

ANTI-BRIBERY AND CORRUPTION POLICY

I. SCOPE

This Anti-Bribery and Corruption Policy (the “**Policy**”) applies to all employees, offices and affiliated third parties of Orottrade DMCC (the “**Company**”) and aims to ensure that the Company will not tolerate any acts of bribery and corruption.

II. PURPOSE

The Company takes a zero-tolerance approach to bribery and corruption and will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. The Company values its reputation for conducting business with honesty and integrity. The primary objective of this policy is to articulate and direct the Company’s approach to anti-bribery and anti-corruption in support of the Company’s responsible conduct of business.

III. COMMITMENT

The Company commits to:

- zero-tolerance against fraud, theft, corruption or any similar illegal behavior;
- comply with all applicable Anti-bribery and corruption laws, regulations, rules, related self-regulatory organization standards and codes of conduct in the jurisdictions in which it carries out operations;
- conduct business transparently and in an honest and ethical manner;
- embed its business relevant Anti-bribery and corruption compliance framework and process in its daily activities;
- continuously monitor the regulatory environment and to implement appropriate responses to changes and developments.

Zero Tolerance Approach to Bribery

The Company does not pay bribes in furtherance of its business and expects that its directors, officers and employees will not do so on the Company’s behalf. The Company has a zero-tolerance approach towards bribery. This commitment comes from the highest levels of management and all its directors, officers and employees must meet this standard.

A bribe is anything of value that is offered, promised, given or received to influence a decision or to gain an improper or unfair advantage. Bribery may not always be in the form of cash payments and may take many other forms, including:

- Non-arm's length loans or other transactions;
- Phony jobs or "consulting" relationships;
- Employment opportunities or internships;
- Political contributions;
- Charitable contributions; or
- Gifts, travel, and hospitality.

Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other third parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include legally required or permitted administrative fees for expedited service.

Dealing with Public Officials

A "public official" is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions such as politicians, bureaucrats, civil servants, and judges. It also includes persons who perform public functions such as professionals working for public health agencies, water authorities, planning officials and agents of public international organizations, such as the UN or World Bank. A "public official" may also include employees of government-owned or controlled businesses, including sovereign wealth funds. For example, if a government has an interest in a bank and exercises control over the activities of that bank, then the banking officials are likely to be considered "public officials".

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity is more likely to occur. The Company's directors, officers and employees shall be aware of these risks in their dealings and interactions with public officials and consider how their actions may be viewed. For example, payments, gifts or employment to close relatives of public officials may be treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute violations of law.

Third Parties

Joint venture partners, agents, contractors and suppliers are not permitted to pay bribes on Company's behalf.

The Company may be prosecuted for failing to prevent bribery by a person associated with it. This includes any individual or entity that performs services for or on behalf of the company. Employees should avoid doing business with partners, agents and contractors who do not have a zero tolerance approach to bribery.

The Company and its directors, officers and employees shall inform third persons (and associated companies) of the company's anti-bribery policy, shall be meeting with them to better assess their business practices, and making commercially reasonable inquiries into their reputation and past conduct. In consultation with internal legal counsel, include anti-bribery language in contractor, partner or agency agreements, where appropriate.

Gifts and Entertainment

The giving or receiving of gifts and entertainment should be proportionate and reasonable for the circumstances.

Gifts (e.g. merchandise, event tickets) given to or received from persons who have a business relationship with the company are generally acceptable, if the gift is modest in value, infrequent, appropriate to the business relationship, and does not create an appearance of impropriety. No cash payments should be given or received. In addition, gifts should not be given to or received from public officials.

Entertainment (e.g. meals, sporting events or the theatre, rounds of golf) given to or received from persons who have a business relationship with the company are generally acceptable, if the entertainment is reasonable in value, appropriate to the business relationship, infrequent, does not create an appearance of impropriety and if a representative from the sponsoring organization (the party paying for the entertainment) is present at the event. Note that many jurisdictions have laws restricting entertainment given to public officials or their close relatives.

Gifts and entertainment (including meals) that are repetitive, no matter how small, may be perceived to be an attempt to create an obligation to the giver and should be avoided. Gifts or entertainment given close in time to when a decision impacting business is being made may be perceived as a bribe in return for a favorable decision and should also be avoided. Employees should not pay for gifts and entertainment (including meals) personally to avoid having to report or seek approval for it.

Employees should not give or receive "big-ticket" items, such as travel, conference fees, costs for road shows, or event sponsorships, without prior written authorization from internal legal counsel or person(s) designated to provide such authorization. If you are in doubt as to whether gifts or entertainment proposed to be given or received are proportionate and reasonable for the circumstances, please consult internal legal counsel.

Political Donations and Lobbying

The Company shall:

- not offer contributions to political parties or candidates that might influence, or be perceived as influencing, a business decision;
- ensure that it does not breach any laws regarding political donations in any country;
- ensure that all political donations, no matter how small or insignificant, made on behalf of the company (directly or indirectly) are approved in advance by the person(s) designated to approve such donations;
- not to engage in any lobbying activities on behalf of the company without specific authorization.

Political donations should not be made on behalf of the company in countries in which we do not have a presence. Political donations made by individuals on their own behalf should comply with local laws and regulations.

Lobbying activities generally include attempts to influence the passage or defeat of legislation and it may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule-making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

The one shall not engage in lobbying activities on behalf of the company without the prior written approval of the company's internal legal counsel or person(s) designated to approve such activities.

Disciplinary Action for Policy Violations

Please note that the Company reserves the right to take disciplinary action for Policy violations that fit the nature and particular facts of the violation. This could, in the most severe circumstances, include immediate termination for cause and, if warranted, legal proceedings may be brought against the breaching party.