

# **RE SUSTAINABILITY LIMITED**

**(formerly known as Ramky Enviro Engineers Limited)**



## **ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

## 1. INTRODUCTION

Re Sustainability Limited & its subsidiaries (the “**Company**”), are committed to conducting all aspects of its business in keeping with the highest legal and ethical standards and expects all employees and other persons acting on its behalf to uphold this commitment. In accordance with this commitment, the Company has adopted this Anti-Corruption Policy (the “**Policy**”), which is applicable to all directors, officers, employees, agents, representatives, and other associated persons of the Company (which may include consultants, advisors and temporary employees) (collectively “**Company Personnel**”).

In brief, the Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy or by law. Company Personnel are not permitted to give or offer anything of value (including gifts, hospitality, or entertainment) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Company Personnel may not solicit or accept such improper payments.

This Policy and the internal controls herein have been designed to prevent bribery from occurring, avoid the appearance of wrongdoing and enable the Company to respond promptly and effectively to any inquiries about its conduct. Company Personnel who violate this Policy may be subject to disciplinary action, up to and including termination. The pages that follow provide a general guide to anti-corruption compliance but do not address every potential scenario. Therefore, any Company Personnel who have any questions concerning the requirements of this Policy should consult with the Chief Compliance Officer.

## 2. BRIBERY AND CORRUPTION

Company Personnel must conduct their activities in full compliance with this Policy, the India Prevention of Corruption Act, 1988 as amended (the “POCA”), the U.S. Foreign Corrupt Practices Act, 1977 as amended (the “FCPA”), the U.K. Anti Bribery Act, 2010 as amended (the “UKBA”), the laws of the European Union, OECD principles, and any other anti-bribery laws or regulations applicable to the Company’s operations (collectively, the “**ABAC Laws**”).

Under this Policy, Company Personnel are not permitted to give or offer anything of value, directly or indirectly, to any Government Official<sup>1</sup> or any commercial party for the purpose of improperly

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<sup>1</sup> The term “Government Official” includes all officers or employees of a government department, agency (e.g., the Pollution Control Board), or instrumentality; employees or representatives of any municipal corporation; permitting agencies; customs officials; candidates for political office; and officials of public international organizations (e.g., the Red Cross). This term also includes officers or employees of government-owned or controlled commercial enterprises such as state-owned or controlled universities, airlines, oil companies, health care facilities, or other vendors. The term also includes family members and close associates of such individuals (e.g., it is not permissible to give a lavish gift to the sibling, spouse, or child of a government employee if a gift to the individual would be prohibited under this Policy).

obtaining or retaining a business advantage. “Anything of value” should be broadly interpreted to include cash, gifts to family members, forgiveness of a debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities and medical care, among other items. Company Personnel are also prohibited from making “facilitation payments,” those relatively insubstantial payments made to facilitate or expedite routine governmental action.

Simply put, bribes, kickbacks or similar payments are never permitted, whether made to a Government Official or to customers, investors, clients, or other private parties. Similarly, Company Personnel may not solicit or accept such payments.

The following is a non-exhaustive list of behaviours prohibited under this Policy. This list is provided for illustrative purposes only; it is not intended as a full accounting of the conduct prohibited under this Policy:

- Providing cash, gifts, meal, or transportation expenses to visiting Pollution Control Board officials in exchange for a promise to overlook compliance shortfalls or to reduce administrative fines and penalties;
- Providing cash or gifts to customers in exchange for making timely payments on service contracts, even if such payments are allowed under local law;
- Providing municipal corporation officials with gifts and entertainment in exchange for non-public information regarding tenders, such as unpublished technical or commercial factors impacting the tender committee’s decisions;
- Making political or charitable donations in exchange for political favours or other benefits, such as tax breaks and incentives, or preference in selection for government contracts;
- Providing internships or employment to Government Officials or the Company’s business partners, unless pre-approved by the Chief Compliance Officer;
- Collusion with third-parties and business partners to inflate invoices, make provisions, set money aside, or create accounts for the purpose of making improper payments to Government Officials;
- Providing benefits through a third-party that are not allowed directly.

## **2.1 EXCEPTIONS TO THE ABAC POLICY**

Exceptions to the ABAC Policy are only permissible in extreme circumstances where Company Personnel are left with no option but to make otherwise prohibited payments in order to protect against immediate loss of life, limb or liberty.

Such incidents should be reported immediately, or as soon as possible, to the Chief Compliance Officer.

### **3. GIFTS, MEALS, TRAVEL AND ENTERTAINMENT EXPENSES**

As a general matter, the Company competes for and earns business through the quality of its personnel, products, and services, not with gifts or lavish entertainment. The use of Company funds or assets for gifts, gratuities, or other favors to Government Officials or any other individual or entity (in the private or public sector) that has the power to decide or influence the Company's commercial activities is prohibited, unless in compliance with the Company's **Gifts and Entertainment Policy**, attached hereto as Exhibit A.

Likewise, common sense and moderation should prevail in business entertainment and the payment of travel, and lodging expenses. Company Personnel should provide business entertainment to someone doing business with the Company only if the entertainment is infrequent, modest, intended to serve legitimate business goals, and otherwise in compliance with the Company's **Gifts and Entertainment Policy**.

### **4. RELATIONSHIPS WITH THIRD PARTIES**

Anti-corruption laws prohibit indirect payments made through a third party, including giving anything of value to a third party while knowing that value will be given to a Government Official for an improper purpose. Therefore, Company Personnel should avoid situations involving third parties that might lead to a violation of this Policy.

Company Personnel who deal with third parties are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this Policy. Such precautions may include conducting an integrity due diligence review of a third party, inserting appropriate anti-corruption compliance provisions in the third party's written contract, requiring the third party to certify that it has not violated and will not violate this Policy and any applicable anti-corruption laws during the course of its business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the third party during the engagement.

Accordingly, the Company has established risk-based due diligence procedures applicable to engagements with all third-parties that wish to serve as vendors or service providers for the Company. Prior to entering an engagement with any such third-party, Company Personnel are responsible for ensuring third-parties complete the Third-Party Due Diligence Questionnaire and Certification attached hereto as Exhibit B.

Furthermore, Company Personnel retaining third parties that will be representing the Company before governmental entities must discuss the engagement with the Chief Compliance Officer prior

to hiring the third party. In some circumstances, additional risk-based due diligence may be warranted, including but not limited to the engagement of a reputational diligence provider to conduct a background check relating to the third-party, the consultation of the References provided by the vendor in its responses to Exhibit B, or other steps deemed appropriate by the Chief Compliance Officer. All additional diligence steps undertaken should be documented and recorded in records maintained by the Chief Compliance Officer. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting the Chief Compliance Officer.

Additionally, the Company has prepared template Third-Party Compliance Provisions, attached hereto as Exhibit C, to be inserted in all contracts with third-party agents. Any deviations from the use of such template language must be cleared by the Chief Compliance Officer.

In addition, once a third party is engaged, Company Personnel who deal with third parties must always be aware of potential red flags. Red flags are certain actions or facts which should alert a company that there is a possibility of improper conduct by a third party. A red flag does not mean that something illegal has happened, but rather that further investigation is necessary. Red flags are highly fact-dependent, but some examples of red flags are:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions, or mid-stream compensation payments;
- Requests for payments to an account in a country other than where the third party is located or is working on behalf of the Company;
- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- Requests for political or charitable contributions;
- The third party is related to a Government Official or has a close personal or business relationship with a Government Official;
- Any refusal or hesitancy by the third party to disclose its owners, partners, or principals;
- The third party uses holding companies or other methods to obscure its ownership, without adequate business justification;
- The third party expresses a desire to keep his representation of the Company or the terms of his retention secret; or
- The third party has little experience in the industry but claims to “know the right people.”

In furtherance of the above, all third-parties retained by the Company should complete, on an annual basis, the Third-Party Compliance Certification attached hereto as Exhibit D. The Chief Compliance Officer will review the responses to such certification and determine whether any additional steps are warranted. Any deviations from this practice must be pre-cleared by the Chief Compliance Officer and documented appropriately.

If Company Personnel have reason to suspect that a third party is engaging in potentially improper conduct, they shall report the case to the Chief Compliance Officer, immediately. The Company shall conduct an investigation and stop further payments to the third party if the Company's suspicions are verified through the investigation.

## **5. EMPLOYMENT/INTERNSHIPS**

On occasion, Government Officials or the Company's business partners may request that the Company provide internships or employment to certain individuals. Offering internships or employment to Government Officials or the Company's business partners may be viewed as providing an item of value.

This Policy sets forth guidance for handling such requests from Government Officials or the Company's business partners. If a candidate is interviewed for an internship or employment within the ordinary course of filling a position, the Chief Compliance Officer must be notified of the candidate's relationship to a Government Official or the Company's business partner. If a candidate related to a Government Official or a Company business partner is interviewed outside of the ordinary course of filling a position, any internship or employment offer must be pre-approved by the Chief Compliance Officer.

## **6. POLITICAL CONTRIBUTIONS AND CHARITABLE DONATIONS**

Company Personnel may not make political or charitable donations, whether in their own name or in the name of the Company, to obtain or retain business or to gain an improper business advantage. Any political or charitable contributions by the Company must be permitted under the law, permissible pursuant to the terms of this Policy, made to a bona fide charitable organization, and in the case of political contributions or charitable contributions connected to any Government Official or government entity made with the prior approval of the Chief Compliance Officer. In certain instances where there is heightened risk of corruption, the Chief Compliance Officer may require diligence to be conducted. The Chief Compliance Officer must be notified if a Government Official solicits a political or charitable contribution in connection with any government action related to the Company or its affiliates. Individual employees or agents may not make political contributions on behalf of the Company or its affiliates.

## **7. RECORDKEEPING AND INTERNAL CONTROLS**

This Policy requires that all expenditures made by the Company are accurately reflected in the Company's financial records and that all payments made with Company funds, or on behalf of the Company, have been properly authorized. Company Personnel must follow all applicable standards, principles, laws, and practices for accounting and financial reporting. Company Personnel must be

timely and complete when preparing all reports and records required by management. In particular, Company Personnel should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company's books and records. Company Personnel should use best efforts to ensure that all transactions, dispositions, and payments involving Company funds or assets are properly and accurately recorded in the Company's financial records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company's books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy. The Chief Compliance Officer is primarily responsible for the oversight and enforcement of this Policy. The Company will conduct periodic audits of its books and records to monitor compliance with this Policy.

## **8. ONGOING COMPLIANCE MONITORING AND TRAINING**

As part of the Company's ongoing commitment to anti-corruption compliance, all Company employees must receive and review a copy of the Policy (along with the Gifts & Entertainment Policy and Whistleblower Policy). All Company employees must then certify in writing annually that they (1) have reviewed the Policies; (2) agree to abide by the Policies; and (3) agree to report any potential violations of the Policies to the Chief Compliance Officer. A copy of such certification to be completed annually by all Company Personnel is attached as Exhibit E.

In addition, the Company will offer periodic anti-corruption compliance training programs to educate Company employees about the requirements and obligations of ABAC laws and this Policy. All Company employees must participate in such training and the Chief Compliance Officer must retain attendance records establishing compliance with this requirement.

## **9. REPORTING INCIDENTS OF MISCONDUCT**

The Company takes its commitment to anti-corruption compliance very seriously and expects all Company Personnel to share this commitment. The Company therefore expects and requires any Company Personnel who have knowledge of, or reason to suspect, any violation of this Policy to contact the Chief Compliance Officer ([cco@resustainability.com](mailto:cco@resustainability.com)) immediately. Reports may be made anonymously. If any Company Personnel fail to report known or suspected violations, then the relevant Company Personnel may be subject to disciplinary action, up to and including termination.

The Company has designated the following email address and hotline for purposes of reporting concerns regarding potential violations of this policy: [ethics@resustainability.com](mailto:ethics@resustainability.com). Additional information regarding the reporting of concerns through SpeakOpen Hotline <https://resustainability.ethicspoint.com/> contained within the Company's Whistleblower Policy, attached hereto as Exhibit F.



It is the Company's policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related action will be taken against any Company Personnel in retaliation for reporting a violation or suspected violation of anti-corruption laws or this Policy.

All concerns raised by Company Personnel shall be treated with strict confidence and the Company shall take disciplinary action up to and including termination for anyone who threatens or engages in retaliation, retribution, or harassment of any other person who has reported or is considering reporting a violation of the Policy.

## **10. ISSUANCE OF AND AMENDMENTS TO POLICY**

Our Company's Board of Directors is responsible for approving and issuing this Policy.

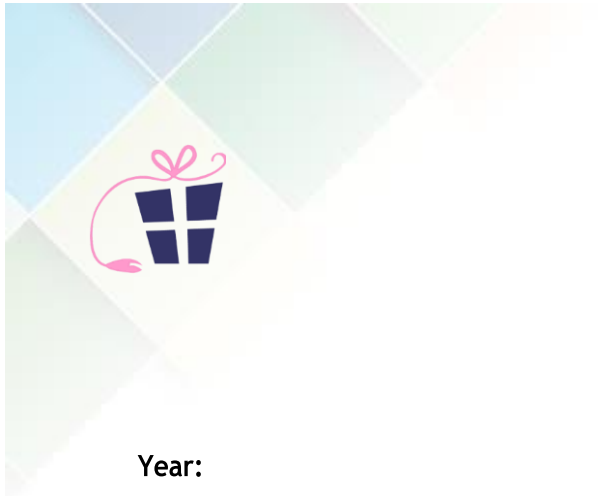
The effective date of this policy is 12<sup>th</sup> November, 2020. Policy shall be reviewed periodically by Chief Compliance Officer to determine whether revisions may be required due to changes in the law or regulations, or changes in our business or the business environment. The Board of Directors must approve any change(s) to the Policy

All questions regarding this Policy should be directed to the Chief Compliance Officer.

### **Please note:**

*The Company may revise the Anti-Bribery and Anti-Corruption Policy based on evolving applicable legislations or implement such other policies or procedures as deemed suitable to carry out the purposes of its vision to conduct business in an ethical environment and comply with the POCA, FCPA, UKBA, OECD principles, or any other anti-bribery, anti-corruption laws or regulations. As and when any changes are made in the Policy or any matter related thereto, change(s) will be communicated to Stakeholders as appropriate.*





## APPENDIX I - GIFT / ENTERTAINMENT TRACKER (RECEIVED)

Year:

Sl. No	Emp Name	Emp ID	Emp Dept	Category (Gift / Ent)	Description of Gift / Ent	Date of receipt of G/ E	Gift / Ent provider's name / Org	Purpose of Gift / Ent	Gift / Ent Value	Currency	Was the Gift / Ent provider an existing vendor of Company XX	If the Gift is inappropriate as per G&E policy, has it been returned? Yes/No/NA)	Date of return of Gift	Was prior approval obtained prior to receiving G/E (Yes / No)

**Prepared by:**

**Name:**

**Designation:**

**Signature:**

**Reviewed by:**

**Name:**

**Designation:**

**Signature:**



## GIFT / ENTERTAINMENT TRACKER (OFFERED)

**Year:**

Sl. No	Emp Name	Emp ID	Emp Dept	Category (Gift / Ent)	Description of Gift / Ent	Date of providing of G/E	Gift / Ent recipient's name /Org	Purpose of Gift / Ent	Gift / Ent Value	Is the Gift /Ent receiver a government official or related to political party?	Was the Gift / Ent recipient existing customer provided	If not, did Company XX win any business with the customer (YES/NO/NA )	Is the Gift is inappropriateas per G&E policy	Was prior approval obtained prior to providing G/E (Yes/No)

**Prepared by:**

**Name:**

**Designation:**

**Reviewed by:**

**Name:**

**Designation:**



<b>Abbreviation</b>	<b>Meaning/Description</b>
<b>Emp</b>	<b>Employee</b>
<b>ID</b>	<b>Identification number</b>
<b>Ent</b>	<b>Entertainment</b>
<b>G&amp;E or G/E (Gift /Ent)</b>	<b>Gift &amp; Entertainment</b>

**Signature:**

**Signature:**

**EXHIBIT B**  
**THIRD PARTY DUE DILIGENCE QUESTIONNAIRE AND CERTIFICATION**

Dear [Vendor Name]

As you should be aware, Re Sustainability Limited (the “Company”) has set high corporate governance standards for itself and takes pride in knowing and understanding its customers and vendors. As part of the process of empanelling new vendors and continuing our relationship with existing vendors, we follow due diligence procedures consistent with our company’s standards of ethics and corporate governance.

To that end, you are requested to respond to the requests contained below within this form and to complete the certification enclosed with this letter prior to your engagement with the Company. Completion of this form and certification is a condition of your engagement with the Company.

Our Company’s Anti-Bribery & Anti-Corruption Policy, Gifts & Entertainment Policy, and Whistleblower policy (collectively, “Compliance Policies”), set out the policies and requirements for ethical conduct of all Company stakeholders, including you. These policies can be accessed at <https://ramkyenviroengineers.com/>

In the meantime, if you have any questions, please get in touch with us through email or phone.

Thank you in advance for your timely response and your cooperation with this important initiative. We look forward to continuing our business relationship.

Regards.

## THIRD PARTY DUE DILIGENCE QUESTIONNAIRE

### 1. VENDOR DETAILS

Please provide the details below.

a)	Vendor Name (Legal Entity Name)	
b)	Registered Office Address	
c)	Corporate Office Address	
d)	Type of Service/product offered	
e)	Phone/Fax Number	
f)	Email Address	
g)	Name of Managing Director/Proprietor/Partner	
h)	Contact number of Managing Director/Proprietor/Partner	
i)	Email Address of Managing Director/Proprietor/Partner	
j)	Name of the Single Point of Contact ("SPOC")	
k)	Contact number of the SPOC	
m)	Email Address of the SPOC	

### 2. LEGAL REGISTRATIONS

Please provide the information below. Please provide copies of (a) and (f). In the case of (a), please provide certified copies.

a)	Certificate of Incorporation, association, partnership agreement, LLPC agreement, or other comparable foundational document depending on structure of entity.	
b)	Income Tax Permanent Account Number	
c)	Goods and Service Tax Registration Number	
d)	Employee State Insurance Registration Code	
e)	Employee Provident Fund Registration Code	
f)	Audited Financial Statements (last two years)	

### 3. COMPLIANCE QUESTIONS

All questions in Section 3 must be answered as “yes” or “no” and information provided as requested. No question in this section may be answered “NA”.

a)	Please provide details of the ownership structure of the Vendor, including the identities of the ultimate beneficial owners.	
b)	Please indicate whether any current or former Government Official or his/her relative owns, directly or indirectly, any stake in or has any beneficial interest in the Vendor. If yes, please provide the name of the individual, the size and nature of the individual’s stake in the Vendor, and describe the individual’s role/former role as a Government Official.	
c)	Please indicate whether any of the Vendor’s officers, directors, or employees is a current or former Government Official. If yes, please provide the name of the individual, the individual’s position within the Company, and describe the individual’s role/former role as a Government Official.	
d)	Please indicate whether the Vendor, its officers, directors, or agents have been the subject of any regulatory or criminal investigation, inquiry, or proceedings within the past 5 years. If yes, please describe.	
e)	Please indicate whether the Vendor, its officers, directors, or employees have been the subject of any internal or external allegations relating to bribery, corruption, fraud, or money laundering within the past 5 years. If yes, please describe.	
f)	Please indicate whether the Vendor has in place any of the following and, if so, please indicate whether such documents are distributed to the Vendor’s employees and provide copies of the same: a. A written code of ethics, code of conduct, or similar; b. A written anti-bribery policy; c. A written whistleblower policy; d. A written gift and entertainment policy.	
g)	How many times has the Vendor conducted anti-corruption training for employees within the past year?	

h)	Does the Vendor have in place an internal or external audit function? If yes, does the audit function include anti-corruption monitoring (e.g., periodic review of expenses for potential bribery issues)?	
i)	Does the Vendor maintain a petty cash box or account? Does the Vendor have written policies with respect to the use of petty cash? If yes, please provide copies and indicate whether such policies are distributed to the Vendor's employees.	
j)	Does the Vendor intend to use any sub-contractors in connection with the services to be provided to the Company? If yes, please identify that sub-contractor.	
k)	Does the Vendor offer meals, entertainment or gifts to Government Officials other than de minimis items such as branded pens, coffee, etc.?	
l)	In the last 5 years, has the Vendor appeared on, employed any individual who appeared on, or done business with any entity or individual who appeared on any economic sanctions lists maintained by the government of India, or the United States, or the United Kingdom, or the European Union, or other applicable regulator?	
m)	Does the Vendor engage in any business in, or with parties located in, Syria, Cuba, Sudan, the Crimea Region of Ukraine, Iran, or North Korea?	

#### 4. REFERENCES

a)	Attach your list of top 5 Clients and provide the following information	
b)	Number of years in Service	
c)	Name	
d)	Address	
e)	Contact Person	
f)	Contact Number Email	



**Note:**

1. All information in the form is to be provided. All questions must be answered yes or no with explanation, provided, or if answered "NA," vendor must provide explanation as to why the question is not applicable to vendor's services.
2. While filling out the form, the vendor is required to provide accurate and factual information. If subsequently it is determined by the Company that any information furnished was inaccurate or any information was suppressed, the Company reserves the right to terminate the relationship with the vendor immediately.
3. If the form is not properly filled out or the required documents are not attached, the Company reserves the right to not proceed with any business transactions with the vendor.

**Defined Terms:**

“Government Official” means (i) an officer, agent or employee of a government, government-owned enterprise (or any agency, department or instrumentality thereof), political party or public international organization; (ii) a candidate for government or political office; or (iii) an agent, officer, or employee of any entity owned by a government.

Specific examples of “Government Officials” may include officers or employees of a government department, agency or instrumentality, permitting agencies, customs officials, political party officials, officials of public international organizations (e.g., the Red Cross, World Bank), employees or affiliates of an enterprise that is owned, sponsored, or controlled by any government—such as a healthcare facility, bank, utility, oil company, university or research institute, and any other position as defined by applicable Anti-Corruption Laws.

## CERTIFICATION

I, [Authorized officer], declare on behalf of [Vendor Name], having its principal /registered office at [complete address), that the information provided in this form is correct and accurate to the best of my belief and knowledge. I/we undertake to update Re Sustainability Limited of any changes in the information provided above.

Furthermore, by signing this Declaration, [Vendor Name] undertakes to comply in connection with the provision of services to Re Sustainability Limited (the “Company”) with all (i) applicable laws and regulations, including but not limited to the Indian Prevention of Corruption Act, and all applicable laws related to bribery and corruption, and (ii) the Company’s Anti-Bribery & Anti-Corruption Policy, Gifts & Entertainment Policy, and Whistleblower Policy.

For (Name of legal entity)

By (Title)

Place

Date

## EXHIBIT C

### SAMPLE COMPLIANCE PROTECTIONS FOR THIRD-PARTY CONTRACTS

Third Party warrants and represents as follows:

- A. Third Party has not taken and will not take any action that would constitute a violation, or implicate the Company in a violation, of any law of any jurisdiction in which it performs business, including without limitation the Anti-Corruption Laws;
- B. Neither Third Party nor any of its principals, owners, officers, directors, or agents has promised to make, will promise to make, or will cause to be made, in connection with the proposed agreement contemplated herein, any Payments to or for the use or benefit of any Government Official or any other person to obtain or keep business or to secure some other improper advantage, the payment of which would violate applicable Anti-Corruption Laws;
- C. Any compensation provided by the Company is for Third Party's sole benefit and will not be transferred or assigned to any other party and Third Party shall make no Payments to other third parties on behalf of the Company;
- D. The Company is entitled to review the books and records of the Third Party in relation to the services to be provided under this Agreement, and Third Party shall cooperate with any compliance audit or inquiry conducted by the Company in relation to the same;
- E. Third Party shall immediately notify the Company of any violation or potential violation of Anti-Corruption Laws and shall be responsible for any damages to the Company from Third Party's or its agents' violation or potential violation of Anti-Corruption Laws in relation to this Agreement;
- F. Third Party is not subject to any economic sanctions ("Sanctions") administered by the government of India, the Office of Foreign Assets Control of the United States, Her Majesty's Treasury, the European Union, or any other relevant Government Authority, and has not and will not conduct business with any party subject to Sanctions.

## DEFINED TERMS

“Anti-Corruption Laws” means any law of any jurisdiction in which Third Party performs business, or of the United States, of the European Union, or of the United Kingdom, including without limitation, the India Prevention of Corruption Act 1988, the Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), the U.K. Bribery Act of 2010, and where applicable, legislation enacted by member states and signatories implementing the OECD Convention Combating Bribery of Foreign Officials.

“Government Authority” means any nation or government or any province, state or any other political subdivision thereof, any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including any government authority, agency, department, board, commission or instrumentality, of any other jurisdiction in which a party to this Agreement is resident, any court, tribunal or arbitrator and any securities exchange or body or authority regulating such securities exchange.

“Government Official” means (i) an officer, agent or employee of a government, government-owned enterprise (or any agency, department or instrumentality thereof), political party or public international organization, (ii) a candidate for government or political office, or (iii) an agent, officer, or employee of any entity owned by a government.

- Specific examples may include officers or employees of a government department, agency or instrumentality; permitting agencies; custom officials; political party officials; candidates for political office; officials of public international organizations (e.g., the Red Cross); employees or affiliates of an enterprise that is owned, sponsored, or controlled by any government—such as a health care facility, bank, utility, oil company, university or research institute; and any other position as defined by applicable Anti-Corruption Laws.

“Payment” means any bribe, improper rebate, payoff, influence payment, kickback, or gift of anything of value.

- Specific examples may include cash, travel expenses, entertainment, offers of employment, provision of free services, and business meals. Payments may also include event sponsorships, consultant contracts, fellowship support, job offers, and charitable contributions made at the request of, or for the benefit of, an individual, his or her family, or other relations, even if made to a legitimate charity.

## EXHIBIT D - ANNUAL THIRD-PARTY COMPLIANCE AFFIRMATION

I, [Name of the authorized representative], the authorized representative of and on behalf of [Name of the vendor / third party], confirm the following:

- a. I and/or my company (herein referred to as “we”) understand and agree to abide by Re Sustainability Limited’s (the “Company”) Anti-Bribery & Anti-Corruption Policy, Gifts & Entertainment Policy, and Whistleblower Policy (collectively, the “Compliance Policies”).
- b. We understand the requirements and responsibilities in relation to the Compliance Policies and applicable regulations and agree to abide by them.
- c. We have not paid, offered or promised to pay money or anything of value, on behalf of the Company, to:
  1. Any Government Official (as defined in the Compliance Policies), to influence that Government Official to secure an improper business advantage for the Company; and
  2. Any private entity or individual to influence that entity/individual to carry out any activity to secure an improper business advantage for the Company.
- d. We have not accepted or agreed to receive/ accept money or anything of value on behalf of the Company in exchange for any improper performance on our part to secure an improper advantage for us or any entity/individual connected to us.
- e. We have not undertaken any activity, on behalf of the Company or by our own accord, that would cause the Company to violate any applicable anti-bribery, anti-corruption, or other compliance- related laws as detailed in the Compliance Policies.
- f. We understand that any violation of the Compliance Policies could be regarded as serious misconduct and may result in termination of contract or initiation of legal action against us.

**Signed:** .....

**Name:**

**Designation:**

**Authorised Representative:**

**Date:**