

REPP Anti-Corruption and Integrity Policy and Procedures

1. Introduction and Scope

- 1.1. This Policy and Procedures is formulated in line with the IFC Definitions and Interpretive Guidelines, the UK Bribery Act 2010 and the UK Money Laundering Regulations 2017.
- 1.2. All those involved in the implementation of the REPP should observe the highest standards of financial and ethical conduct. They should take all appropriate measures to prevent and combat fraud and corruption, money-laundering and the financing of terrorism, as well as recognising their duty to ensure that funding for the REPP is used for the purposes for which it was given, without regard to political or other non-economic influences or considerations.
- 1.3. All those involved in the implementation of the REPP must comply with these Anticorruption and Integrity Policy and Procedures (the "Procedures"). They are however subordinate to and do not remove or change the rights and obligations of those involved in the implementation of the REPP under any applicable national or international laws or under contract.
- 1.4. These Procedures are designed to prevent and address misconduct, in particular fraud and corruption, that may occur in connection with the activities of those involved in the implementation of the REPP. The Procedures set out the general principles and requirements applicable to those involved in the implementation of the REPP. They also set out the framework for the process of handling investigations into alleged corruption or possible integrity violations. They define how such investigations are to be handled, set out the persons responsible for such investigations and define sanctions and consequences of material breach. They cover fraud and corruption in the diversion of REPP support for ineligible expenditures as well as fraud and corruption for the purpose of influencing any decision as to the use of REPP support.
- 1.5. These Procedures apply to all members of the REPP Manager team, the REPP Management Board and the REPP Assessment Committee as well as temporary workers, agents, consultants, contractors, intermediaries and to any other people or bodies associated with the implementation of the REPP. They also apply to any persons or entities which receive support either directly or indirectly from the REPP.

2. Definitions

- 2.1. According to the IFC, practices addressed by these Procedures are defined as:
 - a) a "corrupt practice": the offering, giving, receiving or soliciting, directly or indirectly, of anything of value to influence improperly the actions of another party;
 - b) a "fraudulent practice": any act or omission, including a mis-representation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial or other benefit or to avoid an obligation;
 - c) a "collusive practice": an arrangement between two or more parties designed to achieve an improper purpose, including to influence improperly the actions of another party;
 - d) a "coercive practice": impairing or harming, or threatening to impair or harm, directly or indirectly, any part of the property of the party to influence improperly the actions of a party;
 - e) an "obstructive practice" is:

- (i) deliberately destroying, falsifying, altering or concealing of evidence material to the investigation or making false statement to investigators in order to materially impede an investigation into allegations of a corrupt, fraudulent, coercive or collusive practice; and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the investigation or from pursuing the investigation; or
- (ii) acts intended to materially impede the exercise of the REPP's contractual rights of audit or access to information.

2.2. The above practices are referred to collectively in the Procedures as "fraud and corruption".

3. Actions to be taken

3.1. The REPP Management Board and the REPP Manager will take all appropriate measures to prevent fraud and corruption in connection with the provision of support and the use of funding for the REPP, including (but not limited to):

- a) adopting appropriate administrative practices and institutional arrangements to ensure that REPP funding is only used for the purposes for which it was given and so that any fraud and corruption can be easily detected. Measures include:
 - Establishing an overall framework for controls including the REPP Management Board and REPP Assessment Committee;
 - Adopting Transaction, Cash Management and Draw Down Procedures to minimize the risk of fraud or errors in administering REPP money by instituting internal control procedures, including separation of duties and systems of checks and approvals and by introducing professional service providers.
 - Updating these Procedures on a biannual basis or as determined by the Management Board
- b) Instructing the REPP Manager to provide regular training on these Procedures to members of the REPP Management team, the Management Board and Assessment Committee and ensuring that all those involved in the implementation of the REPP and all those receiving support from it (either directly or indirectly) receive a copy of these Procedures and are made aware of and adhere to their contents;
- c) including such provisions in the REPP Support Agreement with project developers as may be required to give full effect to these Procedures, including (but not limited to) provisions
 - (i) requiring such Recipient to abide by the Procedures,
 - (ii) requiring such Recipient to permit the REPP's representatives to inspect all of their accounts and records and other documents relating to the project required to be maintained pursuant to the agreement and to have them audited by, or on behalf of, the REPP
 - (iii) requiring restitution by such Recipient of any amount of the funding from the REPP with respect to which fraud and corruption has occurred
- d) instructing the REPP Manager to carry out a corruption risk assessment as part of the internal project assessment process, alongside 'Know Your Client' checks.

3.2. Anyone involved in the implementation of the REPP or receiving support from the REPP should immediately report any allegations of fraud and corruption in connection with the REPP to the REPP Management Board. The following is a list of possible "red flags" which must be reported promptly if encountered (not limited to):

- the third party has a reputation of engaging in improper business practices;

- the third party insists on receiving a commission or fee payment before committing to sign up to contact;
 - the third party requests payment in cash or refuses to sign up a formal commission or fee agreement;
 - the third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
 - the third party requests an unexpected additional fee to facilitate a service;
 - Personnel are offered an unusually generous gift or offered lavish hospitality by the third party.
- 3.3. The REPP Management Board will appoint an Investigative Officer to examine and determine the veracity of allegations of integrity violations and misconduct. The Investigative Officer shall assess allegations and conduct investigations promptly and thoroughly and recommend to the Management Board the action to be taken.
- 3.4. The Investigative Officer shall maintain objectivity, impartiality and fairness throughout the investigative process and conduct its activities competently and with the highest levels of integrity. If the Investigative Officer has a real, perceived or apparent conflict of interest in an investigation, he or she shall declare such actual or potential conflict to the Management Board and the Management Board will consider whether a replacement Investigative Officer should be appointed.
- 3.5. The Investigative Officer may use such internal or external resources as they consider necessary to carry out the investigation. Those involved in the implementation of the REPP or those receiving support from the REPP have a duty to cooperate fully in any screening or investigation when requested by an Investigative Officer to do so.
- 3.6. The Investigative Officer shall ensure that all information and records associated with an investigation, including the identity of parties that are the subject of the investigation and of parties providing testimony or evidence, are kept confidential and under adequate physical, electronic and procedural controls. Each Investigative Officer shall ensure that the circulation of information regarding an investigation is only to those with a need-to-know.
- 3.7. Those involved in implementation of the REPP may be suspended from their duties and associated persons may be asked to stop work while the investigation is being carried out. Proven allegations may result in a finding of gross misconduct and immediate dismissal.
- 3.8. The REPP may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the REPP who are found to have breached this policy. The REPP may also terminate Support Agreements with project developers who are found to have breached this policy.
- 3.9. The REPP may also report any matter to the relevant authorities and the police. The REPP will provide all necessary assistance to the relevant authorities in any subsequent prosecution and also seek the recovery of misappropriated funds or assets.
4. Support Domiciles and Economic Sanctions
- 4.1. When providing support through jurisdictions which are not the jurisdiction in which the relevant Project Company and/or its assets are situated, the REPP shall avoid providing support to Persons located in harmful tax regimes ("Harmful Tax Regimes"). For the purposes of this agreement, a Harmful Tax Regime shall mean any country (a) whose tax regime has not undergone a peer review as part of the Global Forum on Transparency and Exchange of Information for Tax Purposes (the "Global Forum"); or (b) which, following a phase 1 peer review, has either not been permitted by

the Global Forum to proceed to a phase 2 peer review or has proceeded to a phase 2 peer review and not received an overall rating of compliant or largely compliant.

4.2. "Blacklisted Person" means a person:

- a) listed on the Consolidated List of Financial Sanctions Targets and/or the Investment Ban List maintained by HM Treasury or any similar list maintained by the United Kingdom or the UK government, each as amended, supplemented or substituted from time to time;
- b) listed on the World Bank blacklist (being the list of firms and individuals ineligible to be awarded a World Bank financed contract, published by the World Bank at www.worldbank.org/debarr);
- c) listed on the Consolidated list of persons, groups and entities subject to EU financial sanctions;
- d) listed on the sanctions list(s) of the Office of Foreign Assets Control of the US Department of Treasury (or any successor entity);
- e) listed on the Consolidated United Nations Security Council Sanctions List; or
- f) category of persons that the Management Board acting reasonably agree in writing from time to time fall within this definition;

4.3. "Economic Sanctions" means:

- a) any and all laws, regulations, statutes or treaties, or judgments, orders, executive orders, decrees, ordinances or rules imposed by any competent authority, in each case relating to economic sanctions or terrorism financing administered or enforced by the Government of the United States of America (including the U.S. Department of State and the Office of Foreign Assets Control of the U.S. Department of the Treasury), the United Kingdom (including Her Majesty's Treasury), the European Union or the United Nations Security Council; and
- b) any additional laws and regulations of any other governmental entity relating to economic sanctions or terrorism financing and any measures of any competent authority implementing United Nations Security Council resolutions or unilateral economic sanctions measures of any competent authority,

in each case, that apply to the REPP in respect of their activities;

4.4. Compliance with Economic Sanctions:

- a) The REPP Manager shall use reasonable endeavours to ensure that the activities of the REPP are conducted in compliance with Economic Sanctions, including by carrying out market standard due diligence.
- b) The REPP Manager shall adopt, maintain and enforce policies and procedures designed to promote and achieve continued compliance by the REPP with Economic Sanctions.
- c) The REPP Manager shall use reasonable endeavours to ensure that REPP does not support any Project Company which is, or any of whose directors (or the equivalent in the relevant jurisdiction) or ultimate beneficial owners is, a Blacklisted Person.
- d) The REPP Manager shall use reasonable endeavours to ensure that each Support Agreement shall agree, as a condition to it receiving funding from the REPP, that it shall:
 - (i) warrant that none of its directors or officers is, and that it has not engaged any material contractor or accepted funding from any other investor who is, a Blacklisted Person; and
 - (ii) use reasonable endeavours not to engage any material contractor or accept funding from any other investor who is a Blacklisted Person.
- e) The REPP Manager shall notify the Management Board promptly in writing if such person becomes aware that any Blacklisted Persons are involved, directly or indirectly, in the REPP's activities and support.

- f) The REPP Manager shall take no action, including contribution of funds or other economic resources, which would knowingly cause any person to breach any Economic Sanctions.

5. Anti-Money Laundering and Combating the Financing of Terrorism

- 5.1. The REPP is committed to the international fight against terrorism, and in particular, against the financing of terrorism. To this end, the REPP will seek to ensure that none of its funds are used, directly or indirectly, to provide support to individuals or entities associated with terrorism and is committed to taking appropriate steps to ensure that funding from REPP Donors is not used to provide assistance to, or otherwise support, terrorists or terrorist organisations.
- 5.2. Money laundering is a term used for several offences involving the proceeds of crime or terrorism and converting those proceeds into legitimate sources, thereby hiding their true source. This laundering can include: possessing, or in any way dealing with, or concealing, or converting the proceeds of any crime, as well as the funds likely to be used for terrorism, or the proceeds of terrorism.
- 5.3. The REPP shall use reasonable efforts to cause that recipients of REPP support comply with applicable national laws and regulations for anti-money laundering and combating the financing of terrorism.
- 5.4. All those involved in the implementation of the REPP are responsible for promptly reporting any suspicions to the REPP Management Board who will deal with all disclosures confidentially and make decisions on reporting the activity to relevant regulators in the appropriate manner. No further steps in any transaction relating to the suspected money laundering should be made without authorisation from the REPP Management Board.
- 5.5. A "Know Your Client" check should be undertaken on all project developers prior to providing support from the REPP in order to understand the bona fides of the project developer.