

GENIUS GROUP LIMITED ANTI-CORRUPTION POLICY

(Adopted by the board of directors of Genius Group Limited on November 29, 2022)

I. PURPOSE

Genius Group Limited (the “Company”) has implemented this policy for the purpose of ensuring compliance with the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”) and all other anti-corruption laws and regulations applicable to the Company’s business. This policy applies to all world-wide directors, officers, employees and consultants of the Company and its subsidiaries. In addition, we expect our agents, representatives, suppliers/vendors, distributors, customers, contractors, and other business partners to comply with the principles contained in this policy.

II. POLICY STATEMENT

You are prohibited from promising, offering, providing, authorizing, requesting, or accepting money (such as bribes or kickbacks) or anything else of value (such as a gift, benefit, favor, or advantage) directly or indirectly to or from *any person* to achieve an improper purpose related to the Company’s business. You must comply with all the Company’s internal controls, especially those designed to (i) ensure accurate and complete books and records or (ii) otherwise prevent improper payments, self-dealing, embezzlement, or fraud. *There are no exceptions to this policy, even if our competitors engage in improper behavior or corruption is an accepted practice in a country where we operate. You are required to adhere to both the spirit and the letter of this policy with respect to our business anywhere in the world.*

III. ANTI-BRIBERY PROHIBITIONS

The FCPA prohibits you and the Company from corruptly promising, offering, providing, or authorizing the provision of money or anything of value directly or indirectly to any foreign official and certain other persons to (i) influence any act or decision of the recipient in his/her official capacity; (ii) induce the recipient to do or omit to do any act in violation of his/her lawful duty; (iii) secure any improper advantage; or (iv) induce the recipient to influence any act or decision of a non-U.S. government or instrumentality, in order to obtain, retain, or direct business.

In addition to the United States, almost all other countries, including the United Kingdom and China, have promulgated anti-bribery legislation. Most of those countries prohibit making improper payments to government and private-sector recipients within their borders. However,

several countries have also adopted legislation like the FCPA that prohibit improper payments *outside* those countries. This means that there is potential for a company or an individual to face liability under the laws of several countries for the same single act of corruption.

Given the broad prohibitions under the FCPA and certain other anti-corruption laws applicable to the Company, this policy prohibits bribes, kickbacks, and the provision of other improper benefits and advantages in any form to employees, officials, or agents of *any* government, government-owned or affiliated entity (including state hospitals, research institutions, utilities, public universities, or sovereign wealth funds), public international organizations (such as the United Nations or the World Bank) or private-sector companies. You are also strictly prohibited from bribing political candidates or political parties or their officials.

One may be asked by certain parties to provide a bribe or other improper benefit in exchange for (i) the award of a contract or other business; (ii) the issuance or renewal of a concession, license, or business, construction, or other permit; (iii) an impermissible reduction in duties or other taxes; (iv) securing the purchase of state-owned land or other public assets; (v) avoiding mandatory inspections; (vi) obtaining a favorable inspection result or court decision even if the facts or circumstances do not support such a result; or (vii) the grant of some other improper advantage. This policy prohibits you from providing bribes or other improper benefits to any person to achieve *any* of these types of purposes.

A violation of this policy can occur even if the bribe fails to achieve the purpose for which it was intended. A person can violate the FCPA and this policy if that person provides an improper payment or benefit to a recipient and the recipient does not grant any business or other advantage in return. In addition, the mere offer or promise of a bribe or other improper benefit is sufficient to cause a violation.

All the anti-bribery prohibitions contained in this policy apply irrespective of whether you use Company funds or your personal funds to finance improper payments or other benefits.

This policy also prohibits you from soliciting or accepting bribes, kickbacks, or other improper payments/benefits from the Company's vendors or other persons in relation to the Company's business. For instance, a violation of this policy will occur if you cause the Company to overpay a vendor and that vendor then shares all or a portion of that overpayment with you. You must disclose any actual or potential conflicts of interest to Mr. Erez Simha, the Compliance Officer for purposes of this policy. For example, you must notify the Compliance Officer if you are aware of any Company vendor that is wholly or partially owned by you, a member of your family, or a friend.

This policy requires you to adhere to high ethical standards and to comply with all applicable laws while performing services for the Company. The FCPA and other anti-corruption

violations typically involve circumstances that also result in violations of other laws, including those that prohibit money laundering, embezzlement, or fraudulent activities. Guilty persons can face multiple charges based on the same set of facts.

IV. ACCOUNTING REQUIREMENTS

The FCPA requires the Company to adhere to certain accounting requirements. Specifically, the Company must maintain books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the Company's transactions, expenses, and asset dispositions. The FCPA also requires the Company to maintain a system of internal accounting controls to provide reasonable assurances that transactions are properly authorized by management, executed, and recorded. This means that you must comply with our internal controls and avoid unauthorized activities or expenses, even if they are not connected to bribes.

The FCPA's accounting provisions are broadly worded. Violations can occur if you conceal bribes or falsify *other* transactions or expenses *even if* they are not related to a bribe in the Company's ledgers or other records. Also, there is no materiality standard under the FCPA. This means that even small, misreported amounts may result in violations. The U.S. government actively enforces the accounting provisions of the FCPA and has caused some companies to pay hundreds of millions of dollars in fines and penalties. **Attachment 1** contains a list of examples where accounting violations may occur. Please study this list carefully and ensure that you, your colleagues, and the Company's agents, representatives, suppliers/vendors, distributors, customers, contractors, and other business partners remain in compliance with these requirements to the extent possible.

All the Company's subsidiaries, the Company's variable interest entities and their subsidiaries are required to disclose to the Company on a quarterly basis all payments to governments, government officials or employees, political candidates, and political parties. You are required to support this requirement. You must also cooperate with the Company's periodic audits and other efforts to ensure that our internal controls are being observed.

V. FACILITATING OR SPEED PAYMENTS

The FCPA prohibits the provision of bribes to government officials. However, the FCPA contains an exception to this prohibition for so-called "facilitating," "grease," or "speed" payments. Specifically, the FCPA allows the provision of small payments made to secure or expedite "routine government actions" such as

- (i) the processing of visas, licenses, work permits, or other doing-business documents;
- (ii) the provision of police protection, mail delivery, phone service, public utilities and other public services;

- (iii) the performance of inspections, cargo loading/unloading, customs clearance, and the protection of perishable products from deterioration; or
- (iv) actions of a similar nature.

The FCPA's facilitating payment exception only applies to routine *non-discretionary* actions that government officials are otherwise obligated to perform. This exception does not apply to improper payments/benefits provided to (i) influence *discretionary* government actions such as awarding a contract, sale, or other type of business; (ii) avoid or reduce taxes or import duties; (iii) forgo mandatory permits, licenses, or inspections altogether; or (iv) influence the outcome of inspections or court decisions. Improper payments/benefits provided for these types of purposes will violate the FCPA and this policy.

The Company does not allow you to provide facilitating payments, except in limited circumstances where prior approval from the Compliance Officer is obtained. The Company adheres to this limited approach because various non-U.S. anti-corruption laws do not contain a facilitating payment exception. In addition, facilitating payments may result in a violation of the FCPA's accounting requirements discussed above if they are not recorded accurately. Personnel that have questions or concerns regarding such payments must confer with the Company's Compliance Officer.

VI. INTERMEDIARIES

This policy prohibits you from providing bribes or other improper benefits directly as well as *indirectly* through third parties such as sales representatives, consultants, agents, suppliers/vendors, distributors, customers, contractors, or other business partners (collectively "Intermediaries"). Several recent enforcement cases have been triggered because of Intermediaries causing companies and/or their officers to violate the FCPA. These concerns arise even if the Intermediary is located outside the United States or is not directly subject to the FCPA.

You and the Company can be held liable under the FCPA if you authorize a third party to engage in corruption. Another section of the FCPA goes one step further by holding a company or individual liable for providing, promising, or authorizing the provision of money or anything else of value to *any person* (including an Intermediary) while *knowing* that all or a portion of that money or thing of value will be used by that person for corrupt purposes. This means that you and the Company can be held liable even if you do not expressly authorize or instruct an Intermediary or other person to pay a bribe, but instead have knowledge that they will. In this context, the term "knowledge" is interpreted broadly to cover (i) the possession of actual information that a person will engage in corruption or (ii) a conscious disregard, deliberate ignorance, or willful blindness as to the other party's corrupt or improper practices.

Given these significant risks, this policy prohibits you from working with corrupt or disreputable Intermediaries. This policy forbids you from using or paying any Intermediary responsible for government or customer interactions unless (i) appropriate anti-corruption due diligence has been performed on that Intermediary and (ii) the Intermediary has executed a written agreement containing anti-corruption compliance clauses. In this regard, you must confer with the Company's Compliance Officer who maintains the Company's due diligence procedures and model anti-corruption clauses. The level of due diligence that must be performed on an Intermediary could vary depending on the risks presented by that Intermediary. The Compliance Officer will determine the appropriate level of due diligence that will apply.

Throughout any relationship with an Intermediary for which you are responsible, you must monitor their performance to ensure that they do not engage in activities that raise FCPA/corruption concerns. **Attachment 2** contains a list of red flags that are relevant at both the pre-contract due diligence stage and the post-contract monitoring stage. Please study this red flag list closely and notify the Compliance Officer if you determine that any of these concerns exist with respect to an Intermediary.

This policy requires you to notify the Compliance Officer if you learn of any Company Intermediary or other contractor that engages in corrupt or other improper practices. Also, all payments to Intermediaries or other vendors must be accurately reported in our books and records in accordance with the accounting requirements discussed above.

VII. JOINT VENTURES

International joint ventures may raise anti-corruption concerns like those discussed above in the context of Intermediaries. For instance, a red flag can arise if a joint venture partner is a government agency or official or is related to one. In some cases, the Company is required to perform due diligence and apply effective accounting controls on certain of our joint ventures. Our joint venture agreements must also include anti-corruption compliance clauses. You must involve the Compliance Officer before engaging in international joint ventures.

VIII. MERGERS & ACOUISITIONS

The Company may also face liability for mergers or acquisitions involving target entities or assets tainted by corruption. Newly acquired subsidiaries of the Company must take appropriate measures to implement this policy, comply with our internal controls, and adhere to the FCPA and other anti-corruption laws. You must confer with the Compliance Officer to determine how to address these matters if you are responsible for mergers or acquisitions.

IX. GIFTS & HOSPITALITIES

The FCPA prohibits the provision of money or things of value for corrupt or improper purposes. However, reasonably priced gifts, meals, entertainment, travel, and other benefits provided for non-corrupt business promotion or goodwill purposes may be permissible under the FCPA and other anti-corruption laws in certain cases. For instance, a plastic pen, a t-shirt, a coffee mug, a paper weight, or a hat of moderate value and embossed with the Company's logo will generally not violate the FCPA. However, a fur coat, a car, or a vacation will raise FCPA and other anti-corruption concerns, especially if such benefits are provided to a government official or other person who is responsible for making decisions in relation to the Company's business. In addition to complying with the FCPA, you must also ensure that the provision of a gift or other benefit does not violate local laws or policies that apply in the country where the recipient of the benefit is located. Some countries impose express limits on the value of gifts/benefits that a recipient can accept; other countries ban such gifts/benefits altogether *even if* given with no corrupt or improper intention.

You must confer with the Compliance Officer prior to providing gifts, meals, travel benefits, and other hospitalities to employees, officials, or agents of any government, political party, state-owned entity, public international organization, or customer of the Company. The Compliance Officer will help you determine whether the provision of the benefit is permissible under the FCPA and local law. **Prior approval in writing from the Compliance Officer must be obtained for any gift, business entertainment (including meals, travel, lodging, entertainment, participation in recreational activities or events, and tickets, passes or other access to cultural or sporting events), or any other thing of value above \$100 to a third party.** If the expense is approved, its value and business purpose must be recorded accurately in the Company's books. Cash gifts in any denomination are prohibited. Also, this policy prohibits you from providing bitcoins, gift cards, or gift certificates that can easily be converted into cash.

X. POLITICAL CONTRIBUTIONS

Contributions to political parties can raise significant concerns under both the FCPA and local laws; it is quite possible that government benefits could be tied to political contributions and trigger scrutiny and prosecution by U.S. enforcement agencies. Also, some countries may restrict companies and individuals from other nations from making political contributions. The Company generally prohibits Company-financed contributions to non-U.S. political parties or candidates in relation to Company business. The Compliance Officer can provide you with further guidance on this matter if necessary.

XI. CHARITABLE CONTRIBUTIONS

Several governments support various charitable organizations and causes. In some cases, a government official may require the Company to make a social contribution to a charity or public cause as a condition to being awarded a contract or a permit. Care must be made to ensure that the charity or organization that will receive such contribution is legitimate and is not operated by or affiliated with a government official in his/her personal capacity.

As with Intermediaries, it is imperative that we perform adequate due diligence on charitable organizations to ensure that they are not a vessel through which bribes and other improper payments/benefits are made. In addition, the Company may require the charity to provide written legal compliance certifications. You must confer with, and obtain the written permission of, the Compliance Officer before making contributions to charities with respect to the Company's business. Also, all such contributions must be accurately recorded in our books and records.

XII. VIOLATIONS/CONSEQUENCES

A violation of this policy will result in appropriate disciplinary action, including demotion, reassignment, additional training, probation, suspension, or even termination.

The FCPA is a criminal statute. Both the Company and you may be subject to substantial fines and penalties for violating these and other anti-corruption laws. In serious cases, you may face imprisonment for up to five years for each anti-bribery violation and up to 20 years for each accounting violation under the FCPA. In addition, the Company may face suspension or debarment from government contracts, the loss of U.S. export privileges, and certain other consequences. These results can be devastating to our business.

Anti-corruption enforcement has significantly increased in the United States. Even non-U.S. employees and other individuals have been extradited to the United States to face charges. In addition, several other countries have strengthened their laws on this matter. This means that we can face liability across multiple jurisdictions for the same corrupt act.

XIII. STATUS

This policy does not form part of any employment contract with you and may be amended at any time. This policy should be read in conjunction with the Company's Code of Conduct and Ethics, as well as other policies and procedures.

XIV. CERTIFICATION

Please sign the certificate that appears in **Attachment 3** after you have read this policy. The Company may require you to recertify your compliance with this policy on a periodic basis

XV. REPORTING/QUESTIONS

You have an affirmative obligation to report all violations of this policy to the Compliance Officer, who can be reached as follows:

Mr. Erez Simha
erez@geniusgroup.net
Cell +1.917.455.6883

You must also notify the Compliance Officer of any corrupt, improper, illegal, or other unusual requests for payments or other benefits made by customers, Intermediaries, vendors, business partners, or government officials. By reporting such matters, you will enable us to explore options to achieve our business goals without having to interact with such persons or provide improper benefits.

We welcome any constructive comments or questions that you may have regarding the substance and implementation of this policy in your respective sector and/or territory. Please direct such communications to the Compliance Officer.

ATTACHMENT 1
FCPA ACCOUNTING REQUIREMENTS

Set forth below are examples where FCPA accounting violations may occur. Please notify the Company's Compliance Officer if you observe any of these practices in the course of the Company's business. Please note that this is not an exhaustive list.

- Transactions are not recorded at all in the Company's books.
 - Employees or contractors maintain off-the-book slush funds for personal *or* Company-related matters.
- Records are falsified to disguise the entire transaction or a certain aspect of a transaction, such as its true purpose.
 - Bribes are paid to public or private-sector recipients, whether in the United States or in other countries, and are recorded using euphemisms such as:
 - commissions or royalties
 - consulting fees
 - liaison fees
 - sales and marketing expenses
 - scientific incentives or studies
 - travel and entertainment expenses
 - rebates or discounts
 - after-sales service fees
 - miscellaneous expenses
 - petty cash withdrawals
 - free goods
 - intercompany accounts
 - supplier/vendor payments
 - write-offs
 - customs intervention payments
 - business development expenses
 - Records state that a payment to a vendor or other party covered legitimate services or product purchases when the payment was intended to finance a bribe or other improper payment.
 - The records state that an entry covers fees, commissions, or discounts for consulting or distribution services, when no services were performed at all.
 - Records state that a payment was made to person A, when it was made to person B.
 - Records contain entries for amounts reimbursed to employees to cover business-related expenses, but they cover the employees' personal expenses.

- Payments to vendors and/or employee expense reimbursements are allocated to Company projects/budgets that are different from the actual project associated with those payments/expenses.
- The records accurately describe the recipient and the purpose of the payment, but misrepresent the amounts involved.
 - The records state that \$100,000 was paid to person A, but, \$30,000 of that amount was intended to be used by person A to pay a bribe to a third party or a kickback to an employee of the Company.
 - An employee creates false committee minutes during which stock option grants are discussed, and the minutes understate those company expenses.
- The Company enters business relationships with (i) non-existent agents, contractors, or other partners or (ii) existing parties that do not provide any real services or products.
- Company employees engage in self-dealing, kick-back, embezzlement or other similar schemes involving Company resources.
- The Company fails to (i) set a compliance tone from the top, (ii) conduct appropriate risk assessments, or (iii) adopt effective policies or procedures.
 - The Company fails to perform effective due diligence on its agents, representatives, contractors, joint venture partners, or target companies in M&A transactions.
 - The Company fails to *monitor* its on-going relationships with third party contractors to ensure that they do not engage in corrupt or other improper activities.
- The Company fails to allocate sufficient personnel or financial or other resources to its compliance program.
- The Company fails to impose effective internal controls on subsidiaries or joint ventures in which the Company has more than 50% of the voting interests.
- The Company fails to *make a good faith effort* to impose effective internal controls on subsidiaries or joint ventures in which the Company has less than 50% of the voting interests.
- U.S. or foreign subsidiaries create false records, and their accounts are then consolidated into their parent company's books and records.
- Employees incur expenses or engage in transactions that have not received management's general or specific authorization.
- The Company fails to record a transaction in a manner that permits the preparation of financial statements in conformity with IFRS or other acceptable criteria.
 - Expense reimbursements or other payments are made to employees or other parties based on false, misleading, or non-existent receipts, invoices, or other documentation.
- Employees maintain access to Company assets without management's general or specific authorization.
- Employees have access to unusually considerable amounts of cash from Company sources.

- Employees misuse petty cash funds to make improper payments to third parties or to cover non-business, personal expenses.
- The Company fails to conduct effective periodic audits.
 - The Company fails to compare recorded assets and existing assets at reasonable intervals.
 - The Company fails to take appropriate action if differences arise between recorded assets and existing assets.
 - Company employees provide false information in relation to Company audits or otherwise prevent effective audits from occurring.
- Employees otherwise circumvent the Company's internal controls.

ATTACHMENT 2
THIRD PARTY RED FLAGS

The following “red flags” or warning signs may suggest a high likelihood that an illegal payment may be made by an Intermediary. One may discover these red flags while performing due diligence on or working with an Intermediary:

- The Intermediary has a history or reputation for corruption, other legal violations, or for bypassing normal business channels.
- The Intermediary requests an excessive operating budget or for approval of excessive expenditures, commissions, or fees (the excess amount may be used to finance a bribe).
- The Intermediary demands payments (i) without any written invoice, activity report, or supporting documentation; (ii) in cash; (iii) be made to another party; or (iv) be directed to an account in a country different from the one where the Intermediary is located or is doing business.
- The Intermediary has a practice of providing excessive gifts and hospitalities to government officials, customers, or investors.
- The country or industry of the Intermediary has a strong reputation for corruption.
- The Intermediary lacks the qualifications or resources to perform the services offered.
- The Intermediary has been recommended by a government official or an employee of a customer.
- The Intermediary makes statements or inferences that a particular payment is needed to “get the business.”
- The Intermediary states that a government official, customer, or investor has requested a “gift” or something of value.
- The Intermediary is related to a government official, customer, or investor.
- The sole reason for doing business with the Intermediary is to use its influence over certain government officials, customers, or investors.
- The Intermediary requests that the Company prepare false invoices or other documentation.
- The Intermediary refuses to certify that it will not engage in corrupt activity or otherwise cause the Company to be in violation of the FCPA or other anti-corruption laws.
- The Intermediary recommends that the Company enter a relationship with a specific person or company, and such person is a relative of a government official, or such company is owned in part by a government official or a relative of a government official, customer, or investor.
- The Intermediary is reluctant to identify the principals or other persons holding an ownership interest in the Intermediary.
- The Intermediary insists upon sole control over a government approval process.
- Managers of the Intermediary are awarded unusual bonuses.
- The Intermediary refuses to disclose subagents or subcontractors that interact with government officials, customers, or investors.

- The Company decides to use an Intermediary to perform tasks that available Company employees are in a better position to perform.

The existence of a red flag could mean that the Company will be unable to engage in business with the Intermediary altogether. However, the Compliance Officer may determine that certain red flags can be overcome with additional due diligence and compliance measures. All red flags must be reported to the Compliance Officer for further evaluation.

ATTACHMENT 3
CERTIFICATION

I hereby certify that I have read and am in compliance with the Anti-Corruption Policy (the “Policy”) of Genius Group Limited (the “Company”). Neither I nor, to my knowledge after due inquiry, any of my direct or indirect reports nor any Company contractor or business partner with which I or they work has offered, provided, solicited, or accepted a bribe, kickback, or other improper payment/benefit or has otherwise taken any actions that would result in a violation of (i) the Policy or any employee handbook, code of conduct, or other policies or procedures of the Company that have been provided to me; (ii) the U.S. Foreign Corrupt Practices Act of 1977, as amended; or (iii) any other applicable anti-corruption or other law or regulation. I will notify the Company’s Compliance Officer if, at any time, I learn of or suspect such violation.

Name:

Title:

Date: