

## **Amira Nature Foods Ltd Foreign Corrupt Practices Act Compliance Policy**

The Foreign Corrupt Practices Act, as amended by the International Anti-bribery and Fair Competition Act of 1998 (collectively, “**FCPA**”), was enacted to prohibit bribes and other illegal payments to officials of a foreign government, public international organization or foreign political party by American companies and by foreign persons present in the United States to obtain or retain business or to secure any improper advantage. This Policy Statement is not designed to be all encompassing, but it is intended to express the Company’s (as defined below) dedication to compliance with the law and to familiarize you with the basic contours of the law, so that you can identify situations that require attention and to assist you in taking the appropriate action. If you have any questions about the information contained in this Policy or if you have any questions about a particular business transaction, you should contact Company management as discussed below.

This Policy applies to Amira Nature Foods Ltd and each and every division, subsidiary, affiliate, employee, agent, officer, director, and all persons or entities acting or purporting to act as a representative, advisor, or otherwise on behalf of Amira Nature Foods Ltd (collectively, the “**Company;**” the individuals acting on behalf of the Company are referred to herein as “**Company Representatives**”). This policy applies to the Company’s operations worldwide and is intended to supplement existing policies, written or otherwise, requiring compliance with all applicable laws.

### **STATEMENT OF POLICY – COMPLIANCE WITH THE FOREIGN CORRUPT PRACTICES ACT**

It is the policy of the Company to fully comply with all applicable provisions of the U.S. Foreign Corrupt Practices Act (the “**FCPA**”). As discussed more fully below, the Company shall not, and no Company Representative has authority to, offer, promise, make or facilitate the making of payments to a foreign official to induce that official to affect any government act or decision in a manner that will assist the Company or any of its affiliates, subsidiaries or divisions to obtain or retain business or any advantage, all as prohibited by the FCPA.

### **THE FCPA**

The FCPA prohibits the offer or promise of or payment of anything of value to any Prohibited Recipients in order to secure an improper advantage, in obtaining or retaining business or in directing business to any other person or entity. “**Prohibited Recipients**” are any foreign official, foreign political party or party official, or any candidate for foreign political office. A “**Foreign Official**” is any officer or employee of (a) a foreign government, (b) a public international organization, or (c) any department or agency thereof, or (d) any person acting in an official capacity for such government or organization, all regardless of rank or position. For purposes of the FCPA, foreign government officials include all levels of federal, state, provincial, county, municipal and similar officials of any government outside the United States and also include all levels of employees of any commercial enterprise owned in whole or in part by a government

other than the United States. Public international organizations include organizations such as the International Monetary Fund, the European Union, the World Bank and other similar organizations.

Thus, persons and entities covered by the FCPA, which includes the Company and Company Representatives, may not pay, offer to pay or give anything of value to any Prohibited Recipients for the purpose of, whether successfully or not, securing an improper advantage in obtaining or retaining business or in directing business to any other person or entity.

There are additional requirements imposed on publicly traded companies, which include the requirements that the Company make and keep accurate books and records in reasonable detail and to devise and maintain a reasonable system of internal controls.

### **PROHIBITED PAYMENTS**

The FCPA prohibits payments, or offers of payments, made for the purpose of influencing any act or decision of Prohibited Recipients acting in their official capacity, inducing these individuals to do or omit to do any act in violation of the lawful duty of such official, securing any improper advantage or inducing these individuals to use their influence with a foreign government or instrumentality to affect or influence any act or decision of such government or instrumentality in order to help a company obtain or retain business for or with, or direct business to, any person or entity. The FCPA also prohibits the offering or paying of anything of value to **any** person or entity if all or part of the payment will be used for any of the above-prohibited actions. This provision includes situations where intermediaries, such as foreign affiliates or agents, are used to channel payoffs to foreign officials. Thus, the Company will be liable for indirect offers, promises or payments to Prohibited Recipients if such offers, promises or payments are made through an agent, joint venture partner, or other third party intermediary with the knowledge that a Prohibited Recipient will be the ultimate recipient. Knowledge includes conscious disregard and deliberate ignorance of facts which indicate a high probability that the relevant payment will occur. Payments include transfers of anything of value.

### **PERMITTED PAYMENTS**

The FCPA recognizes three narrow categories of payments to or for the benefit of Prohibited Recipients that are permissible. **You must obtain the permission prior to making a Permitted Payment. The procedure is outlined below.** Permitted Payments falls into three categories:

- 1) Authorized by law - payments that are lawful under the **written** laws and regulations of the relevant country. It should be noted that for purposes of this Policy you should assume that bribery is illegal in all countries in which the Company does business. The absence of a prohibition of conduct does not constitute authorization by law;

- 2) Reasonable and bona fide expenses - payments that constitute a reasonable and bona fide expense, including travel and lodging, incurred for or on behalf of a Prohibited Recipient directly related to the promotion, demonstration, or explanation of products or services or the execution or performance of a contract with a foreign government or agency; and
- 3) Facilitating payments - small payments made to low level government officials to secure a routine governmental action ordinarily and commonly performed by a foreign official. **Generally, the payment of any facilitating payment should be avoided even if it causes inconvenience.** Determining whether the payment is in fact a “facilitating payment” depends upon the particular circumstances. To be classified as a “facilitating payment” the payment must be for *routine governmental action* such as obtaining permits, licenses visas or other official documents or to receive services such as mail delivery, utilities, cargo handling, security or police protection. The payment must also be “customary” in the country where the payment is to be made, paid to a low level government employee, and not a violation of local law. Payments are made to accelerate performance of a nondiscretionary act that an official is already obligated to perform – not to influence a decision by a foreign official to award new business or continue business with a particular person or entity. A payment made to entice a government official to violate the law is similarly not a facilitating payment.<sup>1</sup>

### **PROCEDURE FOR APPROVAL OF PERMITTED PAYMENTS**

Permitted Payments may only be made on behalf of the Company if:

- 1) the payment is approved in advance or has been specifically pre-approved by a corporate officer, or his or her designee, who determines that the payment meets the requirements to be classified as a Permitted Payment and is not a bribe; and
- 2) in the case of a facilitating payment, the payment does not exceed \$150.00.

Facilitating payments that have not been approved in advance for payment are not authorized, will not be reimbursed by the Company, and may subject the payer to

---

<sup>1</sup> There is also an exception for payments that would otherwise violate the FCPA but are made in response to threats of physical violence. In the event any such threats are received, you should report them immediately to Company Management Executives, who will assume responsibility to deal with the situation.

disciplinary action. No employee should ever assume that unwritten approval of any improper or facilitating payment is implied.

### **YOUR DUTY TO OBSERVE AND REPORT FCPA “RED FLAGS” AND DEALING WITH THIRD PARTIES**

The FCPA requires not only that Company personnel refrain from making prohibited payments, it also prohibits conscious avoidance of wrongdoing. Thus, Company personnel must be vigilant in observing and reporting conduct that indicates to them that something is wrong. Third parties who act on behalf of the Company can cause the Company and Company Representatives to become liable for FCPA violations if they (the third parties) violate the Act and Company personnel are aware of the violation. Knowledge of the local parties’ conduct can be established by showing that Company personnel consciously avoided knowing of the offending conduct. Thus, it is incumbent upon Company personnel to be vigilant in choosing finders, vendors, customers, agents, business partners, contractors and venture partners (collectively, “third parties”) who are reputable.

The following are a few examples of so-called “red flags” that may indicate a potential violation, including violations by third parties.

1. Payments, including finders’ fees, agents’ fees, or payment for goods or services, that are greater in amount than “normal.”
2. Payments of money to persons outside the normal scope of the transaction, including payments to accounts or persons in third countries. Any such payments must be documented and approved before being made.
3. Invoices that appear to be “padded” (i.e. higher than normal) or inadequately documented. Also, invoices that appear to be non-standard, such as abbreviated, “customized” or otherwise not industry standard.
4. Checks drawn to “cash.”

### **ADMINISTRATION OF THIS POLICY**

The Company’s FCPA compliance policy and program will be administered by Company Management Executives or the individuals whom they designate, in writing, to serve this function. In the event that you obtain any information regarding a possible violation of the FCPA or the existence of a “red flag” indicating the possibility of such a violation, you should provide that information in writing to the Company Management Executives, or their designees, immediately. Each of the Company’s personnel will be asked to certify that he or she has read and understood this Policy and will comply. That certification likely will be obtained at the outset of employment. Certain of the Company’s personnel whose job responsibilities make it more likely that

they could come into contact with situations that could implicate the FCPA might be asked to certify his or her understanding of and compliance with this Policy on a periodic (likely annual) basis. Such a requirement does not, and should not be taken to, indicate any heightened concern regarding such personnel.

If you have any questions regarding this Policy or its implementation, you should address them to the Company Management Executives, or their designees.