

ANTI-BRIBERY GUIDELINES

Lion Kallol Limited

01. General Rules

Lion Kallol Limited (hereinafter referred to as “LKL”) is committed to full compliance with all applicable Anti-Bribery and Corruption laws and regulations of Bangladesh, including [The Prevention of Corruption Act, 1947](#) (“PCA”) and [The Penal Code, 1860](#) (“BPC”), as well as all relevant corporate ethics standards. LKL adopts a zero-tolerance policy toward any form of bribery, corruption, or improper advantage including being bribed or other forms of corruption (hereinafter collectively referred to as the ‘bribery’) whether involving public officials or private parties and whether carried out directly or indirectly.

All Officers, Employees, and associated persons of LKL must strictly comply with all applicable Bangladeshi laws and regulations, these Anti-Bribery Guidelines, and all related internal rules and procedures. LKL is committed to acting with integrity, fairness, and transparency in all business dealings and to maintaining effective systems and controls, consistent with the Lion Corporation Guidelines, to prevent, detect, and address bribery risks. Recognizing that such risks may evolve over time, LKL will periodically review and, where necessary, update these Anti-Bribery Guidelines and related procedures to ensure their continued effectiveness in identifying, preventing, and responding to bribery risks.

02. Purpose

The purpose of these Anti-Bribery Guidelines is to provide clear guidance to all Officers, Employees, and associated persons of LKL regarding their duties, responsibilities, and obligations to ensure full compliance with all applicable Bangladeshi laws and regulations on bribery and corruption, including the PCA 1947 and BPC 1860. These Guidelines outline the circumstances and extent to which business courtesies or any other advantage may be offered, provided, or received from public officials, commercial parties, clients (current or prospective), other third parties, or business stakeholders, in a manner consistent with integrity, fairness, and the Lion Corporation Guidelines.

03. Prohibition of Bribery

No Officer, Employee, associated person, or stakeholder of LKL may, directly or indirectly, offer, promise, authorize, or make any payment, gift, or other advantage to any public official or private party to influence a decision, secure business, or obtain an improper advantage. Likewise, no personnel may request, agree to receive, or accept such payments or benefits unless expressly permitted under this Policy.

Applicable Bangladeshi Law prohibits a public servant from accepting or obtaining gratification as a motive or reward for doing or forbearing to do any official act “[Section 161 of the BPC](#)” and also prohibits a public servant from accepting or obtaining any valuable thing without consideration or for inadequate consideration “[Section 165 of the BPC](#)”. The foregoing also constitutes criminal misconduct on the part of the public servant “[Section 5\(1\) of the PCA](#)”. Furthermore, the law also penalizes the abetment of this offence “[Section 165A of the BPC](#)”. In addition, “corruption and bribery” being a predicate offence, sanctions under the Money Laundering Prevention Act 2012 would also be attracted.

All Officer, Employee, associated person, or stakeholder of LKL may also be subject to anti-corruption laws of other jurisdictions, which prohibit offering, accepting, or paying bribes to any individual, public official, or private party

to improperly influence decisions, secure business, or gain an undue advantage. Such corrupt payments may take many forms, including cash (e.g., kickbacks or secret commissions), non-cash items (e.g., travel, hospitality, gifts, employment opportunities, or other benefits), or any other advantage, whether direct or indirect, and are not limited to monetary gratification. If a person is induced, compelled, coerced or intimidated to offer or give any gratification to a public official "[Section 165B of the BPC](#)", he/she should use their judgment and subsequently report any such matters to the Whistle Blower Committee as per **Whistleblower Policy** of LKL.

This policy not only prohibits making any corrupt payment but also prohibits all parties from directly or indirectly taking/accepting any corrupt payments or bribes.

Bangladeshi law also penalizes bribery if a person or his/her agent accepts, or agrees to accept, or attempts to obtain, gratification as a motive or reward for inducing a public servant to do or forbear from doing an official act "[Section 163 of the BPC](#)".

All Officers, Employees, associated personnel and stakeholders of LKL are strictly prohibited from engaging in the following acts:

- 01. Bribery of Public Officials:** Offering, promising, authorizing, or giving any payment, gift, or other advantage to any public official, directly or indirectly, to influence decisions, obtain an improper advantage, or expedite any official act.
- 02. Bribery of Private Parties:** Offering, promising, or providing any payment, gift, or other advantage to private parties to obtain or retain LKL's business, or secure an improper advantage.
- 03. Accepting Bribes or Corrupt Payments:** Requesting, agreeing to receive, or accepting any payment, gift, or other advantage for personal gain or to improperly influence business or official decisions.

These prohibitions apply regardless of local customs or common business practices and reflect LKL's zero-tolerance approach to bribery, consistent with the Parent Company's Anti-Bribery Guidelines.

04.Regulations on Business Courtesies, Gifts, Meals, and Entertainment

LKL recognizes that business courtesies, meals, entertainment, and modest gifts may be offered to foster business relationships. However, such activities must comply with this Policy and applicable laws, and must never be used to influence decisions or secure improper advantages.

Mandatory Principles for Business Courtesies:

- 01. Legitimate Business Purpose:** The courtesy must have a clear, legitimate business purpose, such as demonstrating products, promoting marketing campaigns, supporting sales activities, or supporting business engagement with customers, distributors, or other stakeholders.
- 02. No Improper Influence:** It must not be intended to influence or reward actions or decisions of the recipient.
- 03. Reasonable and Appropriate:** The nature, value, and frequency of the courtesy must be reasonable, appropriate to the recipient's position, and must not create an appearance of impropriety.
- 04. Compliance with Law:** The courtesy must be allowable under applicable laws and regulations of Bangladesh.
- 05. Transparency and Recording:** All costs and expenses related to the courtesy must be accurately recorded in LKL's accounting books.

Mandatory Principles for Gifts:

Gifts must be modest, appropriate, and of reasonable value, with cash or cash equivalents strictly prohibited. Non-cash benefits such as promotional items, product samples, travel, event tickets, or hospitality are also considered gifts and are subject to the same restrictions.

All gifts given must meet the following conditions:

01. The gift must not be cash or cash equivalents;
02. The recipient must not incur any obligation to LKL because of the gift;
03. The gift must not be repeated or used to maintain ongoing benefits for LKL;
04. The gifts must be reasonable in value, appropriate to the recipient's status, and not excessively luxurious;
05. The costs and related expenses of the gift must be accurately recorded in LKL's accounting books.

Gifts exceeding a value of **BDT 3,000 (approx. USD 25)** must be pre-approved by the Managing Director.

All Officers, Employees, and stakeholders of LKL must exercise caution when receiving gifts. Gifts received must comply with the same standards as those given: they must be modest, reasonable in value, appropriate, and not in cash or cash equivalents. Gifts that create a real or perceived obligation, are repeated to gain ongoing benefits, or exceed BDT 3,000 (approx. USD 25) must be reported to and pre-approved by the Managing Director.

Mandatory Principles for Meals and Entertainment:

Meals and entertainment may be provided to foster legitimate business relationships, support bona fide business discussions, and strengthen professional engagement, provided they comply with this Policy.

01. May be offered only for legitimate business purposes and bona fide business discussions.
02. Must comply with all principles applicable to business courtesies and gifts.
03. It should be reasonable in value, appropriate to the occasion, and proportionate to the recipient's status.
04. Must never be offered to influence government officials or other third parties regarding pending decisions affecting LKL or its clients.
05. Inappropriate, excessive, or unrelated entertainment (e.g., adult entertainment) is strictly prohibited.
06. Invitations must be transparent, documented, and properly recorded to ensure compliance with this Policy.

05.Regulations on Events, Seminars, and Promotional Activities

LKL may conduct or participate in seminars, marketing events, thought-leadership sessions, and promotional activities; however, these activities must be managed carefully to avoid any risk of bribery or improper influence. All events, sponsorships, and promotional items must comply with LKL's Anti-Bribery Guidelines and the Lion Corporation Guidelines.

Mandatory Principles:

01. Invitations must clearly state that attendance is subject to the invitee's local laws and organizational policies.
02. Only reasonable and policy-compliance expenses such as venue rental, meals, modest entertainment, and standard promotional items (e.g., bags, pens, notebooks, T-shirts) may be provided.
03. Travel costs (e.g., airfare, long-distance transport) for participants must not be paid for or reimbursed by LKL or any third party acting on LKL's behalf.

04. Lodging, if provided, must be reasonable and appropriate.
05. Promotional items must not include cash or cash equivalents and must follow the same gift principles outlined in this Policy.
06. Events must never be used to improperly influence public officials or private parties, directly or indirectly.

06. Donations to political parties and charitable organizations

01. Officers, personnel, stakeholders, and associated persons of LKL must not, whether directly or indirectly, make any donation or provide any advantage (hereinafter referred to as “donation, etc.”) to political parties, their members, candidates for political office, or any comparable individuals or entities for any of the following purposes:
 - To induce or reward the improper performance of any function or activity, including any conduct that may reasonably be perceived as such; or
 - To influence any decision, action, or function of the recipient with the intention of obtaining or retaining business, or securing any other improper advantage for LKL.
02. Any donation to charitable organizations that does not fall under the prohibited purposes above must still be carefully evaluated from an anti-bribery and compliance perspective and may only be made in accordance with applicable laws and regulations of Bangladesh, These Anti-Bribery Guidelines, Lion Corporation Guidelines and internal procedures.

All permissible donations must be transparent, properly documented, and approved through the designated authority within LKL to ensure they do not create bribery risk or reputational harm.

07. Regulations on Facilitation Payments

Facilitation payments are sometimes requested by public officials to speed up routine governmental actions such as customs clearance, immigration processing, or access to public services are strictly prohibited under LKL’s Anti-Bribery Guidelines. Such payments constitute bribery and violate both Bangladeshi law and the Parent Lion Corporation Guidelines.

01. Even if refusal may cause operational delays, administrative inconvenience, or business disadvantages, facilitation payments are not permitted under any circumstances.
02. An exception exists only in situations of genuine and immediate emergency where refusing payment would jeopardize a person’s life, physical safety, or liberty. In such cases, personal safety takes priority.
03. If a facilitation payment is made under such emergency conditions or for any reason, the individual must immediately report the incident to the Whistle Blower Committee and provide full details, in accordance with LKL’s Whistleblower Policy.

08. Reporting and Whistleblowing

01. All Officers, Employees, associated persons, and stakeholders of LKL who become aware of any actual or potential violation of applicable laws, regulations, or these Anti-Bribery Guidelines must report the matter promptly through LKL’s designated whistleblowing channels.
02. Whistleblowers may report anonymously, although they may voluntarily disclose their identity and position. LKL strictly prohibits any form of retaliation or disadvantage against individuals who report concerns in good faith.
03. Upon receipt of a whistleblowing report, the Whistle Blower Committee shall investigate the matter promptly, gather information, and take necessary actions to resolve the issue as per Whistleblower Policy.

04. Whistleblowing channels should ensure effective communication, including language accessibility and appropriate tools, so that all personnel can provide accurate information and LKL can respond appropriately.

09. Disciplinary Measures Against Violators

01. **Employees:** Any Officer, Employee, or associated person of LKL who violates applicable laws, regulations, or these Anti-Bribery Guidelines may be subject to disciplinary action in accordance with LKL Employee Handbook's Discipline Policy. Disciplinary measures may include written warnings, suspension, demotion, or termination of employment, depending on the severity of the violation.
02. **Business Partners and Third Parties:** In cases where business partners, suppliers, contractors, or other associated persons violate applicable laws or these Guidelines, LKL may, in principle, terminate the relationship or engagement with the offending party to protect the Company's integrity and compliance standards.
03. **Accountability and Reporting:** All disciplinary actions shall be documented and reported to the Internal Audit and Compliance Department and relevant governance authority to ensure consistent application and follow-up measures for preventing recurrence.

10. Prevention of Recurrence

In the event of a violation, LKL shall implement measures to prevent recurrence, including:

01. Review and enhancement of internal controls and audits.
02. Targeted compliance training and awareness programs.
03. Any other corrective actions deemed necessary by the Internal Audit and Compliance Department and the Managing Director.

11. Internal Audit

Lion Kallol Limited (LKL) shall, as part of its internal audit process, verify the compliance of all departments and personnel with applicable laws, regulations, and these Anti-Bribery Guidelines. If any suspected acts of bribery or other inappropriate conduct are identified, the matter shall be promptly reported to the Managing Director or the Whistle Blower Committee, in accordance with LKL's internal audit and reporting procedures.

12. Accounting Records and Inspection

01. All payments, gifts, entertainment, donations, or any other benefits provided to business partners, third parties, political parties, charitable organizations, or any other recipients—where no direct consideration is involved—must be accurately recorded in LKL's accounting books. The records should include details such as the recipient, purpose, amount, and date of the transaction, and must be maintained in a timely manner.
02. These records shall be periodically reviewed and inspected by LKL's Internal Audit and Compliance Department, and, where necessary, external experts, to ensure accuracy, transparency, and compliance with LKL's Anti-Bribery Guidelines and applicable laws.

13. Training and Communication

Training: Lion Kallol Limited (LKL) shall ensure that all Officers, Employees, associated persons, and stakeholders exposed to bribery and corruption risks receive adequate training on LKL's Anti-Bribery Guidelines, internal procedures, and anti-corruption program. Where relevant, training may also be provided for business associates, including agents, intermediaries, vendors, suppliers, or contractors, whose activities on behalf of LKL may expose

the Company to bribery or corruption risks. Personnel in high-risk positions should receive training at least annually, and LKL will maintain records of training content, attendance, and completion. Training shall be role-specific and include practical examples of potential bribery or corruption scenarios to enhance understanding and compliance.

Communication: The Internal Audit and Compliance Department shall ensure that LKL's anti-bribery program is clearly communicated internally and externally. Key policies, including anti-bribery include gifts and hospitality, facilitation payments, and reporting channels, will be shared through briefings, emails, intranet, or other appropriate channels to ensure all personnel and relevant stakeholders understand their responsibilities and compliance expectations.

14. Review and Revision of Governance

01. LKL shall periodically review these Guidelines and its anti-bribery program, considering audit results, operational circumstances, and changes in applicable laws.
02. The Internal Audit and Compliance Department of LKL shall review local laws, enforcement practices, and operational conditions from time to time, and propose necessary revisions to the Guidelines or related internal rules to ensure continued compliance. Any proposed revisions shall be submitted to the Managing Director for approval and implementation.

15. Amendment of Guidelines

Any amendments to these Guidelines shall be determined by the Managing Director, in consultation with the Internal Audit and Compliance Department and relevant governance committees (if any), to ensure continued alignment with legal requirements, corporate ethics, and LKL policies.

16. Management of Guidelines

The Internal Audit and Compliance Department of LKL shall oversee the management, implementation, and proper maintenance of these Guidelines, ensuring they remain current and accessible to all personnel.

17. Language

The original of these Guidelines is prepared in English. Translations into other languages may be prepared as necessary for effective communication with personnel or stakeholders.

18. Enforcement

These Guidelines will be enforced from January 1, 2026.

For

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Managing Director

Lion Kallol Limited