



NGD FOUNDATION'S ANTI-BRIBERY AND ANTY-CORRUPTION POLICY

1. DEFINITIONS

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain.

Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage.

Bribery and corruption can take many forms, including the provision or acceptance of:

- Cash payments;
- Phony jobs or "consulting" relationships;
- Kickbacks;
- Political contributions;
- Charitable contributions;
- Social benefits; or
- Gifts, travel, hospitality, and reimbursement of expenses.

For the purposes of this Policy, a "contractor" or "third party service provider" is defined as an entity or individual who provides, and receives payment for, services or goods related to any aspect of a NGD Foundation's project, and includes subcontractors.

2. PURPOSE

NGD Foundation is committed to conducting its business, to the best of our knowledge and belief, in accordance with all applicable laws, rules and regulations and the highest ethical standards.

The purpose of this Anti-Bribery and Anti-Corruption Policy is to reiterate NGD Foundation's commitment to full compliance by it, and its officers, directors, employees and agents with Burundi's laws on Anti-Corruption or Anti-Bribery of National or Foreign Public Officials and other any local anti-bribery or anti-corruption laws that may be applicable.

3. SCOPE

This Policy applies to every NGD Foundation employee, including senior executive and financial officers, and to members of our Board of Directors (collectively referred to as "NGD Foundation personnel") and reflects the standards to which NGD Foundation expects its business associates, partners, agents, contractors, and consultants to adhere when acting on NGD Foundation's behalf.



This Policy is intended to supplement all applicable laws, rules, and other corporate policies. It is not intended to supplant any local laws.

4. POLICY

NGD Foundation personnel and agents are strictly prohibited from offering, paying, promising, or authorizing:

- any payment or other thing of value;
- to any person;
- directly or indirectly through or to a third party;
- for the purpose of (i.e., in exchange for):
 - causing the person to act or fail to act in violation of a legal duty;
 - causing the person to abuse or misuse their position; or
 - securing an improper advantage, contract or concession;
- for NGD Foundation or any other party;

5. IMPROPER PAYMENT ACTIVITY

To promote compliance with anti-corruption laws in Burundi and other applicable jurisdictions, no NGD Foundation personnel shall undertake any Improper Payment Activity in respect of a foreign official, a domestic official, or a person doing business in the private sector.

In addition, NGD Foundation's books and records must ensure that there is a reasonable relationship between the substance of a transaction and how it is described in its books and records.

NGD Foundation has in place standards and procedures for:

- Sponsoring travel of government or government officials;
- Direct and in-kind support for government or government officials;
- Retaining third parties, including those who may interact with the government on NGD Foundation's behalf;
- Contracting with state-owned entities;
- Meals, gifts, and entertainment for government officials; and
- Facilitating payments.

6. WAIVER

There is no permitted deviation or waiver from this Policy.



7. DISCIPLINE

Any employee who violates the terms of this Policy will be subject to disciplinary action.

Any employee who has direct knowledge of potential violations of this Policy but fails to report such potential violations to NGD Foundation management will be subject to disciplinary action.

Any employee who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action.

In all cases, disciplinary action may include termination of employment. Any third party agent who violates the terms of this Policy, who knows of and fails to report to NGD Foundation management potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated. Any employee or third party agent with knowledge of potential violations of this Policy shall report same to the Board of Directors' office or a designate policy officer of NGD Foundation.

8. REVIEW AND APPROVAL

This Policy [NGD-P011-2020] was reviewed and approved by the NGD Foundation Board of Directors ("Conseil de Fondation de NGD") on the 25th day of November 2020.