

Ambyth Shipping & Trading, Inc.

Ambyth Shipping Micronesia, Inc.

Ambyth Marine & Logistics Services (Asia), Inc.

Ambyth Trucking, Inc.

Anti-Bribery & Anti-Corruption Policy

I. Introduction - Ambyth Shipping & Trading, Inc., Ambyth Shipping Micronesia, Inc., and Ambyth Marine & Logistics Services (Asia), Inc., (AMBYTH or Company) are committed to the highest ethical standards in all its business practices. This includes robust guidelines and policies to ensure compliance with applicable anti-bribery laws, including the United States Foreign Corrupt Practices Act (FCPA), and all other local anti-bribery and anti-corruption laws as may be applicable.

AMBYTH strictly prohibits bribery in any form or context as set forth in this Anti-Bribery & Anti-Corruption Policy (the Policy). The term “foreign” as used throughout this Policy refers to non-U.S. officials, countries, governments, companies and/or nationals.

II. Scope - This Policy is applicable to every employee of AMBYTH, including senior executives and financial officers, directors, officers, agents, consultants or representatives.

III. Company Policy - AMBYTH expects all its employees, directors, officers, agents and representatives to conduct AMBYTH business legally and ethically and to conduct every transaction with integrity, regardless of differing local customs and conditions.

AMBYTH employees, directors, representatives and agents involved in AMBYTH’s international operations or whose duties are likely to lead to involvement in any of the activities covered by the FCPA or other anti-bribery and anti-corruption laws, are expected to comply with this Policy.

IV. Effective Date – This Policy is effective September 01, 2021.

V. Definition -

(a) Corruption is improper and usually unlawful conduct intended to secure a benefit for oneself or another. Its forms include bribery, extortion, and the misuse of insider information.

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

Bribery and corruption can take many forms, including the provision or acceptance of:

- Cash payments;
- Phony jobs or "consulting" relationships;
- Kickbacks;
- Political contributions;
- Charitable contributions;
- Entertainment;
- Social benefits; or
- Gifts, travel, hospitality, and reimbursement of expenses.

VI. Purpose -

(a) AMBYTH directors, personnel and/or agents are strictly prohibited from offering, paying, promising, or authorizing:

- any payment or other thing of value;
 - to any person;
 - directly or indirectly through or to a third party;
- in exchange for;
 - any person to act or fail to act in violation of a legal duty;
 - any person abusing their position; or
 - securing an improper advantage, contract or concession;

for AMBYTH or any other party.

(b) To promote compliance with anti-corruption laws in the United States, and other applicable jurisdictions. No AMBYTH personnel shall undertake any improper payment activity in respect of a foreign official, a domestic official, or a person doing business in the private sector.

Exception: AMBYTH permits gifts to government officials or others only if the gift or item is of nominal value (less than US\$25.00) bearing the Company's logo or otherwise generally distributed by the Company to its customers and vendors as a token of goodwill (i.e. calendars and other inconsequential promotional items).

VII. Summary of the FCPA - The FCPA consists of two sections: (i) The anti-bribery section makes it a crime to bribe officials of non-U.S. governments (government officials) to obtain or retain business or favorable treatment anywhere in the world and (ii) the accounting section requires accurate record-keeping and the maintenance of internal accounting controls.

Any *quid pro quo* arrangement with a government official for business or an improper advantage for the Company can raise issues under the FCPA or other anti-bribery laws worldwide.

VIII. Bribery through Third Party Intermediaries - Under no circumstance shall any person make or authorize payments, fees, services, gifts or other benefits to a third party if they are aware or suspect such payments, fees, services, gifts or other benefits or will be passed on to a government official, for the purpose of obtaining or retaining business or to secure an improper advantage for AMBYTH.

To avoid vicarious liability for corrupt payments by third parties, AMBYTH will take affirmative measures to ensure that business relationships are formed only with reputable and qualified partners, agents, consultants and other intermediaries who act on its behalf. Accordingly, engagement of any third-party who will interact with Government Officials on AMBYTH's behalf requires prior written approval of the AMBYTH's President.

Under no circumstance shall any AMBYTH employee, director, officer, agent, consultant or representative make or authorize a payment to a foreign charity, foreign political party, candidate for political office or political action committee to secure business, favored treatment or an improper advantage for AMBYTH.

In accordance with FCPA regulations, AMBYTH does permit legitimate foreign charitable contributions under certain conditions and only with the written pre-approval of AMBYTH's President. The Company strictly prohibits all foreign political contributions on the AMBYTH's behalf.

The FCPA permits foreign charitable donations under certain conditions. The relevant charity must be a *bona fide* organization, not controlled by or for the benefit of a Government Official, and the contribution must never be a condition for or to influence any government action or decision or to secure any other improper advantage. Some jurisdictions prohibit Government Officials from requesting charitable donations.

IX. Compliance with Local Laws - Under no circumstance shall an AMBYTH employee, director, officer, agent, consultant or representative make, offer, promise, or authorize any payment, benefit, gift or anything of value to a local government official in violation of local law in any country where AMBYTH conducts business. Any transaction that has the appearance of impropriety must be avoided at all times. This includes the U.K. Bribery Act which prohibits commercial bribery in the private sector as well as bribery of government officials. Gifts of cash or lavish gifts are *never* permissible.

X. Travel for Government Officials – Travel, transportation and lodging expenses of government representatives in connection with AMBYTH business may only be made upon AMBYTH's receipt of written pre-approval of a Government Contracting Officer.

Reimbursement for such expenses incurred by AMBYTH on behalf of government officials shall be consistent with AMBYTH's normal and customary business expense reimbursement practices. Under no circumstances are payments for travel expenses or reimbursements to be made:

- by cash payment directly to a government official.
- for expenses relating to family members or other persons accompanying a government official.
- for expenses relating to destinations not directly related to AMBYTH facilities, products, or services.

All travel expenses for Government Officials must have supporting documentation and be accurately recorded in the AMBYTH's accounting records.

XI. Engaging Agents, Consultants and Representatives - Under the FCPA, a company may be liable for the conduct of its third-party agents, sub-agents, consultants, representatives or other intermediaries who make improper payments to government officials. Relationships with **third parties who interact with government officials** on AMBYTH's behalf may present a corruption risk.

Engagement of a business consultant or other representative to perform services, including but not limited to legal advocacy or business development, on behalf of AMBYTH requires **prior written approval and authorization** from the AMBYTH's President.

Prior to engagement, AMBYTH will conduct due diligence and background checks on potential consultants in accordance with the degree of risk present in the subject country and the nature of the contractual relationship.

XII. International Joint Ventures, Mergers and Acquisitions - AMBYTH may be exposed to business risk through conduct undertaken by business partners, teaming associates or by companies in which AMBYTH has some management or equity interest. Prior to entering into any merger, acquisition, international joint venture relationship or teaming agreement, an effective due diligence review and risk assessment must be performed in compliance with this Policy.

XIII. Affirmative Duty to Report - Any person employed by or acting on behalf of AMBYTH who believes an improper payment has been or may be made, directly or indirectly through a third party or other means, to a foreign government official in order to obtain or retain business, favorable treatment or an improper advantage for AMBYTH in violation of this Policy has a duty to immediately report it to AMBYTH's President.

Any employee who encounters suspicious activity or has other concerns in connection with a third-party agent or consultant, possible violations of this Policy, the FCPA, anti-bribery laws or improper accounting or financial reporting has an affirmative duty to report it immediately to the President whose contact details are:

Gregory David

Mobile +(1-671) 888-4873; Email [gdavid@ambyth.com](mailto:g david@ambyth.com)

Reporting persons and employees may also send a letter, either anonymous or signed to: The President, AMBYTH, 193 Rojas Street, Tamuning, Guam 9691

All letters, email, and telephone calls submitted shall be treated in confidence other than where disclosure is required by law.

XIV. Retaliation Prohibited - AMBYTH strictly prohibits retaliation against any employee or other person that reports suspected misconduct or wrongdoing. Any harassment or intimidation of anyone who makes a report in good faith will not be tolerated. Individuals responsible for retaliation of any kind shall be subject to disciplinary measures that may include termination of employment.

XV. No Contractual Rights Created - This Policy states the fundamental principles, policies and procedures that govern the conduct of AMBYTH's business as it pertains to the legal requirements of the FCPA. It is not intended to and does not create any rights in favor of, or any obligation to, any director, employee, client, supplier, competitor, stockholder or any other person or entity.