

Global Business Integrity Policy



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1. Statement of Policy

- 1.1 Complete Innovations Holdings Inc., its subsidiaries and other controlled affiliates (collectively “**Fleet Complete**”), are committed to carrying on its business with honesty and integrity. We are committed to conducting ourselves according to the highest standards of ethical conduct and in compliance with all relevant laws and regulations.
- 1.2 Violations of anti-corruption, anti-money laundering/terrorist financing, and economic sanctions laws may expose Fleet Complete and its Employees to possible criminal liability. The penalties for individuals in respect of such violations include substantial jail terms and large fines.
- 1.3 This Policy provides the framework for Fleet Complete’s Business Integrity Program. It establishes the core standards, values and responsibilities required of our personnel in all jurisdictions in which we operate.
- 1.4 This Policy also identifies key processes and resources in place to support compliance with this Policy and applicable Business Integrity Laws, including the resources available to report concerns or suspicions regarding potential violations of Fleet Complete’s ethical standards.

2. Policy Application

- 2.1 This Policy applies to all Employees of Fleet Complete in all countries where Fleet Complete conducts business.
- 2.2 In some circumstances, we may also be held responsible for the actions of our Contractors or Intermediaries. As a result, this Policy also applies to non-Employees who carry out functions for or on behalf of Fleet Complete.
- 2.3 All Employees must become familiar with and comply with this Policy and may be requested to certify, periodically, that they have read, understood and agreed to comply with it. Failure to comply with this Policy may result in disciplinary action, up to and including termination of employment or contract.

3. Definitions

- 3.1 “**Bribe**” means the giving or offering directly or indirectly, of anything of value in order to obtain or retain business or gain an improper advantage for the Company. “Anything of value” includes, for example:
 - payments of any amount;
 - loans or favours;
 - free access to services or assets;
 - jobs or consulting arrangements that do not serve purely legitimate commercial objectives;
 - charitable contributions or political donations; and
 - gifts, travel or entertainment expenditures that do not comply with the applicable provisions of this Policy, as set out below.
- 3.2 “**Business Integrity Laws**” means applicable laws relating to corruption, money laundering/terrorist financing and economic sanctions, including (but not limited to) the following:

- a) *Canada's Corruption of Foreign Public Officials Act, Criminal Code, Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (and associated Regulations), the *United Nations Act*, the *Special Economic Measures Act* (and associated Regulations), and the *Justice for Victims of Corrupt Foreign Officials Act*;
 - b) The United States of America's *Foreign Corrupt Practices Act, Patriot Act*, and the sanctions regime administered by the Department of Treasury's Office of Foreign Asset Control ("**OFAC**");
 - c) The UK Bribery Act 2010, and the sanctions regime administered by HM Treasury's Office of Financial Sanctions Implementation ("**OFSI**")
 - d) Equivalent anti-corruption, anti-money laundering terrorist financing and economic sanctions laws of all other jurisdictions in which Fleet Complete conducts business.
- 3.3 "**Contractor**" means any service provider contracted by Fleet Complete to support the delivery of Fleet Complete's products and services to its customers, including but not limited to installers.
- 3.4 "**Designated Person**" means a person or entity designated as a target of restrictive measures under applicable economic sanctions laws, anti-terrorist financing laws or anti-money laundering laws, including without limitation under any designated persons/entity lists maintained by: Canada (by Global Affairs Canada and Canada Border Services Agency); the U.S. (by OFAC, the US Department of Commerce Bureau of Industry and Security, or the United States Department of State); the UK (by OFSI); the Council of the European Union; and the United Nations.
- 3.5 "**Employee**" means a temporary, permanent or contract employee, and for the purposes of this Policy includes directors and officers, as well as Contractors.
- 3.6 "**Facilitation Payments**" means small payments made to Public Officials to secure or expedite routine, non-discretionary government actions.
- 3.7 "**Higher Risk Jurisdiction**" means a country that is considered to be a higher risk for potential corruption, terrorism or money laundering, or which is the subject of applicable economic sanctions, as determined by Ethics Committee (including by reference to tools such as Transparency International's Corruption Perceptions Index, and all applicable designated persons/entity lists maintained by Canada (Global Affairs), the U.S. (OFAC) and the European Union).
- 3.8 "**Intermediary**" means a person, a corporation or other entity engaged by Fleet Complete to represent, further or develop its business interests or act on its behalf in dealings with end-customers or government entities or officials. Examples of services for which Intermediaries may be engaged include:
- acting as an authorized reseller;
 - representing Fleet Complete locally in project bidding scenarios;
 - representing Fleet Complete in any dealings or engagement with government officials or entities, including but not limited to customs brokers and, where applicable, lawyers (such as in relation to applications for, or issuing of, government licences, permits, authorizations or approvals).

- 3.9 **“Kickback”** means the payment of a portion of contract consideration to another contracting party or representative of another contracting party in exchange for favourable treatment, including through the improper or secretive use of sub-contracts, purchase orders, consulting agreements or gifts.
- 3.10 **“Public Official”** includes any person discharging public duties, including without limitation, any minister, councillor, director, officer, employee, or other person acting for or on behalf of any:
- government, state, province or municipality, including any department, agency, branch or political subdivision of such bodies;
 - government-owned or controlled company or entity;
 - public international organization (e.g., the International Monetary Fund, the World Bank, or the European Union);
 - political party, or a candidate for political office; or
 - Indigenous group (or entities owned by such group), or any other organization which purports to exercise public rights for and on behalf of one or more indigenous groups.
- 3.11 **“Transaction”** means all bids, quotes, projects, work orders, contracts (including employment, services, agency or other contracts), payments, shipments, exports or re-exports, transactions or any other provision or receipt of goods or services involving Fleet Complete as a party, directly or indirectly.

4. Ethics Committee

- 4.1 Fleet Complete has established an Ethics Committee (the **“Ethics Committee”**) to oversee and administer the provisions of this Policy, and to ensure this Policy is implemented, monitored and updated in a manner that complies with applicable laws and reflects industry best practices. The Members of the Ethics Committee are:
- The Chief Financial Officer
 - The General Counsel
 - The Executive Vice President, Human Resources
- 4.2 The detailed powers, duties, responsibilities and procedures of the Ethics Committee shall be governed by a written mandate issued by the Board of Directors. However, at a general level, the duties of the Ethics Committee include ensuring that:
- this Policy remains up-to-date and reflects changes to the Company’s business activities and associated risks, as well as changes to applicable laws;
 - all Employees are aware of and trained with respect to this Policy in accordance with their respective responsibilities at Fleet Complete;
 - where appropriate, a version of this Policy and suitable training materials are made available in local languages to ensure that all Employees and Contractors understand the requirements and expectations placed upon them;

- d) its decision-making is informed by reliable and complete information, including where its approval is required for acts prescribed by this Policy;
- e) all Employees have access to support and advice to help them comply with the standards and requirements set by this Policy; and
- f) this Policy is enforced by way of appropriate discipline.

5. Employee Responsibilities

- 5.1 While the Ethics Committee has overall responsibility for the administration of this Policy, all Fleet Complete Employees are responsible for preventing, detecting and avoiding any activity that may lead to a breach of this Policy, and for reporting any violation or suspected violations through the appropriate confidential channels described in this Policy.
- 5.2 Employees should be particularly alert to warning signs or “red flags” when interacting with Public Officials or when conducting any business in Higher Risk Jurisdictions. By way of guidance, some examples of red flags are listed (non-exhaustively) in **Appendix A** to this Policy.
- 5.3 **Any violation of this Policy or Business Integrity Laws may result in disciplinary action against the offending Employee up to and including termination of employment or contract.**

6. Bribery and Corruption

Anti-Corruption Laws Generally

- 6.1 Anti-corruption laws generally prohibit attempts to gain an improper advantage in the course of business through the offering payments or other benefits to Public Officials, or to employees or representatives of private counterparties, in order to influence their decision-making. Most jurisdictions, including Canada, treat such improper attempts to influence Public Officials (domestic or foreign) as a serious criminal offence, for which large penalties (including lengthy prison sentences) are imposed. Many such jurisdictions, including Canada, also make it a criminal offence to offer or provide money or other benefits to representatives of private sector enterprises, in order to improperly influence such representatives in the course of acting for their employer or principal.

Paying or Offering Bribes or Kickbacks

- 6.2 Employees shall not promise, offer or pay, or authorize any payment or offering of a Bribe or a Kickback to any person. This strict prohibition captures any direct or indirect payments or benefits (such as through business associates or family members), and includes the use of sub-contracts, purchase orders or consulting agreements to channel payments or benefits to the ultimate recipient. It also entails the giving of offering of excessive gifts, entertainment or travel in violation of the limits and restrictions set out in this Policy.

- 6.3 Employees acting on Fleet Complete's behalf must exercise particular caution, vigilance and good judgment when interacting with any Public Officials or their family members, or with business associates of Public Officials (including companies affiliated with or owned by such persons). Employees should be mindful of avoiding even the appearance of impropriety in such circumstances, including by seeking to utilize personal or family relationships to attempt to influence decisions or the exercise of discretion by Public Officials. If in any doubt about whether a certain type of dealing with a Public Official is permissible, Employees must consult with their immediate supervisor or a member of the Ethics Committee.
- 6.4 Paying, or offering to pay, any Facilitation Payments is a form of Bribe and is strictly prohibited under this Policy. While certain types of Facilitation Payments may be permitted under some anti-corruption laws, they are prohibited by other laws applicable to Fleet Complete, including but not limited to Canadian law and are therefore not permitted by Fleet Complete
- 6.5 Any demand or proposal for any Bribe or Kickback that comes to the attention of Fleet Complete Employees must be immediately reported to Fleet Complete's Ethics Committee in accordance with this Policy (see section 18 below).

Requesting or Accepting Bribes or Kickbacks

- 6.6 Employees shall not solicit, request or accept a Bribe or Kickback from any customer or other contracting party.
- 6.7 Any offers of Bribes or Kickbacks made to Employees must be promptly reported to the Ethics Committee in accordance with this Policy (see Section 17, "Reporting", below).

7. Gifts and Entertainment

- 7.1 Employees shall not provide or receive business courtesies such as gifts and entertainment to any third parties with whom Fleet Complete does, or intends to do, business unless each of the following requirements is satisfied:
 - a) it is given or incurred in good faith, for a legitimate business purpose, and with no intention of obtaining, retaining or directing business or otherwise securing an improper business advantage for Fleet Complete;
 - b) it is be given in an open and transparent manner and must not violate local law, including but not limited to, internal government policies or codes of conduct applicable to any Public Officials;
 - c) it is of modest value and in any event does not exceed a value of US\$100 per person, unless the written approval of the General Counsel of Fleet Complete has first been obtained; and
 - d) gifts in the form of cash or cash equivalents (such as gift certificates, gift cards or vouchers), are prohibited.
- 7.2 In addition to the above, Employees are expected to consider the circumstances of the gift or entertainment, including: the position or role of the person receiving it; the business context in which it is given, including its timing relative to key decisions by the recipient (including contracting decisions); and the frequency with which business courtesies are being provided to the recipient or their colleagues.

- 7.3 **When considering offering or providing a gift or entertainment to a Public Official, in addition to complying with the above requirements, Employees must first obtain written approval from the Ethics Committee. In the event such approval is given, Employees must also accurately record the value of the gift or entertainment, as well as its specific purpose and the identity of the Public Official(s) receiving it. The Ethics Committee may attach such conditions to any approvals it sees fit, including as regards the manner and process by which the gift or entertainment is communicated to the government entity that employs the official(s) receiving the gift or entertainment.**

8. Travel Expenses

- 8.1 Common sense and moderation must be exercised in relation to the payment or reimbursement of travel and lodging expenses in connection with the business of Fleet Complete. Fleet Complete will only reimburse travel or lodging if the travel is directly related to the promotion, demonstration, explanation or delivery of services or products or the execution or performance of a Fleet Complete contract.
- 8.2 In addition to the above requirements, Fleet Complete will only pay travel and lodging expenses incurred by or on behalf of a Public Official, in the following circumstances:
- a) there is a clear, justifiable business reason for such expenses;
 - b) the expenses are reasonable and incurred in good faith, and are permitted under the laws of the country of the Public Official including any applicable policy similar ethical rules;
 - c) the expenses are supported by appropriate documentation (including receipts, booking confirmations), and are accurately recorded in accordance with Section 11 of this Policy, such that they reflect the business purpose of the payment, the identity of those receiving the benefits of the payment (including the names and positions of attendees), and the amounts involved; and
 - d) the payment is made transparently, and is communicated in writing to the government or entity for whom the Public Official is performing duties, unless such official communication is not practicable, and the absence of such official communication has been authorized in writing by the Ethics Committee.
- 8.3 Whenever possible, travel and lodging payments should be made directly by the Company to the provider of the service, and should not be paid as a reimbursement. Any requests for reimbursement of travel or lodging expenses incurred directly by an official should include a written explanation as to why it was not possible to pay the relevant service provider(s) directly.
- 8.4 It is generally not appropriate or permissible to pay or reimburse travel expenses of family members of Foreign Public Officials. However, such expenses may be paid or reimbursed in exceptional circumstances with the prior written approval of Fleet Complete's Ethics Committee, which shall only be given in exceptional circumstances, and only where the Ethics Committee is satisfied that the expense does not violate any applicable laws.

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- 8.5 Any travel or lodging expenses of Public Officials totaling over \$250 per person, or such other amount designated from time to time must be approved in advance and in writing by the Ethics Committee.
- 8.6 Fleet Complete will not reimburse travel or lodging incurred by Employees or third parties in violation of the terms of this Policy.

9. Political and Charitable Donations

- 9.1 In certain circumstances, political and charitable donations may construe as an attempt to secure an improper business advantage, or as an improper attempt to influence a political cause or candidate. In particular, the legitimacy of a political or charitable donation may be in doubt where:
- a) it appears to be closely connected to a particular business relationship;
 - b) the amount suggests an attempt to directly or indirectly influence a political cause, party or candidate in exchange for business with Fleet Complete;
 - c) it is made at the request or on behalf of a Public Official;
 - d) it is made to an individual or entity - even if a bona fide charitable entity - with whom a Public Official is directly or indirectly associated.
- 9.2 In light of this, no political or charitable donation shall be made on behalf of Fleet Complete, and no Employee or Intermediary shall be reimbursed for a political or charitable donation, without the written approval of the Ethics Committee. The Ethics Committee shall not provide such approval unless they are satisfied that the donation does not violate applicable laws, including all applicable campaign finance, lobbying and election laws.

10. Anti-Money Laundering and Anti-Terrorist Financing

Anti-money Laundering/Terrorist Financing Laws Generally

- 10.1 Money Laundering typically involves an attempt to conceal or obscure illegitimate origins of certain funds or property by passing it through one or more layers of commercial transactions. Money laundering laws target attempts to deal with the proceeds of serious illegal conduct, including corruption, embezzlement, fraud, and drug or human trafficking.
- 10.2 Anti-Terrorist Financing laws are generally concerned with preventing the flow of funds or other economic support to or in support of terrorist organizations.
- 10.3 In a commercial context, the risk of violating anti-money laundering/terrorist financing laws may be greatest where Employees engage with counterparties from a High-Risk Country, especially those associated with significant levels of government corruption, drug or human trafficking or terrorist activity. However criminal or terrorist organizations also operate through, or with the assistance of, “front-companies/entities” which are designed to appear legitimate and which operate in jurisdictions otherwise perceived as low-risk.

- 10.4 Under no circumstances shall Employees knowingly participate in any fashion in any money laundering or terrorist financing activity or transactions. In addition, all Employees must be vigilant in conducting or complying with due diligence procedures implemented by Fleet Complete, including those described in Section 13 of this Policy.
- 10.5 Employees must also report any reasonable suspicions of money laundering or terrorist financing developed or gleaned in the course of performing their duties for Fleet Complete. Any such suspicions must be reported in accordance with the provisions set out in Section 17 of this Policy.

11. Economic Sanctions

Economic Sanctions Laws Generally

- 11.1 Economic sanctions laws generally prohibit or restrict economic activity with certain targeted countries, entities, organizations or individuals, often in relation to specified goods, services or activities. The penalties for violating economic sanctions can be severe.
- 11.2 Relevant government departments or agencies, including the Department of Global Affairs in Canada and OFAC in the U.S., maintain lists of foreign designated countries, groups and individuals with whom some or all types of economic activity is prohibited. These lists are subject to sudden change, sometimes with little advance notice. Accordingly, it is critical that Employees apply the due diligence measures, including screening protocols, implemented by Fleet Complete as described in Section 13 below.
- 11.3 Global Affairs Canada and the Canada Border Services Agency enforce a variety of different types of sanctions under the *Special Economic Measures Act*, the *United Nations Act*, the *Freezing Assets of Corrupt Foreign Officials Act* and the *Justice for Victims of Corrupt Foreign Officials Act*, as follows:
- a) *Asset Freezes*: prohibit doing business with, directly or indirectly, persons or entities identified as Designated Persons.
 - b) *Export and Import Restrictions*: prohibit trade with a targeted country, either comprehensively or in specific sectors of the economy.
 - c) *Financial Prohibitions*: prohibit persons in Canada and Canadians outside Canada from conducting financial transactions, directly or indirectly, with persons and entities listed in the applicable regulations.
 - d) *Arms Embargoes*: prohibit trade in “arms and related materials” and provision of related technical assistance to countries that are subject to sanction.
- 11.4 As of the date of this policy, Canada imposes sanctions of varying severity against the following countries and regions:
- *Comprehensive Embargoes*: North Korea, Crimean Region of the Ukraine
 - *Targeted Embargoes and Asset Freezes*: Iran, Syria, Russia, Ukraine, Libya, Eritrea, Yemen, South Sudan, Sudan, Venezuela, Zimbabwe, Somalia, Central African Republic, Democratic Republic of Congo, Eritrea, Iraq, Mali, Myanmar, Tunisia.

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- 11.5 Canadian sanctions laws apply to individuals and companies in Canada and Canadians outside Canada. In other words, Fleet Complete's activities, including through subsidiaries and Intermediaries outside Canada are subject to Canadian sanction law.
- 11.6 The penalties for violating Canadian sanctions include significant financial penalties for entities and potential imprisonment for individuals. The reputational and other business risks associated with non-compliance can also be severe, and can potentially result in even greater damage to ADA's business.
- 11.7 Fleet Complete must also comply with the sanctions regimes of other countries or regions where we do business, including but not limited to the sanctions regimes administered by the U.S. Department of Treasury Office of Foreign Asset Control (OFAC) and by the Council of the European Union. Under this Policy, Fleet Complete may implement region-specific compliance measures as appropriate.

Anti-Circumvention and Due Diligence

- 11.8 Sanctions regimes typically prohibit facilitation, indirect trade, or other attempts to avoid or attempt to avoid the application of sanctions. This includes situations where a party is willfully blind (i.e. chooses not to ask/know) as to the ultimate destination or end-user of its goods, services or technology.
- 11.9 It is strictly prohibited for an Employee, Contractor or Intermediary to avoid or attempt to avoid economic sanctions obligations, including by carrying out Transactions through third parties or third countries.
- 11.10 Consistent with the expectations of regulators and law enforcement agencies, Fleet Complete carries out reasonable, risk-based due diligence about our customers, agents, distributors, Intermediaries and business partners, and requires those parties to participate in and cooperate with or sanctions compliance as a condition of doing business with Fleet Complete. These due diligence procedures are set out in Section 13 below.

Prohibition of all transactions involving certain jurisdictions

- 11.11 Unless approved in advance - in writing - by the General Counsel, all Transactions involving, directly or indirectly, any party located in Iran, North Korea, Syria and the Crimean region of the Ukraine are prohibited.

Prohibition of all Fleet Complete-related travel to certain jurisdictions

- 11.12 Unless approved in advance - in writing - by the General Counsel, all travel at Fleet Complete expense or otherwise for or on behalf of Fleet Complete by Employees, Contractors or Intermediaries to Iran, North Korea, Syria and the Crimean region of Ukraine is prohibited.

Prohibition of all Transactions involving Designated Persons

- 11.13 Unless approved in advance - in writing - by the General Counsel, all Transactions involving, directly or indirectly, any Designated Person or any entity owned or controlled by a Designated Person are prohibited.

12. Accounting, Books and Records

- 12.1 Fleet Complete must maintain a system of internal accounting controls and shall make and keep books, records and accounts which, in reasonable detail, accurately and fairly reflect Transactions, including but not limited to those with Public Officials.
- 12.2 All financial Transactions must be properly and fairly recorded in such books of account with sufficient detail so that knowledgeable third parties can understand the Transaction. Employees shall not under any circumstances:
- a) keep any accounts or transactions “off-book” to facilitate or conceal Improper Payments, or for any other reason;
 - b) establish any undisclosed or unrecorded Fleet Complete funds or assets;
 - c) make inflated or artificial entries in Fleet Complete’s books and records or engaging in any arrangement that results in such entries;
 - d) make any entries in Fleet Complete’s books and records using false documentation or that incorrectly identifies the object of the transaction; or
 - e) falsify or improperly amend or alter any record or document relating to a transaction, including but not limited to, adding false or misleading information, or to omit accurate information, in order to obscure the nature, origin or destination of goods, or the parties involved.
- 12.3 Fleet Complete shall also maintain records of due diligence procedures carried out under Section 13 of this Policy, which show the steps taken and results obtained from those procedures.

13. Due Diligence and Engagement of Intermediaries

- 13.1 Fleet Complete is committed to conducting thorough and appropriate risk-based due diligence throughout the lifecycle of any business relationships with third parties, as a critical part of ensuring compliance with applicable anti-corruption and anti-money laundering laws.
- 13.2 **Prior written approval must be received from the General Counsel or the Chief Financial Officer before entering into any business relationship an Intermediary.** No business relationship may be entered into unless:
- a) **appropriate due diligence has been undertaken on the intermediary, as set out below;**
 - b) **the terms of the business relationship are recorded in a formal written agreement, which shall refer to the items set out below.**

Due Diligence Procedures

- 13.3 The process and extent of due diligence to be performed in respect of an Intermediary depends on the circumstances, and will be determined by the General Counsel. However, in all cases, the due diligence shall include the following:
- a) Screening of Intermediaries during the onboarding process (and periodically thereafter) via Fleet Complete’s authorized third-party screening tool (which at the date of this Policy, is Risk Rate[®] by

NAVEX Global), in order to identify politically exposed persons and other corruption-related “red flags” as well as anti-money laundering and economic sanctions-related concerns;

- b) Measures to confirm:
 - i. the identity of all directors and officers of the Intermediary;
 - ii. that the qualifications of the Intermediary are consistent with the business purpose for which they are to be retained;
 - iii. that the financial arrangements with the Intermediary are reasonable and proportionate having regard to the services to be provided;

13.4 In the case of Intermediaries located in, or otherwise representing Fleet Complete’s business in, a Higher Risk Jurisdiction, additional due diligence measures shall be carried out as determined by Fleet Complete’s General Counsel, including:

- a) Enquiries regarding the Intermediary's character, reputation and history of conducting business, including by obtaining references from reputable sources such as an embassy or High Commission or trade attaché, or from another reputable and well-established business operating in the applicable jurisdiction;
- b) the identity of all direct or indirect beneficial owners of the Intermediary (unless such Intermediary is publicly-listed on a reputable stock exchange);
- c) where the General Counsel deems appropriate, additional intelligence may be obtained including through a third-party service provider retained under the direction of the General Counsel or in consultation with external counsel.

13.5 The General Counsel or his/her designee shall ensure a clear written record is maintained of the due diligence steps taken in accordance with the requirements set out above (as well as the outcomes or results of such steps).

Written Agreement

13.6 All agreements with Intermediaries must be in writing and approved by Fleet Complete’s General Counsel, and shall include the following:

- a) an accurate description of the services to be performed.
- b) the amount of the fee payable for the services, including the basis on which such fee is to be calculated and paid.
- c) provisions relating to compliance with the subject matter of this Policy and all Applicable Business Integrity Laws, in a form approved by the General Counsel, the Chief Financial Officer or the Ethics Committee.

Intermediary List

13.7 The Ethics Committee shall maintain a list of all Intermediaries engaged by Fleet Complete. However, it is the responsibility of the finance leader in each region to advise the General Counsel of any material changes

to the status or role of an Intermediaries operating in or with respect to the countries for which they have responsibility.

- 13.8 Upon implementation of this Policy, the Ethics Committee will expeditiously conduct a review of all existing relationships with Intermediaries to ensure they undergo appropriate due diligence procedures, and to take reasonable steps to ensure they are engaged under written agreements (including the standard provisions described above) as soon as practicable.

Payments to Intermediaries

- 13.9 Payments to Intermediaries must never be made in cash.
- 13.10 If made by wire transfer, payment must be made to a bank account in the name of the Intermediary and in the country where the services are performed, unless there are acceptable and documented reasons and the prior written approval of the General Counsel is obtained.
- 13.11 Any cheque must be made in the name of the Intermediary and not to any third party.

Monitoring and Audit

- 13.12 The Ethics Committee shall oversee the implementation of procedures to ensure the performance of Intermediaries are appropriately monitored. Such measures may include the selection of certain Intermediary relationships for periodic audit.

Contractors and Employees

- 13.13 In addition to conducting due diligence on all potential Intermediaries, the Ethics Committee shall oversee the application of risk-based procedures regarding the due diligence to be conducted in relation to Employees and Contractors. Such procedures may include subjecting candidates to screening prior to onboarding, including through the use of Fleet Complete's third party screening tool. Particular care and scrutiny must be exercised in relation to the hiring of Contractors and Employees in Higher Risk Jurisdictions.
- 13.14 For the avoidance of doubt, hiring or engaging an Employee or Contractor who is associated in any way, even tangentially, with a Foreign Official raises corruption risks. **As such, prior written approval from the Ethics Committee is required before hiring or engaging any person or entity associated with a Foreign Official in any way, including by virtue of connections to family members or close associates of a Foreign Official, or who is recommended by a Foreign Official.**

Customers in Higher Risk Jurisdictions

- 13.15 As explained in Section 11 above, Economic Sanctions restrict Transactions with any Designated Persons, and accordingly Fleet Complete Employees must be vigilant in identifying and reporting warning signs or red flags in any Transactions with customers or end-users of Fleet Complete's products and services.

- 13.16 In addition to exercising vigilance in relation to all Transactions, **all direct customers and end-users in Higher Risk Jurisdictions must be screened using authorized third-party screening tool) at the time of onboarding**, the results of which must be updated at least annually. Any risks or compliance concerns arising from such screening must be promptly notified to the Ethics Committee, who will provide guidance and instruction on how to proceed.

14. Joint Ventures, Mergers and Acquisitions

- 14.1 Risks under Business Integrity Laws can arise in the context of joint ventures, public/private-sector partnerships, and in the context of mergers and acquisitions. Employees must consult with the Ethics Committee at the earliest stage of exploring or progressing these types of activities to ensure that appropriate due diligence, transactional safeguards and other measures are undertaken to mitigate risks under applicable Business Integrity Laws.

15. New Territories

- 15.1 Fleet Complete's business model entails the expansion into new territories from time to time. However, it is important that the risks associated with new territories are understood and addressed in a timely fashion. As such, prior to entering a new territory, the Ethics Committee shall conduct an assessment of the risks associated with the new territory under applicable Business Integrity Laws. Such assessment shall include, at a minimum, confirming:
- whether the new territory should be designated a Higher Risk Jurisdiction;
 - whether the country, or individuals or entities within in it, are the target of any applicable Economic Sanctions laws;
- 15.2 The Ethics Committee may direct or oversee the conducting of such due diligence measures as it considers necessary to understand the nature and severity of risks associated with a new territory. Such further due diligence may include the engagement of external advisors where the Ethics Committee deems appropriate, which to the extent possible should be performed under the direction of the General Counsel.
- 15.3 The Ethics Committee shall document the results of the new territory risk assessment in writing, including key recommendations as to additional controls or measures required to mitigate any identified risks.

16. Training

- 16.1 Fleet Complete requires training for all Employees. The Human Resources Department will facilitate relevant and ongoing training for Employees on this Policy. The General Counsel may, having regard to the level of risk presented, also require certain Intermediaries to participate in similar or bespoke training.

17. Reporting

- 17.1 Violations or suspected violations of this Policy must be promptly reported:
- to the **Ethics Committee** at **Ethics.Committee@fleetcomplete.com** or;

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- b. through Fleet Complete's secure and confidential reporting hotline with NAVEX Global, in accordance with Fleet Complete's Whistleblowing Policy.
- 17.2 Once a report has been made, the Reporting Employee should not disclose the fact that they have made such a report to anyone else, unless directed or authorized by the General Counsel and the Ethics Committee. This is because, under certain applicable anti-money laundering/terrorist financing laws, the disclosure of the fact that a report of suspicious activity has been made to a relevant authority can itself amount to an offence (known as "tipping off").
- 17.3 No retaliatory action will be taken or permitted against any person making a good faith report regarding a potential violation this Policy. Retaliatory action by Employees will result in disciplinary action, up to and including termination of employment or contract.**

18. Monitoring

- 18.1 Fleet Complete is committed to ensuring compliance with Business Integrity Laws on an ongoing basis. Under the oversight and directions of the Ethics Committee, Fleet Complete will monitor, reassess and, where necessary, adapt this Policy and accompanying training materials to ensure continued effectiveness.

19. Questions About This Policy

- 19.1 If you have any questions about this Policy or Business Integrity Laws and their application to Fleet Complete or to you, or if prior written approval is required for any particular conduct, contact the Ethics Committee at Ethics.Committee@fleetcomplete.com or the General Counsel at Robyn.Scott@fleetcomplete.com].

Appendix A

TRANSACTION “RED FLAGS” LIST

Identifying the risk of violations of Business Integrity Laws in any given Transaction is often difficult. The risks can vary depending on the nature, scope, locations and parties involved in a Transaction, as well as market practices and customs. We refer to indicators of heightened risk as “red flags,” and Employees are required to record and report red flags in accordance with the Business Integrity Policy whether they arise prior to, during or following a Transaction.

A list of some typical red flags follows, but Employees are encouraged to remain vigilant and report any circumstance that gives them a sense of unease as to the propriety of circumstance surrounding a Transaction. For the purposes of the list below, a “Counterparty” includes, but is not limited to a customer, Intermediary or Contractor (as defined in the Business Integrity Policy).

- An Intermediary or Contractor is reluctant to provide standard information about the identity of its management, shareholders or beneficiaries, or about end-users when requested to do so for compliance purposes;
- An Intermediary or Contractor is or appears to be affiliated or associated with a Designated Person or Public Official;
- A Counterparty has been recently established, has significant financial resources at its disposal and it is unclear how it came into possession of these financial resources;
- An Intermediary or Contractor lacks appropriate facilities or qualified staff, or appears to be in significant financial difficulty.
- An Intermediary’s is operating through or using an offshore jurisdiction that is not the jurisdiction in which they are providing the services for which they have been, or are to be, engaged;
- The goods or services that a Counterparty seeks to purchase or resell are not in line with Fleet Complete’s knowledge of the third party’s activities or place of operations;
- A Counterparty requests unusual shipment or delivery terms, or it is unclear whether re-shipment will take place and where; packing requirements do not make sense (e.g. seaworthy packing for delivery within Europe);
- The payment terms or method of payment are unusual (e.g. cash or crypto-currency, or involve complex flows of funds without clear commercial justification)
- The third party is offering to pay prices well over normal market value for the goods or services concerned;
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