

Anti-Corruption and External Partners Policy for Avolta

Overview

Avolta prohibits bribery of any kind. Bribery exposes you and Avolta to criminal sanctions and/or civil liability pursuant to applicable anti-bribery laws.

This Anti-Corruption Policy (the “Policy”) expressly prohibits the offering, promising, or giving of anything of value directly or indirectly to any person to induce him or her to act improperly.

1. Persons Subject to the Policy

The Policy applies to Avolta and entities that it owns or controls (collectively, the “Company”) and their directors, officers, and employees, as well as any third parties assisting or doing business on behalf of the Company or a venture in which the Company has an economic interest.

2. The Policy

Do not offer, promise, pay, give or authorize the giving of “Anything of Value” (defined below) directly or indirectly to any person with the intent to influence a business or official decision and/or to obtain or retain business or any improper advantage. This prohibition applies regardless of whether the payment is called a grease, facilitation or expediting payment and specifically includes giving Anything of Value to any third party while knowing or being aware of a high probability that the third party will, in turn, offer, promise, or provide something of value in violation of the Policy.

In addition, the Company must maintain a system of adequate internal accounting controls and accurate books and records. As a result, do not knowingly falsify any record, document, or entry, or take steps to undermine or circumvent the Company’s internal accounting controls. You must maintain accurate, appropriate and reasonably detailed documentation to support all transactions, and preserve documents in accordance with the Company’s records and information management policies.

Please refer to the Gifts and Entertainment Policy for additional guidance on offering or accepting gifts or entertainment.

3. Key Definitions

Anything of Value – Any item of tangible or intangible value, broadly defined, in any form, including but not limited to cash, cash equivalents (such as gift cards, gift certificates and merchandise discounts), loans, gifts, travel, lodging, entertainment, meals, expense reimbursements, per diems, favors, business or employment opportunities, contributions to a charity or other non-profit organization, and promotional sponsorships.

Government Official – Refers to (i) any public or elected official, (ii) any officer, director, or employee (regardless of rank), or person acting on behalf of, a national, provincial, or local government, department, agency, instrumentality, state-owned or state-controlled company, public international organization, or entity that is financed in large measure through public appropriations, or (iii) any political party, or political party official or employee, or candidate for political office or any person acting on behalf of such party, official, employee, or candidate. Examples include but are not limited to: individuals who issue or approve government permits or licenses; airport authorities; employees of state-owned factories or other businesses; immigration, customs or tax officials; and representatives of governments.

External Partner(s) – Third parties engaged by the Company who are expected to interact with Government Officials on behalf of the Company or any venture in which the Company has an economic interest. Examples include, but are not limited to: agents, brokers, intermediaries, advisors, consultants, representatives, joint venture partners, co-investors, franchisees, licensees, travel agents, freight forwarders, customs agents, tax advisors, law firms, finders, lobbyists, and accountants.

4. Compliance Clearance: Engaging External Partners

The Company is committed to conducting business consistent with ethical and legal standards, including when conducting business with and through third parties. Written clearance of the Compliance Department at compliance@avolta.net must be obtained prior to entering into a business relationship with any External Partner. The Compliance Department shall conduct appropriate due diligence as follows:

- a. Require External Partner to complete and sign a Compliance Questionnaire (attached hereto as Exhibit A);
- b. Ensure that the External Partner Pre-Clearance Form is duly completed together with the requestor (attached hereto as Exhibit B);
- c. Conduct media and other internet-based searches (in English and local language) to assess corruption risk;
- d. Screen External Partners against trade sanctions lists;
- e. If necessary, given the risk profile, commission an enhanced due diligence report from an independent service provider;

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- f. Ensure that the contract with the External Partner contains anti-bribery representations and warranties in the form contained in the Model Anti-Corruption Laws Provisions for External Partner Agreements (attached hereto as Exhibit C), including confirmation that the External Partner understands and agrees to abide by the Company's Anti-Bribery Policy and the Company's right to terminate the contract in the event of a breach;
- g. Explain to the External Partner the Company's expectations about compliance with anti-corruption laws and the Policy and maintain a record of having done so; and
- h. Maintain all records related to the due diligence and engagement of External Partner.

The Compliance Department shall regularly re-assess External Partners and conduct additional diligence (including asking them to complete a new Compliance Questionnaire) as appropriate pursuant to a risk-based approach.

If the External Partner is a certified Airport Concessions Disadvantaged Business Enterprise ("ACDBE") firm, the above-mentioned pre-approval process for engaging External Partners is not required and just a copy of the certificate as well as a copy of the registration under US Corporate Transparency Act shall be kept on file.

5. Employee Cooperation, Training, and Certifications

The Company's commitment to high standards of ethical business conduct depends on you—every one of us must do our part. To that end, the Company expects you to adhere to the Policy, attend trainings, and provide written certification of your compliance with the Policy.

Employee Cooperation – From time to time, the Company may ask for your help with the Policy. If you are asked to help, we expect you to provide your full support and cooperation. Any failure to provide full, complete, and truthful cooperation is itself a violation of the Policy, and grounds for disciplinary action, up to and including termination.

Training and Certifications – Depending on your job responsibilities, the Company may require you to attend training on matters related to the Policy and certify that you are in compliance with the Policy. Training and certifications are an important and normal function of the Policy, and consistent with widely followed anti-corruption best practices.

6. Auditing of Compliance with Policy

The Company will conduct periodic audits to ensure adherence to the Policy and provide the Audit Committee of the Board of Directors with annual reports on the results of such audits, including any disciplinary and other remedial actions taken in connection with violations of the Policy.

If you have questions about compliance with the Policy, the U.S. Foreign Corrupt Practices Act ("FCPA") or other anti-corruption laws, contact compliance@avolta.net before taking action.