

# **BN AGROCHEM LIMITED**

**(Formerly BN Holdings Limited)**

**ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

## **1. Policy Statement**

The BN Agrochem Limited (Formerly BN Holdings Limited) (“the Company”) is committed to conducting its business with integrity, transparency, and accountability. The Company adopts a zero-tolerance approach toward bribery, corruption, fraud, embezzlement, and unethical practices in any form.

The Company shall comply with all applicable anti-bribery, anti-corruption, anti-fraud, and anti-money laundering laws in the jurisdictions in which it operates. All employees and stakeholders are expected to uphold the highest ethical standards in all business dealings.

## **2. Purpose**

This Policy aims to:

- Prevent bribery and corruption in all business operations.
- Establish clear standards of conduct for employees and third parties.
- Ensure compliance with applicable laws and regulatory requirements.
- Protect the reputation and integrity of The Company.
- Provide a mechanism for reporting and addressing violations.

## **3. Scope and Applicability**

This Policy applies to:

- All Directors, officers, and employees (permanent, temporary, contractual, trainees).
- Consultants, agents, intermediaries, contractors, suppliers, and third parties acting on behalf of the Company.
- All subsidiaries and associated entities of The Company.

This Policy applies to all business dealings, transactions, and expenditures made on behalf of the Company, whether domestic or international.

## **4. Definitions**

“Bribery” means Offering, promising, giving, receiving, or soliciting money or anything of value to influence a decision or secure an improper business advantage.

“Corruption” means any abuse of entrusted power for private gain, including dishonest or unlawful conduct.

“Facilitation Payments” means any unofficial payments made to secure or expedite routine governmental actions.

“Kickbacks” means any payments or benefits provided in return for favorable treatment or business advantage.

“Government Official” any officer or employee of a government department, regulatory authority, public sector undertaking, or any person acting in an official capacity.

“Gift” means anything of value, including cash, vouchers, hospitality, travel, services, or benefits given or received in a business context.

## **5. Prohibited Conduct**

### **A. Bribery and Corruption**

The Company strictly prohibits:

- Offering, promising, authorizing, or giving bribes to any government official or private individual.
- Soliciting or accepting bribes or improper benefits.
- Indirect payments through third parties intended to secure improper advantage.
- Concealing or misrepresenting payments in books and records.

As no employee or representative shall engage in conduct intended to influence decisions improperly or obtain or retain business unfairly or secure preferential treatment.

### **B. Facilitation Payments and Kickbacks**

The Company does not permit facilitation payments or kickbacks under any circumstances and if any employee is pressured to make such a payment, the matter must be immediately reported to management or through the whistleblower mechanism.

### **C. Gifts and Hospitality**

The gifts and hospitality must:

- Be reasonable and modest in value.
- Not influence or appear to influence business decisions.
- Be compliant with applicable laws and Company procedures.
- Be properly documented and approved where required.
- Cash or cash equivalents are strictly prohibited.

### **D. Donations and Sponsorships**

The charitable donations and sponsorships must:

- Be lawful and ethical.
- Not be used to obtain improper business advantage.
- Be transparent and properly recorded.
- Receive prior approval from authorized personnel.

The political contributions on behalf of the Company are prohibited unless specifically permitted by law and approved by the Board.

### **E. Dealings with Government Officials**

The employees must exercise heightened caution when interacting with government officials.

All dealings must:

- Be transparent and documented.
- Comply with applicable anti-corruption laws.
- Avoid any appearance of impropriety.

Also the cross-border transactions must comply with the laws of all relevant jurisdictions.

## **6. Financial Controls and Record Keeping**

The Company shall maintain accurate and transparent books, records, and accounts that fairly reflect all transactions, shall not establish any undisclosed or unrecorded funds, shall ensure that all payments are supported by legitimate documentation, and strictly prohibits any false, misleading, or incomplete entries.

## **7. Reporting Concerns**

The employees and stakeholders must report:

- Any suspected or actual bribery or corruption.
- Suspicious payments or requests.
- Violations of this Policy.

The reports may be made through the Company's whistleblower mechanism and all reports will be treated confidentially to the extent possible.

## **8. Investigation and Enforcement**

The allegations of violations will be investigated promptly and fairly. The violations of this Policy may result in:

- Disciplinary action, including termination of employment.
- Termination of contracts with third parties.
- Legal action under applicable laws.

## **9. Review and Amendment**

This Policy shall be reviewed periodically to ensure continued relevance and effectiveness. The amendments may be made with approval from the board within the Company.

## **10. Approval and Effective Date**

This Anti-Bribery and Anti-Corruption Policy is approved by the Board of the Company and is effective from the date of approval i.e., February 13, 2026.