
POLICY ON INTERNATIONAL BUSINESS CONDUCT
APOLLO TOWERS PTE LTD

INTRODUCTION

Apollo Towers PTE LTD (Apollo Towers) is engaged in providing world class construction, management and leasing of telecoms tower infrastructure to mobile operators. We intend to be a world-class leader in every aspect of our business – including our business conduct. Apollo Tower’s future success depends upon our strict compliance with the many and often changing laws affecting our business.

This Policy on International Business Conduct (this “Policy”) sets forth principles and procedures designed to promote compliance with applicable laws, rules and regulations, as well as other guidelines and standards that comprise best business practices.

This Policy is an important document and is distributed to all Apollo Towers directors, officers, contractors and employees. Apollo Tower’s Board of Directors and senior management are personally committed to the principles and procedures described in this Policy. Read this Policy carefully and discuss any questions that you may have with your immediate supervisor. Apollo Towers will not authorise, participate in, or tolerate any business practice that does not comply with, or violates the intent of, this Policy.

Apollo Towers seeks to be a good corporate citizen in each country in which we operate, and we consider the integrity of our relationships with customers, suppliers and government agencies and officials throughout the world to be of the utmost importance. All transactions must be conducted in a manner that enhances the reputation of Apollo Towers for integrity and best business practices. Even the appearance of impropriety is to be avoided.

With your help, we know that Apollo Towers will earn an international reputation for integrity and fair dealing that will be a source of pride for us all.

Sanjiv Ahuja
Chairman

1. PERSONS TO WHOM THIS POLICY APPLIES

This Policy applies to

- Apollo Towers;
- all subsidiaries of Apollo Towers where it owns at least 50% of the voting stock or otherwise exercises control (the “Subsidiaries”);
- all directors, officers and employees of Apollo Towers and such Subsidiaries;
- all persons, whether or not employees, who are at any time acting as agents or representatives of Apollo Towers or its Subsidiaries; and
- all independent contractors who perform services for Apollo Towers or its Subsidiaries where such services may require them to interface with Government Officials (as defined in Section 3.1.1).

In addition, all persons subject to this Policy shall use all reasonable efforts to cause any affiliate of Apollo Towers that is not a Subsidiary (the “Non-Controlled Affiliates”) to adopt and follow policies substantially consistent with this Policy. An Apollo Towers entity that holds an interest in any such Non-Controlled Affiliate, together with any person subject to this Policy who serves as a director or officer of any such Non-Controlled Affiliate, shall at all times act and vote in accordance with this Policy and in a manner reasonably designed to cause such Non-Controlled Affiliate and its directors, officers, employees, agents and representatives to act in the manner that would be required were this Policy to apply to them directly.

All persons subject to this Policy shall use all reasonable efforts to cause any director of a Subsidiary designated by a joint venture partner to act and vote in accordance with this Policy.

2. PERSONS RESPONSIBLE FOR IMPLEMENTATION OF THIS POLICY

2.1. *Board Responsibilities.*

This Policy has been developed and approved by the Board of Directors of Apollo Towers (the “Board”). The Board shall periodically review the adequacy and appropriateness of and compliance with this Policy and implement any changes it believes are necessary or desirable in order to achieve its purposes.

2.2. *Management Responsibilities.*

The Chief Executive Officer of Apollo Towers is responsible for ensuring that Apollo Towers and its Subsidiaries conduct business in accordance with this Policy. The Chief Executive Officer shall communicate the strong support of senior management for this Policy and shall endeavor to foster a strong “culture of compliance” throughout the group.

Toward that end, the Chief Executive Officer has delegated primary responsibility for the administration of this Policy to Steve Olive, or such other person who may be designated by the Chief Executive Officer from time to time (the “Administrator”), who is responsible for establishing training programs and providing consultation in accordance with Section 5; and investigating, in accordance with Section 6, possible violations of this Policy brought to his or her attention. The Administrator shall designate a Compliance Officer at each Subsidiary or business unit thereof to oversee the day-to-day administration of this Policy at the local level. The Administrator shall ensure that the Compliance Officers have sufficient authority and resources to administer effectively the principles and procedures contained in this Policy.

The Chief Executive Officer has delegated to the Chief Financial Officer primary responsibility for this Policy as it relates to financial controls and accounting.

Every person subject to this Policy is charged with knowledge of this Policy and is responsible for conducting himself or herself in accordance with this Policy, and for doing all things reasonably necessary to cause all persons he or she supervises to conduct themselves in accordance with this Policy.

3. COMPLIANCE WITH LAW

It is Apollo Towers' policy to comply with all laws, rules and regulations of the various countries where it does business or to which it may be subject. It is the personal responsibility of each director, officer, employee, agent, representative and consultant to adhere to the standards and restrictions imposed by those laws, rules and regulations.

3.1. *Anti-Corruption*

Apollo Towers, each Subsidiary, and each of their directors, officers, employees, agents, representatives and consultants must comply in all respects with all applicable domestic and international laws, standards and principles relating to anti-corruption in each of the jurisdictions in which Apollo Towers or any Subsidiary trades, operates or has any other activity. No form of bribery will be tolerated.

3.1.1. PROHIBITED PAYMENTS PROHIBITED PAYMENTS

Improper Payments to Any Person. No person subject to this Policy shall offer, promise or give a financial or other advantage to another person for the purpose of inducing a person (the "Recipient") to perform improperly a Relevant Function or Activity, or to reward the Recipient for the improper performance of such Relevant Function or Activity, regardless of whether the Recipient to whom the advantage is offered, promised or given is the same person as the person who is to perform, or has performed, the function or activity concerned, or to offer, promise, or give a financial or other advantage to the Recipient where the person subject to this Policy knows or believes that the acceptance of the advantage would itself constitute the improper performance of a Relevant Function or Activity. A function or activity is a "Relevant Function or Activity" if it is:

- any function of a public nature;
- any activity connected with a business;
- any activity performed in the course of a person's employment; or
- any activity performed by or on behalf of a body of persons;

and it is a function or activity where a person performing the activity is:

- expected to perform in good faith;
- expected to perform impartially; or
- in a position of trust by virtue of performing it.

Indirect Improper Payments to Any Person. Any such payments to a Recipient made indirectly through a third party are also prohibited. Any such payments by a person subject to this Policy to the Recipient are also prohibited if such person subject to this Policy knows that the payment is for the benefit of the Recipient performing a Relevant Function or Activity. A person subject to this Policy will be deemed to "know" that the payment is for the benefit of the Recipient where the

circumstances raise reasonable suspicion that illegal payments may be or may have been or are likely to be offered or promised or given, even if there is no actual or specific knowledge.

Receipt of Improper Payments. No person subject to this Policy may request, agree to receive or accept a financial or other advantage:

- intending that, in consequence, a Relevant Function or Activity will be performed improperly (whether by the person subject to this Policy or by another person);
- where the request, agreement or acceptance itself constitutes improper performance by the person of a Relevant Function or Activity;
- as a reward for the improper performance of a Relevant Function or Activity; or
- where a Relevant Function or Activity is performed improperly by the person subject to this policy or by another person at the request or with the assent or acquiescence of a person subject to this Policy in anticipation of or in consequence of such request, agreement to receive or acceptance of financial or other advantage.

Payments to Government Officials. Except as permitted in Section 3.1.2, no person subject to this Policy shall offer, give, pay, promise or authorize the payment of any money or anything of value to any Government Official for the purpose of obtaining or retaining business or to secure any improper advantage. “Government Official” includes:

- any official, employee or representative of any government, of any department, ministry, agency, authority or instrumentality of such government (including corporations or similar entities owned or controlled or operated for the benefit of such government), or of any governmental authority (such as a state, district or municipality);
- any official, employee or representative of any public international organization;
- any political party, party official or candidate; and
- any child, spouse, parent or sibling of a Government Official, even if a payment is not in fact for the benefit of the related Government Official.

Examples of purposes for which such payments are prohibited include:

- obtaining, renewing or amending any license or permit;
- obtaining the vote, approval or cooperation of a Government Official;
- winning a bid;

- having a contract agreed or signed;
- having a tax or other fine, claim or proceeding withdrawn, compromised or settled; and
- obtaining confidential information.

Indirect Payments to Government Officials. Any such payments to a Government Official made indirectly through a third party are also prohibited. Any such payments by a person subject to this Policy to a person other than a Government Official are also prohibited if such person subject to this Policy knows that the payment is for the benefit of a Government Official. A person subject to this Policy will be deemed to “know” that the payment is for the benefit of a Government Official where the circumstances raise reasonable suspicion that illegal payments may be or may have been or are likely to be offered or promised or given, even if there is no actual or specific knowledge.

Cash Payments. No payments to any third party shall be made in cash other than documented petty cash disbursements. No corporate checks shall be written to “cash,” “bearer” or third party designees of the party entitled to payment. No payments should be made to bank accounts held in a name other than the name of the party to which the payment is owed, without prior written approval of the Administrator or the Compliance Officer of the relevant business unit.

3.1.2. PERMISSIBLE PAYMENTS

Despite the general prohibitions described above, certain payments to Government Officials are permissible if made with the prior written approval of the Administrator or the Compliance Officer of the relevant business unit.

Reasonable and Bona Fide Expenditures or Reimbursements. Apollo Towers may pay reasonable and bona fide expenditures, such as travel and lodging expenses, incurred by or on behalf of a Government Official where the expenditures are consistent with applicable local law and are directly related to the promotion, demonstration, or explanation of Apollo Towers products or services or Apollo Towers execution or performance of a contract with the government or agency of such Government Official. The schedules of such trips must be tightly controlled to reflect the business goals of the travel.

To the extent practical, direct payments to a Government Official should be avoided. Where direct payments are unavoidable, the Government Official should only be reimbursed upon receipt of appropriate invoices. If the expense has been incurred by the Government Official’s employer, the employer – and not the Government Official – should be reimbursed.

Payment or Reimbursement to Consultants or Advisors. Apollo Towers may pay or reimburse the cost of a consultant, lawyer, banker or other advisor to a government. However, particular care must be taken to assure that no part of any such payment or reimbursement is being applied to make any improper payment.

Payments Required by Local Law. This Policy permits otherwise prohibited payments to be made (or offered, promised, agreed or authorized) only if the Administrator or the Compliance Officer of the relevant business unit has, following receipt of local law advice satisfactory to him or her, confirmed that he or she agrees that such payment is required under the written laws and regulations of the relevant country. Nonetheless, the Administrator or the Compliance Officer of the relevant business unit in his or her discretion may withhold approval for such payment even though the payment appears to be required by local law. The fact that a payment (or offer, promise, agreement or authorization thereof) otherwise prohibited by this Policy is permitted (but not required) under local law is not relevant; such payment (or offer, promise, agreement or authorization thereof) remains prohibited by this Policy.

Political Contributions. In certain countries, political contributions are lawful and expected as a matter of good corporate citizenship. As a matter of prudence, however, use of funds or assets of Apollo Towers or any Subsidiary to make political contributions, directly or indirectly, must be approved in advance and in writing by the Chief Executive Officer and the Administrator. In addition, any such contributions must be lawful, consistent with local practice, appropriate in amount and properly recorded in accounting records.

Charitable Contributions. As part of our commitment to good corporate citizenship and sustainable development, executives are authorized in certain circumstances to make charitable contributions in countries in which we operate. These contributions may take the form of goods or services, technical assistance or training, or financial support. However, particular care must be taken to assure that the recipient charity is a bona fide charity, regulated and supervised as such in the jurisdiction, and that we have no reason to believe that the charity itself may be operated directly or indirectly for the private benefit of any Government Official. If any Government Official is a director or officer of the charity, or is otherwise closely associated with the charity, the Administrator or the Compliance Officer of the relevant business unit shall be informed, and shall advise the responsible executive what inquiries or other procedures shall be required in order to obtain a high level of assurance that the contribution will not be used to make a prohibited payment.

3.1.3. DILIGENCE REQUIRED WHEN HIRING EMPLOYEES AND OTHER REPRESENTATIVES AND CONTRACTORS

Care and due diligence are required when selecting employees or agents, representatives and independent contractors who perform services for Apollo Towers or its Subsidiaries where such services may require them to interface with Government Officials (the “Third Parties”). Each Third Party must sign a certification substantially in the form of Schedule A. It shall be the responsibility of anyone in Apollo Towers or a Subsidiary who engages or supervises such Third Party to conduct reasonable diligence with regard to that person’s reputation, past conduct and likely compliance with the certification.

For example, be alert to the following “Red Flags”:

Red Flags

- ***Past accusations*** or instances of improper business practices involving the employee, Third Party or Government Official.
- An employee, Third Party or Government Official has ***a reputation for bribery*** or kickbacks.
- An employee or Third Party has a ***family or other relationship*** that could improperly influence the decision-making process at issue (e.g. an apparent affiliation or close relationship with a Government Official).
- An employee or Third Party suggests that he or it has or can make ***“special arrangements”*** with regard to the decision-making process or action at issue.
- An employee or Third Party seeks an ***unusually large payment*** or commission, or seeks payment or commission before the announcement of the decision or action at issue.
- An employee or Third Party suggests that ***bids*** or other requests or applications be made ***through a specific individual, firm or other entity***.
- An employee or Third Party requests that a ***commission*** or other payment be made ***in a third country or to another name***, in cash or in another concealed fashion.
- An employee or Third Party is ***reluctant to provide requested information***.
- An ***intermediary*** is involved for no apparent good reason.
- A Third Party is ***unwilling or reluctant to provide requested certifications*** with respect to corrupt practices.

3.2. *Antitrust*

Apollo Towers strictly adheres to what are called “competition” laws in many countries and “antitrust” laws in others – laws that promote or protect free and fair competition around the world. Antitrust laws prohibit a variety of practices that restrain trade or restrict free and fair competition, such as:

- Agreements between competitors that have, or are intended to have the effect of fixing, stabilising or raising prices or profit margins.
- Agreements between competitors not to compete for certain customers or accounts, or in certain geographic areas.
- Agreements between competitors regarding bid pricing or other terms and conditions of a bid, or agreements not to compete for certain bids.
- Agreements between competitors to reduce production.
- Agreements between competitors about which suppliers or customers they will not deal with.
- Agreements with independent dealers or resellers to fix the minimum resale price of a product or service.

In order to ensure compliance with antitrust laws, the Company’s directors, officers and employees must not hold conversations or make agreements with competitors to fix prices or terms related to price; divide up markets, customers or territories; or rig a competitive bidding process, including arrangements to submit sham bids. In addition, no director, officer or employee may give to or accept from a competitor confidential information regarding prices, terms and conditions of sale, customers or geographic markets, bidding strategy or any other competitive information. If you even suspect that a piece of competitor information might be considered confidential by the competitor, you must check with your Compliance Officer before using the information in any way.

Because antitrust violations may be established by inferences and implications from written documents and reports of oral communications, it is important to keep antitrust principles in mind when making business statements and preparing written material. Avoid careless use of terms and phrases that suggest a competitor or the competition will “go along”, “follow”, be “parallel” or “aligned”; that there is “an industry consensus”; that production or prices should be “normalized”, “rationalized”, “stabilized” or “disciplined”; or that a plan or course of action will result in “domination” or “control” of a market or in the acquisition, maintenance or increase of a large share of any market.

Upon receipt of any questionable letter or other writing – either from inside or outside of Apollo Towers – consult with your Compliance Officer and consider correcting it in writing. If you are at an industry gathering and somebody starts to discuss competitively sensitive issues, make it clear that you believe the discussion is improper, leave the room and make sure your departure is noted, make a note of your actions at the time and always promptly inform your Compliance Officer.

3.3. *International Trade Controls, Sanctions and Anti-Boycott*

It is the policy of Apollo Towers to comply with all applicable export and import controls, sanctions and anti-boycott laws when conducting business around the world.

Most countries impose some form of legal control – either through national legislation or as signatories to international treaties – on the export of technical information, software, goods and services from within their jurisdiction, and the import of such goods and services into their jurisdiction. Specific sanctions may also be imposed (either multilaterally or unilaterally) on countries, entities and individuals. Examples of trade bans and restrictions include:

- Exports or re-exports to a prohibited country;
- Imports from, or dealings in property originating from, a sanctioned country;
- Travel to or from a sanctioned country;
- New investments and other dealings in a sanctioned country, or with sanctioned entities or individuals;
- Transfer of restricted software, technical data or technology by e-mail, download, service work, meetings or visits to Apollo Towers facilities;
- Export of goods or services designed or adaptable for military application; and
- Laws prohibiting support of boycott activities (e.g. US anti-boycott laws).

You are required to keep up to date with applicable rules and regulations if your work involves the purchase, sale, shipment, electronic transfer or disclosure of technical information, software, goods or services across national borders between Apollo Towers companies, or between Apollo Towers companies and third parties. Specifically, you must:

- Know your customer – who they are, what they do, where they are based, and how they will use Apollo Towers' technology and services.
- Be aware of which countries have been sanctioned by your country, and not import items from a sanctioned country.
- Observe all legal requirements concerning presentation and declaration of goods at importation or exportation, including relevant documentation.
- Pay all duties, levies and other legitimate import or export taxes.
- Notify your Compliance Officer immediately and before taking any action if your business unit receives a boycott-related request, either written or oral. This includes both requests that are part of a specific order and also those that do not concern a specific transaction.

3.4. *Anti-Money Laundering*

“Money laundering” is a generic term used to describe the process by which individuals or entities try to conceal illicit funds or otherwise make these funds look legitimate. It also describes the use of money of legitimate origin to support terrorism. Apollo Towers will not condone, facilitate or support money laundering.

Offenses covered by anti-money laundering legislation include:

- *Money laundering*: acquiring, using or possessing criminal property; concealing the nature, source, location or ownership of criminal property; converting or transferring criminal property or removing it from a country; facilitating the acquiring, retention, use or control of criminal property; and assisting terrorist financing in any other way.
- *Tipping-off*: disclosing (in particular, to the subject) anything likely to prejudice an investigation into money laundering.
- *Prejudicing an investigation into money laundering*: falsifying, concealing, destroying or disposing of relevant documents.
- *Failure to report*: not reporting a suspicion when there are reasonable grounds to know or suspect that someone is laundering money.

Few Apollo Towers employees will ever personally be in the position to infringe money laundering laws, and you are not required to identify money laundering. However, for the transactions in which you are involved, you have a duty to identify suspicious activity which may be money laundering or terrorist financing. Suspicious transactions might include:

- Payments made in currencies other than that specified in the invoice.
- Attempts to make payments in cash or cash equivalents (which you should not accept).
- Payments made by someone not a party to the contract (unless approved by your Compliance Officer).
- Payments to/from an account other than the normal business relationship account.
- Any transaction where you cannot verify the nominal details of the parties to the transaction.
- Requests to make an overpayment.
- Transactions conducted through unknown or unnecessary intermediaries.
- Unnecessary or unexplained transactions.

Promptly report suspicious transactions or activities by any customer to your Compliance Officer. Do not try to investigate the case yourself; do not report your suspicions externally; and do not notify your suspicions to the other party to the transaction.

4. FINANCIAL CONTROLS AND ACCOUNTING

Apollo Towers is committed to proper financial controls and accounting. Compliance with financial controls, accounting systems and record-keeping rules, policies and procedures is required at all times. Misrepresentation, concealment, falsification, circumvention, and other deliberate acts resulting in inaccurate financial books and records are unlawful and will not be tolerated.

Accordingly, Apollo Towers and its Subsidiaries shall (1) make and keep books, records and accounts which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of such company and (2) devise and maintain a system of internal accounting controls sufficient to provide for reasonable assurances that (a) transactions are executed in accordance with management's general or specific authorization; (b) transactions are recorded as necessary to permit preparation of financial statements in conformity with IFRS or any other criteria applicable to such statements and to maintain accountability for assets; (c) access to assets is permitted only in accordance with management's general or specific authorization; and (d) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

5. COMPLIANCE AND TRAINING

5.1. *Consequence of Failure to Comply.*

Failure to comply with this Policy will be potential grounds for termination or other disciplinary action. Apollo Towers will terminate contracts with consultants, agents, representatives and any other third parties who are unwilling or unable to represent the company in a manner consistent with this Policy.

5.2. *Training.*

Apollo Towers and each Subsidiary shall conduct training of employees reasonably designed to inform them of this Policy, assist them in understanding how this Policy would apply to situations and fact-patterns relevant to them and teach them how to deal with situations in which conduct prohibited by this Policy may be solicited or encountered.

5.3. *Questions and Compliance Assistance.*

Whenever questions arise in relation to this Policy, or you require assistance in complying with this Policy, always seek counsel from your immediate supervisor, your Compliance Officer and/or the Administrator. The Compliance Officers and the Administrator will be available to give advice on compliance with the principles and procedures outlined above.

6. DEALING WITH SUSPECTED VIOLATIONS

6.1. *Reporting and Complaints.*

Any person subject to this Policy must report violations of this Policy of which they become aware. You may submit a complaint or concern regarding the matters covered by this Policy to your immediate supervisor, your Compliance Officer or directly to the Administrator. All questions or reports will be kept in confidence, except where disclosure is required by law or is necessary to fulfill the purposes of this Policy. Apollo Towers will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of concerns regarding compliance with this Policy.

Upon learning of a credible suspected violation of law or this Policy, supervisors must communicate the report to the Compliance Officer of the relevant business unit, who shall promptly report to the Administrator. The Administrator shall keep proper records of all reports and complaints received, regardless of whether formal investigations are initiated.

6.2. *Internal Investigation.*

The Administrator shall take swift action to investigate all allegations or suspicions of violations of this Policy. He or she shall be provided with all resources reasonably necessary for that investigation, and shall engage independent external counsel if, in his or her judgment, that would aid the investigation.

Promptly following the receipt of a complaint or report of an alleged violation of this Policy, the Administrator shall complete his or her initial evaluation and make a preliminary decision on whether or not there is a sufficient likelihood that a violation of this Policy has occurred so as to merit further investigation.

If so, the Administrator shall initiate a formal investigation. Any formal investigation shall be prompt, thorough and impartial. The Administrator should normally engage independent external counsel to assist in any such formal investigation.

6.3. *Reporting to and Cooperation with Authorities.*

If the Administrator launches a formal investigation and the matter involves violations of law, he or she shall consult with external counsel in the relevant jurisdiction(s) with a view to determining whether or not to then make voluntary disclosure of the investigation to the competent authorities. Early disclosure of suspected violations of law can be a key strategy for limiting the ultimate exposure of Apollo Towers.

The Administrator and all directors, officers, employees, agents, representatives, consultants and Subsidiaries of Apollo Towers shall fully cooperate with the competent authorities in any investigation of any suspected violation.

6.4. *Corrective Action.*

In determining corrective action, the Administrator shall seek to ensure that Apollo Towers and its Subsidiaries do not retain any benefit, directly or indirectly, from a violation of this Policy.

6.5. *Avoidance of Recurrence.*

Following any discovered violation of this Policy, the Administrator shall review this Policy and all related compliance practices and procedures with a view to identifying changes that are necessary or desirable to avoid a recurrence of such, or a similar, violation. Such review, and his or her recommendations, shall be submitted for review and action to the Board.

7. PERIODIC RISK ASSESSMENT

7.1. *Responsibility*

The Board and senior management have responsibility for identifying and assessing the nature and extent of Apollo Towers' potential exposure to internal and external risks, including unauthorized or prohibited payments to any persons, including Government Officials. The Board and senior management are also responsible for ensuring that the appropriate resources are dedicated to identifying and mitigating risks.

7.2. *Risk Assessment*

Internal and external risks to be identified may fall into several major categories, which the Board and senior management may use to identify and prioritize risks. The Board is expected to consider internal and external risks in the course of its normal governance duties and periodic board meetings. In the event that Apollo Towers' business grows and expands to new geographic markets, the Board and senior management are expected to identify and respond to emerging internal and external risks.

Schedule A

POLICY ON INTERNATIONAL BUSINESS CONDUCT CERTIFICATION OF THIRD PARTIES

1. [Third Party] acknowledges receipt of the Policy on International Business Conduct of Apollo Towers PTE LTD. (the “Policy”) and agrees that, as an [agent, representative, independent consultant] [to][of] [relevant Apollo Towers PTE LTD entity] (“Apollo Towers”), [Third Party] and all of its directors, officers, employees, representatives, subcontractors and agents (together, “Personnel”) shall, in the performance of its obligations under the [contract or agreement] (the “Contract”), fully adhere to the policies and procedures contained therein. [Third Party] agrees that failure by it or its Personnel to comply with this Policy, without limiting other rights or remedies available to Apollo Towers in the circumstances, shall be grounds for termination by Apollo Towers of the Contract without liability to Apollo Towers.
2. [Third Party] acknowledges that failure by [Third Party] and its Personnel to comply with the Policy could result in substantial criminal and civil liability for Apollo Towers and/or its directors, officers, employees or subsidiaries.
3. [Third Party] either
 - (i) represents that it has, and agrees that it shall maintain, policies against corrupt or improper payments consistent with the Policy, and that it trains all of its Personnel in a manner reasonably designed to ensure compliance with such policies and will continue to do so, or
 - (ii) agrees to inform all of its Personnel working on this Contract of the Policy, require as a condition of their employment or engagement that they comply with it, and undertake training, reasonably satisfactory to Apollo Towers, reasonably designed to ensure compliance with such Policy during the course of their work on the Contract.
4. [Third Party] agrees that Apollo Towers shall have the right to audit compliance and training by [Third Party] pursuant to the Policy, or its own equivalent policies.
5. [Third Party] agrees to inform [Apollo Towers' contracting officer] promptly of any violation, or suspected violation of the Policy, by [Third Party] or its Personnel.

