



**Approved by the resolution of the Board of Directors
of RETAL INDUSTRIES LIMITED dated 01 November, 2018**

**THE RETAL GROUP
CORPORATE ANTI-CORRUPTION AND ANTI-BRIBERY POLICY**

Version 2018-03

1. INTRODUCTION

1.1. The RETAL Group considers its reputation for conducting business in a fair and ethical way as one of its core assets, and commits to apply all efforts to maintain its good name.

1.2. The term “RETAL Group” as used herein means RETAL INDUSTRIES LIMITED, a company organized and existing under the laws of the Republic of Cyprus, having its registration number HE 115887 and registered office at Epimitheos 6, Industrial Area A, 3056 Limassol, Cyprus, and its direct and indirect subsidiaries (each a “Company”).

1.3. The mandate of this Policy covers all Companies of the RETAL Group and their directors, managers, officers, and employees of the RETAL Group (the “employee” or the “employees”).

2. PURPOSE AND SCOPE

2.1. The purpose of this RETAL Group Corporate Anti-Corruption and Anti-Bribery Policy (the “Policy”) is to reiterate the commitment of the RETAL Group and each separate Company to comply with the anti-corruption and anti-bribery international principles and standards, laws, rules and regulations applicable in the countries where the RETAL Group conducts its business, including those provided for in the United Nations Convention against Corruption, the Civil Law Convention on Corruption of the Council of Europe, the Criminal Law Convention on Corruption of the Council of Europe, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, laws and regulations in the countries where the RETAL Group Companies carry out their operations, and to ensure that the business of each Company and the RETAL Group in general is conducted in an honest and socially responsible manner.

2.2. Corruption in its general sense is any dishonest activity in which a person acts contrary to the interests of the state or entity and abuses his/her position in order to receive or maintain any personal benefit or advantage for him or herself, or for another person or entity.

2.3. Bribery means:

- the promise, offering, giving, or authorizing to promise, offer, or give, to a public official, company, organization and other types of entities, an individual, an officer or an employee of an entity (the “recipient”), directly or indirectly, of an undue advantage, for the recipient himself, herself, itself or another person or entity, in order that the recipient act or refrain from acting in the exercise of his or her official duties, his, her or its business purpose or his or her management or employment duties in order to obtain or retain business or other undue advantage in relation to the conduct of the Company’s business; and
- the solicitation or acceptance by an employee of the Company, directly or indirectly, of an undue advantage, for the Company’s employee himself or herself or another person or entity, in order that the Company’s employee act or refrain from acting in the exercise of his or her statutory, management and/or employment duties.

2.4. This Policy is intended to supplement the applicable laws, rules and regulations prohibiting and establishing liability for corruption and bribery in the countries of operation of the RETAL Group. The definitions of corruption and bribery set forth in Sections 2.2. and 2.3. are without prejudice to any other definitions or interpretations of the said terms under the applicable laws that shall be incorporated into the definition of the terms given herein above. Such terms may have different interpretation in different countries. In case of concern, please refer to Legal Department specialists for advice prior to launching any activity, which may be qualified as related to corruption or bribery to ensure your actions are in compliance with the present Policy and the applicable laws and regulations in respective country.

3. ANTI-CORRUPTION AND ANTI-BRIBERY STATEMENTS

3.1. The employees of the Companies of the RETAL Group are strictly prohibited from acts of corruption and bribery.

3.2. In particular, but without limitation, the employees of the Companies are strictly prohibited from promising, offering, giving, or authorizing to promise, offer or give, soliciting or accepting bribes in the course of performance of their duties, including without limitations carrying out sales and procurement operations with customers, contractors, other business partners of the Company, and liaison with governmental bodies and public officials.

3.3. The prohibitions set forth herein apply irrespective of the form of the bribe (cash payments as bribes, kickbacks, service fees, agency remuneration, pecuniary gifts, the provision of services or other benefits, offering of employment to a relative of the person being bribed, grant of a contract or another business opportunity, etc.) and grantor or recipient of the bribe which could be without limitation a governmental or other public body or official, political party or another nonprofit organization, institution or foundation, including their members, officers, and employees, public or private corporation, company, its directors, officers, or employees, private entrepreneur or individual.

4. RECORD KEEPING

4.1. All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with due accuracy and completeness, and must be kept in compliance with the applicable laws and accounting principles.

4.2. No accounts must be kept "off the record" to facilitate or conceal improper payments.

4.3. Employees of the Companies shall undertake due care and diligence in respect of entering into any contractual relationship with a potential counterparty pursuant to the procurement, risk management and other internal procedures of their respective Companies.

5. GIFTS, MEALS, HOSPITALITY AND ENTERTAINMENT

5.1. The RETAL Group acknowledges that promotional expenditures, including gifts, meals, hospitality and corporate entertainment, may be necessary from time to time to improve the overall impression of the relevant Companies and the RETAL Group in general on the market, to present the products offered by the Companies in a more efficient way, and to build up new business relationships. Any such expenditures shall be preapproved by the senior management of the relevant Company. Such expenditures shall be modest, infrequent, reasonable and proportionate, and must not create any obligations whatsoever for a Company, customer and/or its employees. The gifts of money shall never be provided.

5.2. As regards to receiving gifts the following rules shall apply: (a) gifts and favors shall never be solicited; (b) minor gifts that cannot be misconstrued as being a bribe may be accepted if they do not put the recipient under any obligation or affect his/her impartiality; (c) the gifts of money shall never be accepted; and (d) where offeror of a gift is not a business partner or potential business partner (including their parent, subsidiary or an affiliate) of the relevant Company, acceptance of any gift from such offeror is prohibited in the course of business.

5.3. When deciding whether certain promotional expenditures are appropriate, employees also must take into account any past, pending or future business or administrative matters that are within the recipient's realm of influence. The timing and context surrounding such gifting must be weighed in order to assess whether any particular gifting could objectively be perceived to be a bribe.

5.4. All promotional expenditures shall be properly documented and recorded in the accounting books of respective Company.

5.5. Notwithstanding any provisions of this Section 5 to the contrary, the employees shall not receive gifts in any form that may somehow influence on the due performance of an employee's obligations with respect to the offeror of the gift or a third party represented by the offeror.

6. DONATION

6.1. It is sometimes permissible to make donations directly to a government agency or public organization (rather than to an individual government or public organization official) as part of a charitable effort or to promote goodwill through such actions as providing free product to a government agency picnic or government-sponsored celebration. Any such expenditures shall be preapproved by the senior management of the relevant Company and by the appropriate management body of the Company if necessary according to its charter document.

6.2. For donations for government agencies or public organizations the following rules shall apply: (a) there is no expectation that the donation is given in exchange for any return favor or business advantage from the government or public organization (quid pro quo); (b) the donation is not made directly to an individual government official, and there is no indication that the donation will be redirected to an individual official's personal use; and (c) the donation is infrequent and reasonable in amount under the circumstances.

6.3. Donations to private charities shall not be made in the name of a government official, as a donation to an official's favorite charity, could be viewed as a bribe.

7. REPORTING AND WHISTLEBLOWING

7.1. If an employee becomes aware of any actual violation of this Policy or believes that such violation will be committed, or if such reporting is expressly required by this Policy, the employee should report the said circumstances or his/her good-faith complaints and concerns as soon as practicable. Employees at all times should support, assist, and cooperate with the officers engaged in the investigation of the reports.

7.2. The Company welcomes good faith initiative of any third party to report any actual or suspected violation of this Policy and concerns.

7.3. All reports and notices may be sent via the RETAL Group whistleblower channel at the Company's website at www.retalgroup.com, by email at whistleblower@retalgroup.com or by post to

RETAL INDUSTRIES LIMITED
to the attention of Chief Legal Officer
Epimitheos, 6 Industrial Area A,
Limassol, 3056, Cyprus

7.4. The Company shall support its employees and appreciate third parties (further - "whistleblowers") raising genuine concerns on the matters related to commitment of acts of corruption and bribery they have become aware of, even if they turn out to be mistaken. Any form of retaliation or harassment against reporting employees is strictly prohibited. The Company's management and officers shall take disciplinary actions against any and each of the employees who threatens or is engaged in retaliation, retribution or harassment of any person who has reported or is considering reporting a concern in good faith.

7.5. In order to enable the Company to effectively evaluate and investigate the report, whistleblowers are urged to provide a detailed description of the matter. All notices may be submitted anonymously, however, reporters are encouraged to provide the Company with their names and contact details (email, telephone number), since it may help in the investigation and let the Company inform the whistleblower of the results thereof.

7.6. All reports and notices shall be received and processed in accordance with the RETAL Group whistleblowing protocol. The Company shall do its best to maintain confidentiality of the identity of the reporting person to the extent it is allowed to do so by the applicable laws and such practice does not preclude prosecution of violators and the appropriate legal procedures.

8. ADVICE AND INTERPRETATION

8.1. Each Company shall appoint an employee that will be in charge of advising other employees on application and interpretation of this Policy as well as processing of the reports made pursuant to Section 7.1 and passing them to the senior management of the relevant Company. Unless another officer is appointed, the Company's Chief Executive Officer (Manager, General Manager, etc.) ("CEO") shall be responsible for the due performance of that function.

8.2. The Companies are encouraged to arrange trainings with respect to this Policy for their employees from time to time, as may be reasonably necessary or required by law.

8.3. Any other internal rules and policies adopted by the Companies that are impacted by this Policy, shall be interpreted consistent herewith.

9. EXECUTION AND MONITORING COMPLIANCE

9.1. The CEO of the relevant Company must ensure: (a) applicability of this Policy to all employees, agents, consultants, and any other third party intermediaries when acting on behalf the Company, and (b) compliance of the Company's activity to the provisions of this Policy and the applicable laws.

9.2. For this purpose, the CEO: (a) may issue specific anti-corruption guidelines to conform to local laws, but such guidelines must always meet or exceed the principles outlined in this Policy; (b) shall monitor the effectiveness and review the implementation of this Policy, considering its suitability and adequacy for the applicable business environment.

9.3. All employees of the Companies are welcomed to provide their feedback to their supervisors on this Policy and suggest ways in which it might be improved. Such feedback shall be collected by the Company's CEO and passed to the RETAL Group Chief Legal Officer with a proposal on amendment or modification of this Policy.

10. LIABILITY

10.1. Any employee who violates any provision of this Policy shall be liable to disciplinary sanctions, civil and/or even criminal liability per local acts of the relevant Company and the applicable laws.

10.2. In addition to Section 10.1, failure to report any actual or potential violation of this Policy by an employee having direct knowledge of such violation, as well as hindering investigations of such violations in any way may give rise to the liability as stated above.

10.3. The Companies shall impose disciplinary actions, including termination of employment, at their reasonable discretion, subject to the relevant circumstances and pursuant to the applicable laws.

10.4. The Companies shall reserve their right to report any violations of this Policy committed by their employees to the appropriate law enforcement bodies. This right is without prejudice to any other remedies that may be available to the Companies under the applicable law, including imposition of disciplinary sanctions on the employees as stipulated in Sections 10.1. – 10.3.