

POLICY ON ANTI-BRIBERY AND CORRUPTION

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POLICY ON ANTI-BRIBERY AND CORRUPTION

1. OVERVIEW

The Board of Directors of the Company has adopted this Policy on Anti-Bribery and Corruption in conformity with the Listing Rules to promote an ethical corporate culture that is accomplished by observing the highest standards of fair dealing, honesty, and integrity in the business activities of the Company.

In conducting its business, the Company shall abide by this Policy and comply with all applicable laws and regulations including the Anti-Corruption Act.

2. DEFINITIONS

The following words and expressions shall have the respective meanings given against each such word unless such meanings are inconsistent with or repugnant to the subject or context:

“**Anti-Corruption Act**” shall mean the Anti-Corruption Act No. 09 of 2023 as amended from time to time;

“**Articles**” mean the articles of association of the Company;

“**Board**” means the board of Directors of the Company;

“**bribery**” means the offer, solicitation or acceptance of any gratification in contravention of any provision of Part III of the Anti-Corruption Act;

“**Company**” means The Fortress Resorts PLC;

“**Companies Act**” means the Companies Act No. 07 of 2007 as amended from time to time;

“**Directors**” means the directors presently serving on the Board of the Company, and includes alternate directors appointed in accordance with the Articles.

“**Employee**” or “**Employees**” means a person or persons employed by the Company including executive and non-executive staff;

“**facilitating payment**” shall mean any small or nominal payment made to a government official to speed up/secure the performance of a non-discretionary, routine governmental action;

“**Listing Rules**” means the Listing Rules of the Colombo Stock Exchange;

“**Policy**” means this policy on anti-bribery and corruption;

“**Relevant Persons**” means the persons to whom the Policy applies as identified in section 4 below;

“**Senior Management**” means the General Manager , Chief Financial Officer, Maintenance Engineer, Director of Food & Beverage, Rooms Division Manager, Executive Chef, Human Resources Manager, Executive House Keeper and Business Development Manager of the Hotel;

“**Whistleblower Protection Officers**” means any officer designated to receive complaints/disclosures in accordance with the Policy on Whistleblowing.

3. PURPOSE

This Policy has been established to ensure that the Company conducts its business in a transparent, fair and ethical manner with zero-tolerance of any forms of bribery and corruption in any form whatsoever in its dealings with internal and external stakeholders.

The Company encourages the reporting of any instances of suspected bribery and/or corruption involving the Company’s business.

The Policy, as updated from time to time, will be provided to all employees and officers of the Company including any future employees and officers upon the commencement of their employment or engagement with the Company.

4. SCOPE

This Policy applies to the Company and any person who is, or has been, any of the following with respect to the Company (“**Relevant Person**”):\

- Employee
- Director or any other officer
- Service providers (including employees of service providers)
- Suppliers (including employees of suppliers)
- Consultants
- Auditors

5. PERMISSIBLE AND RESTRICTED PAYMENTS

- 5.1 Offering, promising and authorizing the grant or payment of money or any other form of gratification, to a government official, in order to secure an unfair advantage is strictly prohibited.
- 5.2 Directors and employees shall refrain from offering/receiving money or anything else of value either directly or through indirect means, to or from an individual or entity in the private sector in order to obtain an improper advantage.
- 5.3 Prohibited payments include cash payments, benefits and favours and in certain circumstances, otherwise legitimate business expenditures including gifts, entertainment, travel, donations, sponsorships or training.
- 5.4 Employees and officers of the Company may to provide modest gifts to government officials/private individuals that are legally and directly related to the Company's business activities with the approval of the General Manager or the Board of Directors, depending on the circumstances, so long as such gifts will not result in a contravention of applicable laws including the Anti-Corruption Act. In granting such approval, the nature, timing and context of such gifting must be considered in order to assess whether such conduct could objectively be perceived as bribery.
- 5.5 The Company will take reasonable steps to verify that any donation/sponsorships made by the Company does not constitute an illegal payment to a government body/official, private entity or individual, in violation of this Policy.
- 5.6 The Company strictly prohibits the Relevant Persons from making facilitating payments on the Company's behalf, except under exceptional circumstances with the approval of the compliance officer. Whenever such payment is required to be made, all relevant information should be submitted to the general manager when seeking approval of the compliance officer.
- 5.7 Directors and employees shall act in the best interests of the Company at all times. Using the Company's property, information or position, either directly or indirectly through a third-party intermediary, for personal gains is strictly prohibited.

6. BOOKS AND RECORDS

- 6.1 The Company shall ensure that all applicable laws, applicable accounting standards and internal procedures are followed in recording, maintaining and reporting financial records.
- 6.2 In order to prevent the possibility of bribes being paid or accepted, the Company's financial records must fairly and accurately reflect each transaction involving the Company's business and/or the deployment of the Company's assets.

- 6.3 All expenses must be accurately accounted for, include adequate supporting documentation and be promptly entered into company records, before any reimbursements are made.

7. EXTERNAL STAKEHOLDERS

- 7.1 The Company's external stakeholders including its service providers, suppliers, consultants, auditors and other third parties working with or on behalf of the Company are required to act with the highest level of business, professional and legal integrity and refrain from engaging in any form of bribery and/or corruption when dealing with or on behalf of the Company.
- 7.2 Prior to engaging in business with an external stakeholder, the Company shall carefully review and follow the due diligence process in accordance with its internal guidelines.

8. MAKING A DISCLOSURE

- 8.1 The Company relies on its employees maintaining a culture of honest and ethical behavior. Accordingly, if you become aware of any instance of suspected bribery and/or corruption where a director, officer, employee, service provider, supplier or consultant of the Company or any other person who has business dealings with the Company has engaged, is involved in, the employee is expected to make a disclosure to the Whistleblower Protection Officer in accordance with procedure for reporting set out in the Company's Policy on Whistleblowing.
- 8.2 Any person who makes a disclosure will be offered protection as detailed in the Policy on Whistleblowing provided that (i) such disclosure was made without malicious intent and (ii) you had, at the time of making the disclosure, reasonable grounds to believe that the information provided by you is true and warranted an investigation.
- 8.3 The Company will investigate all matters reported under this policy as soon as practicable, after the matter has been reported. For the avoidance of doubt, investigations into any complaint made under this Policy will be carried out in terms of the Company's Policy on Whistleblowing.

9. NON- COMPLIANCE WITH THIS POLICY

- 9.1 Any breach of this Policy will be taken seriously and may result in disciplinary action, up to and including termination of employment of an employee, in accordance with the applicable laws and Company policies.

9.2 In the event, service providers, suppliers, consultants, auditors and other third parties working with or on behalf of the Company are found to be in violation of this Policy, the Company may terminate its business relationship with the Company and the ability of the Company to do so should be covered in the contractual arrangements with such parties. The Company may also seek other legal/remedial action available under the applicable laws.

10. MISCELLANEOUS

10.1 In so far as this Policy imposes any obligations on the Company, those obligations are not contractual and do not result in or confer any contractual rights to any person whomsoever.

10.2 To the extent that this Policy describes benefits and entitlements for employees, they are discretionary in nature and are also not intended to be contractual. The terms and conditions of employment that are intended to be contractual are set out in an employee's written employment contract.

11. REVIEW AND MONITORING

11.1 The Risk and Audit Committee of the Company will from time to time review this Policy, monitor its implementation to ensure continued effectiveness and compliance with regulatory requirements and good corporate governance practice and shall make recommendations on any proposed revisions as may be required to the Board for its review and final approval.

11.2 Upon the Board's approval, the said revision or amendment shall be deemed to be effective and form part of this Policy.

11.3 Employees are encouraged to read this policy in conjunction with other relevant Company policies, including:

- (i) Code of Conduct;
- (ii) Human Resources Policy;
- (iii) Policy on Whistleblowing; and
- (iv) Policy on Environmental, Social and Governance Sustainability.