



S.C. A-E Electronics S.A.

12 Condorilor Street 600302 Bacău România tel. +40 (234) 585.800, fax 585.900
email: office@aee.ro [http:// www.aee.ro](http://www.aee.ro)

Social Capital 3.378.700 RON Registered at J04/298/1998 - Commerce
Register of Bacău - V.A.T no.: RO 10372559

Anti-bribery compliance procedure

This procedure is applicable for all company's personnel, having any kind of contractual work agreement signed with the company:

- All directors, managers and any other persons having management or control positions in AEE, and employees of AE-E.
- Consultants and Representatives.

The principles of the procedure are also applicable to company's Subcontractors and Suppliers, as provided by the specific company procedure Supplier Code of Conduct, AEE-BE3.

A-E Electronics, having its ultimate parent company's shares publicly traded on stock exchanges in the U.S., is committed to conducting its business with the highest ethical principles, including compliance with anti-bribery standards.

Failure to comply with this Procedure may result in significant civil and criminal penalties against the Company and the individual involved and is grounds for disciplinary action against such individuals, up to and including termination of employment contract.

Company directors, managers and any other persons having management or control positions in A-E Electronics and employees are prohibited from making a direct or indirect bribe, giving, offering or promising anything of value or a facilitation payment to a Government Official with the intent to obtain any business or any other advantage. One may not instruct, authorize or allow a third party to make a prohibited payment on his / hers behalf, and may not make a payment to a third party knowing or having reason to know that it will likely be given improperly to a Government Official.

Any improper payment to a Government Official in connection with A-E Electronics business is prohibited, including payments to obtain government business or to gain any other advantage, such as reduction in taxes, tolerance of non-compliance with applicable rules or other favors or preferential treatment.

Employees must help to ensure that Company books and records (which include virtually all forms of business documentation) accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets.

No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. No employee will participate in falsifying any accounting or other business record, and all employees must respond fully and truthfully to any questions from the Company's internal or independent auditors or other internal investigative functions.

Violations of this Procedure should be reported to the Company's Legal Counsel. Violations can also be openly or anonymously reported to the Company's General Manager or Chairman of the Board of Directors pursuant to the Whistle-blower provisions of company's Code of Conduct and Business Ethics.

Consistent with Company policy, there will be no retaliation or any adverse employment consequence for reporting information in good faith.



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Entertaining or providing gifts to Government Officials, or paying for travel expenses for such officials, is a potential area of risk.

Company employees may only entertain Government Officials in situations where there is a valid business purpose and the entertainment is reasonable in view of such business purpose. Entertainment must provide an opportunity to address business issues and must not be lavish or otherwise prove embarrassing for the Company.

Business entertainment for Government Officials that meets the standards set forth above is permitted if it does not exceed equivalent of US\$100 in value per person per occasion, and the employee arranging for such entertainment promptly thereafter submits documentation of the business entertainment and expense to the his supervisor in accordance with applicable Company procedures for reimbursement of business expenses. If the amount of the business entertainment is more than equivalent of US\$100 per person per occasion, it is only permitted upon the approval of the Company's General Manager. Amounts greater than equivalent of US\$300 per person per occasion must also receive approval of the Legal Counsel.

Gifts may only be given to Government Officials if they are of token or nominal value, are legal and customary in the jurisdiction in which they are given and in the jurisdiction in which the recipient of the gifts resides and are given openly to the Government Official. Pre-approval is not required for items with the Company logo or gifts valued at less than equivalent of US\$50, but the expenses for such gifts must be supported by receipts and accurately recorded in the Company's books.

Payment of travel expenses, including food and lodging, for Government Officials is permissible only if directly related to the promotion or demonstration of A-E Electronics business, or related to the performance of a contract to which the A-E Electronics is a party. Expenses beyond what is reasonably necessary for the business purposes, such as lavish accommodations or expenses for spouses and children are not permitted. Travel expenses for Government Officials must be approved in advance by the A-E Electronics' General Manager. To the extent possible, all expenses should be paid directly to the vendor of the services and not to the Government Official.

Consultants or representatives who may interact with Government Officials in connection with A-E Electronics business may only be retained following contracting processes and receipt of approvals specified in the A-E Electronics Signature Authority procedures.

The A-E Electronics policies provide, among other requirements, for sufficient due diligence to be performed to enable the A-E Electronics to conclude with reasonable assurance that the consultant, or representative understands and will fully abide by relevant anti-bribery laws applicable to the A-E Electronics business.

A-E Electronics must have a written agreement with each such party, and the agreement must specifically bind such party to comply with all applicable anti-bribery laws, including Romanian anti-bribery laws, the OECD Convention and the U.S. FCPA, as if such laws applied directly to such parties.

In all dealings with potential or current consultants or representatives, A-E Electronics employees must be conscious of any "red flags" that may be present or arise suggesting possible violations of anti-bribery standards.

In accordance with the Company's Supplier Code of Conduct, AEE-BE3, A-E Electronics subcontractors and suppliers are required to comply with applicable anti-bribery laws and regulations.