 TECHPRO DC	<i>Techpro DC CISC</i>			Notes:
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POLICIES OF Techpro DC LTD				

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Techpro DC LTD**



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1. INTRODUCTION

Techpro DC (*hereinafter referred to as the ‘Company’*) is committed to conducting its business ethically in every country where we do business, as well as complying with all applicable laws. We pride ourselves on our reputation for acting with integrity and **honesty wherever we do business. This reputation has been a cornerstone of Company’s** business since it was founded in 2013 and remains so today. This includes compliance with anti-bribery and anti-corruption (“ABC”) **legislation and regulations on global level: United Nations Convention against Corruption Adopted by the UN General Assembly: 31 October 2003, by resolution 58/4, and regional level: on national level: laws of the Republic of Azerbaijan (Law “On Combating Corruption” dated January 13, 2004 № 580-IIQ) and where applicable foreign laws such as the USA’s Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act 2010 and other similar anti-corruption laws around the world.** If applicable local laws or regulations have stricter requirements, those laws supersede the requirements stated in this policy.

Company may amend this policy unilaterally at any time and at its sole discretion. Employees and all other related parties will be notified of all such changes.

The company has established an Ethics Committee to monitor compliance with policy.

2. SCOPE

This document contains Company policies for Anti-Bribery, Corruption and Trade Compliance. The policies stated in this document apply to all employees (whether temporary or full time), consultants, contractors, trainees, interns, agents, or any other person or persons associated with us (including third parties), or any of our subsidiaries or their employees, no matter where they are located. The policy also applies to Officers, Managers, Board, at any level.


In the context of this document, third-party refers to any individual or organization our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.

Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with.

3. OUR TRADE COMPLINACE POLICY

As a company that operates in multiple countries, we are bound by best-practice international standards. **The company strictly follows trade compliance policies.**

Company employees and others working on its behalf must follow the policies listed below:

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1. Techpro DC employees must only do business in Azerbaijan, Georgia, Uzbekistan, Tajikistan, Turkmenistan, Kyrgyzstan, Kazakhstan. Doing business in any other country without written permission from Ethic Committee, General Manager and the Manufacturer of requested/required products is strictly prohibited.
2. Before offering, selling, or recommending products from any vendor in the Techpro DC portfolio, employees must ensure that the country is included in the distribution agreement with the vendor in question. If uncertain, employees are to contact Territory Manager and/or Vendor/Product Manager responsible for products in question.
3. Company employees must always make sure that partner and customer are not on the sanction list through screening. The Company prohibits doing business with sanctioned partners, selling to partners who are trying to sell to sanctioned end-users, or partners trying to sell outside of permitted territories listed. If uncertain, follow steps in the later section of the document.
4. All Company employees must undertake training by members of Ethics Committee on Code of Conduct, Anti-Bribery and Corruption, and Trade Compliance. Training is done after each annual revision of any of the policies. The new employees will be undertaking separate training courses shortly after joining the Company. Additionally, every employee is to undertake at least 1 Ethics and Compliance training from any Vendor in Techpro DC portfolio.


4. PERMITTED TERRITORIES

Permitted territories are countries in which Techpro DC is authorized to sell a product by manufacturer in Distributorship Agreement. Territories include Azerbaijan, Georgia, Uzbekistan, Tajikistan, Turkmenistan, Kyrgyzstan, Kazakhstan. However, not all products from the portfolio are available in every country. It is important to consult with Territory and Vendor/Product Managers before making any offering. Selling outside of permitted by the Distribution Agreement territory is prohibited unless there is a written permission from Manufacturer and General Manager of Techpro DC.

5. NEW AND EXISTING CUSTOMER SCREENING / VETTING

Customer screening is a process of checking potential customers for sanctions, corruption and bribery accusations, bad media, negative history and other negative factors. All customers must be screened at the start of opportunity development or receipt from partners. **The Company's process for screening consists of following steps:**

- a) Request and gather End-user and Partner information for all sales opportunities. This step must be performed by Account Managers and Vendor Manager
- b) Check if there was any negative media of any kind about them in recent years

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and/or if there is a connection to any sanctioned people, companies or countries? This step is to be done by Vendor Managers working on the opportunity by completing steps “c”-“f”.

- c) Using search engine of preference, check the new/existing customer for any negative media by using keywords like fraud, bribery, corruption, etc
- d) Using search engine of preference, search if owner/director is Politically Exposed Person (PEP).
- e) Check if they are sanctioned using OFAC (<https://sanctionssearch.ofac.treas.gov/>) and CSL (<https://legacy.export.gov/csl-search/>)
- f) Results of the screening/vetting to be saved in corresponding internal folder
- g) If still uncertain, contact Senior Vendor Managers or Head of the Department for assistance. In cases where uncertainty remains, employees are to contact Ethics committee for further instructions.


For existing customers, step “e” is to be repeated at least once a month. If upon one of the checks, a suspicion arises that status needs to be changed, Senior is to be notified immediately to start deeper investigation. Until the end of investigation, all interactions with the customer in question are to be frozen.

6. ANTI-BRIBERY AND CORRUPTION POLICIES

- a) Company employees are prohibited to receive any kind of benefits or gifts (“Gift”), **with or without an economic value, that influence or might influence** their impartiality, performance, and decision-making while carrying out their duties except if:
 - i. the Gift is of symbolic nature.
 - ii. the total value of the Gift received in each calendar year from each individual/company does not exceed 50 USD /or equivalent.

Under any circumstances, the company employee shall disclose acceptance of the Gift to its line manager and consult the Company Ethics compliance officer with respect to situations where the offered Gift does not conform to the above requirements.

- b) It is forbidden to receive gifts or benefits that are openly or implicitly requiring reciprocation.
- c) Receiving, giving, or suggesting bribes and/or commissions is not acceptable under any circumstance.
- d) It is forbidden for company employees to accept unrequited money or to borrow money from sub-employers, suppliers, consultants, competitors or

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- customers; or to request or accept these people and/or organizations to pay their travel expenses, activity expenses, or similar expenditures.
- e) Gifts and promotional material supplied by the company for customers, dealers, or other third parties in business relationships should be approved by company executives. Distribution of approved gifts and promotional materials does not require additional approval.
 - f) With the condition that the terms stated in sub-clause 2 above are met, company may accept appropriate products and services as gifts; and products and services viewed appropriate for the culture of the recipient and ethical values may be given as gifts with the knowledge and approval of company executives.
 - g) In exceptional cases where local culture requires the exchange of gifts that are above the values established by company policy, these gifts may only be accepted in the name of the company, and upon the approval of company executives. In all cases, the exchange of gifts should be done in accordance with local culture.
 - h) To ensure international compliance, regardless of the laws governing gift exchanges in a specific country, we strictly prohibit the offering or acceptance of any gifts, including cash or payments, to public officials, regardless of their value. Our policy remains unwavering in its stance against any form of gift-giving or receipt in all circumstances.

7. FACILITATION PAYMENTS

Facilitation payments are defined as “any facilitating payment or expediting payment to a foreign official, political party, or party official the purpose of which is to expedite or to secure the performance of a routine governmental action.” They are illegal under the laws of many countries and are against Company policy.


No Company employee or Agent may willingly offer to make, or make, a facilitation payment.

8. PROTECTED DISCLOSURE/OPEN TALK

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

If you are ever concerned that our Policy is not being followed, or simply feel unsure about any situation, it is vital that you speak up and ask a question or share your concern straightaway. Please talk, call or email Company's Ethics Committee, (). Anonymous notices are also accepted.

Management of Company and Ethics Committee are responsible for

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ensuring those reporting to them are aware of and understand this Policy and are given adequate and regular training on it.

9. VENDOR AND THIRD-PARTY DUE-DILIGENCE

The company will conduct due diligence of all its vendors prior to concluding any commercial agreement. For this reason, Company developed an End-User Verification Form and will request its partners to complete before engaging in any agreement. In case of any third-party involvements Company will ask its vendors to conduct client verification of such third-party contractors.

10. STANDARD ANTI-CORRUPTION AND TRADE COMPLIANCE CLAUSES

Techpro DC is committed to upholding the highest standards of ethical conduct and compliance in all business activities. In order to ensure consistency and alignment with our values, all agreements with partners, including but not limited to resellers, distributors, agents, and other business collaborators (collectively referred to as "Partners"), shall include standard clauses related to compliance and anti-corruption, unless more stringent provisions are explicitly agreed upon.


11. ANTI-CORRUPTION CLAUSE

Each Party hereby undertakes that, at the date of the entering into force of the Contract, itself, its directors, officers or employees have not offered, promised, given, authorized, solicited or accepted any undue pecuniary or other advantage of any kind (or implied that they will or might do any such thing at any time in the future) in any way connected with the Contract and that it has taken reasonable measures to prevent subcontractors, agents or any other third parties, subject to its control or determining influence, from doing so.

The Parties agree that, at all times in connection with and throughout the course of the Contract and thereafter, they will comply with and that they will take reasonable measures to ensure that their subcontractors, agents or other third parties, subject to their control or determining influence, will comply with Part I of the ICC Rules on Combating Corruption 2011, which is hereby incorporated by reference into the Contract, as if written out in the Contract in full.

If a Party, as a result of the exercise of a contractually-provided audit right, if any, of **the other Party's accounting books and financial records, or otherwise, brings** evidence that the latter Party has been engaging in material or several repeated breaches of the provisions of Part I of the ICC Rules on Combating Corruption 2011, it will notify the latter Party accordingly and require such Party to take the necessary remedial action in a reasonable time and to inform it about such action.

If the latter Party fails to take the necessary remedial action, or if such remedial

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action is not possible, it may invoke a defense by proving that by the time the evidence of breach(es) had arisen, it had put into place adequate anticorruption preventive measures, as described in Article 10 of the ICC Rules on Combating Corruption 2011, adapted to its particular circumstances and capable of detecting corruption and of promoting a culture of integrity in its organization. If no remedial action is taken or, as the case may be, the defense is not effectively invoked, the first Party may, at its discretion, either suspend the Contract or terminate it, it being understood that all amounts contractually due at the time of suspension or termination of the Contract will remain payable, as far as permitted by applicable law.


Any entity, whether an arbitral tribunal or other dispute resolution body, rendering a decision in accordance with the dispute resolution provisions of the Contract, shall have the authority to determine the contractual consequences of any alleged non-compliance with this ICC Anti-corruption Clause.

12. TRADE COMPLIANCE CLAUSE




Both parties shall comply with the export controls, trade sanctions, embargoes, and other trade-related restrictions imposed by their respective jurisdictions, as well as any applicable international treaties and conventions.

Each party shall take all necessary measures to ensure that the resale of products is conducted in strict accordance with these laws and regulations. This includes but is not limited to obtaining any required export licenses or permits, conducting due diligence on end-users and end-uses, and preventing any transactions that could potentially violate sanctions or embargoes.

In the event that either party becomes aware of any actual or potential violation of trade compliance laws, they shall promptly inform the other party and cooperate fully to rectify the situation. Both parties shall indemnify and hold each other harmless from any losses, liabilities, or damages arising from their failure to comply with international trade laws.

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13. APPROVALS

Position	Name Surname	Date	Signature
Committee Chairman	Nigar Hasanova	20.02.2023	
Committee Member	Ilkin Huseynli	20.02.2023	
Committee Member	Jamila Zeynalova	20.02.2023	
Committee Member	Huseyn Hasanli	20.02.2023	