



CODE OF BUSINESS ETHICS & CONDUCT

# COBEC

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## Introduction to the FGi Code of Business Ethics & Conduct (COBEC)

FGi Solutions' policy is to conduct our business in accordance with applicable laws, rules, and regulations, with honesty and integrity, in a manner which demonstrates respect for local cultural and ethnic customs, and with a strong commitment to the highest standards of ethics and professionalism. FGi demands high standards of integrity and sound ethical judgment from company personnel, strategic business partners, subcontractors, and suppliers at all times.

This COBEC covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all in business transactions. FGi Solutions' policies apply to all the aspects of our operations, and it is important to adhere to those policies specifically applying to relevant work activities.

The FGi' Solutions' COBEC sets forth specific policies governing the conduct of the business for FGi's personnel and its partners, suppliers, agents, and representatives. These policies were developed and are intended to be applied in good faith with reasonable business judgment to enable FGi Solutions to maintain a solid reputation that gives confidence to our customers and is essential to our long-term success.

It is the personal responsibility of each employee, supplier, and agent of FGi Solutions to adhere to the standards and restrictions, whether imposed by law or the COBEC. Any employee, partner, supplier, or agent who does not adhere to such standards and restrictions is acting outside the scope of his or her employment or agency and could face serious consequences.

**Observance of Laws and FGi Policy** If a law conflicts with a policy in this COBEC, you must comply with the law. However, if a local *custom or policy* conflicts with this FGi COBEC, you must comply with the COBEC. If you have any questions about these conflicts, you are to refer questions to the FGi Compliance and Ethics Officer at [ethics@fg-int.com](mailto:ethics@fg-int.com)

Obeying the law, both in letter and in spirit, is the foundation on which FGi Solutions ethical standards are built. Each employee, partner, supplier, and agent of FGi must respect and obey the laws, rules and regulations of the cities, states, and countries in which they operate. Although employees, suppliers, and agents are not expected to know all the specific nuances of each of these laws, rules and regulations, it is important to know enough to determine when to seek advice from supervisors, managers, or other appropriate personnel.

FGi Solution follows various international legislation in performance of its services, including the following:

- **U.S. Foreign Corrupt Practices Act of 1977 (FCPA)**
- **U.S. Anti-Kickback Act**
- **U.S. Truth in Negotiations Act**
- **U.S. Antitrust and Competition Law**
- **U.S. Truth in Negotiations Act (TINA)**
- **U.S 52.204-25 Prohibition on Contracting or Use for Certain Technology**
- **UK Bribery Act 2010**
- **UK Official Secrets Acts 1911/1989**

The anti-bribery provisions of the FCPA “prohibit the willful use of the mails or any means of commerce corruptly in furtherance of any offer, payment, promise to pay, or authorization of the payment of money or anything of value to any person, while knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to a foreign official to influence the foreign official in his or her official capacity, induce the foreign official to do or omit to do an act in violation of his or her lawful duty, or to secure any improper advantage in order to assist in obtaining or retaining business for or with, or directing business to, any person.”

It is the policy of FGi that no employee, partner, supplier, lower-tier supplier, or agent of FGi shall participate, directly or through other parties, in inappropriate transactions, either on behalf of FGi or as an individual director, officer, or employee of FGi.

Sensitive transactions include (but are not limited to):

- Offering or receiving payments from government officials or employees.
- Illegal payments involving rebates or refunds.
- Illegal political contributions.
- Any other payments made or received for the purpose of influencing business awards.
- Commercial bribes or kickbacks

Furthermore, in accordance with the provisions of the U.S. Anti-Kickback Act, any employee, agent, or supplier shall not offer and FGi Solutions personnel shall not solicit or accept any money, fee commission, credit, gift, gratuity, items of value, or compensation of any kind which is provided for the purpose of obtaining or as a reward for favorable treatment in connection with a procurement agreement relating to a contract.

Ultimately, it is the supplier's responsibility to fully understand and incorporate the provisions of the above legislation into their day-to-day business practices to ensure full compliance with all rules and regulations, for themselves and other lower-tier supply or service providers within their supply chain.

## Procurement Responsibility

**FGi Solutions employees must hold themselves to the highest possible ethical standards when conducting procurement actions. We also expect suppliers and agents to hold themselves to the highest ethical standards and have included some of the standards and guidance provided to FGi employees for your situational awareness below:**

- Avoid the intent and appearance of improper, unethical, or compromising practice in relationships, actions, and communications.
- Refrain from any private business or professional activity that would create a conflict between personal interests and the interests of FGi Solutions.
- Do not solicit or accept money, loans, credits, or prejudicial discounts, and the acceptance of gifts, entertainment, favors, or services from present or potential suppliers that might influence or appear to influence purchasing decisions.
- Handle confidential or proprietary information belonging to FGi Solutions, suppliers or clients with due care and proper consideration of ethical and legal ramifications and governmental regulations.
- Promote positive supplier relationships through courtesy and impartiality in all phases of the purchasing cycle.
- Refrain from discussing reciprocal agreements that restrict competition.
- Know and obey the letter and spirit of laws governing the procurement and logistics functions and remain alert to the legal ramifications of commercial decisions.
- Discourage purchasing's involvement in supplier sponsored programs that are not business related.
- Conduct international purchasing in accordance with the laws, customs, and practices of all relevant countries, and FGi Solutions policies.

**Relationship building is important between FGi Solutions employees and customers and suppliers. However, care must be taken to ensure that gifts such as entertainment, hospitality, or items with more than a minimal monetary value do not impede fair and professional relationships or influence ethical and commercial decisions.**

## Conflicts of Interest

It is the practice of FGi Solutions to identify and avoid or mitigate conflicts of interest (COI). As FGi Solutions employees, we hold ourselves to these ethical standards and in turn expect subcontractors, direct suppliers, lower-tier suppliers, and agents to do likewise.

The primary principle underlying the Conflict-of-Interest Policy is that employees must never permit their personal interests to conflict, or appear to conflict, with the interest of FGi Solutions or its customers. Any

employee, consultant, agent, and supplier must be free from any personal relationships, activities, or financial affairs that may influence any business decisions or recommendations you make that affect FGi Solutions.

The term “Organizational Conflicts” of Interest (OCI) means that a relationship or situation exists whereby a bidder or supplier (including chief executives and directors, to the extent they are involved in the performance of the subcontracts) has past, present, or currently planned interests that either directly or indirectly (through a client, contractual, financial, organizational or other relationship) relate to the work to be performed under a government contract or FGi Solutions subcontract and which may diminish its capacity to give impartial, technically sound, objective assistance and advice, or may result in its being given an unfair competitive advantage. An unfair competitive advantage does not include the normal flow of benefits from the performance of the procurement agreement.

Managers, contract administrators, and procurement personnel analyze planned acquisitions to identify and evaluate potential organizational conflicts of interest of FGi and its potential suppliers as early in the procurement process as possible to avoid, neutralize, or mitigate significant potential conflicts before subcontract award.

To help determine whether an organizational conflict of interest exists, procurement personnel consider these two questions:

- *Are there conflicting roles which might bias a supplier’s judgment in relation to its work for FGi and its clients?*
- *Is the supplier being given an unfair competitive advantage based on the performance of the subcontract?*

FGi Solutions senior management shall have the final authority in determining the OCI. If a conflict does exist, procurement personnel may take one of the following actions in coordination with FGi senior management:

- Permit the award of the procurement agreement if senior management determines that despite the conflict, the award is in the best interest of FGi and its clients.
- Mitigate the conflicts by requiring inclusion of appropriate conditions in the procurement agreement
- Disqualify the supplier from award

### **Truth in Negotiations Act**

In accordance with the provisions of the U.S. Truth in Negotiations Act, supplier consultant, agent, and FGi Solutions procurement personnel certify that pricing data obtained is current, accurate, and complete.

### **Price Fixing and Bidding**

Price fixing is “an anticompetitive agreement between participants on the same side in a market to buy or sell a product, service, or commodity only at a fixed price, or maintain the market conditions such that the price is maintained at a given level by controlling supply and demand.” Price fixing is illegal and unethical and is in violation of FGi Solutions’ policies.

### **Dividing or Sharing of Markets**

Any agreement, understanding, or concerted action to allocate customers or to allocate, share, or restrict sales or marketing territories shall be avoided.

### **Restrictions on Supply or Production**

Any agreement, understanding, or concerted action with others to limit or reduce the available supply of products or production is illegal, regardless of the state of the marketplace.

## Unfair Trade Practices

Section 5 (A) of U.S. Federal Trade Commission Act constitutes a catch-all provision which declares as unlawful “unfair methods of competition....and unfair or deceptive acts or practices.... more specifically, any misrepresentation, false and misleading advertising, or other business conduct that is unfair or deceptive is unlawful.” FGi will follow U.S. laws in this regard.

## TIPS (Trafficking in Persons)

The United Nations defines trafficking as the recruitment, transport, transfer, or harboring/receipt of persons by means of threat, force, coercion, abduction, fraud, deception, abuse, or exploitation. The U.S. Government and FGi have a zero tolerance for TIPS.

## Prohibited Technology:

Our supplier, and employees MUST NOT use or provide any goods and/or services that utilize telecommunications and video surveillance products from the following companies: Huawei Technologies Company, ZTE Corporation, Hytera Communications Corporation, Hangzhou Hikvision Digital Technology Company, or Dahua Technology Company, or any subsidiary or affiliate thereof, in compliance with FAR 52.204-25.

## Reporting Questionable Practices

All FGi Solutions suppliers or clients are obligated to report any practice or proposed practice that appears questionable in light of any of the above specified areas. Our trusted industry suppliers are expected to report questionable practices or suspected violations immediately to:

- raichel.pauly@fg-int.com - Ms. Raichel Pauly (based in FGi, Dubai Office located in DAFZ, UAE)
- jnisar@fg-int.com – Ms. Juveria Nisar (based in FGi, Dubai Office located in DAFZ, UAE)
- ethics@fg-int.com – This email is directed to the management in the U.S head office.

**Through your signature below, you acknowledge receipt and complete understanding of FGi’s Supplier COBEC and have flowed the same requirements down to any and all lower-tier suppliers within your supply chain.**

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Printed Company Name and Address

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Signatory Name (Printed)

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Signature (Official)

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Date