

## **Anti-Bribery and Anti-Corruption Policy**

### **I. Introduction**

Romar Trading Company (“Romar” or “the Company”) is committed to conducting business in compliance with all applicable laws and regulations and in accordance with the highest standards of ethical behavior at all times. As part of this commitment, Romar prohibits any activity that seeks to bribe or otherwise improperly influence a Government Official or any other entity in the public or private sector, to act (or fail to act) in a way that different from the proper performance of their role or function.

This Policy has a specific focus on US and UK anti-bribery laws, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act of 2010 (“UKBA”). These laws, along with similar laws in other countries, prohibit directly or indirectly offering, promising, authorizing, giving, soliciting, or accepting anything of value in exchange for an unfair or advantage or benefit.

This Policy sets out the responsibilities of Romar and its Employees in complying with Romar’s prohibition on bribery and related improper or corrupt conduct and provides guidance on how to identify or recognize instances of bribery or other improper or corrupt conduct.

### **II. Scope**

This Policy applies to all Romar officers, directors, managers, and employees (collectively “Employees.”).

### **III. Definitions**

*Bribery:* offering, promising, authorizing, giving, soliciting, or accepting of anything of value, directly or indirectly, in an attempt to influence a person’s actions or decisions in order to gain or retain a business advantage.

*Facilitation Payment:* minor unofficial payments to Government Officials, either directly or indirectly, to expedite or secure the performance of a routine government action (e.g., expedite visa or license application); sometimes referred to as “expediting payments” or “grease payments.”

*Government Official:* any officer, employee, or individual acting in an official capacity for or on behalf of a local, state, regional, or national government or any department, agency, ministry of a government, or public international organization (e.g., World Bank); employees of a state-owned or state-controlled entity; individuals or entities that perform a government function or public function (e.g., airports, utilities, etc.); members of a royal family.

### **IV. Summary**

Romar prohibits bribery and any other unlawful or improper payments that seek to corruptly influence any individual or entity in the performance of their role in order to gain or retain a business advantage. This includes all forms of bribery, facilitation payments, and improper gifts, meals, and entertainment. These forms of improper or corrupt payments and conduct are explained in the following sections.

This Policy requires that you:

- Communicate Romar’s standards of conduct as set out in this Policy to all relevant third parties;

- Maintain accurate books and records and ensure all expenditures are properly recorded; and
- Report any suspected or actual conduct in breach of this Policy to management.

#### **V. Prohibition on bribery**

Romar prohibits the direct or indirect offering, promising, authorizing, giving, soliciting, or accepting of anything of value. Bribery is giving, offering, or promising a benefit (monetary or otherwise) to an individual in the public or private sector with the intention of influencing him/her to take action (or fail to take action) which would result in an unfair business advantage for Romar.

While a “thing of value” certainly includes cash, it also includes cash equivalents (e.g., gift cards, vouchers), lavish or expensive gifts, entertainment, or travel, loans, stocks, free or discounted product, or offers of employment. The offering, promising, authorizing, giving, soliciting, or accepting of any of these things of value could constitute a bribe.

No Employee may:

- engage in any activity that may violate the FCPA, UKBA, or any other applicable anti-corruption laws.
- seek to influence the judgment or conduct of any third party of value with whom we may conduct business by promising gifts, payments, or any other thing of value.
- provide or authorize any facilitating or “grease” payment to any government official, directly or indirectly, to expedite an official service or function. All fees paid to government officials must be supported by government-issued receipts.

#### **VI. Prohibition on facilitation payments**

Romar prohibits facilitating payments and deems them the same as bribery. If you are requested by a Government Official to pay a facilitating payment or told that one is necessary for the Government Official to complete a routine government service, or to be completed within a specific time frame, you should firmly advise that it is the Company does not allow any such payments to be made. If pushed to make the payment, you should again refuse and inform management of the request or demand.

#### **VII. Prohibition on improper gifts and entertainment**

Romar prohibits the giving or receiving of gifts, meals, and in circumstances or situations that could give way to undue influence. Gifts, meals, and entertainment should only be provided or accepted in accordance with this Policy and the Code of Business Conduct and Ethics.

This Policy does not completely prohibit the giving or receiving of gifts, meals, and entertainment to Government Officials or any individual in the private sector, provided that those expenditures:

- are given in the name Romar and not an individual employee;
- are not lavish, unreasonable, expensive, or frequent;
- are solely for the purpose of building a general relationship;
- are not intended, and could not be perceived to be intended, to attempt to improperly or corruptly influence the performance of the recipient’s role or responsibilities;
- are given in an open and transparent manner;
- comply with any relevant laws, regulations, rules;

- comply with the giving and receiving entities' policies and procedures;
- do not include cash, loans, or other cash equivalents;
- have received prior written approval from management; and
- are accurately and completely recorded in the Company's books and records.

#### **VIII. Accounting books and records**

Romar is required to maintain internal financial recording and accounting systems and procedures to make and keep books and records that accurate and fairly reflect details of all transactions. False, misleading, or incomplete recordkeeping could result in criminal and civil penalties. Therefore, it is the Company's policy to record and report business information accurately and completely. Employees involved in creating, transmitting, or entering information into the Company's financial records must do so accurately and with appropriate supporting documentation. Entries should never intentionally conceal, falsify, or misrepresent the true nature of a transaction.

#### **IX. Failure to comply**

Bribery and the other forms of improper and corrupt payments and behaviors prohibited by this policy are also prohibited under the laws of the countries in which Romar operates or are prohibited by the countries in which our customers operate. Violations of these laws may expose Romar and its Employees to criminal and/or civil penalties, including substantial fines, exclusion from government tendering, reputational damage, and/or imprisonment.

Failure by Romar Employees to observe and comply with this Policy will be considered serious misconduct and lead to disciplinary action, up to and including termination.

#### **X. Reporting violations**

Romar understands and appreciates the value and importance of its Employees reporting suspected situations involving bribery or other improper or corrupt payments or behavior. Employees should report such violations promptly to a supervisor or management. In cases where it may be inappropriate or uncomfortable to raise a concern directly to a supervisor, you may file a report via email at [mharms@romartrading.com](mailto:mharms@romartrading.com).

All reported cases of violations or other improper activity will be reviewed and investigated and appropriate action, discipline, or corrective action will be taken. Violations of this Code or any applicable law or regulation may result in disciplinary action, including dismissal. There will be no retaliation or reprisal against any employee who reports, in good faith, an actual or potential violation.