

# Anti-Corruption Policy

The nature of our business often requires that we interact with officials of various governments around the world. Company policy and applicable laws establish certain limits on those interactions.

The Company is committed to doing business with integrity. This means avoiding corruption of all kinds. It is the policy of the Company to comply with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act (“UKBA”), and the local laws in every country in which we do business. These laws prohibit bribery of foreign government officials (broadly defined later in this policy), and with regard to the FCPA in particular, mandate that companies establish and maintain accurate books and records and sufficient internal controls. The UKBA also prohibits private sector (commercial) bribery.

A violation of anti-corruption laws can lead to severe civil and criminal penalties and is cause for disciplinary action (up to and including termination of employment); therefore, it is vital that you not only understand and appreciate the importance of these policies and procedures, but comply with them in your daily work.

This policy applies to all employees of the Company, including officers and directors. In addition, the Company will require third parties who represent the Company (such as agents, consultants, and contractors) to conduct themselves in a manner consistent with this policy.

**All employees and third parties should remain vigilant in watching for, avoiding, and reporting to the Legal Department any questionable transactions that may violate this policy.**

Although this policy focuses primarily on compliance with the FCPA and UKBA, it is necessary to remain equally attentive to compliance with all applicable corruption laws, including the federal, state and local laws of each country in which the Company operates. The FCPA, UKBA, and local corruption laws will be referred to collectively as “Applicable Corruption Laws” in this policy.

For the purposes of this policy, the term “government official” is broadly defined to include:

- Any officer or employee of any government entity, department or agency
- Any employee of a state or government-owned business, school, hospital or other entity
- Any political party or official thereof
- Any candidate for political office
- A public international organization or any department or agency thereof (e.g., the United Nations, Olympic Organizing Committee, FIFA Committee, and World Bank)
- Any person acting in an official capacity on behalf of a government entity

Employees of state-owned or state-controlled commercial enterprises (such as an oil company that is majority owned by a government) are considered government officials under Applicable Corruption Laws and this policy. It is important to keep in mind that even persons who are not deemed to be officials under local laws may still be considered government officials under the FCPA and UKBA. To be certain, employees should always consult the Legal Department whenever there is a question as to whether an individual is a government official.

## ***Prohibition on Bribery***

Applicable Corruption Laws prohibit companies and their employees and representatives from (directly or indirectly) giving, promising, offering or authorizing payment of anything of value to any government official in order to obtain or keep business or to secure some other improper advantage. In essence, these laws prohibit the giving of anything of value to influence a government official’s actions. Prohibited payments include, but are not limited to, those designed to:

- Induce the recipient to award a contract to the Company
- Obtain advantageous tax, immigration or customs treatment that would not otherwise be available to the Company
- Circumvent or cause non-enforcement of laws or regulations applicable to the Company

The prohibition on bribery applies to the giving of anything of value, not only money. This includes but is not limited to providing business opportunities, favorable contracts, stock options, gifts and entertainment. Such payments are barred even if:

- The benefit is for someone other than the party making the payment.
- The business sought is not with the government.
- The payment does not in fact influence the government official's conduct.
- The foreign government official initially suggested the payment.

The UKBA also specifically prohibits the offering or acceptance of corrupt payments and other advantages between private (non-government) persons and entities. Such conduct constitutes commercial bribery and is prohibited by our Competition and Fair Dealing Policy.

### **Facilitating Payments**

Facilitating (or expediting) payments also are prohibited under this policy. Facilitating payments are small payments paid to foreign government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, providing police protection, providing telephone, power or water service or loading or unloading of cargo.

Although there is a narrow exception for facilitating payments under the FCPA, such payments are prohibited under the UKBA and the laws of many other countries. Therefore, in order to ensure compliance with all Applicable Corruption Laws, our Company prohibits facilitating payments altogether, except for personal safety payments described below.

**Except as provided herein, employees are prohibited from providing anything of value to any foreign official, regardless of rank; or to any person while knowing or being aware that all or a portion of it will be offered, given or promised (directly or indirectly) to a foreign government official.**

### **Permitted Payments**

Although this policy is intended to provide guidance, anti-corruption matters are not always clear and must often be addressed on a case-by-case basis. In all situations where there is a question, employees should consult the Legal Department prior to taking action.

### **Services**

The Company may pay for legitimate services provided to the Company by a foreign government entity or government official, such as paying a government-owned utility company for electricity. Payments for any services rendered to the Company by a foreign official (including an officer of a foreign government-owned or controlled commercial enterprise), including honorarium payments and reimbursement of expenses, must be made in accordance with the financial and accounting directives set forth in this policy.

### **Gifts, Meals, and Entertainment**

Under certain circumstances, it may be permissible to provide modest gifts or a meal or other entertainment to a government official as a social amenity. When deciding whether a gift is appropriate, employees also must take into account any past, pending or future business or administrative matters that are within the recipient's realm of influence. The timing and context surrounding such gift or entertainment must be weighed in order to assess whether any particular gift or entertainment could be perceived to be a bribe.

Generally, gifts, meals and entertainment are permissible, provided that:

- Hospitality offered on behalf of the Company must be directly related to Company business, i.e., the marketing or sale of its services.
- Hospitality in all cases must be reasonable in amount, must be offered in good faith only in connection with the promotion, demonstration or explanation of Company services or the execution or performance of a contract with a foreign government or agency thereof, and must be lawful under applicable local law.

- There is no expectation that the gift, meal or entertainment is given in exchange for any return favor or business advantage from the government official (quid pro quo);
- The gift, meal or entertainment is infrequent, reasonable, and proportionate in amount under the circumstances; and
- The gift, meal or entertainment is lawful under Applicable Corruption Laws.
- Unless otherwise approved by the General Counsel in writing, expenses for hospitality meals should not exceed the following U.S. dollar amount per person:
  - Breakfast: \$50.00
  - Lunch: \$200.00
  - Dinner: \$200.00
- Refreshments unaccompanied by a meal should not exceed \$50.00 per person.
- Frequency of hospitality must be carefully monitored, as the cumulative effect of frequent hospitality may give rise to the appearance of impropriety. Hospitality for any government official should not exceed twelve events in any calendar year. If additional hospitality is anticipated, prior written approval must be obtained from the General Counsel.
- Cash gifts to government officials are not permitted under any circumstances. Per diem payments to government officials are also prohibited.
- Promotional items of nominal value such as coffee mugs, calendars, or similar items, or items displaying the Company logo that are distributed for advertising or commemorative purposes, or gifts of nominal value on customary holidays are permitted. “Nominal value” is \$100.00 or less.
- In the event the Company is responsible for the airfare or lodging expenses of a government official, itineraries and any other supporting documentation shall be maintained. In no case will payment or reimbursement be made directly to the government official incurring the expense; such payment or reimbursement shall only be made directly to the service provider (e.g. the airline) or the foreign government or agency involved. Expenses beyond what is reasonably necessary for the business purpose, including lavish accommodations or expenses for spouses and children, will not be approved. The local controller must approve all travel for government officials in advance of the trip.
- In all cases that entertainment, gifts or travel expenses are approved, the expenses must be supported by receipts and accurately recorded in the Company’s books.

### **Personal Safety Payments**

Personal safety payments are permissible under this policy. A personal safety payment is a payment to avoid imminent physical harm. Personal safety payments do not include payments made in response to commercial duress, or in response to threats to commercial, financial or other interests. If confronted with a situation in which you believe that there is an imminent threat to your health or safety, you must use your best judgment in determining whether to make a personal safety payment. If you reasonably elect to make a personal safety payment, you will not be subject to discipline under this policy, but those payments must be immediately reported to the Legal Department. The Company will not reimburse you for such payments.

### **Donations**

Donations made to foreign-based charities are permissible, provided that all donations made by the Company to foreign charitable organizations are permissible under the FCPA and local law, pre-approved by the Legal Department and the Vice President, International Operations, and properly documented and transparent.

### **Political Contributions**

Contributions to international political parties or committees or to individual politicians may only be made with the prior written consent of the General Counsel. Approved contributions must be made in accordance with the applicable law, and all requirements for public disclosure of such contributions shall be fully complied with.

### **Third Parties**

Applicable Corruption Laws prohibit corrupt payments made directly by Company employees or indirectly through a third party such as a consultant acting for or on behalf of the Company.

Under the FCPA, it is unlawful to make a payment of anything of value to any person, knowing that all or any portion of the payment will be offered, given or promised to a government official or any other person for a corrupt

purpose. The term “knowing” includes conscious disregard, deliberate ignorance, and willful blindness. In other words, the Company and individual employees may violate the FCPA if we have “reason to know” or “should have known” that a third party will bribe a government official.

Under the UKBA, a company can be held criminally liable for bribes paid on its behalf by a third party anywhere in the world – even if the company had no knowledge of the bribe.

Accordingly, the most important step the Company can take to protect itself from liability for improper payments made by third parties is to choose its business partners carefully.

The Company will conduct appropriate due diligence and will exercise care in selecting such third parties by employing only reputable entities and will pay only reasonable compensation for the services provided.

The Company will require third parties who represent the Company to conduct themselves in a manner consistent with this policy. Such third parties will periodically be required to provide the Company with a certification of compliance with all applicable laws, including any Applicable Corruption Laws.

In addition, agreements with certain third parties must contain representations and warranties regarding the third party’s agreement to comply with Applicable Corruption Laws.

### **Due Diligence; Mergers or Acquisitions**

The Company will not enter into any relationship with a third party who will have substantive interaction with government officials on behalf of the Company without an inquiry into the third party’s background, qualifications and reputation. Any issues raised during this due diligence review must be addressed to the satisfaction of the Company prior to entering the relationship. The amount of time and effort required for due diligence will depend on the number and complexity of issues raised during the review process.

Employees will inform the Legal Department once they have identified a third party that is subject to due diligence review.

In the event of a merger or acquisition, sufficient due diligence must be performed to assure the Company of the acquisition target’s compliance with applicable anti-corruption laws, including the FCPA and UKBA.

### **Red Flags**

In evaluating potential third parties and during any relationship with them, Company employees must be conscious of any “red flags” that may be present or arise. A “red flag” is a fact or circumstance that serves as a warning signal that a third party may act corruptly. It is the responsibility of the employee that observes a red flag to refer the matter to the Legal Department or Ethics Hotline. A non-exclusive list of examples of red flags is below:

- Rumors regarding unethical or suspicious conduct by an employee, marketing representative, consultant, agent, or other business partner, or by a government official
- Unnecessary third parties, multiple intermediaries or suggestions to use a particular intermediary
- Requests for payments to a second third party rather than the consultant or agent
- Requests for payments in a country other than where the third party resides or performed the services
- Requests for payments in cash
- Requests for unusually large commissions or other payments, or payments that appear excessive for the service rendered
- Requests for reimbursement of expenses that are poorly documented
- Incomplete or inaccurate information in required disclosures
- Refusal to certify compliance

### **Recordkeeping and Reporting Requirements**

The FCPA imposes strict accounting requirements on the Company. In particular, the FCPA requires the keeping of accurate books and records that, in reasonable detail, reflect the transactions and asset dispositions of the Company,

and the development and maintenance of a system of internal accounting controls including periodic audits. These requirements apply to all payments, not just sums that would be “material” in the traditional financial sense.

The following financial and accounting directives have been implemented to help ensure the Company’s compliance with the FCPA:

- All cash, bank accounts, investments and other assets of the Company must always be recorded accurately on the official books of the Company.
- The Internal Audit Department will periodically review the Company’s books, records, and controls to ensure their compliance with the requirements of the FCPA.
- No employee shall falsify any accounting or other business record, and all employees shall respond truthfully and fully to any questions from the Company’s internal or independent auditors.
- Bank accounts should be opened or closed only upon the prior written approval of the Director, Treasury Services and Risk Management and the International Controller (not country controller). In the absence of either of those, the CFO and/or Controller would approve. Anonymous (“numbered”) accounts will not be maintained.
- Payments will not be made into anonymous bank accounts or other accounts not in the name of the payee or of any entity known to be controlled by the payee.
- No cash payments shall be made, except for regular, approved payroll payments or normal disbursements from petty cash supported by signed receipts or other appropriate documentation. Checks will not be drawn to the order of “cash,” “bearer” or similar designations.
- Fictitious invoices, over-invoices or other misleading documentation will not be used.
- Fictitious entities, sales, purchases, services, loans or financial arrangements will not be used.
- Check requests will be in writing and contain a complete explanation of the purpose and authority for the payment. The explanation will accompany all documents submitted in the course of the issuing process and will be kept on file.
- All expenses relating to foreign business must be supported by reasonable written documentation.
- Payments to third parties will only be made in the country where a substantial portion of the related services are performed or the country from which the third party performing such services normally conducts business.
- Payments for any services rendered to the Company by a government official (including an officer of a foreign government-owned or controlled commercial enterprise), including honorarium payments and reimbursement of expenses, will be made solely to the foreign government agency or instrumentality employing the individual. Such payments will be made by check directly to the foreign government agency or instrumentality, or by wire to its named bank account within the foreign government agency’s or instrumentality’s country, or by wire through its duly authorized correspondent bank within the U.S.
- Receipts, whether in cash or checks, will be deposited promptly in a bank account of the Company. Any employee who suspects the possibility that a bribe, kickback or over-invoice is associated with a particular receipt or that an understanding exists that all or a portion of a receipt will be rebated, refunded or otherwise paid in contravention of the laws of any jurisdiction, will immediately report that suspicion in accordance with the reporting procedures addressed below under “Reporting Violations and Investigations.”
- Personal funds must not be used to accomplish what is otherwise prohibited by this policy.

## ***Certifications***

The following certification polices will be followed:

- A representative(s) of HEMEIS Consulting and HEMEIS Security and each subsidiary thereof will prepare a report and certification, which will be submitted to the Controller annually, with respect to all remuneration for hospitality and gifts made in connection with such company’s operations in foreign countries during that year.
- The Controller will also prepare a report and certification, which will be submitted to the Audit Committee of the Board of Directors annually with respect to all remuneration for hospitality and gifts made in connection with operations in foreign countries during that year.
- Key employees will submit an annual certification to the Legal Department with respect to compliance with Applicable Corruption Laws and Company policy.

## ***Training***

The Company will conduct periodic anti-corruption training for all directors and officers, and, where appropriate, employees, agents and business partners. Failure to participate in such training may be cause for disciplinary action, up to and including termination of employment or termination of a third party's contract.

## ***Accountability: Roles and Responsibilities***

The roles and responsibilities with regard to the Company's anti-corruption compliance are as follows:

- The Board of Directors has ultimate responsibility for ensuring that the Company meets its obligations under Applicable Corruption Laws.
- The Company's General Counsel and Chief Compliance Officer ("CCO") is responsible for administering the Company's compliance program, including:
  - Identifying and interpreting this policy, the FCPA and other anti-corruption laws, rules and standards
  - Drafting related policies and procedures
  - Advising Company personnel on any legal issues related to adherence to the Company's compliance program
  - Coordinating anti-corruption education and training
  - Administering the Company's Ethics Hotline
  - Administering the annual employee compliance certification program
  - Administering the Company's due diligence program for third parties
  - Investigating possible violations of the Company's compliance program
  - Reporting to the Audit Committee and/or the Board of Directors any material violations of the Company's compliance program
- The Corporate Controller is responsible for implementing and monitoring systems of internal controls and record keeping procedures that comply with the FCPA.
- The Internal Audit Department is responsible for reviewing the adequacy of controls established to ensure compliance with policies and procedures.
- The Oversight Committee, chaired by the CCO and comprising senior management and other members from across the Company, shall provide a forum for considering important international compliance matters.
- Each director, officer, employee and agent is responsible for:
  - Complying with Company policy and Applicable Corruption Laws
  - Participating in training as required by the Company
  - Reporting any red flags to the Legal Department or Ethics Hotline

## ***Additional Information***

Additional policies and procedures can be found in the Company's Anti-Corruption Compliance Standards, Guidelines and Procedures, and the International Accounting FCPA Policy and Procedure Document, which are located on the Intranet under the International tab.

## ***Reporting Violations***

Any director, officer or employee who suspects a violation of this policy must immediately report such suspected violation in accordance with the reporting procedures addressed in the Code of Business Conduct and Ethics under "Reporting Violations and Investigations."