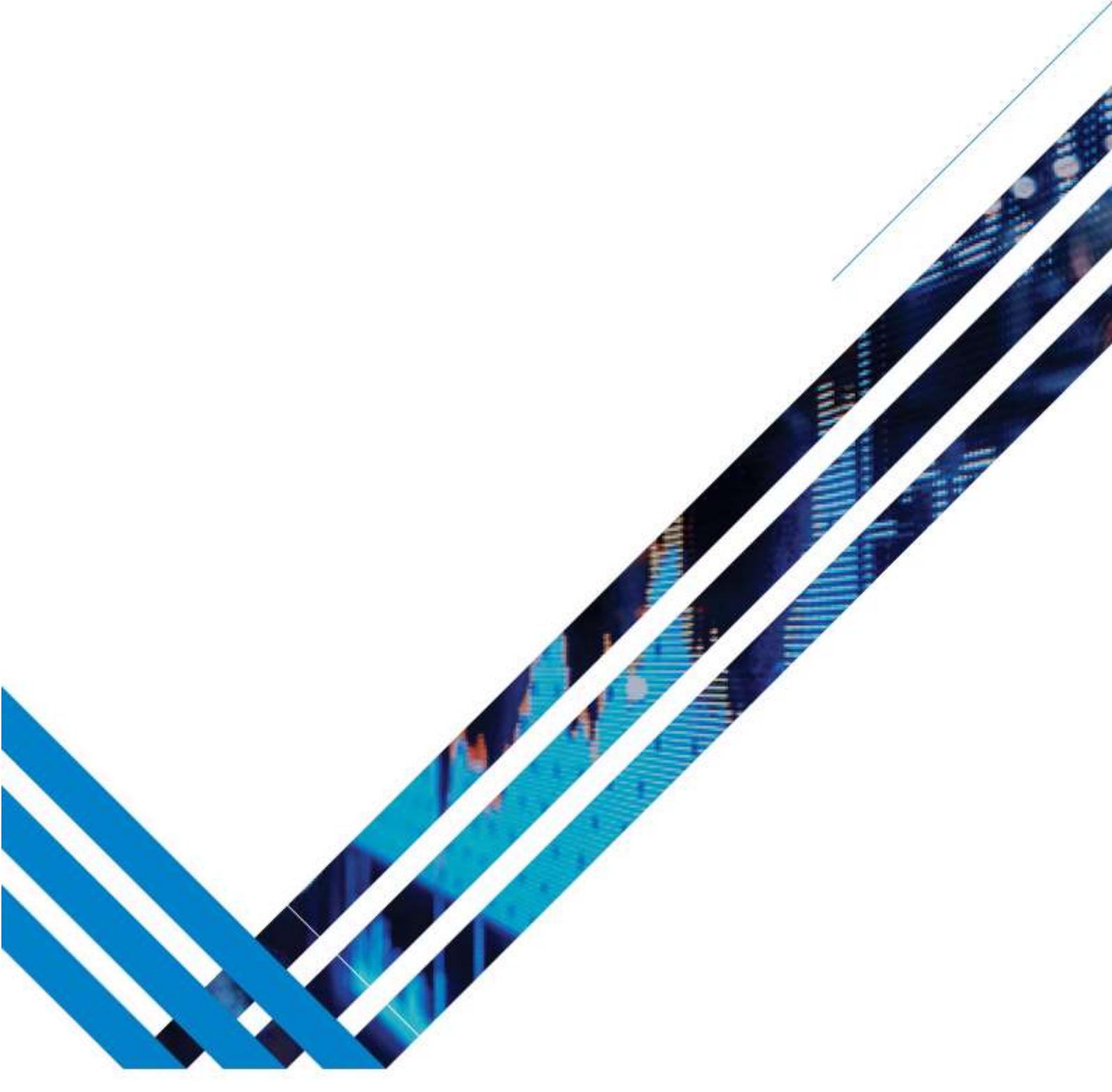


23 JULY 2020

ANTI-BRIBERY AND CORRUPTION POLICY



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1. INTRODUCTION

1.1 SCOPE AND PURPOSE

Mainstream is committed to complying with applicable laws and regulations and acting in an ethical manner consistent with the principles and values set out in its Code of Conduct.

There are strict laws against bribery and corruption. We must comply with all laws against bribery, corruption and related conduct applying to Mainstream in all the jurisdictions where we operate.

Bribery, corruption and related improper conduct are offences under the law and serious criminal and civil penalties may be imposed on both the company and individuals involved. In addition, the consequences of engaging in such conduct include a significant negative impact on our brand, reputation and profits as well as a loss of confidence amongst our shareholders, clients and employees.

The purpose of this policy to:

- › Formalise Mainstream's position with respect to bribery, corruption and related improper conduct; and
- › Provide information and guidance on how to recognise and deal with instances of bribery and corruption.

1.2 APPLICATION OF THE POLICY

This policy applies globally to all employees, directors, officers and contractors of Mainstream Group entities ("workers"). All workers should be familiar with this Policy and ensure strict compliance with it. Mainstream will treat all instances of non-compliance seriously. Non-compliance with the Policy may result in internal disciplinary action including termination of employment or engagement with Mainstream.

1.3 DEFINITION

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an incentive for action which illegal, unethical or a breach of trust.

Corruption is the abuse of entrusted power for personal gain.

Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine action by a government, taxation office, industry association or regulatory official or employee.

Secret commissions arise where a person or an entity offers or gives a commission, secret payment or off market terms to an agent or representative of another person that is not disclosed by that agent or representative to their principal.

2. THE POLICY

2.1 REQUIREMENTS

Workers must:

1. Read, understand and comply with this Policy;
2. Not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited payments or cause any of them to be given, offered, accepted or requested;
3. Not make any other improper payments or benefits to public officials;
4. Not approve any offers, or make, accept or request an irregular payment or other thing of value, to win business or influence a business decision in favour of Mainstream;
5. Consistent with the Conflicts of Interest Policy and Code of Conduct, not offer or receive any gifts, entertainment or hospitality to or from regulatory, public or government officials or politicians, without approval from the Chief Executive Officer of the business unit;
6. Maintain accurate and complete records of dealings with third parties;
7. Obtain required approvals with respect to donations and sponsorships from the Chief Executive Officer of the business unit; and
8. Report any breaches or suspected breaches of this Policy to your manager or Compliance manager.
9. If in any doubt as to the propriety of a particular situation or proposed act, consult with Compliance at the earliest opportunity.

2.2 BRIBERY AND OTHER IMPROPER PAYMENTS

Mainstream acknowledges when conducting normal business, workers will from time to time entertain clients, be entertained by service providers or offer gifts of nominal value in appreciation of work performed. Such activities are acceptable under this and other related policies.

Reasonable expenditure (less than USD500) is permitted where the expenditure is for the purpose of general relationship building, cannot be construed as an attempt to improperly influence a decision maker, and complies with local laws and regulations.

However workers must not accept any money or opportunity or other benefit which could be interpreted as an inducement, secret commission, facilitation payment or bribe.

Care must be exercised in accepting hospitality, entertainment or gifts over and above that required for the normal conduct of business or which may compromise workers' impartiality.

You should refer to the Conflicts of Interest Policy and Code of Conduct for further requirements and expectations that Mainstream has in respect to gifts.

2.3 DEALINGS WITH POLITICIANS AND GOVERNMENT OFFICIALS

All dealings with politicians and government, regulatory or taxation officials that relate to Mainstream and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

Workers must not make any donation or other financial contribution to any political office on behalf of or sit on a government working body without the approval of the Chief Executive Officer of the business unit. This Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

2.4 CHARITABLE DONATIONS

Mainstream encourages workers to participate in local community initiatives, make donations and undertake volunteer work. However, workers may only make charitable donations on behalf of Mainstream with prior approval from the Chief Executive Officer of the business unit or as part of a Mainstream approved matched funding program.

2.5 MAINTAINING ACCURATE RECORDS

Complete and accurate accounts, invoices and other documents and records relating to dealings of workers with third parties must be prepared and maintained. It is strictly prohibited to keep any accounts “off the books” to facilitate or conceal bribery, corruption or improper payments.

2.6 REPORTING NON-COMPLIANT ACTIVITY

Any worker that has identified an actual or suspected breach of this Policy is required to report such activity to their manager or use the standard escalation path, as set out in detail in the Code of Conduct.

Generally speaking, the manager is the first point of contact for escalating any matters. Workers can also report the matter to their local Compliance officer or use the procedure set out in the Group’s Whistleblower Policy.

Mainstream prohibits retaliation against anyone reporting suspicions and will support any worker who raises genuine concerns in good faith under this Policy.

2.7 ROLES AND RESPONSIBILITIES

Everyone in the Mainstream Group of entities is required to understand and comply with this Policy, including following the reporting requirements set out in this Policy. Specific responsibilities are to:

Board Directors and Committee Members

Periodically review the effectiveness of the Policy. Escalation point for any material breach of this Policy via local Board. .

Chief Executive Officers and Executive Leaders

Assess and identify bribery and corruption risk within each business and apply controls to manage those risks. Ensure the ‘tone at the top’ has an integrity focus by complying with the spirit of this Policy.

Compliance

Monitor and report compliance with this Policy at the divisional level and ensure it is operating effectively. Act as an escalation point in suspected or actual instances of bribery or other corrupt practices. Copies of all incidences, together with documentation and approvals, should be

forwarded to Group Compliance on a timely basis for central monitoring. Ensure adequate controls, including staff training, are applied.

Managers

Provide leadership in implementing and giving effect to this Policy. Facilitate compliance with this Policy and take appropriate action for breaches of this Policy by escalating immediately to Compliance.

2.8 BREACH OF POLICY

Failure to disclose an event or payment as outlined in this Policy is a breach of the Code of Conduct and for Directors is also a breach of the Board Charter. It may result in initiation of disciplinary action, including loss of bonus or immediate dismissal from the organisation, if deemed to be an incident of misconduct, wrongdoing or an abuse of power or authority.

2.9 RELATIONSHIP WITH OTHER POLICIES

Other organisational policies that should be read in conjunction with this Policy include:

- › Code of Conduct
- › Conflict of Interest
- › Whistleblower Policy

A copy of these policies can be obtained from the Mainstream website.

Local policies and procedures designed to meet requirements for specific jurisdictions or businesses may also supplement this Policy.