



BRIBERY POLICY



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A. General

1. What is the purpose of this document?

- 1.1. ADBLU Group of companies (ADBLU CONTRACTING LLC and ADBLU INTERNATIONAL (ADBLU) and its management are committed to upholding the highest legal, moral, and ethical standards in all of ADBLU's business dealings in all jurisdictions in which ADBLU conducts its business.
- 1.2. This document establishes ADBLU's position in respect of anti-corruption legislation that applies to its business, including, but not limited to the following:
 - 1.2.1. Prevention and Combating of Corrupt Activities Act of South Africa;
 - 1.2.2. UAE Penal Code articles 234 to 239
 - 1.2.3. UK Bribery Act; and
 - 1.2.4. U.S. Foreign Corrupt Practices Act (FCPA).
- 1.3. ADBLU further ascribes to the anti-corruption principles set out in the United Nations Global Compact and the Organisation for Economic Co-operation and Development (OECD) convention on Bribery and Corruption.
- 1.4. Section B of this document sets out ADBLU's Policy principles. Section C deals with guidelines that are intended to explain and clarify each of the elements of the Policy. It also sets out relevant procedures that prescribe the practical application of the Policy under specific circumstances. Section D deals with the risk assessment to be conducted by ADBLU prior to entering new markets and jurisdictions to conduct its business.

2. Revision history

The Policy has been approved by ADBLU management. The Policy will be periodically reviewed by ADBLU management and its legal advisors to ensure that it remains up to date and as practical as possible. The Policy may be amended or changed by ADBLU at any time.

3. Who must comply with this Policy?

This Policy applies to:

- ADBLU and its subsidiaries (ADBLU Group);
- All directors, officers and employees of the ADBLU Group (Employees);
- All intermediaries or any third parties, regardless of title, who represent the ADBLU Group; acts with discretion on its behalf; or acts jointly with it, including agents, consultants, lobbyists, suppliers and subcontractors, transportation or logistics providers, customs clearing agents, brokers, and joint venture partners (Business partners); and
- Any non-ADBLU Group third parties operating under a power of attorney granted by the ADBLU Group.

4. Why does ADBLU have this Policy?

In certain of the markets in which the ADBLU Group operates, we encounter:

- (i) Government Officials who engage in commercial and financial activities for their personal benefit, particularly at border posts;
- (ii) corruption which is commonplace and entrenched; and
- (iii) legal standards which are unclear and inconsistent on the treatment of Bribery and Corruption and the enforcement of sanctions against such conduct.

The prohibitions and limitations set forth in this Policy have been developed to guide all entities within the ADBLU Group as well as all ADBLU Employees in their interactions with Government Officials as well as with individuals in the private sector.

5. What are the responsibilities of ADBLU employees?

- 5.1. The CEO is ultimately responsible for compliance with laws and regulations, including anti-corruption laws.
- 5.2. All of senior management is accountable for compliance with anti-corruption laws, within their area of responsibility.
- 5.3. The designated Compliance Officer must:
 - 5.3.1. Report on all matters set out in in this Policy (including its Annexures) to the CEO;
 - 5.3.2. Administer (or appoint someone to administer) the anti-corruption laws training programme;
 - 5.3.3. Ensure that a complete and updated record of all training sessions is kept;
 - 5.3.4. Ensure that reported anti-corruption law violations are properly investigated and the findings reported directly to the CEO;
 - 5.3.5. Ensure that employees are adequately and properly advised on anti-corruption law queries;
 - 5.3.6. On instruction by the CEO and in consultation with legal advisors, respond to requests for information from the authorities.
- 5.4. Individuals in other departments of the business, including the Human Resources department, must on request assist with administrative tasks relevant to the implementation of the Policy.
- 5.5. Experienced professionals in the field of anti-corruption laws may be tasked to provide ad hoc assistance and advice, when required.
- 5.6. Anti-corruption laws are general and its application in some respects vague. Exact interpretation is often uncertain. Few employees can be experts on the law, but ADBLU expects and insists that each Employee learn:
 - 5.6.1. What actions are specifically required or prohibited by the anti-corruption laws; and
 - 5.6.2. To recognise areas where problems may arise, so that Employees can obtain advice from ADBLU's Legal/Compliance Departments.
- 5.7. No Employee may act in any manner which is inconsistent with this Policy, may qualify or compromise it, or may authorise or condone violations.
- 5.8. All Employees who are likely to deal with matters that may pose a risk to the ADBLU Group ("relevant employees"), are required to undergo training in regard to anti-corruption legislation and to sign a self-certification / declaration that they will not engage in corrupt practices in contravention of this Policy.
- 5.9. Relevant employees include the following:
 - 5.9.1. Board and management;
 - 5.9.2. All Employees who attend industry, trade or professional association meetings,

(“market intelligence”);

- 5.9.3. All Employees who are involved in tenders;
- 5.9.4. All employees employed who may be involved in sourcing new work opportunities, negotiating contracts, liaising with government officials in any capacity or authorising payments;
- 5.9.5. All employees involved in the appointment of subcontractors;
- 5.9.6. All Employees involved in the structuring of customer or supplier agreements or who interact with customers on a daily basis (“market facing” employees); and
- 5.9.7. All Employees engaged in logistics and/or customs and border post activities, including drivers.

6. What are the obligations of Business partners?

Certain Business partners are required to sign a compliance certificate to verify that they have not participated in or supported any corrupt or anti-competitive conduct prior to their engagement with ADBLU Group in relation to a project nor are they participating in any corrupt or anti-competitive conduct whilst engaged on any project.

7. Entry into new markets and jurisdictions, corporate restructures, mergers, and acquisitions

- 7.1. Prior to entering new markets or jurisdictions where the risk of corrupt activity is perceived as high, the relevant ADBLU management shall as part of its preliminary due diligence perform a Bribery and corruption risk assessment (Section D of this Policy);
- 7.2. Prior to entering into any corporate action, including issuing, buying or selling of shares, shareholders’ agreements, joint venture agreements and purchase and sale of a going concern (Transaction Agreements), the ADBLU Group Legal Department must be notified of any such transaction;
- 7.3. In concluding these Transactions Agreements, ADBLU will perform any necessary due diligence to determine the existence of any corrupt activity; and
- 7.4. Where a business to be acquired or merged has previously been found guilty of engaging in anti-corruption law violations, while concluding the Transaction Agreements, the adoption of this Policy from the closing date of the transaction shall become a material term thereof.

8. Reporting procedures

- 8.1. If Employees have been involved in or become aware of any violation of anti-corruption laws by another Employee, it is the Employee’s responsibility to report such conduct to the Employee’s line-manager or any member of the Legal/Compliance Department.
- 8.2. Under ADBLU’s Whistleblowing Policy, retaliation, retribution against or harassment of any Employee, who, in good faith, reports a violation of this policy, is strictly prohibited and is grounds for disciplinary action, including dismissal.
- 8.3. In circumstances where an Employee wishes to report violations anonymously, the Employee can report the conduct through the ADBLU email address: info@adblu.com
- 8.4. ADBLU will investigate each reported violation and will take the appropriate action, which may include a warning, suspension, or termination. All Employees have a responsibility to assist and co-operate in any investigation conducted by ADBLU or by any relevant authorities.

Consequences arising from violations of this Policy can be serious and may expose the ADBLU Group and its Employees to litigation and fines and harm our reputation and competitive position. Employees will be subject to disciplinary measures and may face dismissal in the event they contravene the relevant legislation in the territory of ADBLU's operations and all applicable laws, this Policy (including the guidelines and procedures set out herein), or are negligent in performing any managerial responsibilities necessary for the prevention of a violation of anti-corruption legislation.

This document should be read in conjunction with all the applicable policies of the ADBLU Group.

B. ADBLU Anti-Bribery and Corruption Policy

In order to give effect to the principles of anti-corruption laws, the ADBLU Group is committed to the following **Policies** which guide the conduct of Employees.

It is the policy of the ADBLU Group:	
	Not to engage in bribery
	Not to pay facilitation or “grease” payments
	Not to use third parties as conduits for the payment of bribes
	Not to make inappropriate political contributions or make inappropriate use of these services of Government Officials or related parties.
	To only give or receive gifts that are authorized in terms of our Code of Conduct and Gift Policy
	To maintain a system of internal accounting controls that accurately reflect transactions regardless of financial materiality
	To report and investigate any instance of bribery and corruption without fear of retribution
	To use all legal remedies and sanctions at our disposal to address corrupt conduct and to recover losses or damages arising from corruption

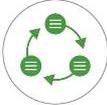
C. Guidelines and procedures: What does the Anti-corruption Policy mean in practice?

1. Guidelines: Do not engage in bribery

<p>ADBLU Group Policy</p> 	<p>It is the policy of the ADBLU Group not to engage in the act of bribery</p>
<p>What is a "bribe"?</p> 	<p>A bribe takes place when you</p> <ul style="list-style-type: none"> • offer, promise, authorize or pay someone • anything of value • to misuse his or her position to obtain an improper business advantage. <p>Bribery also occurs when someone requests or accepts anything of value to misuse her of his position in return for an improper business advantage.</p> <p>In other words: both the giver and the receiver of the object of value are guilty of bribery.</p>
<p>Who is someone?"</p> 	<p>"Someone" includes Government Officials as well as individuals in the private or commercial sector.</p> <p>A Government Official is:</p> <ul style="list-style-type: none"> • Any elected or appointed government official or employee, no matter what level (for example, local, provincial, state, or national) or branch (for example, legislative, executive, or judicial); • Any employee or other person acting for or on behalf of a Government Official, agency or enterprise that performs a government function; • Any political party, officer, employee or other person acting for or on behalf of a political party; or • Any candidate for public office. <p>"Government" includes all levels and subdivisions of government i.e., local, provincial, state, regional, national, as well as the administrative, legislative, judicial and executive branches</p>
<p>What is "anything of value"?</p>	<p>"Anything of Value" includes, but is not limited to:</p> <ul style="list-style-type: none"> • Cash and cash equivalents (such as gift cards); • Gifts, travel, meals, and entertainment; • Use of vehicles;

	<ul style="list-style-type: none"> • Accommodations or valuable favours, such as educational and employment opportunities for friends and relatives; or • Loans and use of vacation property. <p>For purposes of this Policy, a “Thing of Value” has no minimum value. Even a small gift is a “Thing of Value.”</p>
<p>What is “an improper advantage”?</p> 	<p>An improper advantage includes things like:</p> <ul style="list-style-type: none"> • Obtaining or retaining business; • Obtaining preferential treatment; or • Securing political or business concessions.
<p>Procedures</p> 	<p>Employees must report actual or suspected violations of this Policy or any anti-corruption law by the ADBLU Group, a ADBLU Employee or any third party.</p> <p>You can report bribery and corruption to</p> <ul style="list-style-type: none"> • the relevant line manager or • any member of the Legal/Compliance Departments or • anonymously through the ADBLU Group’s email address: info@adblu.com <p>Anti-corruption laws requires that any person who holds a position of authority and who knows or ought reasonably to have known or suspected that any person has committed the offence of bribery or must report such knowledge or suspicion to any police official.</p> <p>Any person who fails to do this is guilty of an offence.</p> <p>Once reported, the police official concerned must take down the report in the manner directed by the national Commissioner, and forthwith provide the person who made the report with an acknowledgement of receipt of such report.</p>

2. Guidelines: Do not pay facilitation fees

<p>ADBLU Group Policy</p> 	<p>It is the policy of the ADBLU Group not to pay facilitation or “grease” payments</p>
<p>What is a “facilitation or grease” payment?</p> 	<p>Facilitation or grease payments are payments</p> <ul style="list-style-type: none"> • to a Government Official • made in order to secure or expedite the performance of • routine, non-discretionary government action. <p>In other words, these are payments that are requested in addition to that which you would normally pay for a service in order to ensure that you get results or alternatively to get it done more quickly.</p> <p>Examples of scenarios where “facilitation payments” (bribes) are often asked for by government officials:</p> <ul style="list-style-type: none"> • Safety payments where you are required to make a payment to prevent harm to yourself or others or property of the ADBLU Group; • Cash payments or gifts to officials to get customs clearance or pass border security; • Payments to get access to information (e.g. forms or company records) that you are legally entitled to but for which you need the help of an official to gain access.; and • Additional payments that are not on a published tariff or rate card to for example, facilitate customs services • Requests to donate or participate in “responsibility programmes” or make “charitable donations” in order to be awarded a contract.
<p>Procedures</p> 	<p>When visiting jurisdictions where the potential for corrupt activity is high, Employees should:</p> <ul style="list-style-type: none"> • Review embassy websites for security briefings or potential threats; • Make sure that you have the contact details of the local embassy; • Try to avoid situations where you could be approached for a bribe or engage in any corruption; and • Always ensure that you have the correct paperwork, documents and that you do not violate any of the country’s laws.

Important!



The ADBLU Group recognizes that there may be circumstances in which a Government Official immediately **threatens or compromises the personal safety and security** of an Employee (or another) or facilities or property of the ADBLU Group, in order to procure the payment of a bribe **under duress**.

In these cases you are to follow the procedures below.

- **Step 1:** Always exercise your best **judgment** under the circumstances – do not put yourself in danger.
- **Step 2:** If a payment is made under conditions of duress, **report** the incident immediately upon your return to the place of employment to the relevant line manager and ADBLU's Legal/Compliance Department.
- **Step 3:** The ADBLU Legal/Compliance Department will **investigate** the incident and:

- a. determine any **additional actions** to be taken, if any;
- b. **record** the matter in the **Duress Register**; and
- c. **liaise** with the Financial Director to ensure that such **payment is accurately recorded** in the ADBLU Group's books and records.

Remember: Anti-corruption laws requires that any person who holds a position of authority and who knows or ought reasonably to have known or suspected that any person has committed the offence of bribery or must report such knowledge or suspicion to any police official.

Accordingly, any facilitation payments that are reported and recorded in our Duress Register must be reported to the relevant authorities.

Any person who fails to do this is guilty of an offence.

3. Guidelines: Do not use third parties as conduits for bribery

<p>ADBLU Group Policy</p> 	<p>It is the policy of the ADBLU Group not to use third parties as conduits for the payment of bribes.</p>
<p>Who is a "third party"?</p> 	<p>An intermediary or any third party, regardless of title, is anyone who represents the ADBLU Group; acts with discretion on its behalf; or acts jointly with it, including:</p> <ul style="list-style-type: none"> ● Agents; ● Consultants; ● Lobbyists; ● Suppliers and subcontractors; ● Transportation or logistics providers; ● Customs clearing agents; ● Brokers; ● Joint venture partners; and ● Non-ADBLU Group third parties operating under a power of attorney granted by the ADBLU Group.
<p>When is someone a "conduit"?</p> 	<p>Someone is used as a conduit for a bribe when this party directly or indirectly makes or receives a payment (the bribe) on behalf of the ADBLU Group.</p>
<p>Important!</p> 	<p>It is prohibited to make or accept any of the payments discussed in this Policy directly or indirectly through an intermediary or third party.</p> <p>To minimize the risk of third parties acting as conduits for bribes, contributions by the ADBLU Group to any charities, social projects or funds, must comply and be in accordance with ADBLU's Corporate Social Investment Policy and Procedures.</p>
<p>Procedures</p> 	<p>Certain Business partners must sign a compliance certificate to verify that they have not participated in or supported any corrupt or anti-competitive conduct prior to their engagement by the ADBLU Group in relation to any project nor are they participating in any corrupt or anti-competitive conduct whilst engaged on any project</p> <p>Refer: Subcontractor, Supplier and Joint Venture Partner Compliance Certificate</p>

4. Guidelines: Do not make inappropriate political contributions or hire Government Officials

<p>ADBLU Group Policy</p> 	<p>It is the ADBLU Group’s policy not to make inappropriate political contributions or retain the services of Government Officials and related parties</p>
<p>When is a “political contribution” inappropriate?</p> 	<p>Political contributions are inappropriate and accordingly prohibited, when intended to influence or obtain a business advantage from a Government Official or related party.</p>
<p>Who is a “Government Official”?</p> 	<p>A Government Official is</p> <ul style="list-style-type: none"> • any elected or appointed government official or employee, no matter what level (for example, local, provincial, state, or national) or branch (for example, legislative, executive, or judicial); • any employee or other person acting for or on behalf of a Government Official, agency, instrumentality or enterprise that performs a government function; • any political party, officer, employee or other person acting for or on behalf of a political party, or • any candidate for public office. <p>Government includes all levels and subdivisions of government i.e. ,local, provincial, state, regional, national, and the administrative, legislative, judicial and executive branches.</p>
<p>Who are “related parties”?</p> 	<p>Care must be exercised in retaining as an employee, agent, consultant or supplier of goods or services:</p> <ul style="list-style-type: none"> • Government Officials (or former Government Officials); • individuals who have a familial relationship with a Government Official; • entities in which a Government Official has a significant investment or other financial interest; and • individuals engaged in the police or military services.
<p>Procedures</p> 	<p>All political contributions are to be approved by the CEO in accordance with the ADBLU Group’s Donations Policy.</p> <p>Where any doubt exists as to the appropriateness of a relationship, discuss the relationship with the relevant line manager or any member of the ADBLU Legal / Compliance Department.</p>

5. Guidelines: Do follow the rules when giving or receiving gifts

<p>ADBLU Group Policy</p> 	<p>It is the ADBLU Group policy to only give or receive gifts that are permitted or authorized in terms of the ADBLU Group's Code of Conduct and Gift Policy</p>
<p>What is a "gift"?</p> 	<p>Gifts include anything of value such as:</p> <ul style="list-style-type: none"> • Cash and cash equivalents (such as gift cards); • Gifts, travel, meals, and entertainment; • Use of vehicles; • Accommodations or valuable favours, such as educational and employment opportunities for friends and relatives; • Loans; and • Use of vacation property.
<p>When may you accept or give a gift?</p> 	<p>The giving and receiving of gifts and hospitality shall be in accordance with the ADBLU Group's Code of Conduct and Gifts Policy. Any and all gifts, hospitality, and entertainment provided on ADBLU Group's behalf to any recipient must be:</p> <ul style="list-style-type: none"> • Reasonable in value and appropriate to the recipient's position and the circumstances; • In accordance with customary courtesies; • Related to a legitimate business purpose; • Permitted under applicable law; and • In full compliance with applicable procedures adopted by the ADBLU Group
<p>When are gifts not allowed?</p> 	<p>While gifts and hospitality (including transportation, housing, meals and entertainment) may be appropriate in some situations, they shall not be given or accepted in violation of this Policy's prohibition on Bribery.</p>

6. Guidelines: Do keep record of all transactions

<p>ADBLU Group Policy</p> 	<p>It is the policy of the ADBLU Group to maintain a system of internal accounting controls that accurately reflect the acquisition and dispositions of assets regardless of financial materiality.</p>
<p>What is a “system of internal accounting controls”?</p> 	<p>A system of internal accounting controls means:</p> <ul style="list-style-type: none"> • The ADBLU Group reflects all acquisitions and dispositions of assets in its books; and • Records this in reasonable detail and in a way that accurately and fairly reflects these transactions
<p>Important!</p> 	<p>It is prohibited to:</p> <ul style="list-style-type: none"> • Circumvent or evade the ADBLU Group’s internal accounting controls; • Make payments with the intention or understanding that all or any part of the payment is to be used for any purpose other than the specific purpose described by the documents supporting the payment; • Make false, misleading or incomplete entries in the ADBLU Group’s books records and other business documents; • Enter into a transaction that requires or contemplates the making of false or fictitious records, in whole or in part; or • Establish undisclosed or unrecorded funds or accounts for any purpose. <p>These requirements apply to all transactions regardless of financial materiality. The penalty for attempting to disguise a payment can sometimes exceed any penalty, associated with making the payment itself.</p>
<p>Procedures</p> 	<p>All payments on behalf of the ADBLU Group must be approved and supported with appropriate documentation.</p> <p>All payments and other entries must be properly recorded in the ADBLU Group’s books and records.</p> <p>If you are ever confronted with a situation in which you have any doubt or uncertainty about the legality of a payment or expenditure, contact the relevant line manager or any member of the ADBLU Legal/Compliance Departments for advice before proceeding.</p>

7. Guidelines: Report and investigate bribery and corruption

<p>ADBLU Group Policy</p> 	<p>It is the ADBLU Group’s policy to report and investigate any instance of bribery and corruption without fear of retribution</p>
<p>Who must report bribery and corruption and why?</p> 	<p>It is the personal responsibility of all ADBLU Employees to act in accordance with the legal standards and restrictions applicable to their assigned duties to report acts of bribery and corruption.</p>
<p>Why do you not have to fear “retribution”?</p> 	<p>ADBLU has in place a Whistle Blowing Policy to ensure the protection of employees who report acts of bribery and corruption.</p> <p>All disclosures shall be treated with the highest level of confidentiality and will be investigated.</p> <p>The ADBLU Group encourages all ADBLU Employees to report, to the relevant line manager or any member of the ADBLU Legal/Compliance Departments or anonymously through ADBLU Group’s email address: info@adblu.com any instance of bribery or corruption they encounter within their scope of employment, without fear of retribution.</p>
<p>Procedures</p> 	<p>ADBLU Group personnel must report actual or suspected violations of this Policy or any anti-corruption law by the ADBLU Group, a ADBLU Employee or any third party.</p> <p>You can report bribery and corruption to:</p> <ul style="list-style-type: none"> ● The relevant line manager; or ● Any member of the ADBLU Legal/Compliance Departments; or ● Anonymously through the ADBLU Group’s email address: info@adblu.com <p>Remember: Anti-corruption laws requires that any person who holds a position of authority and who knows or ought reasonably to have known or suspected that any person has committed the offence of bribery or must report such knowledge or suspicion to any police official.</p> <p>Any person who fails to do this is guilty of an offence</p>

8. Guidelines: Address corrupt conduct and recover losses

<p>ADBLU Group Policy</p> 	<p>It is the policy of the ADBLU Group to use all legal remedies and sanctions to its disposable to address corrupt conduct and to recover losses or damages arising from corruption.</p>
<p>How does ADBLU address corrupt conduct?</p> 	<p>This Policy will be strictly enforced.</p> <p>ADBLU has a zero-tolerance policy towards bribery and corruption.</p> <p>All ADBLU line managers are responsible for ensuring the detection, prevention and investigation of corruption within their areas of responsibility.</p> <p>Reports of corrupt conduct will be investigated.</p> <p>Violations of this Policy may result in disciplinary action including dismissal.</p> <p>Violations of any applicable legislation covered under this Policy may further result in civil or criminal charges.</p>
<p>Procedures</p> 	<p>Where warranted, in the sole discretion of ADBLU Group’s management, all remedies and sanctions available within the full extent of the law will be applied and ADBLU Group reserves the right to pursue appropriate legal recourse to recover losses or damages arising from bribery and corruption.</p>

D. Annexure A: Bribery and corruption risk assessment

Consider the following when undertaking a risk assessment:

- Jurisdiction
 - Is this a high-risk country for corruption?
 - Is the hiring of local agents to facilitate business with government encouraged?
- Industry
 - Does the industry present a high risk for corruption?
 - Is the industry subject to regulatory action or legal proceedings?
 - Do any of the parties appear on a denied parties/persons list?
 - Do the parties have little or no experience in the relevant industry?
- Connection with government officials or entities
 - Does the party have frequent interaction with government?
 - Is the party wholly or partly owned by government?
 - Has the party previously worked for government, is closely connected with political elite?
- Compensation structure
 - Do success fees, bonus fees and other contingency fees form part of the compensation?
 - Is payment required by unusual means?
 - Does the payment take the form of a political or charitable contribution?
- Other
 - Are there any obligations required to enhance the organisation's chances of winning contracts?
 - Are there requests for discretionary authority to handle local matters alone?
 - Does the party refuse to sign the ADBLU Group anti-bribery and corruption compliance certificate and certify compliance with all applicable anti-corruption laws?
- Appropriate steps in your due diligence on a potential Business partner should include:
 - **Identification:** identify potential partners' full name, owners, directors and officers
 - **Public registries:** check for potential partner's ownership, directors, officers and official info/documentation
 - **Financial references and credit rating:** request potential partner's (possibly audited) financial statements (i.e. balance sheets and profit and loss statements) for the last 3 years; check credit rating on public listings or outsource a credit rating service
 - **Criminal records:** check whether potential partner, directors and/or officers have been convicted for (or involved in) acts of bribery
 - **Anti-corruption policies:** check if potential partner has an anti-corruption compliance policy or at least a code of ethics that prohibits acts of bribery
 - **Media search:** study potential partner's web-site, review its business history, to carry out appropriate research
 - **Qualifications, references:** review the curricula vitae provided by your potential partner and contact references