

Summit Power International Limited Anti-Bribery and Corruption Policy

General Provisions

It is our policy to conduct all of our business in an honest and ethical manner. We take a 'zero-tolerance' approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our relationships and business dealings wherever we operate and to implementing and enforcing effective systems to counter bribery.

This document sets out the long-standing policy of Summit Power International Limited and its subsidiaries ("Summit") on combatting bribery and corruption. It has been endorsed by the Board of Directors of the Company and it applies to all subsidiaries in the group. Detailed explanation regarding what a 'bribe' constitutes is set out in Annex 1.

Purpose

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 recognise and deal with bribery and corruption issues.

The policy consists of two Principles and a series of Practical Procedures to give effect to those Principles. The objective of the Policy is to clearly set out the Company's 'zero tolerance' approach on bribery and corruption.

Coverage

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers and agency/contract staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located.

The Principles

1. Summit will not pay and will not accept bribes, either directly or via third parties, in any circumstances. Breaches or attempted breaches of this principle by an employee will be regarded as an act of gross misconduct.
2. Summit will seek to encourage an equivalent policy in other business entities with which it has a significant business relationship.

Practical Procedures

1. Responsible Officer

Summit will appoint a Group Compliance Officer (“GCO”) to oversee the application of this Anti-Bribery and Corruption policy and the Principles and Practical Procedures and for keeping a written risk assessment up to date.

The GCO shall be sufficiently senior, independently minded, and has direct access to the Audit and Risk Committee (ARC).

2. Training

Compulsory training and communication will be provided to relevant staff so that they are aware of this policy, any related legislation and their obligations under the policy and their contract of employment. HR department of Summit Corporation will support training for Corporate and Turbine Division employees, while Reciprocating Division shall conduct its own training through its HR department.

3. Senior Management Information

Senior management will be kept informed of the steps to implement the Principles and the Practical Procedures, conclusions of any reviews and of any material findings arising out of the work of GCO.

4. Review

Summit will monitor, review and at least annually report on the effectiveness of and adherence to its Principles, the Practical Procedures and the steps to implement them and if any changes/reviews are required. The report will be submitted to the ARC for review and approval.

5. Internal Record Keeping

Summit will ensure that records are maintained for such reviews and the consequent reports to its senior management. Financial records and appropriate internal controls in place to evidence the business reason for making payments to third parties shall be properly documented.

Employees must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review. Company must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expense policy and specifically record the reason for the expenditures.

6. Communication

Summit will communicate its Principles and Practical Procedures and its approach to their implementation to its employees and will publish this policy on its website and in its Human Resource Policy and Employee Handbook. It will communicate its approach to their implementation to those that supply material goods and services to it both directly by correspondence but also by a clear statement on its website.

7. Employee Conduct

Employees are required to report any knowledge or suspicions of the offering, request for, receipt or payment of a bribe. A failure to do so may amount to gross misconduct, which may be punishable by local country's employment laws.

No employee will suffer demotion, penalty or other adverse consequence for refusing to pay or accept a bribe even if such a refusal may result in Summit losing business or failing to win a deal.

How to raise a concern?

Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If they are unsure whether a particular act constitutes bribery or corruption, or if they have any other queries, these should be raised with their line managers, and/or the GCO and/or Internal Audit. It is important that they tell the line manager and GCO as soon as possible if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

8. Whistleblowing

Summit regard the reporting of any instance of bribery or attempted bribery as a legitimate example of 'whistleblowing' and affirms that no employee will suffer demotion, penalty, or other adverse consequences for reporting examples of or suspicions of the offer or request for or the receipt or payment of bribes. For more information of whistleblowing, employees may refer to the company's Whistleblowing Policy.

9. Gifts Register

Summit will continue to keep records of the gifts and corporate hospitality given and received by its staff. These records will be reviewed regularly. A detailed explanation on what can be defined as 'hospitality & gifts' are provided in Annex 1.

10. Contractors and Associates

Summit require that Associates are made aware of its Anti-Bribery Principles and Practical Procedures; to confirm that they will not make or receive any payment that put it in breach of those Principles and that such Associates have adequate procedures for preventing their own staff engaging in the receipt or payment of bribes, kickbacks etc.

11. Reporting

The report and accounts of Summit and the Agenda for the Annual General Meeting will include a report on the workings and effectiveness of this policy including the number of reports of bribery and corruption received and a short summary of any investigations into them.

12. Revisions

This third revision/review has been done to update certain aspects of the policy and future revisions will be done based on need and changing circumstances of business. All revisions are deemed to have consent from respective boards within the group.

Annex 1- Definitions and explanations

A. What is Bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. Examples include:

Offering a bribe

You offer a potential business partner tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer 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 Summit. It may also be an offence for the potential client to accept your offer.

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. 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

You arrange for the organisation to pay an additional payment to a foreign official to speed up an administrative process, such as clearing items through customs.

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.

B. HOSPITALITY AND GIFTS

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties and the giving or receipt of gifts.

Normal and appropriate hospitality and gifts would include occasions 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 favours or benefits;
- (b) is given in our name, not in your name;
- (c) does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (d) is appropriate in the circumstances. For example, in Bangladesh it is customary for small gifts (souvenirs/ sweets etc.) to be given at Bengali New Year;
- (f) taking into account 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 relevant board Directors of the entities.

C. 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.

D. Facilitation Payments and Kickbacks

Summit 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.

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 relevant board Directors.

Kickbacks are typically payments made in return for a business favour 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.

E. Some Potential 'red flags' to learn about and report to while dealing with 'third parties'

If you encounter any of these red flags while working for us, you must report them promptly to your manager or to the GCO:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;

- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) you receive an invoice from a third party that appears to be non-standard or customised;
- (j) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (k) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (l) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- (m) you are offered an unusually generous gift or offered lavish hospitality by a third party.

Annex 2 – Statement to go on the Summit websiteStatement to go onto the Summit Website**Bribery and Corruption – our public statement**

Summit and its subsidiaries are committed to complying with all applicable laws and best corporate governance practices, wherever we operate. It is a core aspect of our mission to act with integrity in all of our operations. The Board of Directors of Summit and its subsidiaries expects all employees to comply with both the letter and spirit of the law and governance codes.

Summit and its subsidiaries affirm that will not pay or procure the payment of a bribe or unlawful fee to encourage the proper performance of a task or one which is intended or likely to compromise the integrity of another. We will not accept any payment, gift or inducement from a third party which is intended to compromise our own integrity.

Summit and its subsidiaries have communicated this policy to all their employees, to ensure that their commitments to integrity and legal compliance are followed.

When contracting with a third party we will insist that they acknowledge our commitment to good governance and that they in turn require the same high standards of those they engage.

Any person who believes that Summit and its subsidiaries or its staff are involved in bribery and corruption is encouraged to report their concerns to the GCO or the Internal Audit.