



## ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

### 1. Executive Summary

Employees and other personnel who work on behalf of the **TMS Cardiff Gas Ltd.** may be exposed to corrupt behaviors where they work: for example, offers of, or requests for bribes, facilitation payments or grease payments. The **TMS Cardiff Gas Ltd.** has a zero tolerance approach to bribery or corruption. This means that the giving or receiving of bribes in any form either directly or by those who work on behalf of the **TMS Cardiff Gas Ltd.** is prohibited or will not be tolerated.

Bribery is a criminal offence in most countries. An increasing number of countries have adopted anti-bribery and anti-corruption laws.

This Policy requires all employees and other personnel who work on behalf of **TMS Cardiff Gas Ltd.** to comply with all applicable anti-corruption and anti-bribery laws (including but not limited to the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act) and similar laws in any jurisdiction where services of **TMS Cardiff Gas Ltd.** are performed. This Policy requires employees and other personnel to report any unethical approaches to their head of department, who will report to the **TMS Cardiff Gas Ltd.** general counsel. This reporting process ensures transparency and will protect an individual and the **TMS Cardiff Gas Ltd.** Employees and other personnel shall refer to the Anti-Corruption Guidelines to familiarize themselves with examples of unethical approaches and how they should be resisted and avoided.

### 2. Objectives

The objective of this Policy is to define the actions that are required to be taken if an employee or other personnel is subject to an offer of, or a request for, a bribe (including facilitation payments) or any other unethical approach while working for or on behalf of the **TMS Cardiff Gas Ltd.**

### 3. Scope and Application

This is a personal conduct standard. Application of personal conduct standards is mandatory for all **TMS Cardiff Gas Ltd.** employees, consultants and other personnel working in controlled assets and offices.

For **TMS Cardiff Gas Ltd.** employees, breach of this Policy may result in disciplinary action, up to and including dismissal. Breach of this Policy by any individual who is not a **TMS Cardiff Gas Ltd.** employee may result in other appropriate action being taken in relation to the individual and/or the business which supplies services to **TMS Cardiff Gas Ltd.**, including termination of the relevant contract(s)

This Policy is not contractual. The **TMS Cardiff Gas Ltd.** reserves the right to amend, suspend or terminate this Policy.

### 4. Policy Requirements

- a. **TMS Cardiff Gas Ltd.** employees and other personnel shall not offer, promise or make any payment or transfer anything of value, including the provision of any service, money, gift or hospitality or any other advantage, to anybody (including public officials) for the purpose of obtaining or retaining business or for any other improper purpose.



- b. **TMS Cardiff Gas Ltd.** employees and other personnel shall not request, agree to receive or accept anything of value, including the provision of any service, money, gift or hospitality or any other advantage for an improper purpose or improper performance of an activity.
- c. **TMS Cardiff Gas Ltd.** employees shall not use charitable contributions as a scheme to conceal bribery. No donation must be offered or made without the prior approval of the Company.
- d. Political contributions should not be made by **TMS Cardiff Gas Ltd.** employees in support of any political parties, as this can be perceived as an attempt to gain improper business advantage.
- e. **TMS Cardiff Gas Ltd.** employees shall undertake appropriate due diligence prior engaging contractors. They should be engaged clearly for business only with an appropriate contract. All payments should be recorded.
- f. **TMS Cardiff Gas Ltd.** employees shall comply actively with applicable anti-money laundering laws and regulations.
- g. **TMS Cardiff Gas Ltd.** employees and other personnel shall make themselves aware of:
- the relevant anti-bribery laws where they work and undertake anti-bribery training that is provided by the **TMS Cardiff Gas Ltd.**; and
  - the corruption risks where they work in order to understand where they may be subject to unethical approaches and to be prepared should this happen. The TCG Group general counsel can provide assistance on this.
- h. In the event that **TMS Cardiff Gas Ltd.** employees or other personnel are asked for a facilitation payment or requested for/offered a bribe, while carrying out duties for the **TMS Cardiff Gas Ltd.**, it shall be politely refused stating that it would breach **TMS Cardiff Gas Ltd.** policy and the law.
- i. The only exception to 4.d. above is where a **TMS Cardiff Gas Ltd.** employee or other personnel considers that there may be an immediate safety or security risk to themselves or others by not complying with the request.
- j. All offers of bribes, requests for bribes or facilitation payments and any payments shall be reported as soon as possible to the relevant head of department, who shall report the same to the **TMS Cardiff Gas Ltd.** general counsel.
- k. The **TMS Cardiff Gas Ltd.** general counsel will review each report to determine whether any action is required, document any action taken and inform the asset or function management as appropriate.
- l. The **TMS Cardiff Gas Ltd.** general counsel will retain copies of the anti-corruption reports in accordance with the **TMS Cardiff Gas Ltd.** document retention requirements.
- m. **TMS Cardiff Gas Ltd.** employees and other personnel shall seek to incorporate anti-bribery and anti-corruption provisions into all contracts with third parties.
- n. **TMS Cardiff Gas Ltd.** employees and other personnel shall use their influence with our clients and partners to:
- implement adequate policies and procedures to prevent bribery; and
  - promote high ethical standards throughout the supply chain.
- o. **TMS Cardiff Gas Ltd.** employees and other personnel must report promptly if they have reason to suspect that there has been a breach, or a potential breach of this Policy by **TMS Cardiff Gas Ltd.** or its employees, other personnel or anyone associated with the **TMS Cardiff Gas Ltd.** (such as its clients or partners).

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GEORGE KOURELIS  
GENERAL MANAGER

THE ORIGINAL POLICY DOCUMENT IS SIGNED BY THE GENERAL MANAGER AND IS HELD BY THE QUALITY ASSURANCE DEPARTMENT