



Day&Zimmermann

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Policy: Anti-Corruption/Foreign Corrupt Practices Act Compliance

Policy No.: 1504

Responsible Officer: Senior VP, General Counsel and Secretary

1.0 Policy

The Company must comply with the Foreign Corrupt Practices Act (FCPA), which limits the payment, offer, authorization, or promise to pay money or anything of value to foreign officials, both directly and indirectly (e.g., through employees, agents, suppliers, subcontractors, or to relatives and friends of government officials). The OECD Anti-bribery Convention, to which the United States is a signatory, and the laws of other countries, such as the United Kingdom Bribery Act, which apply to certain Company business, contain similar proscriptions. Employees must therefore become thoroughly familiar with the applicable provisions of the FCPA and other applicable laws before engaging in any international business transaction in a marketing, sales, project management, or executive role. The Company may impose disciplinary action, including termination of employment, on employees who violate this policy or the above-mentioned regulations.

2.0 Anti-Corruption Laws in More Detail

2.1 Foreign Corrupt Practices Act (FCPA): The United States Foreign Corrupt Practices Act makes it unlawful and punishable by criminal penalties for companies and individuals to:

► Knowingly make, offer, authorize, or promise to:

- Make payment of money, gifts; or
- Provide anything of value;

► To:

- Any employee or official of a foreign government;
- An instrumentality of a foreign government (e.g., a business owned or controlled by a foreign government);
- Candidate for foreign office; or
- Foreign political party or its officials;

► Directly or indirectly:

- I.e., on your own or through a third party;
- ▶ In order to influence a government official to:
 - Act or not to act or decide in violation of his or her duties;
 - Secure an improper advantage; or
 - Influence an act or decision of the government;
- ▶ In order to assist in obtaining, retaining or directing business to any person.

The FCPA applies to all U.S. companies and individuals, and to any other individual (regardless of location and nationality) who uses U.S. mail, electronic communications systems, or any other instrumentalities of U.S. commerce.

“Anything of Value” - The term “anything of value” means not only money, but may also include gifts, entertainment, offers of employment, discounts not available to the general public, travel expenses, etc.

“Foreign Government Official” - The term “foreign government official” means any officer or employee of a foreign government, political party, international organization, state-owned or controlled business, and public/private venture, regardless of rank or position. Members of royal families who have any influence over the government are also considered government officials. Importantly, payments to a foreign government official that would be prohibited under the FCPA if made directly to that official may not be made to a family member of that official or other third party at the foreign government official's direction or for his benefit.

Company employees must always seek advice and counsel from the Company Law Department before taking any action that may implicate the FCPA. As a resource, employees can refer to the United States Department of Justice’s publication, “A Resource Guide to the U.S. Foreign Corrupt Practices Act” (July 2020), for guidance and additional clarification on the FCPA, found at <https://www.justice.gov/criminal-fraud/file/1292051/download>

2.2 Other Applicable Anti-Corruption Laws: Most countries where the Company conducts business have anti-corruption laws that prohibit bribery of their government officials and may prohibit facilitation payments. Other country anti-corruption laws also may apply to the Company based on its contractual obligations. Employees must ensure that they are familiar with applicable anti-corruption laws.

2.3 Commercial Bribery Laws: The United States and other countries where the Company conducts business or operates may have laws that also prohibit “commercial bribery” of private parties in order to obtain or retain business. The Company must also comply with all applicable commercial bribery laws.

3.0 The Company's Anti-Corruption Policy

General Statement of Compliance: The Company and all of its Business Units, employees, subcontractors, suppliers, agents, or representatives must comply with the United States Foreign Corrupt Practices Act and any other applicable anti-corruption laws that govern the Company's operations. Paying money or providing anything of value to a foreign government official – directly or indirectly – as set forth in the FCPA is a violation of U.S. law punishable by imprisonment and fines. Similarly, it is a violation of the Company's policy for lower-tier subcontractors, agents, employees or other third parties working for the Company's benefit to make any such payments. In general, the Company prohibits the paying of any bribes, kickbacks, or illegal gratuities, including facilitating payments, to any individual in order to obtain business.

Facilitation or "Grease" Payments Prohibited: The Company's policy prohibits the making of facilitation or "grease" payments in order to expedite or secure routine governmental functions, including, but not limited to, the issuance or processing of permits, licenses, registrations, visas, other official documents or approvals, scheduling appointments, clearing goods through customs, and obtaining municipal services. The Company's policy also prohibits lower-tier subcontractors, employees, agents, and other third parties working under or for the Company from making or facilitating payments on the Company's behalf or for the Company's benefit. Contact the Law Department immediately if you believe the grounds for making nominal facilitation payments are compelling, such as the health or safety of an employee is at immediate risk. Under no circumstances, however, may a Business Unit or employee make or authorize facilitation payments without the express, written permission of the General Counsel of your Business Group. The Company must record properly and timely in its accounting records all facilitation payments.

Gifts: The FCPA allows for gifts of nominal or modest value in the appropriate circumstances where customary and reasonable. Business Groups or Business Units may make promotional gifts, which are of nominal value and bear the Company logo (e.g., company coins, t-shirts, plaques, etc.), without Law Department approval. The Business Unit must obtain the Law Department approval for all other gifts before given. In general, gifts must meet the following criteria:

- A gift must comply with any local laws or business policies that apply to the non-U.S. government official;
- A gift of cash is never appropriate;
- A gift must not be extravagant or lavish;
- The Company must avoid a pattern of providing nominal gifts to the same person or group, as it may begin to take on the appearance of a bribe;
- The gift must be customary under the circumstances;
- The gift must be transparent, and employees must not allow anyone to conceal the facts;
- The gift must be given in a manner that avoids any appearance of impropriety;

- The expense of the gift must be fairly and accurately accounted for in the Company's books and records; and
- The giving of the gift must comply with all other applicable regulations and requirements concerning gift giving.

Hospitality, Meals, Travel, Entertainment, and Promotional Items: The FCPA may allow offers of hospitality, visits by foreign government officials to work sites, or providing gifts, travel, or entertainment, but the Law Department must approve such activities in advance. The Law Department may allow reasonable and bona fide expenditures in connection with the promotion or execution of a contract.

Charitable Donations: The Company may make legitimate charitable donations (whether monetary or in-kind) in a foreign location where the Company operates, but only in accordance with the Company authority levels and with approval of the Company Law Department. The Business Unit must review donations to determine whether the charitable organization or community group is associated with a foreign government official. The Law Department must review and approve any donation affiliated with a foreign government official or suggested by a foreign government official in advance of any promise, commitment, or donation.

Political Contributions: The FCPA prohibits providing anything of value (whether in cash or in-kind) to a candidate for political office, political party, or party officials in order to obtain, retain or direct business. Local laws and the FCPA may prohibit any contribution, participation during work hours, or use of Company facilities or resources for a non-U.S. political activity. The Company's Law Department must approve all such contributions and actions.

Accounting, Internal Controls, Books and Records: The Company must maintain accurate books and records documenting all costs and expenses relating to international business. The Company must record all transactions accurately. The Company must require appropriate management authorization for all transactions. The Company prefers all payments be made by verifiable wire transfer, but, where cash transactions are appropriate or necessary, the Company must maintain accountability and control over cash transactions.

4.0 Compliance Program

The Company's Law Department is responsible for maintaining a compliance program for the Company working in cooperation with the Business Group and the Ethics and Compliance Committee to ensure that the appropriate training, resources, and oversight are available for the particular Business Unit or Staff Unit depending on the types of activities, locations, and risks of the business.

The compliance program must include the following components:

- Providing training on the Foreign Corrupt Practice Act, anti-corruption laws, export control laws, trade restrictions, human trafficking, and other associated

international laws to all Company employees in Business Units involved in international business transactions;

- Ensuring that employees involved in international business transactions in a marketing, sales, project management, finance, operations, or executive role receive appropriate training on compliance with the FCPA and other applicable laws;
- Vetting and training of all international agents, representatives, subcontractors, suppliers, and any other international business partners (collectively "International Business Partners");
- Encouraging compliance with the Company's Anti-Corruption Policy by Company employees and International Business Partners;
- Providing a reporting mechanism through the Company's Ethics and Compliance Program to employees and third parties to report potential violations of the Company's Anti-Corruption Policy or applicable law on an anonymous basis without fear of reprisal;
- Ensuring that potential business partners and other third party stakeholders are aware of the Company's compliance policies and expectations for employees and business partners through publication of the Company's commitment to compliance on its website or other means;
- Taking appropriate disciplinary action when necessary, including termination and reporting to law enforcement;
- Requiring certifications of compliance on a regular basis from International Business Partners; and
- Providing clear direction to all Company employees and International Business Partners.

Training: Business Unit heads are responsible for ensuring that new employees involved in international business positions receive appropriate training before commencing work that could pose risk of non-compliance for the Company and all employees involved in international business receive training at least annually. Training on anti-corruption issues must also address the connection between anti-corruption laws and export laws, prevention of human trafficking, and other international laws. The Company's Ethics and Compliance Committee will provide supplementary training on the FCPA and this Policy. Completion of this training is mandatory.

Depending on the circumstances (including, but not limited to, risk factors, type of business partner, location of performance, and in-house capabilities), the Company may provide training on anti-corruption policies to its subcontractors, suppliers, and agents.

The Law Department and the Ethics and Compliance Committee shall make the Company's Anti-Corruption Policy and training, as needed, available in languages other than English as required to communicate with employees or third parties.

Business Partners: The Company must require all of its business partners, including joint venture partners, subcontractors, suppliers, agents, and representatives to certify compliance with the Company's Anti-Corruption Policy or a policy of similar restrictions, including prohibitions on facilitation payments.

Reporting Solicitations: If a government official attempts to solicit or extort improper payments or anything of value from Company employees or agents, the employees or agents must inform the government official that the Company does not engage in such conduct. Employees must immediately report the attempt to the Law Department.

Reporting Violations: Employees, subcontractors, representatives, agents, or other third parties must report any potential or actual violations of the Company's Anti-Corruption Policy or the FCPA to the Company Law Department or the Company's Ethics Help Line (**877.319.0270 or <https://dayzim.ethix360.com>**). **Employees may also make reports to a Company or Business Unit Ethics Officer.** Employees may make contacts through the Help Line anonymously, and there will be no reprisals for reports made in good faith.