

Anti-bribery Policy

SRK¹ expects its employees to comply with the all applicable laws pertaining to anti-bribery and corruption of public officials, and to maintain the highest ethical standards of business conduct. This Policy supplements the [Business Integrity Policy](#) prohibitions against engaging in bribery of government officials and defines employee responsibilities. This Policy applies to all officers, directors and employees of SRK.

Failure to comply with this Policy may result in significant civil and criminal penalties for SRK and the individuals involved and are grounds for disciplinary action against such individuals, up to and including termination.

General Prohibition

The law prohibits SRK, its officers, employees, and agents from giving, offering, or promising anything of value to a government official with the intent to improperly obtain or retain any business or any other advantage.

This prohibition should be interpreted broadly. The following concepts are essential to understanding the scope of the prohibition against bribing government officials.

Giving includes a payment, gift, offer, or promise, whether made directly or indirectly. This includes instructing, authorizing, allowing a third party to make a prohibited payment on your behalf or making a payment to a third party knowing or having reason to know that it will likely be given improperly to a government official.

Anything of Value includes not only cash and cash equivalents, but also gifts, entertainment, accommodations, and anything else of tangible or intangible value.

Government Official includes officers and employees, regardless of rank, of local governments, national governments, government-owned or controlled companies, and public international organizations, such as the United Nations or World Bank. "Government official" also includes political parties, party officials, and candidates for public office. Government official may also include representatives of an indigenous group. Any transactions that could be viewed as a gift or inducement should be reviewed with legal counsel.

Improperly – Improper intent exists when anything is given to an official with the intent to influence the official's acts or decisions, to induce the official to violate his or her duties, or to obtain any other unfair advantage.

Business or Advantage – Any improper payment in connection with SRK business is prohibited, including payments to obtain government business or to gain any other advantage, such as reduction in taxes, tolerance of non-compliance with applicable rules, or other favors or preferential treatment.

Business Entertainment, Gifts, and Travel Expenses for Governmental Officials

Business entertainment, gifts, and payment for travel expenses for Government Officials should be avoided in most circumstances. If in doubt, check with SRK's General Counsel who can provide written approval in certain circumstances.

In all cases that entertainment, gifts, or travel expenses are approved, the expenses must be supported by receipts and accurately recorded in SRK books. To the extent possible, all expenses should be paid directly to the vendor of the services.

Business Entertainment, Gifts, and Travel Expenses for Business Partners and Clients

Business entertainment, gifts, and payment for travel expenses for business partners and clients are acceptable within the scope of SRK's business integrity policy. All entertainment, gifts, and payment for travel expenses should be reasonable given the situation and the individual recipient. If you have any concerns about the appropriateness of the gift, it should be discussed with a Practice Leader or General Counsel.

¹ This policy is applicable to SRK Consulting (North America) Inc. and its operational subsidiaries, including SRK Consulting (Canada) Inc. and SRK Consulting (U.S.), Inc.

Consultants, Agents, and Distributors

Before retaining a consultant, agent, or distributor, SRK should conduct sufficient due diligence to enable the employee to conclude with reasonable assurance that the consultant, agent, or distributor understands and will fully abide by the Acts. To meet both the expectations of SRK's client's and SRK's legal obligations, SRK's standard agreements contain clauses ensuring each of its consultants, agents, and distributors must comply with applicable anti-bribery laws.

Facilitation Payments to Government Officials

Facilitation or "grease" payments are small payments to a low-level government employee to expedite or secure performance of a routine, non-discretionary governmental action, such as obtaining utility services or clearing customs. Facilitation payments to Government Officials are prohibited by law in all circumstances.

Facilitation Payments, Inducements and Kick-backs to Agents and Business Partners

Although not prohibited by law, SRK believes the payment of any amount to agents, intermediary consultants, suppliers, subconsultants or any other business partner in exchange for a business benefit is contrary to our values and should not be made. Reasonable amounts paid for business services are acceptable, as are gifts in accordance with local customs. For example, paying a consultant a fee for assisting in preparing a proposal is acceptable and should be covered by a written contract. Under no circumstances should any SRK staff or agents (including associates) receive payment from a third party in exchange for agreement to that SRK will provide services, or for agreeing to collude on or for not partaking in, a bid.

Obligation to speak up

As it is an offence to not stop bribery, SRK expects individuals to take proactive steps in preventing bribery and the corruption of foreign officials. Prevention of bribery by third parties is not possible in all situations, however it is expected that individuals will speak up against bribery when they judge it is safe and appropriate to do so. Where bribery is observed or suspected, please report the incident to SRK's General Counsel.

Record-Keeping

Employees must help to ensure that corporate books and records accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. It is expected that an employee will respond fully and truthfully to any questions from SRK's internal or independent auditors.

For all gifts, business entertainment and third-party travel expenses, the name of the individuals (and who they are connected to if not SRK) as well as the purpose of the expense must be submitted with the corresponding expense report.

Training

All employees are required to review the *Anti-Bribery and Anti-Corruption Compliance Training for Staff* or *Anti-Bribery and Anti-Corruption Compliance Training for MDs*. Records will be kept ensuring all staff have reviewed the videos.

Questions and Reporting Possible Violations

If you have any questions about this Policy or have information concerning possible violations of this Policy, please review the FAQ on srkNET, or contact the General Counsel's office at anott@srk.com or 604-235-8508