SAE Power Company	Anti-Bribery and Anti-Corruption Policy	**Procedure:** **Revision:**	**HR-102** **02**

1. Purpose

The purpose of this Anti-Bribery and Anti-Corruption Policy is to reiterate the commitment of SAE Power Company (together with its affiliates, "SAE" or the "Company") to full compliance by the Company and its employees, officers, directors and agents with Canada's Corruption of Foreign Public Officials Act ("CFPOA"), the U.S. Foreign Corrupt Practices Act ("FCPA"), and any local anti-bribery or anti-corruption laws that may be applicable.

This Policy supplements the Code of Business Conduct and Ethics and all applicable laws and provides guidelines for compliance with the CFPOA, FCPA and Company policies applicable to SAE operations world-wide.

2. Scope

This Policy is applicable to every employee of SAE, including managers, officers and directors. Neither agents, consultants nor any other third party can be used to engage in practices on behalf of the Company which violates this policy. This Policy is intended to supplement all applicable laws, rules, and other corporate policies. It is not intended to supplant any local laws.

This Policy shall be distributed to each new employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company. Additional distributions will be made as deemed necessary. Each employee, officer and director shall certify that he or she has received, read and understood the Policy and will comply with its terms. The Company reserves the right to amend, alter or terminate this Policy at any time for any reason.

3. Reference Documents

3.1 SAE Quality Manual

3.2 HR-101 Code of Business Conduct and Ethics

3.3 The FCPA can be found at: http://www.justice.gov/criminal/fraud/fcpa/

3.4 The CFPOA can be found at: http://laws-lois.justice.gc.ca/eng/acts/c-45.2/index.html

4. Terms and Definitions

4.1 Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain.

4.2 Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage.

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4.3 Bribery and corruption can take many forms, including the provision or acceptance of:
4.3.1 Cash payments
4.3.2 Phony jobs or "consulting" relationships
4.3.3 Kickbacks
4.3.4 Political contributions
4.3.5 Social benefits or
4.3.6 Gifts, travel hospitality and reimbursement of expenses

4.4 A "contractor", "vendor" or "supplier" is defined as a third-party entity or individual who provides, and receives payment for, services or goods related to any aspect of an SAE operation, and includes consultants or other agents and subcontractors.
4.5 A "non-supplier vendor" is defined as a third-party individual, company, organization and/or Government or Government-related entity that will receive payment from SAE but will not provide goods or services in return.

5. **Policy Requirements**

5.1 SAE personnel and agents are strictly prohibited from offering, paying, promising, or authorizing ("Improper Payment Activity"):

- Any payment or other things of value;
- To any person, including any government official or person in any company;
- Directly or indirectly through or to a third party;
- For the purpose of (i.e., in exchange for):
    - Causing the person to act or fail to act in violation of a legal duty;
    - Causing the person to abuse or misuse their position; or
    - Securing an improper advantage, contract or concession;
- For SAE or any other party.

5.2 No SAE personnel shall undertake any Improper Payment Activity described in 5.1 above in respect of a foreign official, a domestic official, or a person doing business in the private sector.
5.3 SAE's books and records must correctly record both the amount and a written description of any transaction and ensure that there is a reasonable relationship between the substance of the transaction and the description.
5.4 SAE has instituted detailed procedures and standards related to training, due diligence, the recording of transactions and other areas to implement the terms of this Policy.
5.5 Audits of SAE sites and contractors may be conducted periodically, either internally or externally, to ensure that the requirements of this Policy and applicable procedures and guidelines are being met.

5.6 There is no permitted deviation or waiver from this Policy.

5.7 Any employee who violates the terms of this Policy will be subject to disciplinary action, which may include termination of employment, if he/she:

5.7.1 has direct knowledge of potential violations of this Policy but fails to report such potential violations to Company management, or

5.7.2 misleads or hinders investigators inquiring into potential violations of this Policy.

5.8 Any third party with whom SAE does business who violates the terms of this Policy, who knows of and fails to report to SAE management potential violations related to SAE, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated.

5.9 Any and all known or suspected Improper Payment Activity <u>must</u> be reported to the Chief Financial Officer or the Company President.

5.10 Any specific questions concerning this document should be directed to Company managers or the Chief Financial Officer.

Revision History

Date	Revision	Description of Changes	Prepared by
Apr-17 2020	01	Initiate document GQP-027	L. Chisum
Jan-29 2021	02	Change numbering to HR series and add change for referenced document shown in green	L. Chisum

Approval

Title	Name	Signature	Date (mm/dd/yyyy)
CFO	Linda Chisum	Linda R. Chisum	4/19/2020
CFO	Linda Chisum	Linda R. Chisum	1/29/2021