ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

JANUARY 2026

POLICY NUMBER: TMG-SEC-004
APPROVAL AUTHORITY: BOARD OF DIRECTORS

THE MAZI GROUP

1. PURPOSE

This Anti-Corruption and Anti-Bribery Policy establishes The Mazi Group's commitment to conducting business ethically and in compliance with all applicable anti-corruption laws worldwide. The Mazi Group has zero tolerance for bribery and corruption in any form. This policy applies to all operations across our portfolio of brands: Mazi Beauty, Glam Switch, On The Go Mists, and Upvendo.

2. SCOPE

This policy applies to:

- All employees, officers, and directors of The Mazi Group and its subsidiaries
- All contractors, consultants, and temporary workers
- All agents, representatives, and intermediaries acting on behalf of The Mazi Group
- All joint venture partners and business associates
- All suppliers and vendors
- All operations in all geographic markets: United States, Canada, European Union, and Latin America

3. LEGAL FRAMEWORK

The Mazi Group is subject to anti-corruption laws in multiple jurisdictions, including but not limited to:

3.1 United States

- Foreign Corrupt Practices Act (FCPA)
- Federal and state anti-bribery laws
- Travel Act

3.2 European Union

- UK Bribery Act 2010 (applicable to UK operations and extraterritorially)
- EU Anti-Corruption Directives
- Member state anti-corruption laws

3.3 Canada

- Corruption of Foreign Public Officials Act (CFPOA)
- Criminal Code provisions on bribery

3.4 Latin America

- Brazil Clean Company Act
- Mexico General Law of Administrative Responsibilities
- Country-specific anti-corruption laws

> **Important:** Many anti-corruption laws have extraterritorial reach. The FCPA and UK Bribery Act can apply to conduct occurring entirely outside the United States or United Kingdom. All personnel must comply with this policy regardless of location.

4. PROHIBITED CONDUCT

4.1 Bribery

The following are strictly prohibited:

- Offering, promising, giving, or authorizing the giving of anything of value to any person to influence their actions or decisions
- Requesting, agreeing to receive, or accepting anything of value in exchange for favorable treatment
- Making payments to government officials to secure or expedite routine governmental actions (facilitation payments)
- Using third parties to make payments that would be prohibited if made directly

4.2 Government Officials

Special care must be taken in all interactions with government officials, broadly defined to include:

- Employees of government agencies at any level (federal, state, local)
- Employees of state-owned or state-controlled enterprises
- Political party officials and candidates
- Employees of public international organizations (UN, World Bank, etc.)

- Royal family members
- Anyone acting in an official capacity

4.3 Commercial Bribery

Bribery in commercial (private-to-private) transactions is also prohibited:

- Kickbacks to purchasing agents or decision-makers
- Secret commissions to secure business
- Payments to influence contract awards

5. GIFTS, HOSPITALITY, AND ENTERTAINMENT

5.1 General Principles

Gifts, hospitality, and entertainment may be provided or accepted only if they are:

- Reasonable in value and frequency
- Given openly and transparently
- Not intended to influence business decisions
- Compliant with the recipient's organization's policies
- Legal under applicable laws
- Properly recorded in company books and records

5.2 Monetary Limits

- Individual gifts: Maximum $100 USD (or local equivalent)
- Meals and entertainment: Maximum $150 USD per person per occasion
- Annual aggregate limit per recipient: $500 USD
- Any gift or hospitality to government officials requires pre-approval from the Chief Compliance Officer

5.3 Prohibited Gifts

- Cash or cash equivalents (gift cards, vouchers)
- Gifts during active procurement or negotiation
- Gifts that could embarrass the company if disclosed publicly
- Gifts to family members of business contacts

- Lavish or extravagant entertainment

5.4 Travel and Lodging

Payment of travel and lodging expenses for third parties requires:

- Legitimate business purpose
- Pre-approval from department head and Legal
- Economy class travel and reasonable accommodations
- No side trips or personal expenses
- Documentation of business purpose and attendees

6. POLITICAL CONTRIBUTIONS AND CHARITABLE DONATIONS

6.1 Political Contributions

- Corporate political contributions are prohibited without Board approval
- No contributions may be made to influence business decisions
- Personal political activities must be kept separate from company business
- Company resources may not be used for personal political activities

6.2 Charitable Donations

- Charitable donations must be made to legitimate, registered organizations
- Donations may not be made at the request of government officials in connection with business matters
- Donations over $5,000 require approval from the Chief Compliance Officer
- All donations must be properly documented

7. THIRD-PARTY DUE DILIGENCE

7.1 Risk-Based Approach

Due diligence must be conducted on third parties based on risk level:

- **High Risk:** Agents, consultants, and intermediaries who interact with government officials; partners in high-risk countries
- **Medium Risk:** Distributors, resellers, and joint venture partners

- **Low Risk:** Standard vendors and suppliers with no government interaction

7.2 Due Diligence Requirements

High-Risk Third Parties

- Background investigation including ownership, reputation, and legal history
- Sanctions and watchlist screening
- Reference checks
- In-person meeting when feasible
- Written anti-corruption representations and warranties
- Audit rights in contracts
- Approval by Chief Compliance Officer

Medium-Risk Third Parties

- Basic background check
- Sanctions screening
- Anti-corruption contract provisions
- Approval by department head

7.3 Red Flags

The following red flags require enhanced scrutiny:

- Requests for unusual payment arrangements (cash, third-party accounts, offshore)
- Unusually high commissions or fees
- Lack of transparency about ownership or operations
- Reputation for paying bribes
- Connections to government officials
- Reluctance to agree to anti-corruption provisions
- Operations primarily in high-risk countries

8. BOOKS, RECORDS, AND INTERNAL CONTROLS

8.1 Accurate Books and Records

- All transactions must be accurately recorded in the company's books and records

- No false, misleading, or incomplete entries
- No off-the-books accounts or funds
- All payments must have a legitimate business purpose
- Supporting documentation required for all expenditures

8.2 Internal Controls

- Segregation of duties for financial transactions
- Approval requirements based on transaction value
- Regular reconciliation of accounts
- Periodic audits of high-risk areas
- Expense report review and approval

9. MERGERS, ACQUISITIONS, AND JOINT VENTURES

- Anti-corruption due diligence required for all M&A transactions
- Assessment of target's compliance history and culture
- Integration of compliance programs post-acquisition
- Joint venture agreements must include anti-corruption provisions
- Ongoing monitoring of joint venture compliance

10. TRAINING AND COMMUNICATION

10.1 Training Requirements

- All employees: Annual anti-corruption awareness training
- High-risk roles: Enhanced training on FCPA, UK Bribery Act, and due diligence
- New hires: Training within 30 days of start date
- Third parties: Training or certification as appropriate

10.2 Communication

- Policy distributed to all employees and relevant third parties
- Regular reminders and updates on anti-corruption topics
- Leadership communication reinforcing zero-tolerance message

11. REPORTING AND INVESTIGATION

11.1 Reporting Obligations

All personnel must immediately report:

- Known or suspected violations of this policy
- Requests for improper payments
- Red flags identified in third-party relationships
- Any concerns about potential corruption

11.2 Reporting Channels

- Direct supervisor or manager
- Chief Compliance Officer
- Chief Legal Officer
- Ethics hotline (anonymous reporting available)
- Online reporting portal

11.3 Investigation Process

- All reports investigated promptly and thoroughly
- Investigations conducted by qualified personnel
- Confidentiality maintained to the extent possible
- Findings documented and reported to appropriate leadership
- Corrective actions implemented as needed

11.4 Non-Retaliation

The Mazi Group strictly prohibits retaliation against anyone who reports a concern in good faith. Retaliation will result in disciplinary action up to and including termination. See TMG-SEC-027: Whistleblower Protection Policy for additional protections.

12. CONSEQUENCES OF VIOLATIONS

12.1 Individual Consequences

- Disciplinary action up to and including termination

- Personal civil and criminal liability
- Potential imprisonment for criminal violations
- Reputational damage

12.2 Company Consequences

- Substantial fines and penalties
- Debarment from government contracts
- Disgorgement of profits
- Independent compliance monitors
- Reputational damage
- Loss of business opportunities

13. ROLES AND RESPONSIBILITIES

13.1 Board of Directors

- Oversight of anti-corruption compliance program
- Review of significant compliance matters
- Setting tone at the top

13.2 Chief Compliance Officer

- Day-to-day management of anti-corruption program
- Policy development and updates
- Training program oversight
- Investigation management
- Reporting to Board and executive leadership

13.3 All Employees

- Comply with this policy and applicable laws
- Complete required training
- Report concerns promptly
- Cooperate with investigations

14. RELATED POLICIES

This policy should be read in conjunction with:

- TMG-SEC-001: International Regulatory Compliance Policy
- TMG-SEC-003: Corporate Governance Structure and Decision-Making Framework
- TMG-SEC-021: Code of Conduct and Business Ethics
- TMG-SEC-027: Whistleblower Protection Policy
- TMG-SEC-033: Financial Controls and Internal Audit Policy
- TMG-SEC-037: Conflict of Interest Policy

15. POLICY REVIEW

This policy shall be:

- Reviewed annually by the Chief Compliance Officer and Legal
- Updated to reflect legal developments and best practices
- Approved by the Board of Directors after material changes
- Communicated to all employees and relevant third parties

16. DEFINITIONS

- **Bribery:** Offering, giving, receiving, or soliciting something of value to influence an action or decision.
- **Government Official:** Any officer or employee of a government, state-owned enterprise, political party, or public international organization.
- **Facilitation Payment:** Small payment to expedite routine governmental action (prohibited under this policy).
- **Third Party:** Any person or entity acting on behalf of or in connection with The Mazi Group.
- **Red Flag:** Warning sign that may indicate potential corruption risk.

For questions about this policy, contact:

Compliance Department

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