



Anti-Bribery and Anti-Corruption Policy - Global

Table of Contents

1. Objective	4
2. Scope	4
3. Definitions	4
4. Gifts & Hospitality	5
5. What is not acceptable under this Policy?	6
5.1. Willful Blindness	6
5.2. Facilitation Payments and Kickbacks.....	6
5.3. Blackmail/ Extortions.....	7
6. Charitable Donations	7
7. Political Activities	7
8. Business Relationships	7
9. Offset or Similar Obligations	8
10. What we expect of you	8
11. Record-keeping	9
12. What are the governing legislations?	9
13. Protection	9
14. Training and Communication	9
15. Who is responsible for the Policy?	9
16. Waiver and Amendment of the Policy	10
Annexure A	11
Annexure B	12

Revision History:

Version	From	To	Description	Author	Approved By
1	20 Dec 2011	28 Feb 2013	First Copy	C&BTeam	C&BHead
2	01 Mar 2013	28 Feb 2014	Revision	C&BTeam	C&BHead
3	01 Mar 2014	09 Dec 2017	Reviewed by external counsel – no changes made	HR Policy & Compliance Team	HR Policy & Compliance Head
4	10 Dec 2017	28 Feb 2019	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
5	01 Mar 2019	21 May 2019	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
6	22 May 2019	21 May 2020	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
7	22 May 2020	14 Sep 2020	Revision	HR Policy & Compliance CoE	HR Policy & Compliance CoE Head
8	15 Sep 2020	4 Jan 2021	Revision	HR Policy & Compliance CoE	General Counsel
9	5 Jan 2021	-	Revision	HR Policy & Compliance CoE	Top Management

1. Objective

HCL Technologies Limited (“HCL” or the “Company”) is committed to the prevention, deterrence, and detection of fraud, bribery, and all other corrupt business practices. It is the policy of HCL to conduct all of its business activities with honesty, integrity, and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption. The foregoing articulates loudly a zero tolerance culture at HCL, whereby the Company maintains a solid reputation with its Third Parties spread across multiple industries.

2. Scope

This anti-bribery and anti-corruption policy (this “Policy”) applies to all individuals worldwide working for all affiliates and subsidiaries of HCL at all levels and grades, including directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with us, (collectively referred to as “You” or “you” in this Policy).

In this Policy, “Third Party (ies)” means any individual or organization you come into contact with during the course of your work for us and includes actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures, and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

3. Definitions

A bribe is an inducement, payment, reward or advantage offered, promised, or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/public official.

A “bribe” is defined as anything of value and includes, but is not limited to: cash, cash equivalents, gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, political contributions, abuse of function and can pass directly or through a third party.

A “government/public official” is defined as employees and officials, whether elected or appointed, who hold any governmental position, including legislative, administrative, or judicial position of any kind; is a candidate for any governmental position; any official or employee of a company wholly or partially controlled by a government (such as state-owned companies); or an official in a political party, in a country or territory.

Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral, or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

Examples of bribery include:

- **Offering a bribe** - You offer a potential client tickets to a major sporting event, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial advantage. It may also be an offence for the potential client to accept your offer.
- **Receiving a bribe** - A supplier offers your cousin a job, but makes it clear that in return they expect you to use your influence to ensure we continue to do business with them.

- **Bribing a government official** - You are asked to arrange for an additional payment to be made to a customs official to speed up the administrative process of clearing our goods through customs.

“Red flags” that may indicate bribery or corruption are set out in Annexure A to this Policy.

Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships, whether established by blood or marriage including common law marriage) should not provide, solicit or accept any bribe to or from competitors, vendors, suppliers, customers, or others that do business or are trying to do business with HCL. All relationships with those with whom HCL deals should be cordial, but must be on an arm’s length basis. Nothing should be accepted, nor should the employee have any outside involvement, that could impair, or give the appearance of impairing, an employee's ability to perform his/her duties or to exercise business judgment in a fair and unbiased manner.

4. Gifts & Hospitality

Providing clients with hospitality is acceptable provided the requirements set out in this section titled “Gifts and Hospitality” are followed.

To avoid committing a bribery offence, the gift or hospitality must:

- be reasonable and justifiable in all the circumstances; and
- have the intention to improve the image of HCL, better present its products and services, or establish cordial relations.

Please review the below examples of hospitality to understand what is acceptable

- You invite an important existing client to attend a fine dining or a football match as part of a public relations exercise designed to cement good relations and enhance the client’s knowledge of our services. Is this acceptable?

Answer: Yes. This hospitality seems to be reasonable and justifiable in all the circumstances and the intention is to improve HCL image, better present our products and services, and improve cordial relations.

- You invite a potential client to watch Wimbledon a week before the deadline for RFP opening for a large IT deal you hope to secure in order to persuade them to accept your RFP. Is this acceptable?

Answer: No. This hospitality would constitute bribery as it would be made with the intention of influencing potential client to obtain business. The timing of this hospitality is important. If there was no RFP deadline you may be able to entertain the potential clients without breaching the law. This is because the intention of the hospitality would be then to improve our image, better present our products and services, and establish cordial relations with the potential client.

- You are invited to be a guest of an outside company or person at meetings, trips, etc., usually overnight, that have an emphasis on recreation of some type. Is it ok for you to participate?

Answer: Your participation in such events should be limited only to those where a benefit to HCL is expected to result, and as much of your expenses as is possible and practical should be paid by HCL. The sponsor of the event should be in good standing with HCL based on prior performance.

- A vendor has offered a five star, seven-day holiday package to Hawaii or Singapore for you and your family as a token of his appreciation. Can you go?

Answer No. Taking into account the reason for the gift, the value of the holiday is excessive and unreasonable in the circumstances. You should politely decline the gift and explain that you cannot accept such a generous offer.

- A potential sub-contractor delivers to your office a case of expensive wines a week before you are to make a purchase decision of his services or goods. Can you accept the wine?

Answer No. The gift appears to have been made with the clear intention of influencing you to award the contract to the sub-contractor. You should return the case of wine explaining that you cannot accept the gift, and you will assess the quote for the supply of services impartially with quotes you have obtained from other sub- contractors.

5. What is not acceptable under this Policy?

It is not acceptable for you (or someone on your behalf) to:

- accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal with us;
- give, promise to give, or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given;
- give, promise to give, or offer, any payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure;
- accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them;
- threaten, or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy; or
- engage in any activity that might lead to a breach of this Policy.

The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.

5.1. Willful Blindness

If you willfully ignore or turn a blind eye to any evidence of corruption or bribery within your department and /or around you, it will be taken seriously against you. Although such conduct may be “passive”, i.e. you may not have directly participated in or may not have directly benefited from, the corruption or bribery concerned, the willful blindness to the same can, depending upon the circumstances, carry the same disciplinary action as an intentional act.

5.2. Facilitation Payments and Kickbacks

We do not make, and will not accept, Facilitation Payments or “kickbacks” of any kind.

“Facilitation Payments” are typically small, unofficial payments (sometimes known as “grease payments”) made to secure or expedite a routine government action by a government official.

“Kickbacks” are typically payments made to commercial organizations in return for a business favor or advantage, such as a payment made to secure the award of a contract.

You must avoid any activity that might lead to, or suggest, that a Facilitation Payment or Kickback will be made or accepted by HCL. Facilitation Payments are known to be prevalent in many countries and industry sectors. You may be concerned that the inability to make them may cause difficulties in doing business in some jurisdictions, and that this may result in loss of income or contract. The guidance set out below is intended to help support you in circumstances when you are asked to make Facilitation Payments.

Guidance on how to avoid making Facilitation Payments

Corrupt government officials demanding payments to perform routine government actions may often put you in very difficult positions. There is no easy solution to the problem therefore. However, the following steps may help:

- Require official receipts for any payments you make
- Report suspicions, concerns, queries and demands for Facilitation Payments to the higher ups and to local enforcement authorities and refuse to make such payments

5.3. Blackmail/ Extortions

We remain committed to our Policy of not making Facilitation Payments. The only limited exception to this is in circumstances where you or Third Parties are left with no alternative but to make payments in order to protect against loss of life, limb or liberty. In the event that you experience such circumstances and make a payment, it is your responsibility to contact your Manager and the Whistleblower Committee via whistleblower@hcl.com as soon as possible after the event, so that the incident can be properly recorded, reviewed and accounted for with the authorities.

6. Charitable Donations

As part of its corporate citizenship activities, HCL may support local charities or provide sponsorship, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.

7. Political Activities

We are apolitical, advocate government policies on sustainability and don't contribute financial or in-kind to political parties, politicians, and related institutions in any of the countries.

We do not make contributions to political parties, political party officials or candidates for political office.

Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organization, or public official for any unlawful or unauthorized purpose is prohibited. You should not make any political contribution on behalf of HCL, use any HCL resources to assist a candidate or elected official in any campaign, or coerce or direct another employee to vote a certain way. You should never attempt to offer any incentives to, or otherwise bribe, any public officials in the hopes of influencing the decision of that individual.

8. Business Relationships

HCL expects all Third Parties doing business with HCL to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. HCL requires all Third Parties to cooperate and ensure compliance with these standards, to continue the business relationship.

In order to maintain the highest standards of integrity, with respect to any dealings with a Third Party, you must ensure that:

- You will conduct due diligence enquiries to review the integrity records of any Third Party before entering a commercial relationship with them;
- You will fully document the engagement process and the final approval of the selection of any Third Party;

- You will implement a program to provide appropriate information on this Policy to all Third Parties engaged in business relationship with HCL;
- You will ensure that:
 - Each Third Party within your work area are fully briefed on this Policy, and have made a formal commitment in writing to abide by it;
 - Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered; and
 - Contractual agreements will include appropriate wording making it possible to withdraw from the relationship if any of the Third Parties fail to abide by this Policy.

In the event that you have any doubt on the integrity of a Third Party, it is your responsibility to contact your Manager and the Whistleblower Committee via whistleblower@hcl.com as soon as possible.

9. Offset or Similar Obligations

Many government contracts (particularly in defense / aeronautics sector) require companies to make offset commitments. The purpose of these offset commitments is to invest in the country and create local jobs.

Similarly a government in a country or a particular state giving a grant or other facilities to HCL may require preference to be given to the residents of such country or state in any hiring. All these transactions per se do not violate this Policy. In case there is any doubt regarding compliance with this Policy at any stage of the transaction, you are strongly encouraged to connect with the Whistleblower Committee with respect to any such transaction.

10. What we expect of you

You, HCLites are the pillars of this organization and behind each HCL success story. You must ensure that you read, understand and comply with this Policy. If you have doubts or concerns contact your Manager or the Whistleblower Committee.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for HCL or under HCL's control.

You must follow all the procedures laid out in other policies (available in the respective intranet portal) which help in anti-bribery and corruption due diligence on suppliers, potential joint venture parties, clients and other Third Parties.

You must notify your Manager, and the Whistleblower Committee via whistleblower@hcl.com as soon as possible if you believe or suspect that a breach of or conflict with this Policy has occurred, or may occur in the future.

Any employee who breaches this Policy will face disciplinary action, which could result in dismissal. We reserve our right to terminate our contractual relationship with you if you breach this Policy. Any breach of this Policy would also result in imposition of large fines/imprisonment on the individual or the Company as the case may be or termination of contract with a Third Party.

11. Record-keeping

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our Business Gift and Entertainment policy and specifically record the reason for the expenditure. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept “off-book” to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

12. What are the governing legislations?

All national laws relating to bribery and corruption, especially such laws that are in place in jurisdictions where HCL has an office(s) or carries out its work, are of importance to the Company. In setting out the principles included in this Policy particular attention has been paid to the requirements of:

- The UK Bribery Act 2010 which entered into effect on 1 July 2011 (“UKBA”) and which has extra-territorial reach. HCL has substantial presence in UK, and this law has particular relevance to the manner in which the company conducts itself;
- The Foreign and Corrupt Practices Act 1977 (“FCPA”). This Act is in effect in the US and it assumes extra-territorial effect. Adherence to its requirements is mandatory for HCL as well as many of HCL’s clients; and
- Indian Prevention of Corruption Act 1988 and Amendment Act, 2018 (“POCA”).

Legal provisions of these 3 Acts are detailed in Annexure B to this policy.

HCL has also assumed contractual obligations to its clients on its compliance with UKBA, FCPA and/or POCA.

13. Protection

Those who refuse to accept or offer a bribe, or those who raise concerns or report another’s wrong-doing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. If you believe that you have suffered any such treatment, you should inform your Manager or the Whistleblower Committee via whistleblower@hcl.com immediately.

14. Training and Communication

Training on this Policy forms part of the induction process for all new employees and will be required on an on-going annual basis for all current employees. Records of all trainings on this Policy will be maintained.

15. Who is responsible for the Policy?

The Chief Executive Officer has overall responsibility for ensuring this Policy complies with our legal and ethical obligations, and that all those under our control comply with it.

Managers at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.

The ITC/ HR Team have responsibility for this Policy, and for monitoring its use and effectiveness (and dealing with any queries on its interpretation). ITC team has the authority to work and decide independently to achieve Objectives mentioned herein. The policy clearly implies “zero tolerance” to occurrence of bribery and requires 100% compliance by employees.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy, and attend regular training on how to implement and adhere to it.

You are responsible for the success of this Policy and should ensure you use it to disclose any suspected danger or wrong-doing.

16. Waiver and Amendment of the Policy

We are committed to continuously reviewing and updating our policies and procedures based on the learning. This is so even when HCL enters new market/sector/country which may pose a risk under this Policy. The ITC/ HR Team will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Therefore this document is subject to modification from time to time. Any amendment or waiver of any provision of this Policy must be approved in writing by majority of members of Top Management . The Policy will be reviewed and audited from time to time which requires cooperation from all concerned.

Annexure A

Potential risk scenarios: “red flags”

The following is a list of possible red flags that may arise during the course of your employment for HCL and which may raise concerns under anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for HCL, you have responsibility to report them promptly to your Manager and the Whistleblower Committee as set out in “How to Raise a Concern”:

- you suspect or become aware that a Third Party engages in, or has been accused of engaging in, improper business practices;
- you learn that a Third Party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with foreign government officials;
- a Third Party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a Third Party requests payment in cash and/or refuses to sign a formal contract, or to provide an invoice or receipt for a payment made;
- a Third Party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a Third Party requests an unexpected additional fee or commission to “facilitate” a service or an RFP;
- a Third Party demands lavish entertainment, hospitality or gifts before commencing or continuing contractual negotiations or provision of services;
- a Third Party requests that a side payment (not an SLA credit for an SLA violation) be made to “overlook” potential legal violations;
- a Third Party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a Third Party that appears to be nonstandard or customized;
- a Third Party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the written contract between the parties) or refuses to put the agreed terms in a written contract;
- you notice that we have been invoiced for a commission or fee payment that appears large given the services stated to have been provided;
- Third Party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- you are offered an unusually generous gift or offered lavish hospitality by a Third Party; or
- you become aware that a colleague, other employee or contractor working on our behalf requests a payment from a Third Party (such as a client) to expedite an activity (such as an inspection or paperwork) or to “overlook” potential legal or regulatory violations.

Annexure B

	INDIA	UK	USA
Source of Law	The Prevention of Corruption Act 1988 ("POCA")	The Bribery Act 2010	The Foreign Corrupt Practices Act ("FCPA")
General Description of Act	<p>The Prevention of Corruption Act, is an Act of the Parliament of India enacted to combat corruption in government agencies and public sector businesses in India. The act seeks to bring the Indian anti-corruption legal framework in conformity with current international practices laid down by the United Nations Convention Against Corruption (UNCAC).</p> <p>As per latest amendment in 2018, the punishment is enhanced to make the law stringent.</p> <p>As per latest amendment in 2018, the punishment is enhanced to Minimum punishment of 3 years, extendable up to 7 years with fine; from the earlier 6 months, with extension up to 3 years.</p>	<p>The Bribery Act 2010 criminalized bribery, the bribing of foreign government representatives and the failure by private companies to prevent corruption. It also made it an offense to be bribed. The act applies to UK citizens, residents and companies and organizations that are incorporated in the UK, or that conduct business in the UK—granting similar extraterritorial privileges as the FCPA. The penalties per violation are more straightforward and stringent.</p>	<p>The Foreign Corrupt Practices Act (FCPA) is a United States law that prohibits U.S. firms and individuals from paying bribes to foreign officials to further business deals. The FCPA contains two main articles: 1) the anti-bribery provisions, and 2) the books, records, and internal control provisions, which speaks of accounting practices. FCPA targets corruption and bribery internationally. Corporations covered by FCPA must devise and maintain internal controls to assure regulators that their business transactions are accounted for properly.</p>

	INDIA	UK	USA
Offence	<p>By public servants:</p> <ol style="list-style-type: none"> 1. Accepting, obtaining, attempting to obtain, or agreeing to accept: <ol style="list-style-type: none"> a) "gratification", other than legal remuneration, as a motive or reward for inter alia doing or refraining from doing any official act or favouring or disfavoured any particular person; b) any valuable thing without consideration or with inadequate consideration, from any person who is concerned in any proceeding or business transacted by the public servant; 2. Obtaining money or any other gratification as a reward for inducing a person erroneously to believe that the official's influence with the Government has resulted in his obtaining a "title" (i.e. benefit) for the other person. <p>By others:</p> <ol style="list-style-type: none"> 1. Offering "gratification" to a public servant. 2. Accepting, obtaining, attempting to obtain, agreeing to accept "gratification" in order to exert 	<p>General Offence Bribing (s1)</p> <p>Offering or giving a financial or other advantage to a person: ———</p> <p>intending to induce them, or another, improperly to perform a public function or business activity, or as a reward for the same; or ———</p> <p>knowing or believing the acceptance would in itself constitute improper performance.</p>	<p>The FCPA prohibits payments of/offers to pay bribes; requesting/accepting bribes is not a violation of the FCPA (though recipients may be prosecuted under other US laws).</p>

	INDIA	UK	USA
	<p>personal influence over a public servant.</p> <p>3. Influencing a public servant by corrupt or illegal means, into inter alia doing or forbearing to do any official act.</p> <p>4. Abetting public servants in committing acts punishable under the POCA (as set out above).</p>		
Would facilitation payments be caught?	Yes	Yes	No, Permissible under the FCPA in narrow circumstances.
Would corporate hospitality be caught?	Yes	Depends on intent	No, Permissible under the FCPA. For example: Promotional items of modest value with company logo; Snacks and beverages at a trade show; Reasonable airfare, hotel, local transportation and dinner in connection with facility inspection.
Does the offence only apply to bribing public officials?	Yes	No	No
Does it have extraterritorial reach	Yes	Yes (if committed by a British national, or resident, a national of a British overseas territory or a body incorporated in the UK)	Yes
Penalties include:	<ul style="list-style-type: none"> — Imprisonment between six months and five years — Unlimited fine 	<p>Individuals</p> <ul style="list-style-type: none"> — Imprisonment for up to ten years — Unlimited fine <p>Companies</p> <ul style="list-style-type: none"> — Unlimited fine — Debarment from public contracts 	<p>I. Under the anti-bribery provisions of the FCPA, the following direct penalties may be imposed:</p> <p>Against individuals: Up to 5 years imprisonment and</p>

	INDIA	UK	USA
		<p>— A confiscation order under the Proceeds of Crime Act 2002</p>	<p>criminal fines up to US\$250,000 per violation or 2x the benefit sought through the corrupt payment/offer, civil penalties up to US\$21,410 per violation and/or restitution, in addition to forfeiture or disgorgement of ill-gotten gains. Against companies: Criminal fines up to US\$2,000,000 per violation or 2x the benefit sought through the corrupt payment/offer, civil penalties up to US\$21,410 per violation and/or restitution, in addition to forfeiture or disgorgement of ill-gotten gains.</p> <p>II. Under the accounting and books and records provisions of the FCPA, the following penalties may be imposed:</p> <p>Against individuals: A criminal penalty of up to US\$5,000,000 per violation or 2x the benefit sought through the corrupt payment / offer, up to 20 years imprisonment, and a civil penalty of up to US\$192,768 per violation, in addition to forfeiture or disgorgement of ill-gotten gains. Against Companies: A criminal penalty of up to US\$25,000,000 per violation or 2x the benefit sought through the corrupt payment/offer, and a civil penalty of up to US\$963,837 per violation, in addition to forfeiture or disgorgement of ill-gotten gains.</p>

	INDIA	UK	USA
Adequate procedures in place designed to prevent bribery	A commercial organization has a statutory defense for any offence committed by persons associated with such commercial organization if it can prove adequate procedures had been instituted to prevent such conduct, in compliance with guidelines to be prescribed under the POCA.	Defense to the offence of failing to prevent bribery. Not a defense to other offences but may be relevant to prosecutorial discretion.	Having adequate corporate procedures is not a statutory defense under the FCPA, nor is failure to prevent bribery a statutory cause of action. Having adequate corporate procedures is, however, a legal defense to the charge and may assist in negotiations with the government or to mitigate penalties.