Anti-Corruption Policy

Revo Charge Rus LLC

**1. Terms and definitions**

* 1. **Official** – an employee appointed to a position according to the established procedure:
		1. a person holding a public position of the Russian Federation, a public position of a constituent of the Russian Federation, a municipal position, a Russian civil servant, a Russian municipal employee, an employee of the Bank of Russia, any other employee, officer or official representative of a legislative, executive or judicial authority of the Russian Federation, a constituent of the Russian Federation or a municipal entity;
		2. an employee or officer of a state or municipal institution or enterprise of the Russian Federation, as well as any other commercial and non-commercial organizations controlled by the Russian Federation;
		3. an employee or officer of a government, a ministry, a department or a body of a foreign state and / or its administrative-territorial unit, performing public / municipal duties in the interests of or on behalf of a foreign state or its administrative-territorial unit;
		4. an employee or an officer of a state institution or state enterprise of a foreign state, as well as any foreign legal entity controlled by the relevant foreign state;
		5. an employee, an officer or an agent of a public international organization;
		6. any other person working in an official capacity for, or on behalf of, a foreign government, ministry, agency or body, or for, or on behalf of, a public international organization.
	2. **Revo Charge Rus LLC**
	3. **Counterparties** jointly mean that they are:
		1. acting on their own behalf / on behalf of third parties and in their own interest / in
		2. the interests of such third parties, individuals and legal entities with which the Company enters into contractual relations in the course of carrying out current business activities and implementing strategic projects;
		3. individuals and legal entities acting on behalf of, on behalf of and/or in the interests of the Company, including (if applicable) representatives, distributors, attorneys, commission agents, agents, consultants, as well as individuals with whom the Company may, in accordance with the requirements of the civil legislation of the Russian Federation, conclude civil contracts for the performance of works and / or the provision of services to the Company.
	4. **Responsible Employee(s) -** Employee(s) of the Company responsible for the development and implementation of standards and anti-corruption procedures aimed at ensuring the fair work of the Company, monitoring the implementation of the procedures, as well as the prevention of corruption offenses.
	5. **The Policy** is the present "Anti-Corruption Policy".
	6. **Applicable anti-corruption legislation** is the substantive law of the Russian Federation and foreign states regulating relations in the field of anti-corruption, which is subject to application to the Company in the cases listed in section 5 of this Policy.
	7. **Employees** are individuals who have entered into employment contracts with the Company, regardless of their position (including members of the Company's executive bodies, heads of territorial and internal structural divisions of the Company, heads of the Company) and internal / territorial divisions of the Company (including employees of all branches and representative offices of the Company).
	8. **Close relatives** are parents, children, adoptive parents and adopted children, grandparents, grandchildren, siblings.

# Purpose and scope of the policy

* 1. The Policy is the basic local regulatory act of the Company, which defines the key principles and requirements aimed at preventing corruption and compliance with the applicable anti-corruption legislation.
	2. The Policy is developed in accordance with the legislation of the Russian Federation, the Company's Charter, other local regulations of the Company (Quality Policy, Information Security Policy), the requirements of international anti-bribery agreements, as well as the principles and requirements of the US Foreign Corrupt Practices Act (FCPA) and the UK Anti-Bribery Act (UK Bribery Act 2010).
	3. In relation to Employees, the requirements of this Policy have direct effect as the norms of the Company's local regulatory act. Employees must be guided by this Policy and strictly comply with its key principles and requirements.
1. Policy objectives
	1. The Policy reflects the Company's commitment to high ethical standards of conducting open and honest business in order to improve the corporate culture, follow the best practices of corporate governance and maintain the Company's business reputation at the proper level.
	2. The company sets objectives for itself:
		1. minimize the risk of involving Employees, Contractors, and other subsidiaries and affiliates of the Company in corrupt activities;
		2. to form a uniform understanding of the Company's policy on non-acceptance of corruption in all its forms and manifestations among the co-owners of the Company, Contractors, Employees, as well as other subsidiaries and affiliates of the Company, members of their management bodies, employees and other persons;
		3. summarize and explain the main requirements of the applicable anti-corruption legislation;
		4. establish the Employees' obligation to know and comply with the key principles and requirements of this Policy, the norms of applicable anti-corruption legislation, as well as to apply adequate measures to prevent corruption.
2. **Organization of the Company's anti-corruption activities and competence of the responsible persons**
	1. The general management of the Company's anti-corruption activities is entrusted to the Director of Security. In particular, the Director of Security:
		1. ensures the development and implementation of the code of corporate and business ethics of Employees, standards, and anti-corruption procedures aimed at ensuring the fair work of the Company, and monitors their implementation;
		2. approves the Policy, and also makes decisions on introduction changes to it in the cases established by section 20 of the Policy;
		3. is responsible for organizing all activities aimed at implementing the key principles and requirements of this Policy, in particular:
			* 1. makes decisions on conducting anti-corruption seminars and trainings for Employees and / or Contractors (employees of Contractors);
				2. decides on the need for repeated anti-corruption seminars and trainings based on the analysis of the results of the measures provided for in this Policy to monitor the awareness and compliance of Employees and / or Contractors with the key principles and requirements of this Policy;
				3. decides on the possibility of entering into contractual relations with Counterparties based on a preliminary assessment of the Counterparties ' tolerance to corruption in accordance with Section 12 of the Policy;
				4. decides on the application of contractual liability measures to Counterparties which violate the requirements of the agreements concluded with them on compliance with the key principles and requirements of this Policy or the Counterparty's own anti-corruption policies published on the Counterparty's official website or other information resource of the Counterparty (up to the termination of contractual relations with Counterparties that do not meet the requirements of this Policy);
				5. decides on the application of the measures of responsibility provided for by the labor legislation of the Russian Federation to Employees in case of violation of the requirements of the Policy;
				6. decides on the conduct of audits provided for in paragraph 12.1.3. (a) of the Policy;
				7. reviews and makes decisions based on the results of the review of the reports specified in section 19 of the Policy;
				8. decides to apply to law enforcement and / or judicial authorities in the cases specified in paragraph 21.6. of the Policy;
		4. defines Responsible Employees.
	2. The responsibilities of the Responsible Employees include:
		1. development and implementation of the code of corporate and business ethics and official conduct of Employees, standards, anti-corruption procedures aimed at ensuring the fair work of the Company, making proposals for changes to these documents and procedures;
		2. implementation of the organization and initiation of activities provided for in clause 4.1.3 of this Policy in order to implement the key principles and requirements of this Policy;
		3. reporting in accordance with clause 19 of this Policy;
		4. other duties set out in the relevant job descriptions.
	3. Information about the designated Responsible Employees is brought to the attention of all Employees in the following order: inclusion of the list of Responsible Employees in the order on approval and implementation of the Policy, followed by familiarization of all employees under the signature.
	4. Responsible Employees have the right to request information from Employees (either orally or in writing), as well as documents on compliance with the key principles and requirements of this Policy and the Applicable anti-corruption legislation.
3. **Applicable anti-corruption legislation**
	1. **Russian anti-corruption legislation:**

5.1.1. Employees must comply with the norms of the Russian anti-corruption legislation established, inter alia, by international agreements ratified by the Russian Federation, the Criminal Code of the Russian Federation, the Code of Administrative Offences of the Russian Federation, Federal Law No. 273-FZ of December 25, 2008 "On Combating Corruption" and other regulatory acts, the main requirements of which are the prohibition of giving bribes, the prohibition of receiving bribes, the prohibition of commercial bribery and the prohibition of mediation in bribery.

* 1. **Foreign anti-corruption legislation.**
		1. The Company complies with the principles and requirements of the US Law "On Combating the Practice of Corruption Abroad" and the UK Law "On Combating Bribery" that do not contradict the legislation of the Russian Federation. The requirements of these acts are implemented in the provisions of this Policy and are mandatory for Employees.
		2. The Company has the right, including at the suggestion of its Employees or Contractors, to voluntarily impose on itself the obligation to comply with anti-corruption legal acts of other foreign states, if it considers that compliance with the requirements of such acts will:
			+ 1. contribute to the achievement of the objectives of this Policy (Section 3);
				2. respond to global trends in the fight against corruption; and
				3. do not contradict the legislation of the Russian Federation.
		3. The Company undertakes and Employees are required to comply with the key principles and requirements of this Policy (including the provisions of the Policy that reflect the requirements of the US Law "On Combating Corrupt Practices Abroad" and the UK Law "On Combating Bribery") when conducting business operations in any foreign countries. In addition, the Company and its Employees acting on behalf of and in the interests of the Company undertake to comply with the national anti-corruption legislation of those foreign countries in which:
			+ 1. branches and representative offices of the Company are registered and operate (if applicable);
				2. Employees perform their work function or official task;
				3. there is a movable or immovable property that the Company owns or uses on any basis, and / or the property rights of the Company are registered;
				4. contracts concluded by the Company are concluded and / or executed;
				5. there are registered Counterparties, as well as (if applicable) subsidiaries or associates of the Company and / or joint ventures with the Company's participation;
				6. the Company or its Employees interact with Officials.

Subject to the requirements of the Applicable anti-corruption legislation (paragraphs 5.1. - 5.2. above) the Company and all its Employees are strictly prohibited, directly or indirectly, personally or through the mediation of third parties, from participating in or mediating corrupt practices (including through the use of mail and other means and instruments of cross-border trade), offering (supporting, implementing or promoting an offer), giving (paying), promising, permitting (within the limits of their powers established by the Company's charter and local regulations), transferring bribes in the form of cash, valuables, offers, gifts, promises to provide something and / or permits to provide something, services, financial or other benefits, or to make, facilitate, or expedite payments in order to simplify, speed up or enforce normal administrative procedures, administrative, bureaucratic, or other formalities.

1. **Key principles**
	1. **Management mission**

Representatives of the Company's Management should form an ethical standard of irreconcilable attitude to any forms and manifestations of corruption at all levels, setting an example by their behavior to Employees and Contractors. The Company establishes the principle of non-acceptance of corruption in all forms and manifestations (the principle of "zero tolerance") in the implementation of daily activities and strategic projects, including in interaction with shareholders, investors, Counterparties, Officials, Employees, members of their management bodies, employees and other persons.

* 1. **Periodic risk assessment**

The Company identifies and periodically updates indicators of corruption risks, which are specific to its activities and potentially vulnerable business processes.

* 1. **Adequate anti-corruption procedures**

The Company develops and implements, through inclusion in the Policy of adequate anti-corruption procedures that reasonably meet the risks further identified after the effective date of this Policy, and monitors their compliance.

* 1. **Verification of Counterparties**

 The Company makes reasonable efforts to minimize the risk of business relationships with Counterparties that may be involved in corrupt activities, for which the Company conducts (independently or with the involvement of external consultants) an assessment of the tolerance of Counterparties to corruption in accordance with the procedure set out in Section 12 of the Policy.

* 1. **Information and training**

The Company makes this Policy freely available on its corporate website on the Internet, openly declares its rejection of corruption, welcomes and encourages compliance with the key principles and requirements of this Policy by all Counterparties, Employees, Subsidiaries, members of their management bodies, employees and other persons, and contributes to improving the level of anti-corruption culture through information and training conducted in accordance with Section 11 of the Policy.

* 1. **Monitoring and control**

The Company monitors the adequate procedures for preventing corruption implemented in the Company, as well as in Counterparties, as well as in other subsidiaries and affiliates of the Company and joint ventures with the participation of the Company, monitors their compliance, and if necessary improves them (in relation to the Company) or takes the initiative or, if such a right is granted to the Company by legislation or a contract, requires their improvement (in relation to third parties).

1. **Gifts and representation expenses**
	1. Gifts and representation expenses, including business hospitality, which Employees on behalf of and/or in the interests of the Company may provide to individuals and legal entities, or which Employees, in connection with their work in the Company, may receive from individuals and legal entities, must meet the set of five criteria specified below (paragraphs 7.1.1 - 7.1.5. of the Policy):
		1. be directly related to the legitimate objectives of the Company's activities, such as the presentation or completion of business projects, the successful execution of contracts, or generally accepted (state, national, religious) holidays, memorable dates, anniversaries;
		2. be reasonably justified, appropriate to the occasion in connection with which the donation is made, and not be of luxury items;
		3. do not represent a hidden reward for a service, action, omission, connivance, patronage, granting of rights, making a certain decision about a transaction, agreement, license, permit, etc., or an attempt to influence the recipient for another illegal or unethical purpose;
		4. do not create a reputational risk for the Company and other persons in the event of disclosure of information about gifts or representative expenses;
		5. do not contradict the key principles and requirements of this Policy, other local regulations of the Company and the applicable legislation, including the Applicable anti-corruption legislation, and in particular, the provisions of Articles 575 and 576 of the Civil Code of the Russian Federation, regulating cases in which gift giving is prohibited or restricted (in particular, the Company hereby notifies Employees of the prohibition to give or accept gifts on behalf of and / or in the interests of the Company, respectively, to commercial organizations or from commercial organizations).
	2. Gifts on behalf of the Company and its representatives or in their interests in the form of cash, in cash or non-cash form, in any currency are not allowed.
	3. Gifts presented to the Company as a legal entity must be transferred to the Administrative and Economic Department of the Company for subsequent placement at the exhibition held for Employees in the Company's premises.

# Participation in charitable activities and sponsorship

* 1. The Company does not finance charitable or sponsorship projects in order to gain / retain business or gain commercial advantages in specific projects of the Company.

# Political participation

* 1. The Company does not finance Russian and foreign political parties, organizations and movements, their leaders and members, as well as candidates for state or municipal office in the Russian Federation or foreign countries in order to gain / retain business or gain commercial advantages in specific projects of the Company.

# Interaction with officials

* 1. The Company refrains from paying any expenses for Officials and their Close relatives or in their interests for the purpose of obtaining / retaining business or obtaining commercial advantages in specific projects of the Company, including expenses for transportation, accommodation, food, entertainment, PR campaigns, etc., or providing them with other benefits at the expense of the Company.

# Interaction with employees

* 1. The Company introduces Employees to this Policy under the signature in the familiarization sheet, informing them of the key principles, requirements of the Policy and sanctions for its violation (paragraph 21.3. of the Policy).
	2. In order to form an appropriate level of anti-corruption culture, introductory training on the provisions of this Policy and related documents is held with new Employees.
	3. For the purpose of informing Employees about the requirements of the current anti-corruption legislation of the Russian Federation and responsibility for its violation, the Company prepares and provides each Employee with information memos with a list of applicable legal acts. Periodically, in particular in the event of significant changes in the current legislation of the Russian Federation or approaches to its interpretation by the courts of the Russian Federation, the Company prepares and provides Employees with updated memos.
	4. In order to provide Employees who do not have a legal education with the opportunity to understand the content and meaning of the requirements of Russian and foreign Applicable anti-corruption legislation, the Company develops individual memos for each Employee on the basis of employment contracts and job descriptions, which, without using special legal terminology, describe potential corruption actions that the Employee may face, or in which he/she may be involved, taking into account the work function performed by him/her in the Company, and indicate the recommended/mandatory actions of the Employee in relation to the described situations.
	5. Employees' compliance with the key principles and requirements of this Policy is taken into account when accepting new Employees, as well as forming a personnel reserve for promotion to higher positions.

# Counterparties, subsidiaries and associates, joint ventures

* 1. The Company conducts (independently or with the involvement of external consultants) audit of its Counterparties, including persons with whom the Company plans to establish joint ventures in the territory of the Russian Federation or foreign countries before entering into contractual relations. The audit is carried out in order to assess the tolerance of Counterparties to corruption (paragraph 6.4. of the Policy) and the business reputation of the Counterparty and includes, but is not limited to:
		1. verification of whether the Counterparties have their own local regulations establishing anti-corruption procedures, as well as compliance of such acts and procedures with the requirements of this Policy and Applicable anti-corruption legislation;
		2. assessment of the Counterparties' readiness to comply with the requirements of this Policy and the Applicable anti-corruption Legislation by supplementing their own local acts or introducing local acts identical to this Policy (in the event of the absence or unsatisfactoriness, in the Company's opinion, of the Counterparties' own anti-corruption local acts);
		3. assessment of the readiness to include anti-corruption clauses in the contracts and to provide mutual assistance for the ethical conduct of business and the prevention of corruption, in particular:
			+ 1. grant the Company the right to conduct regular audits of the activities of Counterparties (within the terms and in accordance with the procedure established by the relevant agreements) for compliance with the Company's requirements for anti-corruption policies;
				2. make changes to the business processes of preventing corruption that exist for the Counterparties based on the recommendations or mandatory requirements of the Company (according to the concluded contracts);
				3. invest funds for conducting anti-corruption seminars and trainings of their own employees who directly fulfill the contracts concluded with the Company.
		4. In contracts with the Counterparties specified in clause 1.3.2. the Company includes the obligation to comply with the applicable requirements of this Policy, in particular, extends to such Counterparties the requirements of section 5 of this Policy.
		5. The Company, within its competence, initiates the implementation of its own anti-corruption local regulations in other subsidiaries and affiliates of the Company, similar to this Policy, in particular, in a mandatory manner including requirements identical to the requirements of section 5 of this Policy.
		6. The Company makes reasonable efforts to ensure that the key principles and requirements of this Policy are observed in joint ventures, unions, associations and other associations the Company participates in. In particular, before joining such associations, the Company analyzes information about the reputation of their current members and participants, their tolerance to corruption. When participating in joint ventures, unions, associations, the Company initiates consideration of the adoption of similar anti-corruption acts for such joint ventures, unions and associations.

# Payments through intermediaries or to third parties

* 1. The Company does not involve or use intermediaries, Contractors, joint ventures or other persons to perform any actions that are contrary to the key principles and requirements of this Policy or the Applicable anti-corruption legislation.

# Conflict of interest

* 1. Employees are obliged to avoid situations that lead to or create the possibility of a conflict of an Employee's private interests and the interests of the Company, including in cases when an Employee does not act independently, but through third parties, for example, Close relatives.
	2. Situations involving a conflict of interest may lead an Employee to violate the requirements of this Policy and applicable anti-corruption legislation, in particular in the following cases:
		1. An Employee is an official, head or member of a Russian or foreign political party, or a candidate for a Russian or foreign state post;
		2. Close relatives of an Employee turn to be Officials, heads or members of a Russian or foreign political party, or candidates for a Russian or foreign state position, if the Company interacts with such persons or legal entities represented by them (state or municipal bodies, state institutions, enterprises) in the course of carrying out its normal business activities or in connection with specific requests and appeals;
		3. Close relatives of an Employee have a financial interest (investment) in a legal entity controlled by the Russian Federation or a foreign state.

# Maintaining accounting records

* 1. All objects of the Company's accounting are accurately, correctly and with a sufficient level of detail reflected in the Company's accounting, documented and are available for verification.
	2. The Company has developed and operates an internal control system that ensures that:
		1. all the facts of the Company's business life are carried out with the general or specific permission of the Company's management (competent in accordance with the Charter and local regulations of the Company, the Company's management bodies, the heads of the Company's territorial or internal structural divisions, the heads of the Company's activities or individual projects);
		2. all facts of economic life performed by the Company, on its behalf, in its interests and / or on its behalf are documented;
		3. access to the Company's assets is permitted only with the general or specific permission of the Company's management (as this term is defined in clause 1.7. of the Policy);
		4. The documented reporting data on the Company's accounting objects are compared with the Company's existing accounting objects at the frequency established by the applicable legislation and local regulations of the Company, and in the event of any discrepancies, the Company takes appropriate measures provided for by the applicable legislation and local regulations of the Company.
	3. The Company has appointed Employees who are personally responsible for the preparation and submission of complete and reliable accounting (financial) statements within the time limits established by applicable law.
	4. Distortion, falsification and / or preparation of "unofficial" accounting (financial) statements of the Company, acceptance of fake primary documents for accounting are strictly prohibited.
	5. If the Company receives information about the misstatement or falsification of the Company's accounting (financial) statements, the Company conducts an internal investigation, and, if the information received is confirmed, brings the guilty Employees to the responsibility established by the labor legislation of the Russian Federation.
	6. The established and confirmed in accordance with paragraph 15.5. of the Policy fact that the Company's accounting statements have been misrepresented or falsified by an Employee is the basis for the Company's application to the competent law enforcement authorities in accordance with section 21 of this Policy.

# Notification of incidents

* 1. If any Employee or any Contractor - individual specified in paragraph 1.3.2. of the Policy, has doubts about the legality or ethics of his/her actions, as well as actions, omissions or proposals of other Employees, Contractors or other persons who interact with the Company, in particular, regarding the legality of any alleged payment, gift, offer or promise of anything of value, in accordance with the legislation of a foreign state, they are obliged to inform the Responsible Employee or their direct supervisor, who is obliged to bring the information communicated to the Responsible Employee within 3 (three) business days.
	2. In response to the request of an Employee or a Contractor - individual specified in paragraph 1.3.2. of the Policy, the Responsible Employee or the Employee's direct supervisor, after consulting with the Responsible Employee, will provide recommendations and explanations regarding the current situation.
	3. The Responsible Employee keeps records and ensures the safety of all notifications received by him on the above-mentioned facts within the time limits established by the Company's local regulations in the field of office management.
	4. The Company takes adequate and reasonable measures to preserve the confidentiality of any notifications on the above facts, however, Employees and Contractors - individuals specified in clause 1.3.2. of the Policy should be aware that in some cases it is not possible due to the need to comply with the requirements of the law and the interests of the Company.

# Refusal of retaliatory measures and sanctions

* 1. The Company declares that no Employee will be sanctioned (including dismissed, demoted, or deprived of a bonus) if they have reported an alleged fact of corruption, or if they have refused to commit acts expressly prohibited in clause 5.3. of the Policy, including if the Company suffered losses, including lost profits, did not receive/retain business, or did not receive commercial and competitive advantages as a result of such refusal.
	2. The Company declares (and includes a similar provision in its contracts with Counterparties) that it will not make any complains, demands or claims for compensation for losses incurred by the Company against its Counterparties who reported an alleged fact of corruption or refused to perform actions expressly prohibited in clause 5.3. of the Policy.

# Audit and control

* 1. The Company regularly conducts internal and mandatory audits (if applicable) of its financial and economic activities, controls the completeness and correctness of the data reflected in accounting, accounting (financial) statements, and compliance with legal requirements, including Applicable anti-corruption legislation, and the Company's local regulations, key principles and requirements set out in this Policy.
	2. As part of the internal control procedures, the Company conducts audits of the implementation of key business processes, including random checks of the legality of payments made, their economic validity, the expediency of expenses, including for confirmation by primary accounting documents and compliance with the requirements of this Policy.

# Reporting

* 1. The Company's Security Director periodically, at least once a year, reviews and makes decisions regarding the reports of the Responsible Employee:
		1. on the results of work to ensure compliance of the Company's activities with the key principles and requirements of this Policy, the applicable anti-corruption legislation;
		2. on facts of receipt of notifications of shortcomings and recommendations and explanations regarding the current situation, provided in accordance with the procedure provided for in section 16 of the Policy.

# Making changes

* 1. If the provisions of this Policy or related business processes of the Company are not sufficiently effective or if the requirements of the Applicable anti-corruption legislation change, the Company's Security Director will organize the development and implementation of an action plan to update this Policy and/or business processes.

# Liability for non-compliance with this policy

* 1. The Director of Security, Responsible Employees and other Employees are personally responsible for compliance with the key principles and requirements of this Policy, as well as for the actions (inaction) of Employees subordinate to them that violate these key principles and requirements.
	2. The Company initiates internal investigations within the limits permitted by applicable law for each reasonably justified, in the Company's opinion, suspicion or established fact of corruption involving an Employee, a Counterparty, or in the case of participation in corrupt actions of employees and counterparties of other subsidiaries and affiliates of the Company, initiates an internal investigation by other subsidiaries and affiliates of the Company.
	3. Employees who are guilty of violating the requirements of this Policy are held liable in accordance with the labor legislation of the Russian Federation.
	4. Additionally, the Company notifies Employees of administrative and criminal liability for committing actions that are expressly prohibited by this Policy. The provisions of the Criminal Code of the Russian Federation and the Code of Administrative Offences of the Russian Federation that are valid as of the date of approval and entry into force of the Policy, which are the basis for bringing to criminal or administrative responsibility, are given in the information memo (paragraph 11.4. of the Policy).
	5. Contractors that violate the obligation imposed on them by the contract with the Company to comply with the requirements of this Policy or the anti-corruption requirements included directly in the text of the contract, or the requirements of their own pre-approved anti-corruption local regulations are brought to civil liability by the Company.
	6. If, in the Company's opinion, the actions of an Employee, Counterparty or employee of the Counterparty who violated this Policy constitute an administrative offense or a criminal offense, the Company applies to the competent law enforcement or judicial authorities to initiate administrative or criminal proceedings in accordance with the procedure established by the current legislation of the Russian Federation, and provides assistance to the competent law enforcement and judicial authorities in order to bring the guilty Employee, Counterparty or employee of the Counterparty to administrative or criminal responsibility.