

Adopted by the Decision of the Management Board of "R GROUP HOLDING" LLC dated December 12, 2024, No. RGH/1212/2024-İH



ANTI-BRIBERY & CORRUPTION POLICY

Baku 2024

1. SCOPE AND APPLICATION AREA

1.1. The present Anti-Bribery and Corruption Policy (hereinafter referred to as the "Policy" or/and "ABC Policy") is to enforce full compliance with the Code of Conduct and Ethics of "R Group Holding" LLC and the applicable anti-bribery and corruption laws.

1.2. This Policy is valid for all "R Group Holding" LLC, including its direct or indirect subsidiaries, controlled entities, affiliates, branch offices, representative offices, and joint operations (hereinafter referred to as the "Holding") and applies to all employees, as well as consultants and agency personnel who works at Holding premises or under the direction of Holding (all referred to in this Policy as the "Employees").

All board members, directors and employees of Holding must follow this ABC Policy and strictly comply with its objectives, principles and requirements.

1.3. The principles and requirements of this Policy shall also apply to Holding's business associates, which include but are not limited to clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, sub-contractors, suppliers, vendors, advisors, agents, distributors, representatives, intermediaries and investors etc.

1.4. Current Policy commits Holding to conduct business ethically and with the utmost integrity in all its operations. Holding has zero tolerance for any bribery and corruption activity.

2. PURPOSE

2.1. The current Policy is intended to outline the Holding's risks related to corruption and bribery, to highlight the Employees' responsibilities under both the relevant anti-corruption laws and Holding policies/procedures, to provide all Employees with the tools and support necessary to identify and combat those anti-corruption risks and to avoid the occurrence of improper and illegal conduct, and to encourage proper and ethical behavior in Holding in accordance with ISO 37001:2016 Anti-bribery Management System (the "ABMS") and ISO 37301:2021 Compliance Management Standards (the "CMS") issued by the International Organization for Standardization (the "ISO"), laws and regulations, other standards and worldwide best practices.

2.2. The ABC Policy is aimed to:

- outline principles for conducting business with integrity and in accordance with the highest ethical standards;
- guide the types of behavior that may give rise to violations of antibribery and anticorruption laws;
- promote a culture of honesty and openness among Holding's staff.

2.3. Holding must be able to demonstrate that it has adequate procedures to proactively prevent bribery or corruption, whether by Holding or third parties working for Holding's benefit, such as agents, suppliers, distributors, or their sub-contractors. Holding must also maintain accurate books, records, and accounts, and an appropriate system of internal accounting controls.

2.4. To ensure the effectiveness of the ABC Policy, Holding shall ensure that the above mentioned ABMS and the CMS are planned, implemented, reviewed, and improved considering Holding operations within the risk management framework.

Holding shall also ensure that the ABC Policy is communicated and understood at appropriate levels throughout Holding and is available on its website for access to all key stakeholders.

3. ROLES AND RESPONSIBILITIES

3.1. The ABC Policy has been specifically endorsed and approved by Holding's top management, whereby as R Group Holding, we are committed to the highest standards of integrity, honesty and responsible business conduct. Overall responsibility for anti-bribery and anti-corruption rests with the top management of Holding. However, all Holding employees are individually responsible for the implementation of the ABC Policy to ensure zero tolerance for bribery and corruption in their daily conduct.

3.2. All Employees shall:

- comply with all aspects of this ABC Policy and support others in doing so;
- complete training when they are required to do so by Legal & Compliance and HR Departments;
- seek additional guidance, when necessary, from their line managers or Legal & Compliance Department;
- speak-up, escalate, and report, upon becoming aware or having a reason to believe that an actual or potential bribe or any other violation of the ABC Policy has or may have occurred.

Employees are also encouraged to report any other issues, risks, or concerns related to the ABC Policy and fully cooperate with any investigation.

3.3. *Board members:*

Board members of the Holding shall set the appropriate tone from the top, including but *not limited to*:

- making staff aware through regular communication of the ABC risks faced by Holding;
- supporting a culture of transparency and sound business conduct across Holding in which bribery, and corruption, are unacceptable;
- making available appropriate resources to manage ABC risks;
- ensuring the adequacy of internal controls and systems to prevent, detect and deter ABC issues; and
- taking appropriate action when breaches of the ABC Policy are identified.

3.4. *Legal & Compliance Department:*

- review the ABC Policy at least every year, and revise and update it, as necessary;
- report on the status of Holding's Ethics and Compliance Program, at least annually, to the Board;
- establish and conduct a suitable training program, to train and certify all appropriate personnel on the compliance goals and requirements of the ABC Policy;
- provide advice to the employees and the management on the interpretation of the ABC Policy;
- acts as an escalation channel and as an independent reviewer of reported cases for further follow-up.

4. POLICY IMPLEMENTATION

4.1. Principle Objectives of the Policy

The ABC Policy reflects the commitment and dedication of the Holding, top management and employees to: (i) the highest of ethical standards in conducting its business openly and transparently, (ii) adopting best practices and standards of corporate governance and (iii) upholding the business reputation of the Holding to the high standards.

Holding's specific anti-bribery objectives are:

- to minimize the risk of involvement of the Holding in corrupt practices;
- to ensure that employees, shareholders, the investor community, counterparties, members of the governing bodies, and other relevant persons have a clear and complete understanding of the ABC Policy;
- to communicate and elaborate on the key requirements of the worldwide anti-bribery laws and any local anti-bribery laws that may apply to the Holding;
- to obtain a commitment from the top management and employees that they are knowledgeable of and are adhering to the principles and requirements of the Policy, related anti-bribery procedures and the key provisions of the applicable anti-bribery laws.

4.2. Zero tolerance for bribery and corruption

Holding and its Group Companies, their executives, directors, employees and third parties acting on behalf of the Holding are strictly prohibited from taking part in any corruptive acts, actions or activities, either directly or indirectly, in person or through a third party, including, but not limited to, offering, giving, promising, soliciting or taking bribes, grafts, facilitation payments (as defined below) in any form, including, among other things, cash (or cash equivalent), valuables, job offers, political or charitable donations, sponsorships, social investments, scholarships, services or any other gain, benefit or profit, to or from any persons or institutions, including businesses, central or local governments, public officials, private companies or their representatives.

Holding and its employees shall never provide, offer, authorize the provision of, or receive anything of value, directly or indirectly, to or from any person:

- to persuade a person to improperly perform any duty, or reward them for doing so;
- to persuade a Government Official to use their authority or influence;
- where doing so would otherwise violate applicable ABC laws or where there is a high probability a recipient would use it to violate such laws;
- where knowing or believing that the recipient is not permitted to accept the thing of value (e.g., per their gifts & hospitality policies);
- where doing so may create the perception or effect of bribery or corruption, even if the purpose or its aim is not intended as such.

4.3. Risk assessment

Holding shall ensure that a risk assessment is carried out regularly by identifying and updating the corruption risk indicators inherent in its operations and the potentially vulnerable business processes.

The risk assessment should, among other things, cover the following areas:

- Procurement process
- Due diligence process on counterparties

- Charity and sponsorships
- Licensing, permits, approvals involving public bodies or officials
- Limits on gifts and hospitality
- Employment and hiring process
- Identified violations, investigations and lessons learned

For guidance in undertaking the assessment, a Holding may refer to publications or guides such as one prepared by Transparency International titled "Diagnosing Bribery Risk – Guidance for the Conduct of Effective Bribery Risk Assessment". Holding may engage an external audit firm to conduct a bribery risk assessment by examining to what extent the existing business structures or procedures may contribute to risks and identifying the following internal factors that may have an input to the Holding's risk profile:

- Deficiencies in employee training, skills and knowledge;
- Remuneration culture that rewards excessive risk-taking;
- Unclear institutional policies and procedures on hospitality and promotional spending, political and charitable donations;
- No clearly defined financial controls;
- No clear anti-bribery message from the top management.

4.4. Prohibition of Bribery

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

4.4.2. Commercial Bribery - In addition to the prohibitions of bribing government officials prescribed above, the Holding 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."

4.5. Gifts, promotional items and hospitality expenses

4.5.1. Provided there is a legitimate business purpose, Holding may offer or accept gifts, promotional items and hospitality in the normal course of its business affairs. Expenses on gifts promotional items and hospitality, which employees may offer to, or receive from, other persons or companies on behalf of, or in relation to their work for the Holding, must meet all of the criteria as set out below:

- Must be in direct relation to the legitimate business objectives of the Holding, e.g., completion of business projects, successful execution of contracts, or to common holidays;
- Must be reasonable, substantiated, justifiable, of adequate value, and not luxurious;
- Must not be implied or treated as a covert reward for a service, action, omission, connivance, protection, grant of rights, transaction, agreement, license, permission decision, etc., or an attempt to influence the recipient with any other purpose of unlawful or unethical nature;
- Must not pose any reputational risk for the Holding, its employees or other persons in the event information about such gifts or business entertainment expenses becomes available to the general public;

- Must not conflict with the principles and requirements of the ABC Policy, Code of Conduct and Ethics, and Gift, Entertainment and Hospitality Policy, and other regulations of the Holding or the existing laws and regulations;
- No gifts in any monetary form (cash or bank transfer), in any currency, or cash equivalents (e.g., gift cards, vouchers, cryptocurrencies, stocks or bonds) are permitted on behalf of the Holding, its employees or representatives;
- Gifts and hospitality to or from public officials require approval from the hierarchical line manager;
- Offering, accepting or receiving gifts at a private address is not allowed altogether;
- Gifts and hospitality in a private capacity or outside professional duties and the ones provided within Holding (i.e., to employees) are excluded.
- Items that are widely distributed and of nominal value (e.g., pens, notebooks, promotional materials, items marked with company logo, etc.) are not considered to be gifts.

4.5.2. For additional information and consultation on gifts, promotional items and hospitality expenses of the Holding, Employees should contact Holding Legal and Compliance Department.

4.6. Charity and sponsorship

4.6.1. Holding shall not fund any charity or sponsorship activities to gain any commercial advantage or benefit for specific projects of the Holding.

Requests for charity donations or those opportunities that are identified by the Holding shall be assessed using the following criteria:

- What is the purpose of the donation?
- Is the donation consistent with Holding's charity/donation strategy and guidelines?
- Has the donation been requested by a government official(s)?
- Has the donation been requested as a favor or advantage in return for something?
- Is a government official associated with the charity and, if so, is that official in a position to make decisions concerning Holding's business?

4.6.2. For additional information and consultation on charity or sponsorship activities of the Holding, Employees should contact Holding Legal and Compliance Department.

4.7. Involvement in political activities

4.7.1. Holding shall not use its funds or resources to support any political candidate or party. Holding shall not fund any public organizations or movements to secure commercial advantages or benefits for specific projects or business activities. In general, offering, or providing political donations is not permitted.

4.7.2. It is never permissible to provide a political contribution to improperly influence a government official, or in exchange for any improper favor or benefit. Potential political contributions should go through the Compliance approval process.

4.7.3. For additional information and consultation on political contributions, Employees should contact Holding Legal and Compliance Department and Corporate Affairs and Communication ("CAC") personnel responsible for government relations.

4.8. Facilitation Payments

Holding does not recognize the legality of facilitation payments and does not delineate such payments from bribes and grafts. Therefore, Holding will not entertain any requests for facilitation payments nor will Holding offer any facilitation payments in any of the countries in which it is considering or is currently conducting business.

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 both Holding legal counsel(s) and/or compliance manager (Legal and Compliance Department).

4.9. Relations with government officials

Holding shall not pay for any expenses, such as but not limited to; travel, accommodation, meals, entertainment, PR campaigns, etc., of government officials and their family members and relatives (or in their favor) to secure commercial advantages/benefits, such as but not limited to; customs clearance, licenses, permits, taxation, etc. for specific projects or routine business activities.

Any gifts and/or hospitality to or from public officials require prior approval.

For additional information and consultation on relations with government officials, Employees should contact Holding Legal and Compliance Department.

4.10. Due Diligence

4.10.1. Holding and its employees are prohibited from engaging and using intermediaries, partners, agents, joint ventures or other persons to perform any actions that contravene the principles and requirements of the ABC Policy or provisions of the applicable anti-bribery laws. Procurement and tenders must follow a transparent and established merit-based process incorporating counterparty due diligence measures as a prerequisite for contracting.

Holding should make reasonable efforts to minimize the risk of doing business with any counterparties that may be involved in corruptive practices and activities. To this end, Holding shall evaluate the counterparty's tolerance to bribery, including a check of whether they have their anti-bribery policies and procedures and their willingness to comply with the requirements of the ABC Policy. In addition, Holding should include anti-bribery clauses in the contracts/agreements (such clauses are specified in the Appendix No 2 hereto), and facilitate the conduct of business in good faith.

4.10.2. Know Your Counterparty (KYC) is critical to mitigate bribery and corruption risks, among other risks (attached as Appendix No 3 hereto).

Holding will carry out risk-based and proportionate due diligence verification of suppliers, intermediaries, partners, agents, joint ventures and other persons to mitigate these risks as described in Counterparty Due Diligence procedures. Such procedures shall involve risk-based screening of third parties for potentially adverse information, involvement of public officials, criminal investigations, allegations or convictions, or other negative or adverse media that raises red flags regarding poor conduct or reputation. The outcome of KYC checks and mitigating measures must always be documented and available. Holding shall consider the involvement of PEPs (Politically exposed persons) as a high-risk counterparty indicator. The potential risks associated with PEPs require careful assessment and the application of additional ABC risk mitigating or preventive measures with respect to such (potential) business relationships involving PEPs. To address these risks, Holding shall have appropriate

risk management systems in place to determine whether counterparties or beneficial owners are PEPs, or related or connected to PEPs, and, if so, to conduct Enhanced Due Diligence (EDD) to determine if and when they are doing business with them. Holding shall obtain senior management approval for establishing (or continuing, for existing counterparties) business relationships with PEPs. In all cases, the approval or refusal by those involved is documented in writing.

4.11. Joint ventures, mergers, acquisitions or investments

Holding shall, in a risk-based and proportionate manner, assess and mitigate ABC risks arising from the Holding's joint ventures, mergers, acquisitions or divestments, including:

- conducting due diligence on the potential JV partner(s) and pre-existing contracts, permits or other assets;
- working with the partner(s) to implement appropriate internal controls, such as adequate books and records and auditing;
- having ABC provisions in the JV agreement;
- agreeing to post-formation monitoring of the JV and JV partner(s); and
- agreeing on an exit clause and strategy.

4.12. Employment and hiring

Holding must follow the standard recruitment, selection and screening procedures. It must be ensured that all decisions to offer paid/unpaid, internships, secondments or else are based solely on merit and are not in violation of the ABC Policy.

4.13. Trainings

Holding requires that the following employees complete Anti-Bribery training every other year:

- All department directors and managers;
- All Procurement and Finance staff employees (regardless of job grade);
- Other Holding employees that have been identified by Legal and Compliance Department as requiring training.

The required Anti-Bribery training may include in-person or online training, a web-based Anti-Bribery training course, or instructor-led training programs.

Legal and Compliance and HR departments are responsible for designing training and monitoring compliance with the Holding's online training requirements.

4.14. Audit and control

The scope of internal and external audits will periodically include a check for (i) the presence of relevant policies and adherence to the principles and requirements of those policies, (ii) compliance with applicable laws and regulations, and (iii) a determination as to what extent the information presented in the accounts is complete and accurately presented.

The audit may include spot checks of payment legitimacy and shall verify whether supporting documents are available and complete and whether the payments and expenses are in line with the ABC Policy.

Holding may engage an external audit firm to carry out regular "transaction tests", an inspection of certain selected transactions from an accounting verification perspective, to detect any 'red flags' that warrant further investigation.

5. DEFINITIONS

For the purposes of the ABC Policy and all related internal documents and activities, the following definitions shall be used.

The ABC Policy covers and prohibits the following categories of bribery:

- active Bribery (offering, promising or giving a bribe);
- passive Bribery (requesting, agreeing to receive or accepting a bribe);
- bribery involving public officials;
- bribery involving a commercial third party (non-public official).

The ABC Policy defines bribery as:

- An act of offering, promising, giving, requesting, or receipt of any gain, advantage or benefit, financial or otherwise, in return for any kind of misuse or abuse of a position of confidence, or a function, which is normally expected to be discharged without bias and partiality, or in good faith;
- A gift bestowed upon a person to influence, affect or otherwise alter the beneficiary's line. The gift can be in the form of cash, commodity, interest in a claim, property, preferential treatment, privilege, emolument, any object of value, advantage, gain or benefit, or merely a promise or commitment to induce or alter the actions of the person receiving the gift.

Corruption is the illicit obtaining by an official of material and other values, privileges or advantages, by using for that purpose his or her position, or the status of the body (*structure*) he or she represents, or his or her official powers, or the opportunities deriving from those status or powers, as well as bribery of an official by illicit offering, promising or giving him or her by individuals or legal entities of the said material and other values, privileges or advantages. Corruption entails a wide range of illegal actions where entrusted power is abused for personal gain such as bribery, embezzlement, abuse of position and etc.

Hospitality is entertainment which may be provided or received in the form of meals, hotel stays, drinks, tickets to events, visits to theatres, invitations to concerts, exhibitions, or sporting events.

The ABC Policy defines a government (public) official as any officer, employee, or agent/representative of any government or its agency, whether elected or appointed, including individuals:

- who holds a legislative, administrative or judicial office regardless of rank;
- responsible for a public function in the government;
- responsible for a function in a public agency;
- responsible for a function in a public or state-owned enterprise, acting as an instrumentality or an extension of the government;
- who is an employee of a public international organization.

The ABC Policy defines a facilitation payment as a payment made to a public or government official:

- with an aim to facilitate approval of some type of business transaction or activity.
- with the intention of expediting an administrative process.

- to incentivize said official to complete an activity or process as quickly as possible, for the benefit and in favor of the payer.

The term Employee refers to those people employed by Holding either as direct employees or service contract personnel.

Top management – a person or group of people (employees) who directs and controls the Holding or its group companies at the highest level.

Politically Exposed Persons (PEPs, also referred to in certain jurisdictions as 'senior foreign political figures') are defined as individuals who are or have been, entrusted with prominent public functions and their close family members and close associates. PEP is always a natural person, thus in the context of legal entity counterparties, these may be the beneficial owners and/or their management.

Prominent public functions include at least but not limited to the following:

- Heads of state, heads of government, ministers and deputy or assistant ministers;
- Members of parliaments or of similar legislative bodies;
- Members of the governing bodies of political parties;
- Members of supreme courts, of constitutional courts or of other high-level judicial bodies whose decisions are not subject to further appeal, except in exceptional circumstances;
- Members of courts of auditors or of the boards of central banks;
- Ambassadors, chargés d'affaires and high-ranking officers in the armed forces;
- Members of the administrative, management or supervisory bodies of state-owned entities;
- Directors, deputy directors and members of the board or equivalent function of an international organization.

The definition of PEPs is not intended to cover middle-ranking or more junior individuals in the above categories, unlike public officials which is a broader term. Family members include the PEP's direct family members, including but not limited to spouses, siblings, or partners, children and their spouses or partners, and the parents of the PEP.

Close associates are individuals who are closely connected to a PEP, either socially or professionally. The inherent risks associated with PEPs are present regardless of whether the PEP is a domestic national official or a foreign official.

Enhanced due diligence (EDD) involves determining, based on a risk-based approach, to investigate particular counterparts more thoroughly – requiring significantly more evidence and detailed information about business activity, reputation and history to be collected.

6. COMMUNICATION & ENFORCEMENT

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

6.2. 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 generally, contact Holding Legal and Compliance Department at compliance@r-group-holding.com.

6.3. As stated above this Policy extends to all employees of the Holding. New directors, managers, officers and other employees will be provided with a copy of this Policy and will be educated about its importance and will be required to acknowledge, through their signature, their understanding and acceptance of compliance as a term of employment.

6.4. It is responsibility of each of us to speak up if we see anything that appears to breach this Policy, the Holding requirements, policies, procedures, or any laws. Because Holding relies on us to use good judgement and to speak up when we have questions or concerns.

6.5. The Holding does not tolerate retaliation against anyone who speaks up in good faith. Below is the Holding's Compliance Hotline Channel. It is available 24 hours a day, seven days a week, via a telephone number, email and postal address as per below:

- Postal address: 37, Daghliq str., AZ1023, Sabail dstr., Baku, Azerbaijan
- Mobile phone: +994 50 231 03 93
- Email address: compliance@r-group-holding.com.

APPENDIX No 1 – “LIST OF NORMATIVE REFERENCES AND LOCAL REGULATIONS IN COMBATING CORRUPTION AREA”

Various standards, laws and regulations may apply to Holding in different jurisdictions, including the following:

- ISO 37001:2016 — Anti-bribery management system - requirements with guidance for use;
- ISO 37301:2021 — Compliance management systems — Guidelines;
- ISO 19011:2018 — Management systems auditing — Guidelines;
- The United Nations Convention against Corruption, 2003;
- The provisions on Bribery and Corruption in AR Criminal Code (dated 30.12.1999, No 787-IQ);
- The provisions on Bribery and Corruption in AR Code of Administrative offenses (dated 29.12.2015, No 96-VQ);
- AR Law on combating corruption (dated 13.01.2004, No 580-IIQ);
- AR Law on the approval of the Convention on Criminal Liability in connection with Corruption (dated 30.12.2003, No 570-IIQ);
- AR Law on the approval of the Convention on Civil Liability in connection with Corruption (dated 30.12.2003, No 571-IIQ);
- “National Action Plan to Strengthen the Fight against Corruption for 2022-2026” adopted by AR President Order (dated 04.04.2022, No. 3199);
- UK Bribery Act, 2010;
- US Foreign Corrupt Practices Act, 1977;
- OECD Convention Combating Bribery of Foreign Public Officials in International Business Transactions, 1997.

In jurisdictions where, local legislation is stricter than the ABC Policy, such requirements prevail and must be applied. In case of any conflict between local requirements and the ABC Policy, whereby the provisions of this ABC Policy are waived or not applied, it must be assessed and escalated to Holding’s Legal & Compliance Department.

APPENDIX No 2 – ABC COMMITMENTS (PROVISIONS) TO BE SPECIFIED IN HOLDING AGREEMENTS/CONTRACTS

1. Rüşvətxorluq/Korrupsiya Əleyhinə Öhdəliklər

1.1. Tərəflər etiraf və təsdiq edirlər ki, onlar hər hansı korrupsiya hərəkətlərinin və istənilən məsələlərin həlli üçün ödənişlərin tam qadağan edilməsini nəzərdə tutan rüşvətxorluq və korrupsiyaya qarşı sıfır tolerantlıq siyasətini qəbul etmişlər. Tərəflər öz gündəlik fəaliyyətlərində Rüşvətxorluq və Korrupsiyaya Qarşı Mübarizə üzrə qüvvədə olan qanunvericilik, o cümlədən onların əsasında hazırlanmış siyasətlərə/təlimatlara riayət edəcək və Rüşvətxorluq və Korrupsiyaya Qarşı Mübarizə üzrə qüvvədə olan qanunvericiliyin normalarını poza biləcək və ya digər Tərəfin belə pozuntusuna səbəb ola biləcək heç bir hərəkətə, habelə dövlət və yerli hakimiyyət orqanları, dövlət məmurları, özəl şirkətlər və onların nümayəndələri də daxil olmaqla (lakin bununla məhdudlaşmayaraq) üçüncü şəxslər vasitəsilə və ya birbaşa vasitəçi kimi qeyri-qanuni ödənişlərin tələb edilməsi, qəbulu, təklif edilməsi, icazə verilməsi, vəd edilməsi və ya s. yol verməyəcəklər.

1.2. Tərəflər maraqların toqquşması təhlükəsi yaradan heç bir hərəkətə (hərəkətsizliyə) yol verməməyi və əğlabatan müddət ərzində ona məlum olan maraqların toqquşması halları barədə digər Tərəfi xəbərdar etməyi öhdələrinə götürürlər.

1.3. Bu Müqavilənin qüvvədə olduğu müddət ərzində və dələduzluq və/və ya maraqların toqquşması hallarına nəzarətin həyata keçirilməsi məqsədi ilə istənilən Tərəfdən uyğunsuzluqla bağlı bütün potensial hallar barədə məlumatları bu elektron poçt ünvanına – compliance@r-group-holding.com müraciət olunması və/və ya bu telefon nömrəsi vasitəsi ilə əlaqə saxlanması xahiş olunur: +994 50 231 03 93.

1.4. Tərəflər təsdiq edirlər ki, bu Müqavilənin icrasına cəlb edilmiş hər hansı üçüncü tərəflər Dövlət Məmurlarına qanunsuz təsir göstərmək və ya kommersiya məqsədi güdən heç bir hərəkətə yol verməyəcək və cəlb edən Tərəf tərəfindən kifayət qədər yoxlama aparıldıqdan sonra müqavilə öhdəliklərini yerinə yetirməsinə icazə veriləcəkdir.

1.5. Tərəflər bütün maliyyə hesabatları və bu müqavilə üzrə çəkilmiş xərcləri təsdiq edən digər sənədləri lazımi qaydada tərtib etməyi və saxlamağı öhdələrinə götürürlər. Tərəflər bu Müqavilənin qüvvədə olma müddəti ərzində ondan irəli gələn öhdəlikləri və hər hansı müqavilə müddəası üzrə sənədləri yoxlamaq hüququna malikdirlər.

1.6. Bu Müqavilədə müəyyən edilmiş müddəalara xələl gətirmədən, bu Müqavilənin 1.1-1.5-ci maddələrində qeyd edilmiş tələblərə Tərəflər və ya onların təşkilatının hər hansı üzvü tərəfindən əməl edilməməsi, bu Müqavilənin kobud pozuntusu hesab ediləcəkdir. Bu halda, pozuntunu aşkar edən Tərəf heç bir məsuliyyət və ya xərc çəkmədən bu Müqaviləni dərhal bir tərəfli qaydada ləğv etmək hüququna malikdir.

1.7. Rüşvətxorluq və Korrupsiyaya Qarşı Mübarizə üzrə qüvvədə olan Qanunvericilik aşağıdakıları nəzərdə tutur:

- a) Rüşvətxorluq və Korrupsiyaya qarşı mübarizə haqqında Azərbaycan Respublikasının Qanunvericiliyi (Korrupsiyaya qarşı mübarizə haqqında 13 yanvar 2004-cü il tarixli, Azərbaycan Respublikasının Qanunu, Azərbaycan Respublikasının Cinayət Məcəlləsi, Azərbaycan Respublikasının İnzibati Xətalər Məcəlləsi və s.), habelə korrupsiyaya qarşı mübarizəyə yönəlmiş normaları özündə əks etdirən Azərbaycan Respublikasının müvafiq qanunları və yerli qanunvericiliyi;

b) Digər xarici antikorrupsiya və rüşvətxorluğa qarşı qanunlar, qətnamələr, qaydalar, siyasətlər, nəzarət əmrləri və icazələr, o cümlədən Xarici Korrupsiya Təcrübələri Aktı, 2010-cu il Böyük Britaniya Rüşvət Aktı və müvafiq Tərəfə tətbiq oluna bilən digər antikorrupsiya qanunları.

1.8. Dövlət məmuru dedikdə:

- qanunvericilik, icra, inzibati və ya məhkəmə orqanında və ya beynəlxalq təşkilatda vəzifə tutan hər hansı yerli və ya xarici, təyin edilmiş və ya seçilmiş şəxs;
- ölkə daxilində vacib ictimai vəzifələr verilmiş və ya həvalə edilmiş (dövlət və ya hökumət başçıları, böyük siyasətçilər, yüksək səviyyəli dövlət, ədliyyə və ya hərbi qulluqçular, dövlət korporasiyalarının yüksək vəzifəli şəxsləri, mühüm siyasi partiyanın vəzifəli şəxsləri), habelə dövlət şirkətləri və onların ailə üzvləri və ya yaxın tərəfdaşları;
- ictimai beynəlxalq təşkilatlarının vəzifəli şəxslər;
- həmçinin, siyasi liderlər, siyasi partiyaların vəzifəli şəxsləri, o cümlədən siyasi vəzifələrə namizədlər, milliləşdirilmiş sənaye və ya təbii inhisarlarda yüksək vəzifəli şəxslər;
- vəzifəli şəxslərin qohumları/ailə üzvləri və ya yaxın adamları/dostları kimi tanınan və ya onlarla iş tutan və (və ya) vəzifəli şəxsin adından və (və ya) mənafeyindən çıxış edən şəxslər.

1. ANTI-BRIBERY/ANTI-CORRUPTION COMMITMENTS

1.1. Hereby, the Parties acknowledge and confirm that they have adopted a zero-tolerance policy against bribery and corruption, which includes the complete prohibition of any corrupt practices and payments for the resolution of any matters. In their day-to-day activities, the Parties shall comply with Applicable Anti-Bribery and Anti-Corruption Legislation as well as policies/procedures developed on the basis thereof and to take no actions that may violate the norms of the Applicable Anti-Bribery and Anti-Corruption Legislation or cause such a breach by the other Party, among other things, not to request, receive, offer, authorize, promise or make illegal payments directly, via third parties or as an intermediary, including (but not limited to) government and local authorities, public officials, private companies and their representatives.

1.2. The Parties undertake not to take any actions (omissions) causing threat of a conflict of interest and within a reasonable time to notify the other Party of the potential circumstances of a conflict of interest that have come to its knowledge.

1.3. During the validity period of this contract and for the purpose of controlling the cases with illegal activity or unethical conduct and/or conflicts of interest, the Party is requested to send the information about all potential cases of non-compliance to this e-mail address – compliance@r-group-holding.com or/and contact through mobile number: +99450 231 03 93.

1.4. The Parties confirm that any third parties engaged into performance of this Agreement do not implement their actions to exert unlawful influence on the Public Officials or for the purpose of a commercial bribe and will be allowed to perform contractual obligations after sufficient verifications conducted by the engaging Party.

1.5. The Parties undertake to properly maintain and keep all financial statements and other documents confirming expenses incurred hereunder. The Parties have the right to verify the obligations arising from it and documents on any contractual provision during the period of validity of this Agreement.

1.6. Without prejudice to the provisions set forth herein, failure by the Parties or any member of their organization to comply with the requirements set forth in the clauses 1.1-1.5 hereof, shall be considered a gross breach of the present Agreement. In such case, the contracting Party that discovers the breach has the right to terminate this Agreement immediately without bearing any liability or costs.

1.7. The Applicable Anti-Bribery and Anti-Corruption Legislation means:

1) Anti-Bribery and Anti-Corruption Legislation of Azerbaijan Republic (AR Law on Combating Corruption dated January 13, 2004, AR Criminal Code, AR Code on Administrative Offenses, etc.), as well as other related laws and local legislation of the Azerbaijan Republic that contain norms aimed at combating corruption;

2) Other foreign anti-corruption and anti-bribery laws, resolutions, rules, policies, oversight orders and permissions, including the Foreign Corrupt Practices Act, the UK Bribery Act 2010 and other anti-corruption laws in those cases when it is applicable to the relevant Party.

1.8. The Public Official means:

- any local or foreign, appointed or elected person holding a post in the legislative, executive, administrative or judicial body or an international organization;
- any persons performing any prominent public function for the government (Heads of State or of government, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, important political party officials), including for the government companies, as well as their family members or close associates;
- officials who are employees of public international organizations;
- also, political leaders, officials of political parties, including candidates for political posts, high-powered officials in nationalized industries or natural monopolies;
- persons known to be relatives/family members of or close associates/friends with public officials or to have business therewith and (or) act on behalf of and (or) in the interests of a public official.

1. ОБЯЗАТЕЛЬСТВА ПО БОРЬБЕ СО ВЗЯТОЧНИЧЕСТВОМ И КОРРУПЦИЕЙ

1.1. Настоящим Стороны признают и подтверждают, что они приняли политику нулевой толерантности к взяточничеству и коррупции, которая включает в себя полный запрет любых коррупционных действий и платежей за решение и/или в связи с решением каких-либо вопросов. В своей повседневной деятельности Стороны обязуются соблюдать применимое антикоррупционное законодательство, а также политики/процедуры, разработанные на его основе, не предпринимать действий, которые могут нарушить нормы применимого законодательства о борьбе со взяточничеством и коррупцией или вызвать такое нарушение другой Стороной, а также среди прочего, не запрашивать, не получать, не предлагать, санкционировать, обещать или осуществлять незаконные платежи напрямую, через третьих лиц или в качестве посредника, включая (но не ограничиваясь) государственных и местных органов власти, государственных должностных лиц, частных компаний и их представителей.

1.2. Стороны обязуются не совершать действий (бездействия), создающих угрозу возникновения конфликта интересов, и в разумный срок уведомлять другую Сторону о ставших ей известным потенциальных обстоятельствах возникновения конфликта интересов.

1.3. В течение срока действия настоящего Договора и в целях контроля за случаями незаконной деятельности или неэтичного поведения и/или конфликта интересов противоположной Стороне предлагается направлять информацию обо всех возможных случаях несоблюдения вышеуказанных антикоррупционных положений на этот адрес электронной почты – compliance@r-group-holding.com и/или связаться по этому номеру телефона: +994 50 231 03 93.

1.4. Стороны подтверждают, что любые третьи лица, привлекаемые для исполнения настоящего Договора, не осуществляют свои действия для оказания незаконного влияния на государственных должностных лиц или с целью получения коммерческого подкупа, и им будет разрешено выполнять договорные обязательства после проведения достаточных проверок привлекающей Стороной.

1.5. Стороны обязуются надлежащим образом вести и хранить всю финансовую отчетность и иные документы, подтверждающие расходы, понесенные в связи с исполнением настоящего Договора. Стороны вправе проверять вытекающие из него обязательства и документы по любому договорному положению в течение срока действия настоящего Договора.

1.6. Без ущерба для положений, изложенных в настоящем Договоре, невыполнение Сторонами требований, изложенных в пунктах 1.1-1.5 настоящего Договора, считается грубым нарушением настоящего Договора. В таком случае Договаривающаяся Сторона, обнаружившая такое нарушение, имеет право немедленно расторгнуть настоящий Договор, не неся при этом никакой ответственности или расходов.

1.7. Применимое законодательство о борьбе со взяточничеством и коррупцией означает:

1) Законодательство Азербайджанской Республики о борьбе со взяточничеством и коррупцией (Закон Азербайджанской Республики о борьбе с коррупцией от 13 января 2004 года, Уголовный кодекс Азербайджанской Республики, Кодекс Азербайджанской Республики об административных правонарушениях и т.д.), а также другие соответствующие законы и местное законодательство Азербайджанской Республики, содержащие нормы, направленные на защиту против коррупции;

2) Другие иностранные законы о борьбе с коррупцией и взяточничеством, резолюции, правила, политики, надзорные приказы и разрешения, в том числе Закон о борьбе с коррупцией за рубежом, Закон Великобритании о борьбе со взяточничеством 2010 года и другие законы о борьбе с коррупцией в случаях, когда они применимы к соответствующей Стороне.

1.8. Государственное должностное лицо означает:

- любое местное или иностранное, назначенное или избранное лицо, занимающее должность в законодательном, исполнительном, административном или судебном органе или в международной организации;
- любые лица, выполняющие какие-либо важные государственные функции в правительстве (главы государств или правительства, высокопоставленные политики, высокопоставленные правительственные, судебные или военные чиновники, руководители государственных корпораций, видные представители политических партий), включая государственные компании, а также члены их семей или близких людей;
- должностные лица, являющиеся сотрудниками общественных международных организаций;

- а также, политические лидеры, должностные лица политических партий, в том числе кандидаты на политические посты, высокопоставленные должностные лица в национализированных отраслях или естественных монополиях;
- лица, о которых известно, что они являются родственниками/членами семьи или близкими соратниками/друзьями государственных должностных лиц или имеют с ними деловые отношения и (или) действуют от имени и (или) в интересах государственного должностного лица.



