



UNIVERSAL ENGINEERING SYSTEMS LIMITED


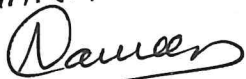
DISTRIBUTORS, DESIGNERS & CONTRACTORS

AIR CONDITIONING, REFRIGERATION & MECHANICAL VENTILATION SYSTEMS

ANTI-BRIBERY POLICY

FOR

UNIVERSAL ENGINEERING SYSTEMS LIMITED

TITLE:	ANTI-BRIBERY POLICY	
REVISION: 09:2021	UESL_EHS_ESHPM__01/09_2021	
NAME DESIGNATION SIGNATURE	MRS. NAJREEN ALAM MANAGING DIRECTOR 	DATE: 05th Nov 2021



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ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT

ANTI-BRIBERY AND CORRUPTION POLICY

1. Introduction

Universal Engineering Systems Limited demands the highest standards of integrity and ethical conduct in its business dealings. Universal Engineering will not tolerate any bribery or corrupt practices related to its business activities from its employees or business partners. It is committed to transparent reporting and to taking all other reasonable measures which avoid Universal Engineering's involvement in bribery or corruption.

Bribery and corruption undermine the rule of law and the principle of fair competition. Such activities entrench bad governance, hindering efforts to alleviate poverty and often contributing to economic instability and human rights abuses. Whilst the risk of bribery exists in all geographies, sectors and transactions, Universal Engineering understands that steps can be taken to mitigate the inherent risk of corrupt behaviors. This Anti-Bribery and Anti-Corruption Policy (the "Policy") aims to inform Universal Engineering's management, employees and business partners about our intention to closely monitor corruption risk and to take immediate action if evidence of corrupt activity is suspected

2. Objective of the Policy

The objective of this Policy is to provide a procedure by which Universal Engineering conducts its business, ensuring honest and ethical business practices which reflect the highest standards of integrity and in compliance with all applicable laws and regulations.

3. Application of the Policy

This Policy applies to all Universal Engineering employees, contract staff or business partners working on our behalf ("Universal Engineering Employees"). Universal Engineering Employees must never accept or give a bribe, facilitation payment, kickback or other improper payment under any circumstances.

This includes transactions with:

- (a) Foreign or domestic government officials.
- (b) Any private company or person.

This applies:

- (a) In the conduct of domestic or international business
- (b) Where payment is received directly or where it is received through a third party (agent, Contractor, representative, distributor, or business partner).

4. Management Responsibilities

Universal Engineering management takes responsibility for encouraging a transparent and ethical culture at Universal Engineering Systems Company.

Their role includes:

- (a) Regularly undertaking periodic and high-level risk assessments of its business activities
- (b) Responsibility for ensuring that the Policy is well communicated to Universal Engineering's Employees, contractors, suppliers and business partners alike.



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- (c) Encouraging trust and dialogue with employees, so that they can voice their concerns if they witness any dishonest activity.
- (d) 'Leading by example', behaving with utmost integrity at all times.

5. Prohibited Behaviors

Universal Engineering prohibits the following behaviors from its employees:

- (a) Bribery of national public officials or private sector counterparts, including facilitation payments
- (b) Bribery of foreign public officials and officials of public international organizations.
- (c) Embezzlement of property in the private sector.
- (d) Abuse of function.
- (e) Illicit enrichment.
- (f) Laundering or concealment of proceeds of crime.
- (g) Obstruction of justice.

6. Prevention of Improper Payments

Universal Engineering Systems Limited strictly prohibits the use of improper payments. This includes;

- (a) The improper or concealed use of 'kickbacks', subcontracts, purchase orders, consultancy agreements or payment of agents to secure business or profit.
- (b) The direct or indirect offer, payment, soliciting or acceptance of bribes. For the avoidance of doubt this includes:

To directly or indirectly offer, give or agree to give or offer a loan, reward, advantage or benefit of any kind to a public official, political party, party official or political candidate as consideration for an act or omission by the recipient in connection with the performance of the recipient's duties or functions with the government. Examples include applications for environmental permits, customs procedures or judicial proceedings.

To induce an official to use his or her position to influence any acts or decisions of government for the purposes of obtaining an advantage in the course of business, agree, or comply with any demands for a bribe made by a public official

7. Gifts and hospitality

Universal Engineering recognizes that reasonable and proportionate gifts and hospitality are a legitimate contribution to good business relationships between Universal Engineering and its business partners. However, judgment must be used to ensure these are reasonable and ethical. For instance:

- (a) The cost or expense of a gift, meal or entertainment must be reasonable and in good faith directly connected to a legitimate business promotional activity or the performance of existing contracts.



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(b) When considering what a reasonable expense is, Universal Engineering Employees should consider the frequency with which such expenses are incurred for a particular official.

(c) Universal Engineering Employees are forbidden from soliciting gifts or hospitality, and Universal Engineering Employees must endeavor to avoid conflicts of interest and the appearance of conflicts of interest.

(d) Some examples of impermissible gifts include:

(i) Any gift or entertainment that would be illegal (anything offered to a government official in breach of local or international bribery laws).

(ii) Gifts or entertainment involving parties engaged in a tender or competitive bidding process.

(iii) Any gift of cash or cash equivalent (such as gift certificates, loans, stock, stock options).

(iv) Any gift or entertainment that is a 'quid pro quo' (offered for something in return).

(v) Any entertainment that is indecent or sexually oriented.

8. Supply Chain Risk Management

When selecting potential business partners, Universal Engineering endeavors to work with those that are likeminded in their approach to maintaining high ethical standards as well as demonstrated legal and regulatory compliance. Universal Engineering will include risk management measures in its procurement practices, for example:

(a) Universal Engineering's contractual terms will contain an ethical policy, including a statement on bribery and corruption.

(b) Before entering into a new contractual relationship, Universal Engineering will undertake:

(i) An internal corruption risk assessment.

(ii) A due diligence review of the business partner.

(c) Once the business relationship is successfully approved, periodical review of the business relationships will be ongoing, although the level of oversight required will vary depending on the risks identified upon initial assessment.

9. Training and Communication of the Policy

A copy of this Policy has or will be made available to all Universal Engineering Employees as well as its auditors, legal counsel and other advisors.

Universal Engineering will provide periodic compliance training on this Policy and good practices.

The aims of the training are:

(a) To ensure that the Policy is consistently taken into account by Universal Engineering Employees during all their business dealings.

(b) To provide practical assistance to Universal Engineering Employees on how they should respond and exercise good judgment to situations where it may be unclear what qualifies as improper payments or corruption.



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10. Reporting Violations

Universal Engineering Employees that become aware of actions which could constitute a violation of this Policy are required to report it to their immediate supervisor. However, if the Universal Engineering Employee is not comfortable reporting the matter to their immediate supervisor, or does not feel their immediate supervisor has taken sufficient action, they are encouraged to report the matter to the Human Resource Officer or the Chief Executive Officer.

No Universal Engineering Employee will suffer undue consequences for:

- (a) Reporting suspected or actual violations
- (b) If Universal Engineering loses business opportunities as a result of his or her refusal to pay or accept bribes.

11. Consequences of Non-Compliance with Policy

Any Universal Engineering Employee who is found to be giving or taking bribes or partaking in any other corrupt acts will be subject to disciplinary action which may ultimately lead to dismissal. The violation of this Policy may also be a violation of certain laws and, if appropriate, Universal Engineering may refer the matter to the appropriate regulatory authorities which could lead to criminal proceedings.

12. Remedial Measures

Should evidence of corrupt practices be uncovered, Universal Engineering will consider a full range of remedial measures including but not limited to:

- (a) Voluntary restoration of damages or loss caused by the offence.
- (b) Recovery of ill-gotten gains (e.g., proceeds of the corrupt act).
- (c) Acceptance of an external compliance monitor.
- (d) Corrective organizational actions (e.g., removal or other disciplinary measures against responsible employees).

13. Review of Policy

This Policy will be reviewed and evaluated regularly by the Board of Directors and the Management. The review will consider:

- (a) Whether the Policy is effective in ensuring compliance by Universal Engineering Employees
- (b) Any updates and recommendations from recognized international anti-bribery and corruption NGOs and bodies, for example:
 - (i) Ethics and anti-corruption commission of Kenya.
 - (ii) Guidelines relating to Principle of the Kenyan constitution.
 - (iii) The United Nations Convention against Corruption ("UNCAC").

