

# AIA Group

## **Anti-Corruption Policy**

Incorporating

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All legal entities

# Document Details

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## VERSION CONTROL

Version	Amendments	Approval Date	Approved/ Issued by
1.0	First Release	20-May-2011	Issued by Group Compliance
2.0	<p>Summary of key changes:</p> <ul style="list-style-type: none"> <li>▪ Section 1 - Introduction – Elaborated Business Unit (“BU”) CEO’s role in implementation of Policy and Guidelines</li> <li>▪ Section 2.2 - Definitions – Inserted new section and included definition of state-owned distribution partner</li> <li>▪ Section 3.1.1 - Operational controls <ul style="list-style-type: none"> <li>- Clarified CCL’s role when reviewing Due Diligence (“DD”) forms for business courtesies</li> <li>- Increased threshold for compliance review for business courtesies to US\$300 per person</li> <li>- Included certain exceptions regarding pre-approval requirements for AIA branded diaries and calendars and business entertainment</li> <li>- Travel (not related to state-owned distribution partners) requires to be approved by the BU CEO and international travel by Regional CEO</li> <li>- Elaborated DD requirements for charitable donations involving government officials</li> <li>- Elaborated process for ‘other payments’</li> <li>- Included requirements for agreements with, and training and monitoring of, intermediaries and specific requirements for intermediaries who source business from government entities</li> <li>- Elaborated DD procedures for hiring of government officials or their relatives.</li> <li>- Elaborated first line responsibilities in relation to management of vendors involved in dealing with government officials.</li> </ul> </li> <li>▪ Section 3.1.4 – Included requirement for the BU Compliance team to conduct periodic sample testing of relevant expense accounts</li> <li>▪ Appendix A2 – Included new form for DD of travel and training related proposals involving government officials.</li> </ul> <p>Note: Section numbers have been updated to reflect revised section numbers in version 3</p>	11-Mar-2015	Issued by Group Compliance
3.0	<p>Summary of key changes:</p> <ul style="list-style-type: none"> <li>▪ Consolidated content of AIA Group Anti-Corruption Policy and Guidelines into the new AIA Group Policy Template and renumbered sections</li> <li>▪ Section 2.2 - Enhanced definition of Government Officials and inserted definition of State-Owned Enterprises</li> <li>▪ Section 3 - Enhanced Roles and Responsibilities section</li> <li>▪ Section 4.1 (Mandatory and Minimum Requirements) – New section inserted to outline principles of the Group Anti-Corruption Programme</li> <li>▪ Section 4.2 - Operational controls</li> </ul>	11-Mar-2020	Approved by Group Board

	<ul style="list-style-type: none"> <li>- Clarified that Workday should be the primary platform for seeking pre-approval for gifts/entertainment and used as a gift/entertainment register and that Ariba/Concur may be used to flag government official related expenses in the accounting system.</li> <li>- Specified alternates who can review DD in the absence of BU Head of Compliance</li> <li>- Specified legal risk assessment requirements for sponsoring international travel to jurisdictions where AIA does not operate, with special requirements for travel to US territories</li> <li>- Enhanced pre-approval requirements for political contributions to include BU CRO, BU CEO and RCE</li> <li>- Enhanced pre-approval requirements for charitable contributions initiated externally by government officials, to include BU CEO</li> <li>- For hiring of (ex)Government Officials or Close Relatives of Government Officials, BU Compliance, BU Legal and BU HR may jointly identify situations where AIA is not exposed to any bribery/corruption risk and accordingly dispense with anti-corruption due diligence requirements.</li> <li>- Included requirement for anti-corruption related clauses in vendor/third party contracts and legal assessment of vendors interacting with government officials on behalf of AIA</li> <li>▪ Appendices D, E and F - Inserted a DD form for political contributions and charitable contributions and enhanced DD form for other payments</li> <li>▪ Appendix H – Inserted sample anti-corruption wording for declaration by prospective employees</li> <li>▪ Appendix I – Inserted sample anti-corruption clause for vendor/distributor agreements</li> <li>▪ Appendix J – Enhanced Vendor DD Questionnaire</li> </ul>		
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**DISTRIBUTION LIST**

All employees

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## 1. Introduction

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### 1.1. Purpose and Background

The AIA Group Anti-Corruption Policy (“the Policy”) sets out the organisational approach, roles and responsibilities and minimum standards to ensure AIA businesses implement a robust Anti-Corruption Programme.

The Policy should be applied alongside the AIA Code of Conduct (“the Code”), which provides guidance on giving and accepting gifts and entertainment. AIA will uphold applicable laws countering bribery and corruption in all of the jurisdictions that it operates. If local laws and regulations require higher compliance standards vis-a-vis this Policy, the AIA Group Business Units (“BUs”) must meet those higher standards.

BU CEOs are responsible for implementation of the Policy in their respective BUs, including ensuring that all employees within their BU are aware of their obligations under the Policy and comply with the relevant requirements. AIA Group Risk & Compliance is responsible for maintaining the Policy and, together with BU Heads of Compliance, for providing second line oversight and monitoring of effective implementation.

The Head of Group Compliance must be informed of any conflict between local law, and the Policy, and will, after consulting with the relevant BU CEO and Group Executive(s), make a decision and address the conflict appropriately.

A one-page summary of the Policy requirements, as applicable to Employees in general, is set out in Appendix A.

## 2. Scope and Definitions

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### 2.1. Scope

This Policy applies to AIA Group Limited (“Company”) and its Affiliates, collectively referred to as “AIA Group” or “the Group” or “AIA”. The Policy must be read in conjunction with the Code.

### 2.2. Definitions

A glossary of terms used in this Policy is provided in Appendix L. Terms are capitalised throughout the document. Important terms are defined below.

**(a) Public Enterprise or State-Owned Enterprise (“SOE”)** means an enterprise over which a government (or governments) exercises dominant influence (e.g., majority shareholding, majority voting rights, ability to appoint majority of the members on the enterprise’s administrative or managerial or supervisory board).

**(b) Public International Organisations** are entities established by formal political agreements between their member States that have the status of international treaties; their existence is recognised by law in their member countries; and they are not treated as resident institutional units of the countries in which they are located. Examples of Public International Organisations include:

- the United Nations and affiliated international organisations such as the International Maritime Organisation;
- regional international organisations such as the Council of Europe, institutions of the European Union, the Organisation for Security and Co-operation in Europe and the Organisation of American States;
- military international organisations such as the North Atlantic Treaty Organisation;
- economic organisations such as the World Trade Organisation or the Association of Southeast Asian Nations;
- international sports federations or governing bodies such as International Olympic Committee, Fédération Internationale de Football Association (FIFA).

**(c) Government Official (or Public Official)** means anyone that:

- works for, or on behalf of a (1) national, regional, municipal, or local government or department, agency, subsidiary or branch thereof (including financial regulators); (2) SOE; (3) Public International Organization;
- is, works for, or on behalf of a member of a royal family; or a political party, political party official, or candidate for political office.

The term 'Government Official' also includes foreign Government Officials.

Examples of Government Officials include:

- |   |   |
|---|---|
| ▪ Government ministers and civil servants   | ▪ Local government members and officials  |
| ▪ Armed forces  | ▪ Law enforcement officials and judges  |
| ▪ Mayors, ministers, elected representatives and other local politicians  | ▪ Regulatory, tax, customs and immigration officials  |
| ▪ Employees, officials or delegates or office bearers of or individuals designated to cast votes on behalf of public international organisations such as the United Nations, World Bank, Fédération Internationale de Football Association (FIFA), International Olympic Committee etc. | ▪ Member of a jurisdiction's ruling royal family  |
|   | ▪ Political parties, office bearers of political parties and candidates for political office                          |
|   | ▪ Employees of State-Owned Enterprises (e.g. reporters for state-owned media outlets, employees of state-owned banks) |

**(d) Close Relative** means the spouse/partner, parent, parent of spouse/partner, children, siblings, the spouse of a child or sibling, or any other individuals who share the same household.

References to parent and children include stepparent and stepchildren respectively.

**(e) Anything of Value** includes anything the recipient would find useful (not merely money or objects of economic value), such as:

- |                                       |                               |
|---------------------------------------|-------------------------------|
| ▪ Gifts including nominal value gifts | ▪ Trips and Travel assistance |
| ▪ Meals and Entertainment             | ▪ Loans                       |

- Training or professional development
- Personal discounts
- Benefits for Close Relatives
- Political or charitable contributions
- Employment (including internship), business or investment opportunities

Exception: "Anything of Value" does not include the following:

- Payments such as coupons, dividends, maturity proceeds, claims or other contractual payments/benefits (including benefits under wellness programmes) relating to insurance policies or other financial products and generally available to customers;
- Statutory payments to government departments/agencies, statutory bodies or SOEs e.g., taxes, duties, rates, government rent, licence fees, official fees/levies and regulatory/statutory penalties. The receiving entity should issue an official receipt for such payments;
- Utility bill payments to public utilities; and
- Legitimate contractual payments to SOE distribution partners.

(f) **SOE Distribution Partners** refer to SOEs that have entered into an agreement with a BU for distribution of insurance or other financial products.

### 2.3. Interpretation and Application

In this Policy, the following rules of interpretation apply unless otherwise specified:

- a) If applicable local laws, regulations or regulatory guidelines require higher standards than the requirements of this Policy, then the higher local standards must be met. Where any conflict arises between local requirements and this Policy, BUs should explain to the Group how the implementation of this Policy would be affected and seek necessary exemptions or exceptions;
- b) Headings are for convenience only and do not affect the interpretation of this Policy;
- c) The singular includes the plural and vice versa;
- d) Words "such as", "including", "particularly" and similar expressions are not used as, nor are intended to be interpreted as, words of limitation;
- e) If there is any conflict between the body of this Policy and its appendices, schedules, attachments, and other documents, the terms of the main body of this Policy will prevail; and
- f) The interpretation and application of this Policy is at the discretion of Group Risk & Compliance. Any dispute as to such interpretation and application shall be resolved by the Group CRO.

### 2.4. Consultation

This Policy has been consulted with the following parties as per the Group Corporate Policy Governance Standard ("CPG Standard"):

- BU CROs
- BU Heads of Compliance
- [Group Operational Risk Committee]



### 3. Roles and Responsibilities

Key roles and responsibilities in relation to the Group's Anti-Corruption Programme are identified below, alongside further detail in relation to their respective responsibilities.

Responsible Party	Key Responsibilities
<b>Group Operational Risk Committee ("Group ORC")</b>	<ul style="list-style-type: none"> <li>▪ Oversight of non-financial Risk throughout the Group (please refer to the Group ORC Terms of Reference).</li> </ul>
<b>Head of Group Compliance</b>	<ul style="list-style-type: none"> <li>▪ Oversee Group wide implementation of the Policy.</li> <li>▪ Inform senior management and the relevant authorities of material breaches.</li> </ul>
<b>Group Legal</b>	<ul style="list-style-type: none"> <li>▪ For maintenance of the Policy, provide ongoing legal advice on the applicability of relevant anti-corruption laws to AIA Group.</li> <li>▪ Provide legal advice on relevant proposals escalated to it for due diligence in accordance with this Policy.</li> <li>▪ Provide legal advice on any potential incidents or breaches of the Policy.</li> </ul>
<b>BU Chief Executive Officer ("BU CEO")</b>	<ul style="list-style-type: none"> <li>▪ Responsible for the BU's compliance with the requirements of the Policy including implementation of the Operational Controls.</li> <li>▪ Ensure compliance with all applicable laws and regulations in relation to anti-corruption with advice from the Legal Department and /or Compliance Department etc.</li> <li>▪ Allocate sufficient resources to achieve compliance with the Policy.</li> <li>▪ Consider proposals/referrals made by employees under this Policy and determine their acceptability.</li> <li>▪ Escalate proposals to the Regional Chief Executive if the due diligence reveals significant risks to the AIA Group.</li> <li>▪ In the event of a breach, ensure the appropriate disciplinary actions are taken.</li> </ul>
<b>Responsible Managers<sup>1</sup></b>	<ul style="list-style-type: none"> <li>▪ Responsible for compliance of the department with the requirements of the Policy including implementation of the Operational Controls.</li> <li>▪ Ensure compliance with all applicable laws and regulations in relation to anti-corruption with advice from the Legal Department and /or Compliance Department.</li> <li>▪ Consider proposals/referrals made by employees under this Policy and determine their acceptability</li> <li>▪ Carry out risk assessments in accordance with the Group Operational Risk and Controls Framework ("ORCF").</li> <li>▪ In the event of a breach, ensure the appropriate disciplinary actions are taken.</li> </ul>
<b>BU Heads of Compliance</b>	<ul style="list-style-type: none"> <li>▪ Carry out risk assessments in accordance with the Group ORCF</li> <li>▪ Arrange and provide training when necessary to ensure the effective implementation of the Policy</li> </ul>

<sup>1</sup> 'Responsible Manager' refers to the relevant Head of Department/Function and in case of any transaction initiated by Heads of Department/Function, their line manager.

	<ul style="list-style-type: none"> <li>▪ Consider proposals/referrals made by employees under this Policy and determine their acceptability</li> <li>▪ Aid the design and application of relevant operational controls.</li> <li>▪ Monitor compliance with the Policy, including testing that relevant operational controls are sufficient and effective</li> <li>▪ Report test results and all breaches of the Policy to the Head of Group Compliance.</li> </ul>
<b>BU Legal</b>	<ul style="list-style-type: none"> <li>▪ Provide legal advice on anti-corruption laws at the jurisdiction level.</li> <li>▪ Include anti-corruption related warranties/representations in relevant agreements with business partners/third parties for compliance with the Policy and local laws.</li> <li>▪ Provide legal advice on relevant proposals escalated to it for due diligence in accordance with this Policy.</li> <li>▪ Provide legal advice on any potential incidents or breaches of the Policy.</li> </ul>
<b>BU Operational Risk Committee (“BU ORC”) or functional equivalent</b>	<ul style="list-style-type: none"> <li>▪ Exercise governance responsibilities in respect of the BU Anti-Corruption Programme in accordance with <b>Section 4.6</b> of this Policy.</li> </ul>
<b>AIA Group employees</b>	<ul style="list-style-type: none"> <li>▪ Comply with the requirements of the Policy.</li> <li>▪ Provide accurate and detailed descriptions of any proposed or incurred spending and obtain the necessary approval(s) in accordance with the Policy.</li> </ul>
<b>Group Internal Audit (“GIA”)</b>	<ul style="list-style-type: none"> <li>▪ Conduct independent testing of the Group Anti-Corruption Programme in accordance with the Group Internal Audit Charter.</li> </ul>

## 4. Main Provisions

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### 4.1. Mandatory and Minimum Requirements

#### 4.1.1. Principle 1 - Zero Tolerance for Bribery and Corruption

*In the course of doing business, employees and other persons representing AIA are prohibited from offering, paying, promising or authorising (directly or indirectly) any bribe, kickback or Anything of Value, with corrupt intent or in violation of relevant anti-corruption laws.*

Bribery or any improper payment to gain an advantage in any situation is never acceptable and may have serious legal, reputation and regulatory implications for AIA Group. This Policy also makes good business sense. There is also a common expectation among current and potential business partners and other stakeholders that AIA will implement appropriate policy and procedures to manage the risk of bribery and corruption.

Employees and other persons representing AIA must not offer, promise, pay or authorise Anything of Value to a Government Official, business partner or a customer to obtain or retain an improper advantage (e.g. any commercial, contractual, regulatory or personal advantage for AIA, yourself or any other party).

#### 4.1.2. Principle 2 – Risk Based Approach (“RBA”)

*BUs must periodically conduct risk assessments to assess the inherent risk of bribery and corruption and implement appropriate risk-based mitigating controls.*

BUs must conduct risk assessments to understand the Risk Profile in respect of Bribery and Corruption Risk and implement risk-based operational controls commensurate with the inherent risk of bribery and corruption. At the minimum, to mitigate the risk of bribery and corruption in relation to Government Officials, AIA Group entities must implement operational controls set out in **Sections 4.2 and 4.3** or any higher standards that may be required under applicable local laws and regulations. Additionally, the AIA Group Code of Conduct sets out controls and procedures in respect of offering gifts and entertainment to non-Government Officials as well as those applicable when employees receive any gifts or entertainment from any third party (i.e., both Government Officials and other third parties).

#### 4.1.3. Principle 3 - Accurate Books and Records

*AIA Group entities must fully, transparently and accurately reflect any payments or transactions involving Government / Public Officials, in the accounting records.*

AIA Group entities must ensure that accounting records reflect the true nature of the underlying transaction, whether involving Government Officials or otherwise. Transparency is critical to evidence that AIA’s conduct is in line with its operating philosophy and its Zero Tolerance Approach to Bribery and Corruption. Lack of transparency may be seen as an attempt to conceal inappropriate behaviour. AIA Group entities must strictly implement controls set out in **Section 4.3**.

#### 4.1.4. Principle 4 – Training and Awareness

*Appropriate training and awareness initiatives must be implemented to ensure all relevant parties understand their roles and responsibilities under the Policy.*

Employees must receive induction training and periodic refresher training or communication on their roles and responsibilities in respect of this Policy. Employees must attend mandatory trainings, understand their roles and responsibilities under this Policy, stay alert to signs of Bribery and Corruption and report any suspicious activity immediately, regardless of value.

AIA Group entities must also undertake appropriate awareness initiatives to communicate applicable requirements to relevant vendors / business partners.

Refer **Section 4.4** for further guidance.

#### 4.1.5. Principle 5 – Oversight and Monitoring

*AIA Group entities must implement oversight and monitoring arrangements in respect of the Anti-Corruption Programme. Senior management should have a clear understanding of the relevant bribery and corruption risks and ensure that the risks are adequately managed.*

BUs should implement risk-based testing and monitoring procedures to assess the effectiveness of anti-corruption controls. Refer **Sections 4.5 and 4.6** for further guidance.

## 4.2. Operational controls – Due Diligence

In addition to the requirements of the AIA Code of Conduct and other relevant Group and local policies concerning expense approvals and other relevant activities referred in this section (e.g. employee/agency recruitment, vendor empanelment), BUs must implement the following operational controls as minimum standards. In general:

- **Assessing legal and regulatory requirements:** BU Compliance should engage with BU Legal to identify and implement any higher standards and/or enhanced controls required under applicable local anti-corruption laws. Such assessments must be reviewed annually (or earlier if there is a change in local laws or regulations).
- **Annual risk assessments:** BUs should conduct detailed annual risk assessments to assess the inherent risk of Bribery/Corruption and the strength of existing controls.

Different business segments/functions/regions within a BU may be subject to differing levels and types of inherent risk. For example, one function may have a high inherent risk due to the high volume of business courtesies offered to Government Officials and another function may have a high inherent risk due to the use of third-party consultants to interact with Government Officials while a third function may be low risk as it does not have any direct or indirect interaction with Government Officials. Accordingly, BUs should conduct risk assessments to assess the level and type of inherent risk of Bribery/Corruption in various parts of their business operations and the strength of existing controls in that part of the business, to determine risk-based improvements in the mitigating controls implemented, such that the overall residual risk of Bribery/Corruption in the BU is in line with the Risk Appetite. BU Compliance should determine appropriate organizational units for such assessment.

- **Due Diligence (“DD”):** DD referred in this section should be documented by the individual/department seeking approval under this Policy. A detailed list of Do’s and Don’ts are set out in Appendix K.

Concerns raised by the Compliance or Legal Department concerning transactions involving Government Officials, must be documented and actions taken to mitigate these concerns must also be documented as part of the pre-transaction DD.

- **Financial Accounting:** In all cases, the financial accounting records must reflect the true nature of the transaction. Under no circumstances must financial accounting records be misstated in any manner to conceal the fact that a government official received Anything of Value or to conceal the identity of the government official who received Anything of Value. As part of reimbursement/vendor payment process, such expenses must be flagged in Ariba/Concur (or other applicable accounting system) as Government Official related expense. Please refer to **Section 4.3** for further guidance.

S/N	Activity/Threshold	Pre-approval requirements	DD to be reviewed by	Approval Authority
<b>A. Offering business courtesies to Government Officials (excluding officials of SOE Distribution Partners)</b>				
1.	Customary festival gift or business gift			
	a. Up to US\$300 per person	Pre-approval required. Use Employee portal (Workday) <sup>2</sup> to record DD information and seek prior approval.	Responsible Manager	Responsible Manager.
	b. In excess of US\$300 per person.		Responsible Manager and BU Head of Compliance <sup>3</sup>	<u>For BUs:</u> Responsible Manager and BU CEO <u>For Group Office functions:</u> Responsible Manager and relevant Group EXCO member
	c. More than one gift of any value to the same Government Official within the same financial year.		Responsible Manager and BU Head of Compliance (or delegate)	Responsible Manager
<b>Exception:</b> AIA branded diaries, calendars and other stationery items, generally offered to customers or business counterparties as souvenirs or giveaways, may be excluded from the above pre-approval process provided they are of nominal value.				
2.	Business Entertainment <sup>4</sup>			
	a. Up to US\$300 per person.	DD form (Appendix B) is NOT mandatory. Pre-approval may be obtained via email. Alternatively, pre-approval may be sought on Workday <sup>2</sup> .  If pre-approval is verbal OR if pre-approval is implicit and of a continuing nature (e.g. an employee responsible for interacting with specific Government Officials/entities as part of their documented work responsibilities), approval may be documented post-facto via Workday <sup>2</sup> .	-	Responsible Manager
		Exception: - If pre-approval is not possible due to any unplanned/spontaneous entertainment (e.g. coffee or informal lunch), approval may be obtained post facto via Workday (or other applicable electronic portal) <sup>2</sup> . - No pre-approval or line manager approval is required for business entertainment expense incurred by Group EXCO members or BU CEOs, who may self-approve transactions by recording the expense in Workday <sup>2</sup> .		
	b. In excess of US\$300 per person.	Pre-approval required. Use Employee portal (Workday or other applicable electronic platform) <sup>2</sup> to record the proposal and due diligence information and seek prior approval.	Responsible Manager and BU Head of Compliance <sup>3</sup>	<u>For BUs:</u> Responsible Manager and BU CEO <u>For Group Office functions:</u> Responsible Manager and relevant Group EXCO member

<sup>2</sup> BUs may use an alternative electronic platform (instead of Workday) for such approvals. If an electronic platform is not available, the Request for Approval form in Appendix B may be used.

<sup>3</sup> In the absence of the BU Head of Compliance, the DD may be reviewed by the BU CRO.

<sup>4</sup> Business meals where no AIA Employee is in attendance must be considered as a gift for the purpose of DD under this Policy.

S/N	Activity/Threshold	Pre-approval requirements	DD to be reviewed by	Approval Authority
3.	AIA Sponsored Travel (for training or other purposes)			
	a. Domestic Travel (i.e., where AIA sponsors airfare or hotel accommodation for travel within the country/jurisdiction in which the Government Official ordinarily resides)	Pre-approval required. Use form in Appendix C to record DD information and seek prior approval.	Responsible Manager, BU Legal (for assessment of risks relating to local anti-corruption laws) and BU Head of Compliance (or delegate)	<u>For BUs:</u> Responsible Manager and BU CEO <u>For Group Office functions:</u> Responsible Manager and relevant Group EXCO member
	b. International Travel (i.e., where AIA sponsors any of the following for travel to a country/jurisdiction other than the one where the Government Official ordinarily resides – airfare, hotel accommodation, local sightseeing etc.)	<ul style="list-style-type: none"> <li>- Pre-approval required. Use form in Appendix C to record DD information and seek pre-approval.</li> <li>- If travel is to a jurisdiction where AIA operates, the proposal should be vetted by BU Legal and Compliance in that jurisdiction to ensure that it meets applicable legal requirements of the host jurisdiction.</li> <li>- If travel is to a jurisdiction where AIA does not operate, legal risks relating to anti-corruption laws of the host jurisdiction must be assessed. In particular, for travel to any United States (“US”) territory or Bermuda, Group Legal must be consulted to obtain an assessment of legal risks <sup>5</sup> (either internally or through an external law firm).</li> </ul>	Responsible Manager, BU Legal (for assessment of any risks arising from applicable anti-corruption laws), Group Legal (if travel is proposed to any US territory or Bermuda) and BU Head of Compliance <sup>6</sup> .	<u>For BUs:</u> Responsible Manager, BU CEO and the relevant Regional Chief Executive (“RCE”).  <u>For Group Office functions:</u> Responsible Manager and relevant Group EXCO member.  Additionally, travel to any US territory must be approved by the Group General Counsel (or designate).

<sup>5</sup> In case of proposed travel to any US territory, the legal risk assessment must cover the Foreign Corrupt Practices Act (“FCPA”) and in case of travel to Bermuda, it should cover the Bermuda Bribery Act.

<sup>6</sup> In the absence of the BU Head of Compliance, the DD may be reviewed by the BU CRO.

S/N	Activity/Threshold	Pre-approval requirements	DD to be reviewed by	Approval Authority
<b>B. Offering business courtesies to officials of State-Owned Distribution Partners.</b>				
1.	Sales rewards schemes/campaigns			
	Sales rewards schemes/campaigns where relationship managers/branch sales staff (employees of State-Owned Distribution Partners) are offered gifts/entertainment for achievement of sales targets.	DD must include vetting by BU Legal to assess risks relating to applicable anti-corruption laws. The proposed scheme/campaign must be suitably redesigned and/or controls implemented to adequately mitigate any risks identified.	Responsible Manager, BU Legal and BU Head of Compliance (or delegate)	Responsible Manager
<b>Note:</b> Gifts/entertainment referred above need not be subject to approval under item 2 below. However, if the scheme/campaign offers gifts/entertainment to employees of the State-owned Distribution Partner that are non-sales staff, such gifts/entertainment must be subject to approval under item 2 below.				
2.	Customary festival gift or business gift or entertainment			
	a. Up to US\$300 per person	Report via Workday (or other applicable electronic portal) <sup>7</sup> and comply with applicable expense approval procedures.	-	As per applicable expense approval procedures
	b. In excess of US\$300 per person	Pre-approval required. Use Workday (or other applicable electronic portal) <sup>7</sup> to record DD information and seek approval.	Responsible Manager and BU Head of Compliance <sup>8</sup>	<u>For BUs:</u> Responsible Manager and BU CEO <u>For Group Office functions:</u> Responsible Manager and relevant Group EXCO member
3.	AIA sponsored travel (for training or other purposes)			
	a. Domestic Travel (i.e., where AIA sponsors airfare or hotel accommodation for travel within the country/jurisdiction in which the Government Official ordinarily resides)	Pre-approval required. Use form in Appendix C to document DD information and seek pre-approval.	Responsible Manager	Responsible Manager
	b. International Travel (i.e. where AIA sponsor any of the following for travel to a country/jurisdiction other than the one where the Government Official ordinarily resides – airfare, hotel accommodation, local sightseeing etc.)	Same as A.3.b above	Same as A.3.b above	Same as A.3.b above

<sup>7</sup> If an electronic platform is not available, the Request for Approval form in Appendix B may be used.

<sup>8</sup> In the absence of the BU Head of Compliance, the DD may be reviewed by the BU CRO.



S/N	Activity/Threshold	Pre-approval requirements	DD to be reviewed by	Approval Authority
<b>C. Political and Charitable Contributions</b>				
1.	<u>Political contributions</u> Contributions/sponsorships to political parties, party officials, politicians, candidates for political office, political fundraisers etc.	Pre-approval required. Use form in Appendix D to record DD information and seek pre-approval.	Responsible Manager, BU Legal (for assessment of any risks relating to applicable anti-corruption laws) and BU Head of Compliance (or delegate)	<u>For BUs:</u> Responsible Manager, BU CRO, BU CEO, Head of Group Compliance and RCE. <u>For Group Office functions:</u> Responsible Manager, Head of Group Compliance and relevant Group EXCO member.
2.	<u>Charitable/Corporate contributions or sponsorships</u> Contributions/sponsorships initiated internally but involving Government Officials as well as those initiated by Government Officials.	Prior approval required if it is determined that the recipient organisation is controlled by one or more Government Officials. If Government Officials are involved, use form in Appendix E to document DD information and to seek pre-approval.	Responsible Manager and BU Head of Compliance (or delegate)	For proposals initiated internally: As per AIA Expense Policy. For proposals initiated externally by Government Officials: approval must also be obtained from the BU CEO (for BUs)/relevant Group EXCO member (for Group Office functions).
<p>Guidelines for DD of charitable/corporate contributions or sponsorships:</p> <ul style="list-style-type: none"> <li>▪ An organisation is considered to be 'controlled' by an individual or group of individuals, if the individuals can use his/her/their position to significantly influence the use of donated funds or their distribution to the ultimate beneficiaries e.g., if the individual or a Close Relative is a member of the governing board of the recipient organisation. In cases where an organisation is controlled by a Government/Public Official, DD must be carried out to assess and mitigate the risk of corruption.</li> <li>▪ If the recipient asks for the contribution to be kept secret or disguised, the Head of Group Compliance must be alerted immediately.</li> <li>▪ DD must include checks to assess whether the recipient organisation or associated persons has/have a history of legal problems including investigation, arrest, indictment, or conviction that may indicate corruption risk. Such checks may be conducted by screening against Economic Sanctions List (as per the Group Economic Sanctions Policy) and other publicly available information or lists published by regulatory authorities.</li> <li>▪ DD must assess and mitigate the corruption risk inherent in the use of the donation/sponsorship and method of selection of beneficiaries (if applicable).</li> <li>▪ Where contributions or benefits are provided directly by AIA to the ultimate beneficiaries: <ul style="list-style-type: none"> <li>- If there are transparent and objective criteria for selecting beneficiaries, the DD must assess the appropriateness of the criteria and DD need not be conducted on individual beneficiaries. Post facto sample reviews should be conducted to ensure that there have been no material deviations from the agreed criteria.</li> <li>- In other cases, it must be reviewed whether any of the ultimate beneficiaries are Government Officials or their Close Relatives. If so, the risk of breach of anti-corruption laws must be assessed and mitigated.</li> </ul> </li> </ul>				

S/N	Activity/Threshold	Pre-approval requirements	DD to be reviewed by	Approval Authority
<b>D. Any other payment to a Government Official</b>				
	<p>Generally, such payments are forbidden. However, there may be occasions when a BU may be required to make payments of a nature not covered above without breach of any applicable local laws.</p> <p>Note: Payments that are covered by the exception under <b>Section 2.2(c)</b> are not considered as other payments for the purposes of this section.</p>	<p>Pre-approval required. Use form in Appendix F to document due diligence information and to seek pre-approval.</p>	<p>Responsible Manager, BU Legal and BU Head of Compliance</p>	<p>Responsible Manager Depending on the risk assessment, approval may be required from the BU CEO (and/or relevant Group EXCO member), if DD indicates the residual risk to be high.</p>
		<p>Guidelines for DD:</p> <ul style="list-style-type: none"> <li>▪ Other payments covered in this section must be reported to the Head of Group Compliance within five business days. In case of regular transactions of a specific nature, the Head of Group Compliance may dispense with the requirement for reporting at a transaction level if the BU agrees with Group Compliance a defined framework for such payments.</li> <li>▪ Other payments covered in this section must be accurately described in the payment/ reimbursement request in Ariba or Concur (or other applicable accounting system) as a Government Official related expense.</li> <li>▪ For policies issued to government entities or statutory bodies, it must be ensured that no Government Official receives any commission, or referral or introduction fee (unless the BU Legal Department confirms that such payment is permissible under the laws of the jurisdiction and the proposal is approved by the BU CEO).</li> <li>▪ From time to time, Group Compliance issues specific guidance to BU Heads of Compliance on the procedure to be adopted for various types of payments. BUs must strictly adhere to these requirements.</li> </ul>		

S/N	Activity	Function responsible	DD and other requirements
<b>E. Hiring Government Officials, their Close Relatives, or candidates referred by them</b>			
1.	Hiring Government Officials or ex-Government Officials.	Human Resources ("HR") department	<p>There is an inherent risk that the employment offer may be characterised as a quid pro quo for an improper advantage granted to AIA by the Government Official (while in government service). There is also a risk that an errant hiring manager may, unbeknown to AIA, make a quid pro quo employment offer in exchange for an improper advantage. The degree of risk may vary based on the inherent risk of bribery/corruption in the jurisdiction, the seniority of the Government Official being hired etc.</p> <p>To mitigate these risks, a certification of no conflict of interest (see Appendix G) should be obtained from the (ex) Government Official. Among others, this certification serves to remind the hiring manager, the HR team and the candidate under consideration, the need to ensure that there is no quid pro quo involved. This certification also helps demonstrate the measures taken by AIA to prevent any instances of quid pro quo.</p> <p><u>Exception:</u> BU Compliance, BU Legal and BU HR may jointly identify a list of situations that do not entail any bribery/corruption risk to AIA (e.g. situations involving very junior Government Officials, candidates who resigned from government service more than a year ago and held a role in the private sector in the intervening period etc.). In such situations, the certification of no-conflict may be dispensed. BUs should review the list of such exception situations on an annual basis to ensure that the risk assessment remains unchanged.</p>
2.	Hiring Close Relatives of Government Officials or candidates referred (for temporary or permanent employment or as trainees etc.) by Government Officials.	HR department	<p>Similar risks as noted in (1) above, also apply to cases involving close relatives of Government Officials or persons referred by them.</p> <p>To identify such situations, as part of the recruitment process, prospective employees should be required to declare whether they are related to any Government Official (refer to sample declaration in Appendix H). Where an in-depth pre-recruitment background check is conducted, it should also assess whether the prospective candidate is related to any Government Official.</p> <p>The HR Department should conduct due diligence to ensure that the recruitment decision is based on merit and not with a view to obtain or retain any improper advantage in return. A declaration to this effect may be obtained from the hiring manager.</p> <p>In addition to the requirements outlined above, the following steps should be taken if the candidate was referred to AIA by a government official:</p> <ul style="list-style-type: none"> <li>- The referral must not be considered when making a hiring decision, which must be based solely on merit. A declaration to this effect must be obtained from the hiring manager and the hiring manager's line manager (latter not applicable if the hiring manager is a BU or Group EXCO member). Any deviation from this principle may result in a violation of applicable anti-corruption laws.</li> <li>- The BU Head of HR (or delegate) must review and sign off the document relating to the hiring decision to confirm that it is based solely on merit.</li> </ul> <p><u>Exception:</u> BU Compliance, BU Legal and BU HR may jointly identify a list of situations that do not entail any bribery/corruption risk to AIA (e.g. situations involving very junior Government Officials, candidates who resigned from</p>

S/N	Activity	Function responsible	DD and other requirements
			government service more than a year ago and held a role in the private sector in the intervening period etc.). In such situations, the review by the HR department and/or the declaration by the hiring manager/hiring manager's line manager may be dispensed. BUs should review the list of such exception situations on an annual basis to ensure that the risk assessment remains unchanged.
<b>F. Insurance intermediaries (i.e. agents and other distribution partners)</b>			
1.	Contractual requirements, training and monitoring.	Agency Management and Partnership Distribution in consultation with BU Legal	<p>Distribution agreements should include appropriate anti-corruption related representations and warranties to prohibit the intermediary from providing any inappropriate benefit to any Government Official in relation to activities covered by the distribution agreement. Additionally, distribution agreements should also include a suitable termination clause so that AIA can exit the agreement if these requirements are breached. Refer Appendix I for sample wording for distribution agreements.</p> <p>In relation to existing distribution agreements that predate this requirement, BU Compliance, BU Legal and the relevant distribution function should assess the inherent bribery/corruption risk in the arrangement and implement an RBA for incorporating these requirements in the distribution agreements (or mitigating the risk through compensating measures).</p> <p>Induction training for agents should include training on relevant requirements of this Policy and AIA's zero tolerance for bribery and corruption. Refresher training should also be conducted; the frequency of such training may be determined using an RBA.</p>
2.	Agents involved in sourcing group insurance or pensions business from government entities.	Corporate Solutions/ Pensions Department	<p>Given the high inherent risk of corruption in sourcing business from government entities, targeted training/awareness initiatives must be conducted to adequately communicate the prohibition on acquiring business by offering improper benefits to Government Officials</p> <p>When an Agent sources business from a government entity, a certification should be obtained confirming that no improper payments were made to Government Officials or their Close Relatives to secure the business. The BU may however adopt an RBA and obtain an annual certification (instead of a deal specific certification) if the risk of corruption is assessed to be low in the relevant jurisdiction.</p> <p>To minimise the risk of corruption, appropriate monitoring should be carried out in respect of such agents.</p>
3.	Hiring serving Government Officials as agents.	Agency Management.	If a prospective/existing agent is a Government Official, BU Legal must be consulted to establish if the appointment is legally permissible and to identify any issues arising from local anti-corruption laws. All identified legal risks should be appropriately mitigated through contractual clauses and implementation of adequate controls .
4.	When an agent or referral provider, who is a serving Government Official, sources or refers group insurance or pensions business from government entities.	Corporate Solutions/ Pensions Department.	In respect of business sourced from government entities, no Government Official should be paid any commission, or referral or introduction fee or any other compensation/fee unless BU Legal conducts an assessment and confirms that such payment is permissible under the laws of the jurisdiction. Subject to BU Legal assessment, such payments must be approved by the BU CEO.

S/N	Activity	Function responsible	DD and other requirements
<b>G. Transactions with other business partners including vendors, contractors and suppliers</b>			
1.	Vendors and other Business partners	Head of Vendor Management function	Agreements with vendors and other business partners should include representations and warranties relating to breach of relevant anti-corruption laws. Refer Appendix I for sample wordings for inclusion in vendor agreements.  Additionally, agreements with vendor should also include a suitable termination clause enabling AIA to terminate the agreement in the event of a breach.
2.	Vendors or business partners who may interact with Government Officials or departments on behalf of the BU.	Head of Department appointing the vendor/business partner, or the Head of Vendor Management function should conduct due diligence.  BU Head of Compliance (or delegate) should review the vendor due diligence form as well as the Vendor Management function's assessment.  BU Legal must assess any legal risks in connection with applicable anti-corruption laws.	Appropriate DD must be conducted, including the following: <ul style="list-style-type: none"> <li>- assessing any history of violation of anti-corruption laws;</li> <li>- assessing whether the proposed fees is commensurate with the level of services provided;</li> <li>- obtaining the completed DD questionnaire and certification prior to selection (see Appendix J).</li> <li>- obtaining the Vendor Management function's recommendation on the nature and reputation of the vendors and third parties (for instance, whether or not the prospective third party is well known and familiar to the AIA etc.).</li> </ul> Using an RBA, appropriate training/awareness activities should be undertaken to adequately communicate the policy requirements either prior to or immediately after the execution of relevant agreements.
<b>H. Mergers, acquisitions and joint venture transactions</b>			
1.	Mergers, acquisitions and joint venture transactions.	Corporate Transactions team, Group Legal and the relevant team handling the transaction at BU level	Adequate due diligence should be conducted which includes assessing any violations relating to anti-bribery laws by the target partner.  Agreements made should include representation and warranties relating to any possible violations of relevant anti-corruption laws, and a suitable termination clause so that AIA Group can exit in the event of a breach.

### 4.3. Operational controls - Accurate Books and Records

The BU Finance and Compliance Departments must jointly ensure that in case of transactions and payments involving Government Officials, the accounting records accurately and completely reflect the underlying transaction.

- Any spending that involves a Government Official must be accurately identified and detailed in the payment and reimbursement requests submitted by employees. Forms/systems used for requesting payments and reimbursements through the Finance Department must include a section for identifying and detailing any expenses involving Government Officials.
- The Finance Department must ensure they accurately record such expenses in books and records and tag them separately in the accounting system, so they can be easily identified and tracked.
- The Finance Department must deny any reimbursement requests for categories specified in **Section 4.1**, unless the expenses have been appropriately approved.
- Records retained must include all associated contracts, invoices, receipts, and other paperwork.

A register of all transactions with Government Officials should be maintained with information relating to the names of Government Officials who received any benefit and the nature, frequency and value of such transactions. The accounting system may serve as the requisite register if all relevant details are recorded in the accounting system.

Both BU and Group Compliance and Legal personnel should retain a record of the compliance advice given to AIA Employees in respect of proposals considered under the Policy.

### 4.4. Education and Awareness

AIA Employees must have access to all applicable anti-corruption policies and procedures (including this Policy), appropriately translated to a local language if needed

BU Heads of Compliance or designated Anti-Corruption Officers must ensure that employees receive sufficient training on the Policy, including those employees who are required to implement the relevant procedural controls that reduce corruption risk.

BU Compliance must ensure that comprehensive training attendance records are maintained e.g., in the Workday portal for online trainings.

### 4.5. Monitoring and Testing

The BU Compliance should:

- Conduct risk-based sample testing of expense accounts to identify transactions involving Government Officials and assess the adequacy of DD conducted for such transactions; and
- Review related documents to ensure that the accounting records reflect transactions fairly and that all relevant approvals have been obtained in accordance with the Policy.

The frequency of sample testing may be determined using a risk based approach, e.g. quarterly testing for BUs where the incidence of such transactions is high, or annually for BUs where the incidence of such transactions is low.

The relevant Compliance team should also conduct periodic reviews (using an RBA) to monitor compliance with the Policy and the effectiveness of relevant controls. This may include:

- Assessing employees' understanding of Policy requirements
- Reviewing the adequacy of DD conducted for transactions with Government Officials
- Ensuring that accounting records reflect these transactions accurately and that the relevant approvals have been obtained in accordance with the Policy.

The assessment results must be reported in accordance with applicable guidelines on Compliance Reviews.

The Head of Group Compliance may require periodic reports of transactions with Government Officials for risk monitoring purposes.

#### 4.6. Senior Management Oversight

Effective Risk Management requires adequate governance arrangements. Senior management must take ownership of the RBA for this Policy and be fully engaged in relevant decision making. BU senior management must have a clear understanding of its bribery and corruptions risks and ensure that the risks are adequately managed. Management information regarding bribery and corruptions risks and the Anti-Corruption Programme should be communicated to BU senior management in a timely, complete, understandable and accurate manner so that they are equipped to make informed decisions.

The BU senior management is responsible for implementing an effective Anti-Corruption Programme that can adequately manage the bribery and corruption risks identified on an ongoing basis. In case of breaches of this Policy, the BU senior management should, if applicable, assess potential personal accountability and implement appropriate disciplinary actions.

#### 4.7. Policy Governance and Exemptions

##### 4.7.1. Roles and Responsibilities

Roles and responsibilities covering the requirements of this Policy are set out in **Section 3** and each respective section. Roles and responsibilities in relation to this document are provided within the table below:

*Table 1: Roles and responsibilities in relation to this document*

Stakeholder	Role
Group Board	Responsible for approving the Policy
Group Board Risk Committee ("BRC")	Responsible for recommending approval of the Policy to the Board
Group ORC	Responsible for endorsing the Policy prior to submission to Group BRC



BU ORCs (or functional equivalent)	Acknowledges the Policy and is responsible for making local amendments in line with requirements of the CPG Standard
First Line	Executes the provisions of the Policy, ensuring Risk taking remains with Risk Appetite.
Second Line	Proposes and reviews this Policy to ensure its ongoing appropriateness for the Group. Also provides oversight of the First Line to ensure that Risk Management is carried out appropriately.
Third Line	Testing and independent verification that the Policy remains fit-for-purpose, in terms of both its design and execution.

#### 4.7.2. Exemptions

Exemptions to this Policy should be requested only in special circumstances, for example where it is required by a BU to meet requirements of their respective jurisdictions. Exemptions are either Policy exemptions or transactional exemptions, as defined by the CPG Standard.

For both Policy exemptions and transactional exemptions, an escalation must be made to the Group CRO (the Policy Owner for this Policy) and be supported by a rationale from the BU CRO and other BU Executives as appropriate. Approval for the proposed Policy exemptions or transactional exemptions should be received explicitly from the Group CRO before the exemption is treated as authorised.

#### 4.7.3. Breach Management and Escalation

Where a Group function or BU breaks or fails to observe a requirement of this Policy without prior authorisation (as per the established exemptions criteria) this will be deemed as a breach. Breaches should be escalated to the BU CRO (where applicable) and Group CRO, who will further notify any parties as deemed appropriate.

Breaches to Group Compliance Policies and Compliance Standards should be notified and reported via incident reporting as per the Group Operational Risk Incident Procedure. Consultation with Group CRO and BU CRO is advised for exceptions that may not have yet reached the reporting threshold as mandated by the Group Operational Risk Incident Procedure.

Breaches to this Policy not previously authorised in line with the exemptions requirements (**Section 4.7.2**) may also be managed in accordance with the Group's disciplinary procedures.

#### 4.7.4. Monitoring, Review and Amendments

BU Risk & Compliance functions are responsible for monitoring compliance with this Policy on an ongoing basis and documenting the results of monitoring activity for their respective business on at least an annual basis. Instances of non-compliance should be reported to the Group CRO.

This Policy should be reviewed on at least biennially in line with the review, endorsement, and approval procedures outlined by the CPG Standard.



Material amendments must be subject to the full review, endorsement, and approval procedures prior to being authorised and implemented across the Group. The Policy Owner also retains discretion to deem any other suggested amendment as material.

Administrative changes to this Policy, i.e. those not considered material, may be approved and implemented immediately (or in another appropriate timescale) by the Policy Owner.

#### 4.7.5. Delegation of Authority and Other Administrative Matters

Group Risk & Compliance is responsible for the administration and revision of this Policy and for communicating the Policy to Employees.

In line with the Group's principle of 'empowerment within a framework', the Group CRO delegates authority for implementing the requirements of this Policy within each BU to the relevant BU CRO. Each BU CRO is further empowered to delegate authority to their direct reports, or as otherwise deemed appropriate. BU CROs are responsible for reporting any matters to the Group CRO as they would reasonably expect to be made aware of, including but not limited to any exemptions and breaches to this Policy.

Notwithstanding the above, responsibility for the overall design and execution of this Policy sits with the Group CRO, whilst ultimate accountability and oversight is retained by the Group Board.

The latest effective version of this Policy shall reside on the Corporate Policy Portal ("CPP") as per the CPG Standard. Any inquiries of this Policy shall be made to the primary Policy contact person as listed in the CPP and stated in the document details section of this Policy.

#### 4.7.6. Approvals

This Policy is approved by the Group Board.

## A. Appendix A - Group Anti-Corruption Policy - One Page Summary

### WHAT IS BRIBERY/CORRUPTION?

Offering, paying, promising or authorising (directly or indirectly) any bribe, kickback or other payment or benefit with corrupt intent or in violation of relevant anti-corruption laws.

### WHO IS A GOVERNMENT OFFICIAL (OR PUBLIC OFFICIAL)?

A Government/Public Official, local or foreign, is anyone that:

- works for, or on behalf of a (1) national, regional, municipal, or local government or department, agency, subsidiary or branch thereof (including financial regulators); (2) State-Owned Entity; or (3) Public International Organization (e.g. United Nations, World Trade Organisation, International Olympic Committee, Fédération Internationale de Football Association or FIFA);
- is, works for, or on behalf of a member of a royal family; or a political party, political party official, or candidate for political office.

### RATIONALE FOR THE ANTI-CORRUPTION POLICY

AIA is committed to conducting its business in an honest and ethical manner. Bribery or offering any improper payment/benefit to gain an advantage in any situation is never acceptable and may have serious legal, reputation and regulatory implications for AIA.

### POLICY SCOPE

All AIA Group employees and Business Units ("BUs"), comprising of branches and subsidiaries.

Reasonable efforts should be made to ensure joint ventures, consultants, intermediaries and agents who represent AIA comply with the spirit of the AIA Group Anti-Corruption Policy ("the Policy").

### IMPLICATIONS OF BREACHES

Breaches of the Policy by any AIA Group employee may result in disciplinary action.

### DOs

- In all dealings with Government Officials, take appropriate actions in accordance with the Policy to mitigate the risk of Bribery/Corruption.
- You may offer reasonable, limited and modest customary gifts, business entertainment or honorarium provided they:
  - comply with requirements under the AIA Code of Conduct;
  - are permitted under applicable laws in your jurisdiction as well as under any extra-territorial laws applicable to your BU;
  - have a legitimate business purpose and are made without any corrupt intent;
  - are not in cash (or cash equivalents) and are not lavish/extravagant;
  - are appropriately identified and documented;
  - are never offered under circumstances that might create the appearance of impropriety.
- Seek advice from your local Compliance team and necessary pre-approvals for following activities (where applicable):
  - Prior to offering gifts, entertainment or honorarium, conduct appropriate due diligence to assess the above
  - Prior to any charitable contributions involving Government Officials or political contributions or offering employment to (ex)Government Officials or their close relatives or those referred by them, conduct appropriate due diligence as per the Policy
- Conduct due diligence before appointing vendors or business partners to ensure they are reputable, honest, and qualified for their roles and they adhere to the spirit of the Policy. Include appropriate anti-corruption clauses in agreements with such parties to mitigate the risk of them offering any unauthorised illicit benefits and to provide AIA with means to terminate the relationship if violations arise.
- Reflect the true nature of any expense involving Government Officials in the financial accounting records and as part of the reimbursement/payment process, flag such transactions in Ariba/Concur (or other applicable system) as Government Official related expense.
- Report any suspicion that you have of bribery, corruption or breaches of this Policy. *(If you do not wish to report to a supervisor or Human Resources or Compliance Officer, you may report anonymously via the AIA Ethics & Compliance Hotline at [www.aiaethicsline.com](http://www.aiaethicsline.com). Refer to AIA Whistleblower Protection Policy for further details).*

### DON'Ts

- Don't offer, promise, pay or authorise anything of value, such as money, goods, services, or entertainment to a Government Official, business partner or a customer to obtain or retain an improper advantage. Frequent gifts or entertainment to government officials might create an appearance of impropriety and should be avoided.
- Don't misstate financial accounting records in any manner to conceal that a Government Official received anything of value or to conceal the identity of such Government Official.
- Employment including internship should not be offered to government officials or their relatives with a corrupt intent.

## B. Appendix B - Form - Gift/Entertainment to Government Official

**[NAME OF AIA ENTITY]**

### REQUEST FOR APPROVAL OF GIFT/ENTERTAINMENT FOR GOVERNMENT OFFICIALS

**Proposed gift / entertainment must not be lavish, in cash or equivalent; must be legal under local laws and have legitimate business purpose; must be avoided if the official has an AIA matter pending his consideration / decision; must have a legitimate purpose; and must have at least one AIA employee in attendance in case of business meals.**

**1. Name(s) of Government Official(s), title(s), details of government department / entity**

Name(s) of official	Title(s)	Name(s) of government entity	Name(s) of department

**2. Details of proposed Gift / Entertainment**

Request for approval of:	<input type="checkbox"/> Gift	<input type="checkbox"/> Entertainment	<input type="checkbox"/> Others (provide details) _____
<b>Description &amp; value</b>	If a gift, describe the gift and whether the gift is unique or commonly available, bears AIA logo, relevance to the event etc. If entertainment, identify all people involved, including AIA personnel and the venue.		
	Estimated value (local currency and US\$ equivalent) of the gift / entertainment per recipient		
<b>Purpose</b>	Please explain reason for offering gift/entertainment		
	Does the proposed expense seek to promote the AIA brand and/or promote, demonstrate, or explain AIA's products/services? If yes, explain how.		
<b>Risks</b>	Are there any AIA related non-routine matters under consideration or pending decision by the recipient Government Official?		
	List any other payments/benefits or anything of value provided to the Official in the current financial year.		
	In the BU's jurisdiction, is the proposed gift/entertainment considered lavish or is it in cash or cash equivalent (e.g., gift/shopping voucher) or is there any other risk that has been identified?		

The disclosed information completely and accurately reflects my knowledge of the referred gift/entertainment. This expense is not intended as compensation or inappropriate inducement for any official act or decision of the Government Official, or his/her influence on any government decision. Further, I understand that my failure to comply with any applicable anti-corruption laws may result in civil or criminal action against AIA and its employees.

Requestor	Name: _____	Signature: _____
Responsible Manager approval	Name: _____	Signature: _____
DD review by BU Compliance (if applicable)	Name: _____	Signature: _____
BU CEO approval (if applicable)	Name: _____	Signature: _____

## C. Appendix C – Form – Travel for Government Official

**[NAME OF AIA ENTITY]**  
REQUEST FOR APPROVAL - TRAVEL FOR GOVERNMENT OFFICIAL

Expense:

- ✓ must not be lavish, in cash or equivalent;
- ✓ must be legal under local laws and have legitimate business purpose;
- ✓ avoid if the official has an AIA matter pending his consideration / decision;
- ✓ must have a legitimate purpose directly related to the promotion, demonstration, or explanation of AIA's products and services;
- ✓ business meals should have at least one AIA employee in attendance.

1. Name(s) of Government Official(s), title(s), details of government department / entity

Name(s)	Title(s)	Name(s) of government entity	Name(s) of department

2. Details of proposed Travel

<b>Costs</b>	What costs are being borne in respect of the proposed Travel? Please <u>attach detailed budget.</u>	<input type="checkbox"/> Airfare <input type="checkbox"/> Other travel costs <input type="checkbox"/> Hotel room rent <input type="checkbox"/> Meals <input type="checkbox"/> Other incidental expenses <input type="checkbox"/> Mementos/Gifts <input type="checkbox"/> Recreational trip / tour	<input type="checkbox"/> Per diem or cash allowances <input type="checkbox"/> Costs for spouse or companion / relatives <input type="checkbox"/> Conference related equipment and logistics <input type="checkbox"/> Other costs (please provide details) _____
	Total cost (Local currency and USD equivalent)		
	Are all costs being paid directly to service providers or are any costs being paid as reimbursement to participants?		
	Is a Travel Agency (or similar intermediary) being used to act as an intermediary between AIA and the various service providers?		
<b>Purpose</b>	What is the purpose of the Travel/Training?		
	What benefit does AIA expect from the support being provided?		
<b>Selection of Participants</b>	Describe the manner in which participants were selected.		
	Did AIA have any role in the selection of participants? If yes, provide criteria for selection. Do any of the officials chosen have any AIA specific non-routine matter under their consideration?		
<b>Location</b>	Details of location where training is being held. Is it an international or domestic location?		
	Reasons for choosing the particular location. Is there a risk of the location being seen as a purely recreational one or a lavish trip?		

Travel costs	Will AIA bear the travel costs? If yes, why?	
	If AIA is bearing the travel costs, what class of travel is being used? If business or first class is proposed, please provide reasons.	
Gifts & Recreation	Are any recreational activities being organized or sponsored by AIA as part of the trip? If yes, provide full details.	
	What percentage of time is being spent on recreation? Is there a risk that the extent of recreation could lead to the event being misconstrued as an attempt to exert inappropriate influence?	
	Please provide the total cost of recreation and the recreation cost per participant? (Local currency and US\$ equivalent)	
	Is any gift being proposed to be provided to participants? If yes, provide cost of gift per participant.	
Legal & Documentation	Is any memorandum of understanding proposed to be signed with the government body? Alternatively, indicate how consent has been obtained from the government body and how terms are being documented.	
	Summarise risk assessment provided by Legal. For international travel, include assessment of laws in the host jurisdiction. Please attach opinion from Legal as a file attachment.	
Other issues	Detail any other issues/risks and risk mitigation measures not discussed above.	

3. Please attach following documents – Detailed budget, Legal Opinion, Template for any memorandum of understanding that is proposed to be signed and any other document associated with the proposal and relevant for Anti-Corruption due diligence.

The disclosed information completely and accurately reflects my knowledge of the proposal described in this request. I have no reason to believe that the Government Official has provided, or is likely to provide, any inappropriate benefit to AIA. This expense is not intended as compensation or as an inducement for any official act or decision of the Government Official, or his/her influence on any government decision. Further, I understand that my failure to comply with applicable anti-corruption laws may result in civil or criminal actions against AIA and its employees.

Requestor	Name: _____	Signature: _____
Responsible Manager approval	Name: _____	Signature: _____

DD review by BU Compliance (if applicable)	Name: _____	Signature: _____
BU CEO approval (if applicable)	Name: _____	Signature: _____

## D. Appendix D – Form – Political Contributions/Sponsorships

**[NAME OF AIA ENTITY]**  
**REQUEST FOR APPROVAL OF POLITICAL CONTRIBUTIONS / SPONSORSHIPS**

### 1. Details of proposed recipient of contribution

Name of the proposed recipient			
Proposed recipient's legal status under local law (select multiple options if applicable)	<input type="checkbox"/> Individual	<input type="checkbox"/> Private Limited Company	<input type="checkbox"/> Public Limited Company
	<input type="checkbox"/> Trust	<input type="checkbox"/> Society	<input type="checkbox"/> Club
	<input type="checkbox"/> Association	<input type="checkbox"/> Non-Profit Organisation	<input type="checkbox"/> Educational Institution
	<input type="checkbox"/> Political Party	<input type="checkbox"/> Candidate re-election fund	<input type="checkbox"/> Unincorporated body
	<input type="checkbox"/> Other (please specify) _____		
Date of founding (MMYY):		Website:	
Objective / Purpose of the recipient entity – what does the entity do with the money it collects?			
Has the recipient been approved by any statutory body? If yes, describe nature of approval and provide / attach any relevant documentation and registration no. (if applicable)			
Address (registered address if available)			
Names of governing committee / board members / Key employees	Name of members	Position / Designation	

### 2. Details of proposed contribution / sponsorship and risk assessment

Amount & Payment	Amount of proposed contribution/sponsorship (local currency and US\$ equivalent). In the local context, would this contribution/sponsorship be considered lavish or extraordinary, whether in terms of the tangible benefits to AIA or otherwise?	
	How will AIA pay the contribution/sponsorship amount: the mode of payment (in-kind donation, cash, bearer cheque, account payee cheque, bank transfer etc.) and name of the receiver / payee (i.e., person / entity who will collect the in-kind donation, name of payee who will receive the money from AIA etc.)	
	Has the recipient asked that the contribution be kept secret or disguised in any way (e.g., request to make payment by unorthodox or convoluted means, payment to an off-shore bank account, payment to a name different from that under which it operates, or to "bearer" or "cash")? If yes, provide details.	

Background	Describe any publicly known legal issues faced by the recipient e.g., investigation, arrest, conviction, civil litigation, bankruptcy, consent decrees etc. Include results of sanctions / negative news screening of entity and related persons.		
	Describe any past contributions, sponsorship etc. made to the recipient by AIA or any other past dealings between the recipient & AIA		
	To your knowledge, has any other AIA company or AIA employee made other contributions to this recipient or are there any plans to make any other contribution to this recipient? If yes, provide all relevant details.		
Solicitation	Was this contribution / sponsorship solicited?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	If solicited, describe the solicitation, including who made the solicitation, to whom, when, amount of contribution requested, and any other relevant information.		
	If solicited, was this solicited or endorsed by any Government Official or a Close Relative or affiliate of any such person?		
	If not solicited, how did this proposal originate?		
Benefit to AIA	Describe any tangible benefits to AIA (e.g., ability to nominate participants or attendees for an event that may be of interest to AIA or its customers etc.), how it will be put to use (e.g., who will be nominated to attend), the rationale for doing so and whether such use would entail any risk.		
	Describe other anticipated benefits to AIA (e.g., goodwill, brand promotion, tax deduction, fulfilment of licencing conditions).		
	Will AIA receive anything inappropriate or illegal - including any action or inaction by any person, in exchange for this contribution / sponsorship? If yes, provide details.		

Documentation & Local Legal Assessment	Is an agreement proposed to be signed with the recipient documenting the terms of the contribution/sponsorship and Anti-Corruption Policy requirements? If not, please indicate how terms will be documented and how the recipient will indicate consent?	
	Are there any local laws or regulations that prohibit, restrict, or regulate this type of contribution? Summarise the legal assessment and any red flags identified. Attach Legal assessment.	
Other issues	Please detail any other risks, issues or risk mitigation measures not discussed above.	

**3. Please attach following documents – Detailed budget, Legal assessment, any agreement proposed to be signed and any other document relevant for Anti-Corruption due diligence**

The disclosed information completely and accurately reflects my knowledge of the proposal in this request. I have no reason to believe that the referred Government/Public Official(s) has / have provided, or is/are likely to provide, any inappropriate benefit to AIA. This expense is not intended as compensation or as an inappropriate inducement for any official act or decision of the Government / Public Official, or his/her influence on any government decision. Further, I understand that my failure to comply with any applicable anti-corruption law may result in civil or criminal action against AIA and its employees.

Requestor	Name: _____	Signature: _____
Responsible Manager approval	Name: _____	Signature: _____

DD review by BU Compliance and/or Legal (as applicable)	Name: _____	Signature: _____
	Name: _____	Signature: _____
	Name: _____	Signature: _____
BU CEO approval (if applicable)	Name: _____	Signature: _____



## E. Appendix E – Form – Charitable/Corporate Contributions or Sponsorships

**[NAME OF AIA ENTITY]**  
**REQUEST FOR APPROVAL OF CHARITABLE CONTRIBUTIONS / SPONSORSHIPS**

For charitable contributions, it should be assessed whether the recipient organization is controlled by any Government Official(s) or Close Relative of any Government Official(s) or the recipient is otherwise closely related to any Government Official(s). If yes, this form should be completed to conduct anti-corruption due diligence.

### 1. Details of proposed recipient of contribution

Name of the proposed recipient			
Address (registered address in case of a registered entity)			
Mission/Purpose of the recipient			
Proposed recipient's legal status under local law (select multiple options if applicable)	<input type="checkbox"/> Individual	<input type="checkbox"/> Private Limited Company	<input type="checkbox"/> Public Limited Company
	<input type="checkbox"/> Trust	<input type="checkbox"/> Society	<input type="checkbox"/> Club
	<input type="checkbox"/> Association	<input type="checkbox"/> Non-Profit Organisation	<input type="checkbox"/> Educational Institution
	<input type="checkbox"/> Political Party	<input type="checkbox"/> Candidate re-election fund	<input type="checkbox"/> Unincorporated body
	<input type="checkbox"/> Other (please specify) _____		
Names of governing committee / board members	Name of members	Position	
Names of senior / key employees	Name of members	Designation	
Date of founding (MMYY):		Approx. no. of employees:	
Registration no. (if applicable):		Website:	

### 2. Details of proposed contribution / sponsorship and risk assessment

Amount & Purpose	Amount of proposed contribution / sponsorship (Local currency and US\$ equivalent)	
	Describe how the recipient will use the proposed contribution / sponsorship	
	Based on your assessment, does the recipient possess the requisite experience and expertise to use the proposed contribution effectively and appropriately?	

Payment	<p>How will AIA pay the contribution / sponsorship amount? Provide details of:</p> <ul style="list-style-type: none"> <li>- the mode of payment (in-kind donation, cash, bearer cheque, account payee cheque, bank transfer etc.)</li> <li>- name of the receiver / payee (i.e., person / entity who will collect the in-kind donation, name of payee who will receive the money from AIA etc.)</li> </ul>	
	<p>Has the recipient asked that the contribution be kept secret or disguised in any way (e.g., request to make payment by unorthodox/convoluted means, payment to an off-shore bank account, payment to a name different from that under which it operates, or to "bearer" or "cash"?). If yes, provide details.</p>	
Background	<p>Is the recipient a registered charitable institution? Has the recipient been approved by any government or non-government organization? If yes, describe nature of approval and attach any relevant documentation.</p>	
	<p>Describe any publicly known legal troubles of the recipient, e.g., investigation, arrest, conviction, civil litigation, bankruptcy, consent decrees etc. Include results of sanctions / negative news screening.</p>	
	<p>Describe any past contributions, sponsorship etc. made to the recipient by AIA or any other past dealings between the recipient &amp; AIA</p>	
	<p>To your knowledge, has any other AIA company or AIA employee made other contributions to this recipient or are there any plans to make another contribution to this recipient? If yes, provide all relevant details.</p>	
Solicitation	<p>Was this contribution / sponsorship solicited?</p>	<input type="checkbox"/> Yes <input type="checkbox"/> No
	<p>If yes, describe the solicitation, including who solicited, to whom, when, amount of contribution requested, and any other relevant information.</p>	
	<p>If yes, was this contribution solicited or endorsed by any Government Official or a Close Relative or a close associate or an affiliate of any such person?</p>	
	<p>If not solicited, how was the recipient identified?</p>	
Benefit to AIA	<p>Describe anticipated benefits to AIA e.g., goodwill, brand promotion, tax deduction, fulfilment of licencing conditions, skills development of regulatory officials resulting in improved regulatory coverage of the industry and/or improved products for customers etc.</p>	
	<p>Will AIA receive anything inappropriate or illegal - including any action or inaction by any person, in exchange for this contribution / sponsorship? If yes, provide details.</p>	

Ultimate Beneficiaries	Describe the manner in which ultimate beneficiaries of this charitable initiative will be selected (e.g., if the initiative is expected to fund scholarships, how will the ultimate beneficiaries of the scholarship be selected).	
	Are there transparent and objective criteria for selecting beneficiaries? Describe steps that will be taken to ensure that there are no material deviations from the set criteria.	
	If there are no transparent and objective criteria for selecting beneficiaries, how will it be assessed whether any of the recipients are Government Officials or Close Relatives of Government Officials. How will the risk of corruption be mitigated?	
	Are any of the ultimate beneficiaries expected to be any Government Official, or a Close Relative or close associate or affiliate of any such person?	
Documentation & Local Legal Assessment	Is an agreement proposed to be signed with the recipient organization documenting the terms of the contribution / sponsorship and Anti-Corruption Policy requirements? If not, please indicate how terms have been / will be documented and how the recipient has indicated / will indicate its consent?	
	Are there any local laws or regulations that restrict/regulate this contribution? Summarise the legal assessment and any red flags identified. Attach opinion from Legal department.	
Other issues	Detail any other issues or risk mitigation measures not discussed above.	

**3. Please attach following documents – detailed budget, Legal assessment, any agreement proposed to be signed and any other document relevant for Anti-Corruption due diligence**

The disclosed information completely and accurately reflects my knowledge of the proposal in this request. I have no reason to believe that the referred Government Official(s) has/have provided, or is/are likely to provide, any inappropriate benefit to AIA. This expense is not intended as compensation or as an inappropriate inducement for any official act or decision of the Government Official, or his/her influence on any government decision. I understand that my failure to comply with any applicable anti-corruption law may result in civil or criminal action against AIA and its employees.

Requestor	Name: _____	Signature: _____
Responsible Manager approval	Name: _____	Signature: _____

DD review by BU Compliance and/or Legal (as applicable)	Name: _____	Signature: _____
	Name: _____	Signature: _____
	Name: _____	Signature: _____
BU CEO approval (if applicable)	Name: _____	Signature: _____

## F. Appendix F – Form - Other Payments

**[NAME OF AIA ENTITY]**

REQUEST FOR APPROVAL OF OTHER PAYMENT TO A GOVERNMENT OFFICIAL (“OFFICIAL”)

Requested by (name, title, corporate entity): \_\_\_\_\_ Date: \_\_\_\_\_

Name(s) of official	Title(s)	Name(s) of government entity	Name(s) of department

Details of proposed payment

	Amount (local currency and US\$ equivalent)	
<b>Purpose</b>	Explain the purpose of the proposed payment, the specific action that the Official(s) will take (or not take) in return for receiving the payment and whether AIA is entitled to have this action taken (or not taken) without making the payment.	
	Does the proposed payment seek to promote the AIA brand and/or promote, demonstrate, or explain AIAs products or services? If yes, explain how.	
	Has the proposed payment been offered or promised to the recipient? If so, describe the circumstances, including (a) whether it was explicitly requested by the Official (b) whether the amount was specified, (c) whether the payment request will be documented / receipted, (d) payment method e.g., cash, cheque (name of the payee), and (e) any other relevant matter that was said or written in the communication between the AIA employee or agent and the Official.	<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>Risks</b>	Are there any AIA related non-routine matters under consideration or pending decision by the Official(s)? If so, provide details.	
	Beyond the immediate transaction, does/do the Official(s) have the ability to assist, hinder, or otherwise affect any aspect of the AIA business? If so, provide details.	
	List any other payments or benefits provided to the Official(s) in the current financial year.	
	Please attach a legal assessment explaining why this payment would or would not violate any applicable local laws or regulations. (attach sign off from BU Legal).	
	Any other risks that have been identified in respect of the proposed payment?	

The disclosed information completely and accurately reflects my knowledge of the referred proposed payment. I have no reason to believe that the referred Official(s) has/have provided, or is/are likely to provide, any inappropriate benefit to AIA. This payment is not intended as compensation or inappropriate inducement for any official act or decision, or his / her / their influence on such act / decision. Further, I understand that my failure to comply with any applicable anti-corruption laws may result in civil or criminal action against AIA and its employees.

Requestor	Name: _____	Signature: _____
Responsible Manager approval	Name: _____	Signature: _____

DD review by BU Compliance	Name: _____	Signature: _____
BU CEO approval (if applicable)	Name: _____	Signature: _____

## G. Appendix G - Certification - Hiring of (ex) Government Officials

[NAME OF AIA ENTITY]

### CERTIFICATION – Hiring of (ex) Government Officials<sup>#</sup>

I, \_\_\_\_\_ (Government Official) \_\_\_\_\_, am in discussions regarding a potential employment with (Name of AIA Group Business Entity) \_\_\_\_\_ (the “Company”) a member of the AIA Group of companies (collectively referred to herein as “AIA”). As a precondition to the Company engaging in any negotiations for potential employment, I hereby acknowledge and agree as follows:

1. I am currently / was employed by \_\_\_\_\_ (Government/Agency/Department) \_\_\_\_\_, as (Official Position).
2. I have not and will not, in my official capacity, directly or indirectly participate in a matter in which AIA has a financial interest.
3. AIA has not given, promised, or offered Anything of Value<sup>§</sup> to me, my Close Relatives<sup>£</sup>, or any agent or entity acting on my behalf for the purpose of inducing me to act in my official capacity to the benefit of AIA.
4. Neither I nor any person or entity acting on my behalf has given Anything of Value<sup>§</sup> to any Government Official for the purpose of inducing that Government Official to act in their official capacity to the benefit of AIA.

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

-----  
<sup>#</sup> “Government Official” means anyone that:

- works for, or on behalf of a (1) national, regional, municipal, or local government or department, agency, subsidiary or branch thereof (including financial regulators); (2) government-owned or government-controlled company or subsidiary thereof; (3) public international organization (e.g. International Monetary Fund, the United Nations, the World Bank, the World Trade Organisation, Fédération Internationale de Football Association (FIFA), International Olympic Committee etc.);
- is, works for, or on behalf of a member of a royal family; or a political party, political party official, or candidate for political office.

<sup>§</sup> “Anything of Value” includes anything the recipient would find useful (not merely money or objects of economic value), such as: Gifts including nominal value gifts, Trips and Travel assistance, Meals and Entertainment, Loans, Training or professional development, Political or charitable contributions, Personal discounts, Employment (including internship), business or investment opportunities, Benefits for Close Relatives etc., but excludes benefits arising out of an insurance policy issued by AIA, statutory payments made by AIA, utility bill payments to public utilities and other legitimate contractual payments.

<sup>£</sup> “Close Relative” means the spouse/partner, parent, parent of spouse/partner, children, siblings, the spouse of a child or sibling, or any other individuals who share the same household.

## H. Appendix H – Sample Wording for Declarations by Prospective Employees

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Following is a sample of the declarations from prospective employees as part of the recruitment process, to assess whether they are related to any Government Official. BU Legal should be consulted to ensure that the final wordings cover applicable requirements under local laws and regulations.

*1. Are you currently, or have you been in the past one year, a Government Official<sup>9</sup> or a Close Relative<sup>10</sup> of a Government Official? If yes, please provide details e.g., position held / designation, name of government body, relationship etc.*

YES  NO

*2. On the basis of employment as a Government Official are you subject to any post-employment restrictions (including, but not limited to, cooling off period, non-disclosure of confidential information, recusal requirements, etc.)? If yes, please provide details of applicable restrictions.*

YES  NO  NOT APPLICABLE

*3. Were you referred or recommended for this position by a Government Official? If yes, please provide name of the referrer, position held/designation, name of government body and your relationship with the referrer.*

YES  NO

---

<sup>9</sup> “Government Official” means anyone that:

- works for, or on behalf of a (1) national, regional, municipal, or local government or department, agency, subsidiary or branch thereof (including financial regulators); (2) government-owned or government-controlled company or subsidiary thereof; (3) public international organization (e.g. International Monetary Fund, the United Nations, the World Bank, the World Trade Organisation, Fédération Internationale de Football Association (FIFA), International Olympic Committee etc.);
- is, works for, or on behalf of a member of a royal family; or a political party, political party official, or candidate for political office.

<sup>10</sup> “Close Relative” means the spouse/partner, parent, parent of spouse/partner, children, siblings, the spouse of a child or sibling, or any other individuals who share the same household.

## I. Appendix I – Sample Wording for Vendor/Distributor Agreements

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Following is a sample of the wording to include anti-corruption related representation and warranties in agreements with vendors and distributors. The final version for inclusion in agreements must be established in discussion with BU Legal, to ensure that applicable requirements under local laws and regulations are also incorporated in the agreement.

*X.1 Anti-bribery and Corruption. Vendor represents, warrants and covenants that it and its Vendor Affiliates have conducted business in all material aspects in compliance with the relevant anti-bribery and corruption laws and have instituted and maintained, and will continue to maintain, policies and procedures designed to promote and achieve compliance with such laws. Neither itself nor any Vendor Affiliate, nor any of its/their directors, officers, employees, agents, representatives, or any parties engaged to act on their behalf, have offered, promised, given, authorised, solicited or accepted any pecuniary or other advantage in any way connected with this Agreement or any SOW (or will do so during the term of this Agreement) (i) with the intent of corruptly influencing a person in their official capacity, or (ii) which would be in breach of, or result in a breach by Customer or any Company Affiliate of, the applicable anti-bribery or anti-corruption laws and regulations.*

*X.2 Breach of Anti-bribery and Corruption Requirements. Vendor agrees to inform Customer of any circumstances which may constitute a breach of Section X.1 as soon as it becomes aware of such circumstances at any time during the term of this Agreement. Notwithstanding anything to the contrary in this Agreement, Customer may terminate this Agreement or any SOW without incurring any liability to the Customer in the event that Vendor breaches Section X.1.*

## J. Appendix J - Vendor Due Diligence Questionnaire and Certification

**[NAME OF AIA ENTITY]**  
**Vendor Due Diligence Questionnaire and Certification**

AIA Group is committed to comply with the AIA Group Anti-Corruption Policy and applicable anti-corruption laws in the jurisdictions of its operations. In furtherance of those legal obligations and as an initial step in our due diligence review process, please complete the following Questionnaire. Based on your response, additional information may be requested. Please answer these questions as completely and accurately as possible. The AIA Group appreciates your assistance with this important process.

<b>BASIC INFORMATION</b>													
<i>Please provide the following information about your Entity:</i>													
Legal Name:	Registered address:												
Date of incorporation/formation:	Place of incorporation/formation:												
Business web site if any:	Years in business/operation:												
Is the company registered and licensed to do business? <input type="checkbox"/> YES <input type="checkbox"/> NO	Tax Identification/Registration No.:												
Business address:	Number of employees:												
Please describe the nature of the company's principal line of business and years of operations:													
Please list all individuals (shareholders or partners, members, beneficial owners etc. as the case may be) holding a controlling interest of 25% or more, either directly or indirectly.													
Please list all members of your Board of Directors (or equivalent) and Key members of management.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left; padding: 5px;">Name</th> <th style="width: 50%; text-align: left; padding: 5px;">Position</th> </tr> </thead> <tbody> <tr><td style="height: 20px;"> </td><td> </td></tr> <tr><td style="height: 20px;"> </td><td> </td></tr> <tr><td style="height: 20px;"> </td><td> </td></tr> <tr><td style="height: 20px;"> </td><td> </td></tr> <tr><td style="height: 20px;"> </td><td> </td></tr> </tbody> </table>	Name	Position											
Name	Position												
<b>DUE DILIGENCE QUESTIONS</b>													
1. Do you anticipate using any sub-contractor or other third party for rendering services to AIA? If yes, please provide details.	<input type="checkbox"/> YES <input type="checkbox"/> NO												
2. To the best of your knowledge, are any of the following parties a Government Official <sup>11</sup> or Close Relative <sup>12</sup> of a Government Official? If yes, please provide details. - any party that holds beneficial ownership/control of 5% or more, either directly or indirectly, in your Entity - any member of your Board of Directors (or equivalent) or any key member of your management team	<input type="checkbox"/> YES <input type="checkbox"/> NO												

<sup>11</sup> "Government Official" means anyone that:

- works for, or on behalf of a (1) national, regional, municipal, or local government or department, agency, subsidiary or branch thereof (including financial regulators); (2) government-owned or government-controlled company or subsidiary thereof; (3) public international organization (e.g. International Monetary Fund, the United Nations, the World Bank, the World Trade Organisation, Fédération Internationale de Football Association (FIFA), International Olympic Committee etc.);
- is, works for, or on behalf of a member of a royal family; or a political party, political party official, or candidate for political office.

<sup>12</sup> "Close Relative" means the spouse/partner, parent, parent of spouse/partner, children, siblings, the spouse of a child or sibling, or any other individuals who share the same household.



3. Was any Government Official responsible for identifying or recommending you to AIA? If yes, please provide details.	<input type="checkbox"/> YES <input type="checkbox"/> NO
4. To the best of your knowledge, are any of the following parties subject of sanctions administered or enforced by the U.S. Office of Foreign Assets Control ("OFAC"), the U.S. Department of State, the United Nations Security Council, the European Union, United Kingdom's Her Majesty's Treasury? If yes, please provide details. <ul style="list-style-type: none"> <li>- any party that holds beneficial ownership/control of 5% or more, either directly or indirectly, in your Entity</li> <li>- any member of your Board of Directors (or equivalent) or any employee or any sub-contractor proposed to be used for providing services to AIA</li> </ul>	<input type="checkbox"/> YES <input type="checkbox"/> NO
5. To the best of your knowledge, are any of the following parties located, organized or resident or nationals of a country or territory subject to sanctions administered and enforced by the U.S. OFAC (including but not limited to Cuba, Iran, North Korea, Syria and Crimea)? If yes, please provide details. <ul style="list-style-type: none"> <li>- any party that holds beneficial ownership/control of 5% or more, either directly or indirectly, in your Entity</li> <li>- any member of your Board of Directors (or equivalent) or any key member of your management team</li> </ul>	<input type="checkbox"/> YES <input type="checkbox"/> NO
6. Has the company's registration ever been terminated voluntarily or involuntarily? If so, please provide an explanation of the circumstances of the termination, and reinstatement, if any.	<input type="checkbox"/> YES <input type="checkbox"/> NO
7. Has your Entity operated under a different name in the past? If so, please provide a list of previous names.	<input type="checkbox"/> YES <input type="checkbox"/> NO
8. To the best of your knowledge, has your Entity or any of the parties named above, ever been a party to a proceeding in any jurisdiction for violation of applicable anti-bribery laws or regulations? (a) suspended from doing business in any capacity; (b) charged or indicted with any criminal act; (c) the subject of any allegation or investigation of bribery, misrepresentation or similar circumstances; or (e) terminated by a client because of ethical or legal concerns? If yes to either of the above, please provide details.	<input type="checkbox"/> YES <input type="checkbox"/> NO
If you have answered 'Yes' to any of the above questions, please provide further details in this space:	
<b>ANTI-CORRUPTION POLICY</b>	
1. Do you have an Anti-Corruption Policy or Code of Conduct which includes your corporate anti-corruption values/policy statements? (If yes, please attach a copy.)	<input type="checkbox"/> YES <input type="checkbox"/> NO
2. Do your employees receive appropriate anti-corruption training upon joining and thereafter refreshers at regular intervals?	<input type="checkbox"/> YES <input type="checkbox"/> NO

**CERTIFICATION**

We certify that the information provided in this Questionnaire is complete and accurate to the best of our knowledge and belief. We certify that if we learn of any additional information that is relevant to this questionnaire, we will promptly report that information to the AIA. We further certify that we have conducted our business/operations in all material respects in compliance with applicable anti-corruption laws and have not taken or will not take any action, directly or indirectly, that would result in a violation of applicable anti-corruption laws. We acknowledge and agree we will be required from time to time to certify to the AIA Group regarding our compliance with applicable anti-corruption laws.

Signature, Printed Name & Title: \_\_\_\_\_

Date: \_\_\_\_\_

## K. Appendix K – Do’s and Don’ts

### Table of Do’s and Don’ts

The table below provides broad guidance on how to comply with the Policy but is not a substitute for the Operational Controls set out in the foregoing sections.

S/N	Do’s	Don’ts
1.	<b>Conducting Risk Assessment</b>	
	<p>Review anti-corruption risk at least once a year or after any relevant change in conditions in accordance with the Group ORCF.</p> <p>The key factors driving risk are the entity’s local operating environment and its activities within that environment.</p> <p>Local practices, customs and application of anti-corruption laws may be considered when assessing inherent risk. Transparency International’s Corruption Perception Index<sup>13</sup> is a valuable guide.</p>	
2.	<b>Providing Gifts and Entertainment</b>	
	<ul style="list-style-type: none"> <li>• They must have a legitimate purpose.</li> <li>• It’s recommended that business gifts are embossed with AIA’s logo.</li> <li>• They must be legal under local laws and have legitimate business purpose.</li> <li>• Business meals should have at least one AIA employee in attendance.</li> </ul>	<ul style="list-style-type: none"> <li>• They must not be lavish – in cash or equivalent.</li> <li>• They should be avoided if the official has an AIA matter awaiting his consideration or decision.</li> </ul>
3.	<b>Sponsoring Travel and Training</b>	
	<ul style="list-style-type: none"> <li>• Ensure sponsored trips consist primarily of business-related activities and where possible the Government Official’s employer pays for travel. If sponsored by AIA, economy-class travel is recommended.</li> <li>• If possible, the Government Official’s employer should select the guests. If not, the selection criteria should be transparent and clearly documented.</li> <li>• Pay service providers directly, not the Government Officials themselves.</li> <li>• Where possible, obtain consent in writing from the Government Official’s employer.</li> </ul>	<ul style="list-style-type: none"> <li>• Avoid sponsoring trips to tourist destinations or keep leisure or sightseeing activities modest.</li> <li>• Avoid sponsoring benefits to the spouse or other guests of an attending Government Official.</li> <li>• Avoid cash or per diems. Reimburse incidental expenses through the Government Official’s employer.</li> <li>• Avoid lavish gifts, meals, entertainment, or accommodation. Souvenirs, if any, should be of nominal value and bear the AIA logo</li> </ul>
4.	<b>Charitable Donations</b>	

<sup>13</sup> Transparency International, TI Corruption Perceptions Index, [http://www.transparency.org/policy\\_research/surveys\\_indices/cpi](http://www.transparency.org/policy_research/surveys_indices/cpi).

S/N	Do's	Don'ts
	<ul style="list-style-type: none"> <li>• Deal with reputable charitable organisations.</li> <li>• Conduct enhanced due diligence for charitable contributions if the Government Official overseeing AIA business also controls the recipient organisations.</li> </ul>	<ul style="list-style-type: none"> <li>• Avoid contributions if: <ul style="list-style-type: none"> <li>- A Government Official solicits or personally benefits from them</li> <li>- The recipient asks for the contribution to be kept secret or disguised, or provided through unusual or complex means e.g. to an off-shore bank account, in a name different from the one under which it operates, or to 'bearer' or 'cash'.</li> </ul> </li> <li>• To the extent possible, recommend donations to an organisation not to individuals.</li> </ul>
5.	<b>Appointing Vendors</b>	
	<ul style="list-style-type: none"> <li>• Deal with reputed vendors.</li> <li>• Conduct background checks using document or public record searches (e.g. search corporate records), or internet databases to determine if there is any sign of unethical activity or other circumstances that may require further investigation of the third party.</li> </ul>	<ul style="list-style-type: none"> <li>• Avoid appointing vendors with little or no relevant business experience, or recommended or owned by Government Officials or their relatives.</li> <li>• Avoid unorthodox payment methods (cash, offshore accounts, payments to third parties etc.), or requests for disproportionately large or unusual compensation.</li> </ul>
6.	<b>Hiring Government Officials, their Close Relatives, or candidates they have referred to AIA</b>	
	<ul style="list-style-type: none"> <li>• Hire candidates on merit (i.e. the candidate who is best for the job).</li> </ul>	<ul style="list-style-type: none"> <li>• Avoid special considerations (e.g. creating a position to accommodate the referred candidate or deviating from the normal interview process).</li> </ul>

## L. Appendix L – Glossary of Terms

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A glossary of terms used in this Policy is provided below for reference. Terms are capitalised throughout the document.

**Affiliate** means, with respect to the Company, a body corporate which the Company controls

**AIA Group (or “AIA” or “Group”)** means the Company and its controlled Affiliates

**Anything of Value** has the meaning defined in **Section 2.2**

**Board** means the board of directors of the Group or an Affiliate

**Board Audit Committee (“BAC”)** means an audit committee established by resolution of the Group or Affiliate Board

**Board Risk Committee (“BRC”)** means a Risk committee established by resolution of the Group or Affiliate Board

**Business Objectives** means the measurable steps the Group takes to achieve its Strategy

**Business Unit (“BU”)** means one or more Affiliates (or parts of Affiliates) that are managed by a BU CEO

**BU Operational Risk committee (“BU ORC”)**

**Chief Executive Officer (“CEO”)**

**Chief Risk Officer (“CRO”)**

**Close Relative** has the meaning defined in **Section 2.2**

**the Code** means the AIA Group Code of Conduct

**Company** means AIA Group Limited

**Due Diligence (“DD”)**

**Employee(s)** refers to permanent, temporary and contract employee(s)

**Executive(s)** refers to an individual comprising part of Executive Management who is also a member of the EXCO

**Executive Committee (“EXCO”)** means the Management Committee of Executives of the Group or BU appointed by the Group or BU CEO to assist them (him/her) in the fulfilment of their (his/her) duties

**Executive Management** means any persons discharging an executive management role within the Group, or acting under delegated authority by an Executive

**First Line** is made up of the business decision-takers who are responsible for ensuring that effective and appropriate processes are in place at all times to effectively identify, assess and manage Risk in a manner consistent with the Risk Management Framework

**Government Official (or Public Official)** has the meaning defined in **Section 2.2**

**Group Internal Audit (“GIA”)** is the Internal Audit function, acting as the Third Line

**Group Operational Risk Committee (“Group ORC”)**

**Human Resources (“HR”)**

**Internal Control** means a process, effected by the Group or BU Board, Executive Management, and other personnel, designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting, and compliance

**Policy(ies)** are documents pertaining to rights retained and matters governed by the Group or Affiliate Board, as set out in the Group or Affiliate Board Charter, or in accordance with the TOR of any committees established by the Group or Affiliate Board

**Policy Owner** refers to the individual with overall accountability for a Policy or Standard including its substance, communication, effectiveness and appropriate adherence

**Procedure(s)** are detailed instructions or guidance on how to implement or comply with the requirements usually stemming from a Policy or Standard, or recommendations to users when specific Policies and Standards do not apply

**Public Enterprise (or State-Owned Enterprise)** has the meaning defined in **Section 2.2**

**Public International Organisation** has the meaning defined in **Section 2.2**

**Public Official (or Government Official)** has the meaning defined in **Section 2.2**

**Regional Chief Executive (“RCE”)**

**Risk** means the possibility that events will occur and affect the achievement of Strategy and Business Objectives

**Risk Appetite** means the types and amount of Risk, on a broad level, that the Group is willing to accept in order to achieve its Strategy and Business Objectives

**Risk-Based Approach (“RBA”)** is the recommended approach to manage bribery and corruption risks and the principles of which are elaborated in **Section 4.2**

**Risk Committees** mean committees which are charged with direct Risk Management responsibilities to support the Boards and Executive Management of Group and BUs

**Risk Management** means coordinated activities to direct and control an organisation with regard to Risks

**Risk Profile** means the composite view of the Risk assumed at a particular level of the Group, or aspect of the business that positions Executive Management to consider the types, severity, and interdependence of Risks, and how they may affect performance in relation to the Strategy and Business Objectives

**Second Line** consists of the Group and BU Risk & Compliance functions. These functions are independent of the First Line (with a direct reporting line to the Group CRO who reports direct to the Group CEO) but work closely with the First Line to ensure that Risks are being managed appropriately within the Group’s Risk Appetite

**SOE Distribution Partner** has the meaning defined in **Section 2.2**

**Standard(s)** are documents pertaining to the rights retained and matters governed by the Group or BU EXCO, as delegated by the Group Board to the Group CEO or by an RCE to a BU CEO. Standards set out requirements for implementing principles such as those set out by a Policy or mandatory actions or rules that give Policies support and direction. Further,

pursuant to the Group or Affiliate Board Charter, Standards are developed to govern management of the Group or BU and profit performance, including all operational and administrative matters except for those specifically retained by the Group or Affiliate Board and/or committees of the Group or Affiliate Board and delegated to the Group CEO.

**State-Owned Enterprise (or Public Enterprise)** has the meaning defined in **Section 2.2**

**Strategy** means the Group's plan to achieve its purpose and vision and apply its operating philosophy

**Third Line** is GIA, which reports to the Group BAC. GIA is responsible for providing independent assurance over the effectiveness of key Internal Controls and makes recommendations based on the audit findings

**United States ("US")**

AIA Group

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**Anti-Corruption Policy**

Version 3.0