



CONFLICT OF INTEREST POLICY

Global Compliance

GNWP is committed to comply with anti-corruption laws in all countries in which GNWP operates. This includes, but is not limited to, laws in the United States such as the United States Foreign Corrupt Practices Act (the “FCPA”) and international laws such as the Canadian Corruption of Foreign Officials Act, the United Kingdom Bribery Act 2010, the Austrian Anti-Corruption Framework, the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (the “OECD Convention”), anti-corruption laws enacted in each country where GNWP conducts its operations; and the **United Nations Convention against Corruption**. In addition, GNWP has adopted this Anti-Corruption Policy. Through this Anti-Corruption Policy, GNWP will actively and closely monitor the adherence of all of its employees, partners and consultants worldwide to the above anti-corruption laws. This Policy is applicable to all GNWP employees and agents, including all directors, officers, board members and any other individual or entity acting for or on behalf of GNWP anywhere in the world. All third parties, including agents, intermediaries, consultants, and partners must be informed about this Policy and must agree to comply with this Policy and all applicable anti-corruption laws as a pre-requisite to act on behalf of or jointly with GNWP.

GNWP prohibits all improper payments of any nature including payments to third parties, government officials and/or its donors and customers anywhere in the world.

Specific instances where corruption might occur

All GNWP employees, as well as any party working on GNWP’s behalf, must not make, offer to make, or promise to make payments (regardless of whether the payment is actually made) or give anything of value directly or indirectly to any third party, including any government official, to assist GNWP in obtaining or retaining an improper advantage, whether or not any benefit is received. Prohibited payments include:

- Payments securing an improper advantage, including a decision to select GNWP to provide any products or services, or to provide GNWP with more preferential terms, including, but not limited to, providing any confidential, proprietary or competitor information that may provide GNWP an improper advantage;
- Payments to influence any act or decision of a government official in his or her official capacity;
- Payments to influence the government official to abuse his or her power for private gain;
- Payments to induce a government official to perform or fail to perform any act;
- Payments inducing a government official to use his or her influence with a government or government instrumentality to affect or influence any act or decision of a government or instrumentality;
- Any gifts or entertainment provided to any regulatory government official;
- Any travel expenses of any regulatory government official; and
- Any political contribution by GNWP.

If local laws, codes of conduct, or other regulations in a particular country or region are more restrictive on this subject, or require government approval of the transaction, then any GNWP representative operating in that country or region must fully comply with the more restrictive requirements.

Reporting Responsibility

If GNWP employees and agents, including all directors, officers, board members and any other individual or entity acting for or on behalf of GNWP is aware of any conduct that violates this policy, s/he has a responsibility to report it. S/he may report such conduct through normal reporting relationships to her/his supervisor. All such reports will be treated as confidential and be used only for the purpose of addressing the specific problem reported. Such reports will be shared by GNWP management and other authorized individuals only on a need-to-know basis. Unless acting in bad faith, GNWP employees and agents, including all directors, officers, board members and any other individual or entity acting for or on behalf of GNWP will not be subject to reprisals for reporting information about potential violations.

Auditing and Monitoring

GNWP will periodically audit and monitor compliance with this Policy through random anti-corruption compliance assessments and other monitoring initiatives by third parties engaged by GNWP. All GNWP employees will be required to execute periodic certifications of Policy compliance.

Penalties and Consequences

Each GNWP employees and agents, including all directors, officers, board members and any other individual or entity acting for or on behalf of GNWP is responsible and accountable for adhering to this Policy. Violations of this Policy can result in criminal and civil exposure for GNWP and anyone of the above involved including imprisonment and other severe penalties. For example, by law, fines imposed on individuals for violations of the FCPA cannot be paid by GNWP and must be paid by the individual committing the violation. Other countries also have laws which impose various fines and/or criminal sanctions. In addition to penalties that may be imposed by the laws of the countries where GNWP operates, violations of this Policy may be punished with discipline, up to and including termination and referral for prosecution.

Policy Definitions

1. **Anything of value:** Includes cash, gifts, travel expenses, offers of employment, and business meals of more than USD 50 (US fifty dollars). Anything of value may also include event sponsorships, consultant contracts, fellowship support, research grants, and charitable contributions made at the request of, or for the benefit of, a government official, his or her family, or other relations, even if made to a legitimate charity.
2. **Facilitation Payment:** A payment made outside of the ordinary course of business to secure performance of an action by a government official.
3. **Government Entities:** For the purposes of this Policy, government entities refers to government-owned or controlled commercial enterprises, institutions, agencies, departments, instrumentalities and other public entities.
4. **Government official:** For the purposes of this Policy, the term government official should be interpreted broadly. It includes (1) officers and employees of government entities, (2) officers and employees of non-governmental international organizations

(e.g., United Nations) and (3) any person with the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary or advisory positions.

5. **Government Sponsored System:** A program, system or facility which is in whole or part, owned, administered, funded or controlled by the government or a government instrumentality.
6. **Payments:** Any and all compensation or remuneration, including but not limited to payments and reimbursements for personal or professional services, meals, travel, grants, sponsorships, research grants, professional meetings, education and in-kind services.

Useful references

Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. Accessed on March 16, 2018 from: http://www.oecd.org/daf/anti-bribery/ConvCombatBribery_ENG.pdf

United Nations Convention against Corruption. Accessed on March 16, 2018 from: https://www.unodc.org/documents/treaties/UNCAC/Publications/Convention/08-50026_E.pdf

United States Foreign Corrupt Practices Act. Accessed on March 16, 2018 from: <https://www.sec.gov/spotlight/foreign-corrupt-practices-act.shtml>