ANTI-CORRUPTION AND BRIBERY POLICY

<table>
<thead>
<tr>
<th>Lead</th>
<th>Program Director</th>
</tr>
</thead>
<tbody>
<tr>
<td>Version Number</td>
<td>1.0</td>
</tr>
<tr>
<td>Date of Approval by Executive Board</td>
<td>1 January 2020</td>
</tr>
<tr>
<td>Effective Date (if different from above)</td>
<td>1 January 2020</td>
</tr>
<tr>
<td>Review Date (3 years from Effective Date)</td>
<td>1 January 2023</td>
</tr>
</tbody>
</table>

Implementation of this policy
The Borneo Initiative will ensure that this policy is widely disseminated to all relevant persons. It will be included in the staff regulations and posted online on The Borneo Initiative website. All new employees must be informed on the content of this policy as part of their introduction into the organization. It is the responsibility of every manager to ensure that all employees are aware of this policy.
This policy forms an integral part of the (sub)contracts drawn up by The Borneo Initiative.
<table>
<thead>
<tr>
<th>CONTENTS</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Policy statement ................................................................. 3</td>
</tr>
<tr>
<td>2. Who is covered by the policy? ....................................................... 4</td>
</tr>
<tr>
<td>3. What is bribery? .............................................................................. 4</td>
</tr>
<tr>
<td>4. Hospitality and gifts ................................................................. 4</td>
</tr>
<tr>
<td>5. What is not acceptable? .............................................................. 5</td>
</tr>
<tr>
<td>6. Facilitation payments and kickbacks ............................................. 5</td>
</tr>
<tr>
<td>7. Donations .................................................................................... 6</td>
</tr>
<tr>
<td>8. Your responsibilities ..................................................................... 6</td>
</tr>
<tr>
<td>9. Record-keeping ............................................................................. 6</td>
</tr>
<tr>
<td>10. How to raise a concern .............................................................. 6</td>
</tr>
<tr>
<td>11. What to do if you are a victim of bribery or corruption .................. 7</td>
</tr>
<tr>
<td>12. Protection .................................................................................. 7</td>
</tr>
<tr>
<td>13. Communication ........................................................................... 7</td>
</tr>
<tr>
<td>14. Who is responsible for the policy? .............................................. 7</td>
</tr>
<tr>
<td>15. Monitoring and review ............................................................... 7</td>
</tr>
</tbody>
</table>
1. POLICY STATEMENT

Definitions

- Bribery - the offering, promising, giving, accepting or soliciting of money, gifts or other advantage as an inducement to do something that is illegal or a breach of trust in the course of carrying out an organization’s activities.
- Corruption – the abuse of entrusted power for private gain.
- Extortion - the unlawful use of one’s position or office to obtain money through coercion or threats. One example would be when customs officials request undue ‘customs duties’ from importers as a condition to clear their goods.
- Facilitation payments - These are bribes and are usually small unofficial payments made to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has legal or other entitlement.
- Kickbacks - a form of bribery in which payment is received for illegal services rendered.
- Gifts and hospitality – these can range from small gifts to expensive hospitality. Extravagant gifts and hospitality may be used to disguise bribes that are intended to induce improper behavior.
- Whistleblowing – the sounding of an alarm by an employee or an external person to express concerns about or to attempt to reveal neglect or abuses within the activities of a company.

1.1 There are strict guidelines for personnel on how to act in case of corruption, bribery or extortion. Integrity is a vital part in the Human Resource policy as well as the Code of Conduct of The Borneo Initiative. The personnel of The Borneo Initiative cannot accept any form of corruption.

1.2 We will uphold all laws relevant to countering bribery and corruption, working under the laws of the Netherlands.

1.3 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.

1.4 We have identified that certain of our activities create risks for our organization, in particular:

(a) Overseas collaborations, joint ventures and partnerships (whether formal or informal);

(b) Receipt of gifts and donations; and

(c) Grant funding
1.5 To address these risks, we have taken the following steps:

(a) Implemented an anti-bribery and corruption policy;
(b) Reviewed and amended policies related to this Anti-corruption and Bribery Policy;
(c) Adopted a Whistle Blower Policy;
(d) Prepared standard clauses relating to Bribery Act issues for inclusion in key contractual documentation.

1.6 In this policy, third party means any individual or organization 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.

2. WHO IS COVERED BY THE POLICY?

This policy applies to all staff of The Borneo Initiative and of its affiliates, partners and subcontractors who are working with the foundation, wherever located (collectively referred to as workers in this policy). This policy forms an integral part of the subcontracts drawn up by The Borneo Initiative.

3. WHAT IS BRIBERY?

**Examples:**

**Offering a bribe**
Any offer of goods and/or benefits made 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 The Borneo Initiative. It may also be an offence for the potential client to accept your offer.

**Receiving a bribe**
It is an offence for a supplier to make an offer that makes it clear that whatever favor is expected in return. 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**
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.

4. HOSPITALITY AND GIFTS

4.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties and the giving or receipt of gifts, if this is done in accordance with the internal financial regulations of The Borneo Initiative.

4.2 Normal and appropriate hospitality and gifts would include where the hospitality or gift:

(a) is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits;

(b) complies with local law;
(c) is given in our name, not in your name;
(d) does not include cash or a cash equivalent (such as gift certificates or vouchers);
(e) is appropriate in the circumstances. For example, in Indonesia it is customary for small gifts to be given at the end of the Ramadan period;
(f) considering the reason for the gift, is of an appropriate type and value and given at an appropriate time;
(g) is given openly, not secretly; and
(h) is not offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of your supervisor and/or the Program Director.

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.

6. FACILITATION PAYMENTS AND KICKBACKS

6.1 We do not make, and will not 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. They are not commonly paid in the Netherlands but are common in some other jurisdictions.

6.2 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 supervisor and/or the Program Director.

6.3 Kickbacks are typically payments made in return for a business favor 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.
7. DONATIONS

We do not make charitable donations or contributions to political parties.

8. YOUR RESPONSIBILITIES

8.1 You must ensure that you read, understand and comply with this policy.

8.2 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.

8.3 You must notify your supervisor and/or the Program Director 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 person 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.

8.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

9. RECORD-KEEPING

9.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

9.2 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

9.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policies and specifically record the reason for the expenditure.

9.4 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. HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether an act constitutes bribery or corruption, or if you have any other queries, these should be raised to your supervisor and/or to the Program Director.
11. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell your supervisor and/or the Program Director 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.

12. PROTECTION

12.1 Staff members 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.

12.2 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 unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform your supervisor and/or the Program Director immediately. If you fear consequences because of filing a complaint you can directly contact the Chair of the Executive Board.

13. COMMUNICATION

13.1 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors, agents and business and other partners at the outset of our relationship with them and as appropriate thereafter.

14. WHO IS RESPONSIBLE FOR THE POLICY?

14.1 The Program Director has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. He is responsible for monitoring the correct implementation of this policy, for monitoring its use and effectiveness and dealing with any queries on its interpretation. In case a complaint concerns the Program Director, the Chair of the Executive Board will be responsible for proper handling of the case.

15. MONITORING AND REVIEW

15.1 The Program Director 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. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption. The Program Director will report to the Executive Board.

15.2 All staff members are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

15.3 Staff members 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 Program Director.

15.4 This policy forms part of the employee's contract of employment.