

ANTI-BRIBERY AND ETHICAL BUSINESS CONDUCT POLICY

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Objective: Institutionalizing Zero-Tolerance for Corruption

Confidentiality Level: Public/Vendor-Facing

1. PREAMBLE: THE INTEGRITY FOUNDATION

Procubility Limited ("Procubility") is built on the premise that global trade thrives only when it is conducted with absolute integrity. We maintain a strict zero-tolerance policy toward bribery, corruption, extortion, and the offering or acceptance of illicit advantages. This policy serves as our commitment to the highest international ethical standards, including the UK Bribery Act 2010, the U.S. Foreign Corrupt Practices Act (FCPA), and the Hong Kong Prevention of Bribery Ordinance (POBO). We demand total compliance from all employees, agents, and manufacturing partners.

2. DEFINITION OF PROHIBITED CONDUCT

Procubility defines "Bribery" as the offering, promising, giving, accepting, or soliciting of any advantage as an inducement for an action that is illegal, unethical, or a breach of trust. This includes, but is not limited to:

- **Direct or Indirect Payments:** Cash payments, bank transfers, or cryptocurrency transfers intended to influence procurement decisions, expedite customs clearances, or bypass regulatory inspections.
- **Kickbacks and Undisclosed Commissions:** Any payment made by a supplier to a Procubility employee, or vice-versa, intended to secure business or preferential treatment.
- **Inappropriate Gifts and Hospitality:** The provision of excessive gifts, luxury travel, or expensive entertainment that exceeds the reasonable boundaries of professional courtesy. Any gift or hospitality valued over a nominal threshold (defined as \$50 USD equivalent) must be formally declared and pre-approved by the Procubility Compliance Division.
- **Facilitation Payments:** So-called "grease payments" intended to expedite routine administrative actions are strictly prohibited, regardless of their prevalence in local business environments.

3. TRANSPARENCY IN PROCUREMENT

Our orchestration model relies on the absolute independence of our procurement team. We ensure that:

- **Unbiased Vendor Selection:** Suppliers are selected based solely on merit, technical capability, cost-efficiency, and ESG compliance.
- **Disclosure of Interests:** Any employee or agent with a personal relationship or financial interest in a supplier must provide a formal declaration. If a conflict of interest is identified, that individual will be immediately recused from all decision-making processes regarding that supplier.
- **Third-Party Due Diligence:** We mandate that all agents, logistics providers, and consultants sign this Anti-Bribery Policy and submit to periodic audits regarding their financial and operational practices.

4. WHISTLEBLOWING AND REPORTING MECHANISM

Procubility establishes a confidential, secure reporting channel for any individual—employee, supplier, or client—to report suspected violations of this policy.

- **Non-Retaliation:** We guarantee that any individual who reports a concern in good faith will be protected from retaliation, discrimination, or termination.
- **Investigation Protocol:** Every report is subject to an independent investigation conducted by our Legal Compliance Officer. Substantiated violations will result in immediate disciplinary action, up to and including termination of employment and the permanent blacklisting of the involved supplier. We are also committed to notifying law enforcement authorities when such conduct constitutes a criminal offense.

5. ACCOUNTABILITY AND OVERSIGHT

Compliance is not a passive requirement; it is an active operational duty.

- **Contractual Commitment:** By entering into a commercial agreement with Procubility, suppliers expressly acknowledge their receipt of this Policy and agree to abide by its provisions.
 - **Periodic Compliance Reviews:** Our Compliance Division conducts annual reviews of our procurement records, cross-referencing payment data with vendor performance reports to identify any financial irregularities that could indicate corrupt practices.
 - **Training and Awareness:** All personnel involved in the procurement and orchestration process are required to undergo mandatory annual training on international anti-bribery laws.
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HOW TO EXPAND THIS TO 10 PAGES (The "Governance" Strategy):

To reach a 10-page manual size suitable for a high-end corporate folder, incorporate these sections:

1. **Appendix A: Gift and Hospitality Register (2 Pages):** Create a template that your employees must fill out for *every* gift received, no matter how small, ensuring the system is auditable.
2. **Appendix B: The "Red Flag" Identification Guide (2 Pages):** Provide a detailed guide for employees and partners on how to spot signs of corruption, such as a supplier offering "unusually low" prices (which might hide future kickbacks), invoices that lack detail, or suppliers who insist on cash-only transactions.
3. **Appendix C: Conflict of Interest Disclosure Form (1 Page):** Provide a standardized form that employees must sign every six months, affirming they have no hidden interests in your manufacturing partners.
4. **Appendix D: Independent Audit Procedure (2 Pages):** Detail the exact steps your external auditor takes when reviewing your finances for signs of corruption. This demonstrates to your client that your financial records are beyond reproach.