Anti-Bribery, Anti-Corruption Policy

Ontoly BERS Program

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1. Purpose and Authority

1.1 Ontoly maintains a zero-tolerance approach to bribery and corruption in all BERS Program activities. This policy establishes the standards, procedures, and enforcement mechanisms to ensure the integrity of the Ontoly BERS Program and protect against corrupt conduct by all Covered Persons.

1.2 Authority for this policy derives from BERS Standard, Section 2.6 (Integrity Policies) and ICVCM Assessment Framework Criterion 1.1 (Institutional Controls and Governance). Ontoly exercises this authority as Program Administrator under the terms of the BERS Standard.

1.3 Ontoly aligns this policy with applicable anti-corruption and anti-bribery legislation, including: the Corruption of Foreign Public Officials Act (CFPOA), S.C. 1998, c.34 (Canada); Criminal Code of Canada, Sections 119–125 (bribery of officials); the Foreign Corrupt Practices Act, 15 U.S.C. § 78dd-1, et seq. (United States); the Bribery Act 2010 (United Kingdom), as applicable to international operations.

1.4 Where more than one jurisdiction applies, Ontoly shall apply the more restrictive standard. Ontoly maintains a zero-tolerance policy for bribery and corruption without exception, regardless of local custom, business practice, or regulatory framework.

2. Scope

2.1 This policy applies to all Ontoly staff, officers, and directors, whether employed on a full-time, part-time, or temporary basis.

2.2 This policy applies to members of the BERS Governance Board and advisory committee members acting in their official capacity.

2.3 This policy applies to all Contracted Validation Bodies and Verification Bodies and their personnel performing verification activities under the BERS Program, as required by BERS Standard, Section 8.2.

2.4 This policy applies to Building Representatives and Building Owners participating in the BERS Program, as Covered Persons under the BERS Standard.

2.5 This policy applies to third-party agents, consultants, brokers, and intermediaries acting on behalf of Ontoly or a Program Participant in connection with the BERS Program.

2.6 This policy applies to any party involved in BERU transactions, secondary market trading, or other activities connected to the BERS Program.

3. Definitions

3.1 Bribery means the offering, promising, authorizing, giving, accepting, or soliciting of anything of value to improperly influence the decision or conduct of any person in connection with BERS Program activities.

3.2 Corruption means the abuse of entrusted power or position for private gain, including the misuse of official authority or fiduciary duty.

3.3 Facilitation Payment means a small, unofficial payment made to a government official to expedite or facilitate a routine, non-discretionary government action such as processing permits or clearing documentation.

3.4 Government Official means any officer or employee of a government entity (federal, provincial, local, or municipal), any state-owned enterprise or state-controlled company, any political party or party official, any candidate for political office, and any officer or employee of an international public organization.

3.5 Kickback means the return or redistribution of a portion of money, benefits, or value received in a transaction as a reward, incentive, or compensation for facilitating the transaction, often undisclosed and off-book.

3.6 Third-Party Intermediary means any agent, consultant, broker, representative, or other person acting on behalf of Ontoly, a Program Participant, or a Building Owner in connection with BERS Program activities.

3.7 Thing of Value means anything of economic benefit, broadly construed, including cash, gifts of merchandise or property, travel, accommodation, entertainment, employment or business opportunities, charitable donations, political contributions, and any other benefit capable of influencing conduct or decisions.

4. Prohibited Conduct

4.1 No Covered Person shall offer, promise, authorize, give, or attempt to give anything of value to any person to improperly influence BERS Program decisions, including but not limited to validation or verification outcomes, BERU issuance, or enforcement actions.

4.2 No Covered Person shall accept, request, agree to accept, or attempt to accept anything of value in connection with BERS Program activities, knowing that such benefit is offered with intent to influence conduct or decisions.

4.3 Ontoly prohibits all facilitation payments without exception. This prohibition applies regardless of whether facilitation payments are customary in a particular jurisdiction, the amount of the payment, or the routine nature of the government action sought.

4.4 No Covered Person shall make any payment, gift, or benefit to a government official to influence BERS-related regulatory outcomes, permits, approvals, inspections, or other government action.

4.5 No Covered Person shall structure transactions with or make payments to third parties with the intent to circumvent or evade this policy, knowing that such third parties will channel payments, gifts, or benefits to prohibited recipients.

4.6 No Covered Person shall provide or accept kickbacks in connection with BERU transactions, validation or verification services, program participation, monitoring data provision, or any other aspect of the BERS Program.

4.7 No Covered Person shall make charitable donations or political contributions at the request of, or for the benefit of, any person in a position to influence BERS Program decisions, nor shall any such donation be coupled with expectation of business benefit from the BERS Program.

5. Gifts, Hospitality, and Entertainment

5.1 Aggregate value of gifts from any single source connected to the BERS Program shall not exceed CAD $150 (or USD $100 equivalent) per person per calendar year, unless pre-approved in writing by the Compliance Officer.

5.2 All gifts with individual value exceeding CAD $50 (or USD $35 equivalent) shall be reported in writing to the Compliance Officer within 14 days of receipt, including donor identity, gift description, value, and business purpose.

5.3 Prohibited gifts include: cash or cash equivalents, including gift cards and vouchers; gifts offered to or received by government officials; gifts offered during active procurement processes, validation or verification activities, or other transactions where a conflict of interest may exist.

5.4 Business meals are permissible if they are reasonable in value, have a legitimate business purpose, are conducted transparently, and are documented with attendee names and business purpose. Meals shall not be used as a mechanism to transfer value improperly.

5.5 Ontoly personnel shall not accept travel, accommodation, or transportation paid for by a Program Participant, Building Owner, or their agents, except where pre-approved as part of officially organized industry conferences or BERS-related working meetings.

5.6 Attendance at industry conferences, BERS working groups, and similar events is permissible if the event has a legitimate business purpose, attendance is pre-approved, and costs are paid by Ontoly or the event organizer, not by a Program Participant.

6. Third-Party Due Diligence

6.1 All third-party intermediaries, agents, consultants, and representatives engaged by Ontoly or Program Participants to conduct activities under the BERS Program shall undergo anti-corruption due diligence before engagement.

6.2 Due diligence procedures shall include: background checks on individuals and entities; screening against government sanctions lists (OFAC, UN, EU, Canadian sanctions); adverse media review for bribery, corruption, or financial crime; reference checks with prior clients or employers; and verification of regulatory compliance status.

6.3 Written contracts with all third-party intermediaries shall include: anti-bribery representations and warranties; certification of no conflicts of interest; right-to-audit clauses permitting Ontoly inspection of records; termination-for-cause provisions for breach of anti-corruption obligations; and indemnification for losses from corrupt conduct.

6.4 Enhanced due diligence is required for third parties operating in high-risk jurisdictions, defined as countries with a Transparency International Corruption Perception Index (CPI) score below 50 in the most recent assessment.

6.5 Third-party due diligence shall be reassessed periodically: every 24 months for standard-risk jurisdictions; every 12 months for high-risk jurisdictions; and immediately upon any material change in circumstances or receipt of adverse information.

7. BERU Transaction Integrity

7.1 All BERU pricing shall reflect fair market value determined through arms-length transaction principles. Material deviations from comparable BERU prices or unreasonable pricing structures shall be escalated to the Compliance Officer for review and approval.

7.2 Side agreements, undisclosed commissions, back-channel payments, or off-book arrangements related to BERU transactions are strictly prohibited and shall be grounds for immediate suspension and referral to law enforcement.

7.3 All BERU transaction counterparties are subject to know-your-customer (KYC) and anti-money laundering (AML) screening, as required by Ontoly's KYC Policy and applicable financial regulations.

7.4 Ontoly shall maintain complete and auditable transaction records for all BERU issuance, transfer, and cancellation, including documentation of transaction counterparties, pricing, economic substance, and business purpose. Records shall be accessible to the Validation or Verification Body upon request and to regulatory authorities as required by law.

8. Validation and Verification Body Anti-Corruption Requirements

8.1 Validation and Verification Bodies shall not accept any gifts, hospitality, entertainment, or other benefits from Building Representatives, Building Owners, or other parties in whose projects they are conducting or managing validation or verification activities. This prohibition is absolute and applies without regard to the thresholds in Sections 5.1 and 5.2. VVB personnel shall disclose to Ontoly any unsolicited offers of such benefits.

8.2 Validation and Verification Bodies shall maintain financial and operational independence from all entities, including building owners and management entities, whose projects they are assigned to verify. VVBs shall not provide advisory services, consulting, or other services to the same entities whose work they validate or verify.

8.3 VVB personnel assigned to verify a project shall disclose in writing to Ontoly any prior professional relationship, financial interest, or business relationship with entities in their assigned validation or verification cohort. This disclosure shall be made prior to the commencement of each engagement, in accordance with Section 5.3 of the BERS Validation and Verification Standard. Failure to disclose may result in removal from the BERS validation and verification panel.

8.4 Breach of anti-corruption obligations by a Validation and Verification Body, including acceptance of prohibited benefits or failure to maintain independence, may result in suspension from BERS validation or verification activities, removal from the BERS validation and verification panel, or both, as provided in BERS Standard, Section 8.2.4 and Section 8.2.5.

9. Reporting and Whistleblower Protection

9.1 All Covered Persons have a duty to report known or suspected violations of this policy or instances of bribery or corruption related to the BERS Program to the Compliance Officer or designated reporting channels promptly, and in no case later than 10 business days of discovering the suspected violation.

9.2 Reports may be submitted through multiple channels: directly to the Compliance Officer at compliance@ontoly.org; through Ontoly's anonymous reporting mechanism accessible on the Ontoly website; or directly to the BERS Governance Board Chair if the suspected violation involves the Compliance Officer.

9.3 Ontoly shall initiate an investigation of all credible reports of suspected violations within 14 business days and shall complete the investigation within 30 business days, unless extended circumstances require additional time. Investigation updates shall be provided to the reporting party at 30-day intervals.

9.4 No Covered Person shall be retaliated against, discriminated against, or subjected to any adverse action by Ontoly or Program Participants for making a good-faith report of suspected violations, providing truthful information in an investigation, or refusing to participate in unlawful conduct.

9.5 Whistleblower protection extends to external parties, including Building Representatives, Validation and Verification Body personnel, and other third parties who report suspected violations in good faith to Ontoly or regulatory authorities.

9.6 Anonymous reports submitted through Ontoly's reporting mechanism shall be investigated with the same diligence and priority as identified reports and shall not be treated differently or with less seriousness.

9.7 Where required by applicable law, Ontoly shall cooperate with law enforcement investigations into suspected bribery or corruption and shall not assert privilege, confidentiality, or other restrictions that would impede a criminal investigation.

10. Sanctions for Non-Compliance

10.1 Ontoly staff found to have violated this policy shall be subject to disciplinary action, up to and including immediate termination of employment, depending on the severity of the violation and circumstances.

10.2 Members of the BERS Governance Board or advisory committee found to have violated this policy shall be removed from their positions immediately and may be referred to law enforcement.

10.3 Validation and Verification Bodies, and VB personnel found to have violated this policy shall be suspended from BERS validation and verification activities or permanently removed from the BERS validation and verification panel, as provided in BERS Standard, Section 8.2.4 and 8.2.5.

10.4 Program Participants and Building Owners found to have violated this policy shall be subject to account suspension, project suspension, denial of BERU issuance, or cancellation of previously issued BERUs for the affected project(s).

10.5 Conduct constituting bribery or corruption shall be referred to applicable law enforcement and regulatory authorities, including the RCMP, CSIS, FBI, SFO, or other competent authorities based on jurisdiction and nature of the conduct.

10.6 Where Ontoly suffers losses resulting from corrupt conduct, Ontoly shall pursue civil remedies and recovery against the responsible parties, including recovery of costs, legal fees, and damages.

11. Training

11.1 All Ontoly staff shall receive mandatory anti-corruption and anti-bribery training at the time of initial hire or onboarding, with curriculum covering this policy, applicable laws, and case studies illustrating prohibited conduct.

11.2 Annual refresher training shall be provided to all staff, utilizing scenario-based case studies and fact patterns derived from industry experience and regulatory guidance to reinforce policy compliance and ethical decision-making.

11.3 Supplemental anti-corruption training tailored to high-risk roles shall be provided to staff involved in procurement, vendor management, validation and verification oversight, Building Owner outreach, and buyer network management, with frequency at least biennial.

11.4 Training records for all staff shall be maintained for a minimum of 7 years, documenting attendance, training date, content delivered, and any assessments or certifications.

12. Record Retention and Audit

12.1 All gift and hospitality disclosure records, third-party due diligence files and findings, investigation files, interview notes, and final investigation reports shall be retained for a minimum of 7 years from the date of the event or closure of investigation.

12.2 The Compliance Officer shall conduct or commission an independent annual anti-corruption risk assessment, evaluating identified risks, compliance trends, effectiveness of controls, and recommendations for policy improvements.

12.3 Internal audit of this policy and its implementation shall be conducted at least once every 24 months by internal audit or an independent third-party auditor. Results and findings shall be reported to the BERS Governance Board and to Ontoly senior management.

13. Review and Amendment

13.1 This policy shall be reviewed annually by the Compliance Officer and the BERS Governance Board to assess effectiveness, identify emerging risks, and ensure alignment with regulatory developments.

13.2 Updates to this policy shall be made to reflect material changes in applicable anti-corruption legislation, including amendments to the CFPOA, Criminal Code (Canada), FCPA, UK Bribery Act, or other relevant statutes.

13.3 Material amendments to this policy shall require approval by the Ontoly Chief Executive Officer. Notice of all material amendments shall be provided to Covered Persons at least 30 days prior to effectiveness.