of common courtesies, entertainment, and occasional meals for potential or actual suppliers, customers or others involved with the company's business, in a manner appropriate to the company's relationship and associated with business discussions. Expenses in this connection must be reasonable, customary and properly authorized. Any claims for expenses must set out in detail any expenses for hospitality or entertainment including, without limitation, the name of the recipient of the hospitality. Bardasz reserves the right to audit the activities and expenses of the associated person in relation to business conducted on Bardasz's behalf.

No financial gifts or other financial or non-financial advantage may be accepted or offered in connection with business conducted on Wiley's behalf.

Reporting suspected bribery

Principle

Associated persons are encouraged to report any concerns that they may have to Bardasz as soon as possible. Issues that should be reported include:

- Any suspected or actual attempts at bribery;
- Concerns that employees or other associated persons may be being bribed; or
- Concerns that employees or other associated persons may be bribing third parties, such as clients or government officials.

Procedure

Any such reports of suspected bribery will be thoroughly and promptly investigated in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

Associated persons who report instances of bribery in good faith will be supported by Bardasz. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a Bardasz manager, associated persons should not agree to remain silent and should seek appropriate action by the company.

Action by the Company

Bardasz will fully investigate any instances of alleged or suspected bribery. The company may summarily terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the company who are found to have breached this policy or who are suspected to have done so.

The company may also report any matter to the relevant external authorities and will provide all necessary assistance to the relevant authorities.

