

Société BOGHOS S.A.L.

METAUX PRECIEUX & CHANGE

P.O.Box 90209

Siège Social: Bourj Hammoud - Libanon

Branche: Dora Centre Aya - Libanon



شركة بوغوص ش.م.ل.

معادن ثمينة وصرافة

ص.ب. ٩٠٢٠٩

المركز الرئيسي: برج حمود - لبنان

فرع ثاني: الدورة سنتر أيا - لبنان

رأسمال ٥ مليار ل.ل. مدفوع بكامله

س.ت رقم ٢٤٥٩٧ - لائحة مصرف لبنان ٦٩

الرقم المالي ٨٠٥٢

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SOCIÉTÉ BOGHOS SAL

ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY

Overview and Purpose

Société Boghos is founded upon the company's ethics and integrity. To preserve this reputation, it is essential to be beyond reproach in how employees act on behalf of the company. This policy is designed to assist our staff in addressing issues relating to bribery, corruption, and business gifts by establishing guidelines. Société Boghos SAL promotes zero-tolerance against bribery and corruption and entrenches such fundamental principles in its corporate values. The Corporation is committed to fully complying with local and foreign anti-bribery or anti-corruption laws and regulations that may be applicable. Personnel who have questions regarding the requirements or application of these laws must seek guidance from the HR director.

The main objectives of this policy are the following:

- Establish a corporate culture in dealing with bribery, corruption and business gift; and
- Provide a common framework for the above objectives

1- Improper Payments

Société Boghos and all employees, directors, officers and agents of the Corporation shall not, directly or indirectly, promise, offer or pay or authorize the promise, payment or making of an offer to pay an Improper Payment.



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In particular, the Corporation and Personnel shall not, either directly or indirectly, pay or offer anything of value to a public or governmental official, in order to influence any act within the recipient's official capacity.

For the purposes of this policy, an **"Improper Payment"** means a Bribe, Kickback or Facilitating Payment:

- For the purposes of this policy, a **"Bribe"** means any payment, promise to pay, or authorization of the payment of any money, gift, reward, thing of value, advantage or benefit of any kind, that has been given or offered to a Public Official either directly or through an intermediary, in order to influence the making or not making or implementation of a decision or act by a public or government official, and also means all attempts to make such payments.
- For the purposes of this policy, a **"Kickback"** means the payment, promise to pay, or the authorization of the payment of a portion of contract consideration to a public or government official. This includes the improper utilization of sub contracts, purchase orders, consulting - agreements or gifts to channel payments to a public or government official, employees or other representatives of a public or government official or to their relatives or business associates.
- For the purposes of this policy, a **"Facilitating Payment"** means any small payment, promise to pay, or authorization of a modest one-off payment made solely to expedite or secure the performance of routine government actions that are part of a public or government official's duties or functions such as:

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No. Financier 8052



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- a. Obtaining licenses, permits and other official documents to qualify to do business in a foreign country;
 - b. Processing governmental papers, such as visas and work permits;
 - c. Providing or obtaining police protection, telephone service, utilities, and mail services;
- For the purposes of this policy, a **“public or government official”** may include, without limitation:
- d. A person who holds a legislative, administrative or judicial position of a foreign state;
 - e. A person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state, or is performing such a duty or function; or
 - f. An official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations.

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2- Gifts, Hospitality And Expenses

Société Boghos SAL acknowledges that business gifts and entertainment – such as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, accommodation and other merchandise or services – are designed to build goodwill and constructive relationships among business partners. However, an issue may arise when these courtesies compromise, or appear to compromise, the Corporation's ability to make fair and objective business decisions or to gain an unfair advantage.

No Personnel should, either directly or indirectly, receive or offer any gift, reimbursement or entertainment to a public or government official that might be perceived to unfairly influence a business relationship or obtain an improper advantage. Any such gift, reimbursement or entertainment must at all times be in line with the Corporation's Code of Business Conduct and Ethics and any other related policies or guidelines. These guidelines apply at all times and do not change during traditional gift-giving seasons.

No gift, reimbursement or entertainment should ever be solicited, offered, given, provided, authorized or accepted by any Personnel or their family members unless it is not a cash gift, is consistent with customary business practices, is not excessive in value, cannot be construed as a bribe or payoff, and does not violate any applicable laws. Personnel should discuss with the senior management any gifts, reimbursements or entertainment or any proposed gifts, reimbursements or entertainment about which they have any questions.



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3- Exceptions:

Exempted from this policy are gifts such as t-shirts, pens, trade show bags and all other promotional items that employees obtain, as members of the public, at events such as conferences, training events, seminars, and trade shows, that are offered equally to all members of the public attending the event. This includes attendance at and food, beverages, and other promotional items provided at events, exhibitor trade show floor locations, press events, and parties funded by conference or event sponsors.

- Exempted are cards, thank you notes, certificates, or other written forms of thanks and recognition.
- Exempted are food, beverages, and moderately priced meals or tickets to local events that are supplied by and also attended by current customers, partners, and vendors or suppliers in the interest of building positive business relationships. This moderately priced entertainment is provided as part of a "working" meeting or session to benefit and advance positive working relationships and company interests.

4- Violations

Any Personnel who becomes aware of or suspects a violation of this Policy must promptly report the matter to the senior management

A determination of whether a particular past or proposed payment or action is in violation of this Policy shall be made by senior management Retaliation by anyone as a consequence of Personnel making good faith report of a possible violation of law or this Policy is strictly prohibited.

Violation of this Policy and/or applicable anti-bribery and anti-corruption laws can result in severe civil penalties for both the Corporation and the Personnel, and in criminal penalties including fines and imprisonment. A violation may also result in other legal and adverse consequences, including investigations, shareholder lawsuits, disgorgement of profits and long-term damage to the Company's reputation. Violating this Policy will therefore result in the Corporation taking appropriate corrective disciplinary action, including where appropriate dismissal or termination of contract and immediately reporting to the senior management.

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5- Investigation And Review

The board of directors of Société Boghos SAL is responsible for monitoring compliance with this Policy and shall initiate and conduct any investigations of reported violations, as appropriate.

The board of directors review this Policy at least annually or otherwise as it deems appropriate, and, if applicable make such changes as are necessary to ensure the Corporation's commitment to complying with applicable anti-bribery and corruption laws.