

Anti-Bribery & Anti-Corruption Policy (Summary)

Policy Statement

SNBH prohibits bribery, kickbacks, or corrupt payments in any form. The Company complies fully with the U.S. Foreign Corrupt Practices Act (FCPA) and similar international laws.

Key Rules

- No improper payments to government officials or business partners.
- Hospitality or gifts must be modest, lawful, and pre-approved.
- Violations may result in termination and referral to authorities.

Sentient Brands Holdings, Inc.

Anti-Bribery & Anti-Corruption Policy

1. Purpose

Sentient Brands Holdings, Inc. (“SNBH” or the “Company”) is committed to conducting business ethically, responsibly, and in compliance with all applicable anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA) and similar international regulations.

This Policy establishes the Company’s **zero-tolerance approach** to bribery and corruption and applies globally to all operations, employees, and third parties acting on the Company’s behalf.

2. Scope

This Policy applies to:

- All directors, officers, employees, and consultants of SNBH and its subsidiaries.
- Third-party intermediaries, including agents, distributors, contractors, joint venture partners, and advisors.
- Any other parties representing the Company’s interests worldwide.

3. Prohibited Conduct

3.1 Bribery

No one may offer, give, request, or accept any **bribe**—directly or indirectly—for the purpose of influencing a decision or securing an improper business advantage.

3.2 Improper Payments

The following are strictly prohibited:

- Cash payments, kickbacks, or secret commissions.
- Facilitation or “grease” payments to speed up routine government actions.
- Payments made through third parties with the intent to conceal bribery.

3.3 Gifts, Hospitality, and Entertainment

- Modest, reasonable, and lawful hospitality may be permitted if it is **transparent, infrequent, and not intended to influence a decision**.
- Gifts or entertainment exceeding a nominal value must be pre-approved by management.
- Cash gifts, or equivalents (e.g., gift cards), are strictly prohibited.

3.4 Political and Charitable Contributions

- Corporate political contributions are prohibited unless approved by the Board and compliant with applicable laws.
- Charitable donations must not be used to disguise bribery.

4. Books, Records, and Internal Controls

- All transactions must be accurately recorded in the Company's books and records.
- False, misleading, or incomplete entries are prohibited.
- Internal controls must ensure compliance with accounting standards and anti-bribery laws.

5. Responsibilities of Employees and Third Parties

- Employees must undergo anti-bribery compliance training.
- Third parties engaged by SNBH must be vetted and contractually bound to comply with this Policy.
- Any suspicion of bribery or corruption must be reported immediately through the Company's Whistleblower channels.

6. Reporting Violations

- Concerns may be reported to management, the Compliance Officer, or directly to the Audit Committee.

- Reports may also be made anonymously under the Whistleblower Policy.
- SNBH prohibits retaliation against good-faith reporters.

7. Consequences of Violations

- Violations of this Policy may result in disciplinary action, including termination of employment or contracts.
- The Company may also pursue civil remedies or refer matters to law enforcement.
- Individuals may face personal criminal liability, including fines and imprisonment.

8. Training and Awareness

- All employees and directors shall review this Policy annually.
- Targeted training will be provided for employees in high-risk roles (e.g., sales, procurement, government contracts).

9. Oversight and Review

- The Audit Committee is responsible for monitoring compliance with this Policy.
- The Policy will be reviewed annually and updated as necessary to reflect changes in law or business practices.