



GENERAL POLICIES

**ANTI-BRIBERY AND ANTI-CORRUPTION
POLICY**

RELATED POLICIES

No:

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Responsible: Human Resources

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RELATED DIRECTIVES

1. Introduction

The International Fertilizer Development Center (IFDC) is committed to conducting business in accordance with the highest ethical standards and prohibits all forms of bribery and corruption. This Anti-Bribery Policy (Global) (“Policy”) prohibits bribery of government officials (both U.S. and non-U.S.) as well as private sector (commercial) bribery, including the offering, promising, authorizing or providing anything of value to any customer, business partner, vendor or other third party to induce or reward the improper performance of an activity connected with our organization. Either a violation of this Policy or the Company’s Code of Business Conduct (“COBC”) could result in disciplinary actions including, but not limited to, termination of employment. It is therefore vital that you not only understand and appreciate the importance of this Policy, but also comply with it in your daily work. If you have any questions about this Policy or applicable Anti-Bribery laws in general, contact IFDC’s Human Resource Department or the Legal Department located at IFDC Headquarters.

2. Purpose and Scope of this Policy

This policy is intended to outline IFDC’s risks related to bribery and corruption, to highlight employees’ responsibilities under both the relevant anti-corruption laws and Company policies, and to provide employees with the tools and support necessary to identify and combat those anti-corruption risks.

3. Risks and Consequences of Non-Compliance

A violation of relevant anti-corruption laws can lead to severe civil and criminal penalties and reputational harm to IFDC. IFDC employees that violate these laws can also face severe civil and criminal penalties, including jail time. The prohibition against bribery is incorporated into our Code of Business Ethics and Conduct (COBC); thus, a violation of this Policy could also result in disciplinary actions pursuant to our COBC including, but not limited to, termination of employment.

4. Range of Application

IFDC expects all employees, officers, directors, and third parties working on its behalf to refrain from engaging in any form of bribery or corruption, irrespective of citizenship, domicile, or location. Employees of IFDC must abide by all applicable Anti-Bribery laws, including the local laws in every country in which IFDC does business (for example, federal, regional, provincial, and state laws). Virtually every country in which we operate prohibits bribery. These laws generally prohibit both bribery of government officials and private sector (commercial) bribery.

5. Forms of Bribery

5.1 Government Bribery

IFDC and its employees are prohibited from giving, promising, offering, or authorizing payment of anything of value to any government official (both U.S. and non-U.S. officials) to obtain or retain business, to secure some other improper advantage, or to improperly influence a government official's actions. Additionally, IFDC employees must also avoid the appearance of improper interactions with government officials.

5.2 Commercial Bribery

In addition to the prohibitions of bribing government officials discussed above, IFDC prohibits employees from offering or providing corrupt payments and other advantages to or accepting the same from private (non-government) persons and entities. Such payments constitute commercial bribery and are often called "kickbacks."

5.3 Facilitation Payments

IFDC's prohibition on bribery applies to all improper payments regardless of size or purpose, including "facilitating" (or expediting) payments. Facilitating payments refers to small payments to government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo. Generally, facilitation payments are prohibited by this Policy, except for a very limited set of circumstances for which prior written approval must be obtained from IFDC Legal Counsel.

6. Providing Items of Value to Government Officials

6.1 Gifts, Meals, Travel and Entertainment (GME)

It is never permissible to provide gifts, meals, travel, or entertainment to anyone (government officials or commercial partners) in exchange for any improper favor or benefit. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible. Prior approval via IFDC Legal Counsel is required before providing GME to a government official or entity.

6.2 Donations

It is never permissible to provide a donation to improperly influence a government official, or in exchange for any improper favor or benefit. It may, however, be permissible to make donations directly to a government agency (rather than to an individual government official) as part of a charitable effort. Prior approval via IFDC Legal Counsel is required before making such a donation.

6.3 Hiring or Engaging Government Officials

It is never permissible to hire or engage a government official, or his or her immediate family members, to improperly influence the official, or in exchange for any improper favor or benefit. Note that before hiring a government official (or relative thereof) Company associates must first receive legal approval via IFDC Legal Counsel.

7. Third-Party Management

7.1 Applicability to Third Parties

Third-party agents, consultants, distributors, or any other third-party representatives acting for or on behalf of IFDC (collectively, “third parties”) are prohibited from making corrupt payments on IFDC’s behalf. This prohibition also applies to subcontractors hired by third parties to perform work on IFDC’s behalf.

Any and all payments made to third parties, including commissions, compensation, reimbursements, must be customary and reasonable in relation to the services provided and accurately documented in IFDC’s books and records.

7.2 Due Diligence

All agreements with third parties that interact with government entities or officials must be memorialized in writing and include appropriate Anti-Bribery language. IFDC’s Legal Counsel shall determine the appropriate contractual language.

Once a third-party agent or consultant has been retained by IFDC, the third party’s activities and expenses must be monitored by the relevant IFDC employee to ensure continued compliance with the applicable anti-corruption laws and Company policies.

8. Reporting Violations

If you observe conduct that may violate this Policy, contact IFDC’s Legal Counsel or use IFDC’s EthicsPoint by clicking on the link shown on IFDC’s SharePoint webpage or the following web address at: [EthicsPoint - International Fertilizer Development Center](#). Suspected violations will be reviewed and investigated as appropriate and may lead to disciplinary action. Any such reporting will be treated as confidential to the extent permitted by law. IFDC strictly prohibits retaliation for good faith reports of suspected misconduct. Failure to report a violation of this Policy constitutes an independent violation of this Policy and is subject to discipline, up to and including termination of employment.