

**Anti-Corruption and International Business****Anti-Corruption Policy*****Policy and Scope***

It is the policy of the Company to prohibit the offering or giving, either directly or indirectly, of money or anything else of value to a private party or to a government official in order to influence a business/commercial action, or to obtain an improper business advantage. It is also the policy of the Company to keep books and records that accurately reflect all transactions.

This policy applies globally to all of the Company's directors, officers, employees, agents, consultants and other third parties working with the Company (each a "Company Person"). Neither the Company nor any Company Person may avoid the requirements of this policy through the use of such agents, consultants or other third parties.

Nearly all countries have adopted laws prohibiting the bribery of government officials. Most countries have similar laws prohibiting bribery of private parties. Not all bribery takes the form of cash payments or commissions. For example, providing gifts, travel or entertainment may be unlawful depending on the circumstances.

Violations of these anti-bribery laws can lead to costly enforcement actions against the Company and the individual(s) involved, damage to the reputation of the Company and its employees, and criminal penalties against both the Company and the individual(s) involved. Persons found guilty of bribery face possible imprisonment, as well as substantial fines.

Each Company Person must use reasonable judgment in identifying activity that may violate the Company's anti-corruption policy or be subject to scrutiny by law enforcement officials. It is the responsibility of each Company Person to immediately consult the Legal Department if they have any question that their action could potentially violate the Company's Code of Conduct and/or anti-bribery laws.

The Company may issue from time-to-time additional anti-corruption guidance consistent with this general policy to address, among other things, the specific requirements of local law. The Company will also institute training and testing, as well as internal auditing, to ensure compliance with this policy.

***Prohibited Practices***

No Company Person may offer, give, promise or authorize the giving of any consideration to a private party or to a government official (as defined below), directly or through an agent or other third party, to influence a business decision or government action or obtain an improper business advantage. This prohibition bars the giving, offering, promising, or authorizing the transfer of not only cash but anything else of value including, for example:

- Gifts or gratuities of any kind;
- Travel, meals or entertainment;
- Contributions to a charity (even a legitimate one) specified by a private party or government official; or

- Offers of employment to family members of the private party or a government official in order to influence a business/commercial action or a government action, or to obtain an improper business advantage in any such action.

### *Certain Definitions*

- “Consideration” means anything of value or advantage, tangible or intangible, including such things as services rendered, or influence exercised, or promised to be exercised, for another’s benefit.
- A “government entity” is defined broadly to include national, state or local governments or government departments, bodies, agencies or other government entities, as well as “public international organizations” and political parties. “Government entity” also includes “government-owned enterprises,” meaning any entity, whether organized under public or private law, in which one or more governmental entities has a sufficient interest to give it control. A majority of the voting shares would clearly qualify, as would a single share if it conferred control.
- A “government official” includes anyone working at a government entity (as defined below), as well as any candidate for political office or political party. Thus, for example, a government official could include any of the following:
  - Employee of a state-owned hospital, utility or other enterprise;
  - Local police officer;
  - Military personnel;
  - Customs official;
  - Officer of the World Health Organization, Council of Europe, World Bank or United Nations;
  - Mayoral candidate;
  - Member of Parliament; or
  - Judge, Prosecutor or Court Clerk.
- An “improper advantage” is any advantage gained by the Company not on the merits of its products or services but because the private party or a government official violated their employer’s trust for the Company’s benefit. Such an improper advantage could include new business, retaining existing business, a reduction of a tax or import duty, a regulatory approval or any other action that is unwarranted.
- To “influence a business or government action” means to attempt to induce a private party or a government official to act or refrain from acting in any way.
- “Public international organizations” include any organization with two or more governments as members.

Should there be any doubts as to whether a person is a government official, contact the Legal Department.

It is presumed that the giving of such consideration is improper or unethical compensation or inducement if:

- The consideration is so excessive as to suggest improper purposes. (For instance, an excessively high fee paid to individual arranging contracts with government officials may be, or may appear to

be, improper because part of such consideration could be channeled to the government officials involved).

- The service or act rendered to the Company in return for such consideration is contrary to the interests of those whom the recipient of the consideration represents (*i.e.*, the consideration induces, or appears to induce, a breach of duty by the recipient to his/her employer or principal).
- The service or act rendered to the Company is required by law or custom to be performed without charge.
- The actual purpose or use of the consideration is different from its stated purpose or use.

It is in the best interests of the Company to avoid even the appearance of impropriety and further to avoid practices, which might give rise to potential abuse. The Company's concern is not simply whether a particular payment is technically legal, but also whether the making of such payment or any similar payments (even though not illegal or clearly unethical in and of themselves) could eventually create a climate conducive to the development of questionable business practices. In addition, the Company is concerned as to whether the public might view any such payments as improper, unethical, or subject to question if such arrangements were disclosed.

Facilitation Payments. Minor payments made to officials or others to speed up a routine, governmental process are prohibited, as are similar payments in the private sector to the extent such payments are not made as part of an established, open process or are not properly documented. A facilitation payment made to ensure the safety or security of an employee must be reported immediately to the Legal Department, recorded and steps must be taken to avoid a recurrence.

Gifts and Contributions. A gift or promise of a gift to a private person or government official is never permissible if it is provided to influence a business decision or government action or to obtain an improper business advantage. Contributions to political parties, candidates and campaigns for public office made by the Company or a Company Person on behalf of the Company are generally not permitted and any exception must be approved by the Legal Department.

Travel, Meals and Entertainment. Providing travel, meals or entertainment to a private party or government official in order to influence a business decision or government action or to obtain an improper business advantage is never permitted. However, meals and entertainment that are (1) reasonable in value, (2) permitted under local laws and customs, and (3) offered infrequently, may be acceptable. In addition, reasonable and good faith expenditures on travel, lodging and similar items may be permitted with the prior approval of the employee's manager or supervisor, but only if they are directly related to the marketing, demonstration or explanation of products or services or the signing of a contract. Providing travel, meals or entertainment to a guest (including spouse) of the private party or of a government official is not permitted. Consult a manager or the Legal Department for any additional guidance needed on this issue.

Agents, Consultants and Other Third Parties. A Company Person may not give money or anything of value to any person if the circumstances indicate that it is probable that all or part of the money or other thing of value will be passed on to a private party or government official to influence a business decision or government action or to obtain an improper business advantage. To protect the Company against the risk of bribes given indirectly, it is imperative that the Company and each Company Person ensure that its agents, consultants and other third parties who represent the Company understand and abide by the Company's anti-bribery policies. It is also imperative that the Company investigate the qualifications and reputation of such third parties prior to establishing a relationship.

Books and Records. The Company's books, records and accounts must be kept with reasonable detail and accuracy such that they fairly reflect the true economic substance of all transactions and dispositions of assets. Company Persons must follow all internal controls, practices and procedures, as well as applicable standards and practices for accounting and financial reporting. False or artificial entries are not to be made in the books and records of the Company for any reason. Such artificial entries could include the mischaracterization of an improper payment as a commission payment, customer development charge, processing fee or rebate.

Private Parties; Bribery in the Private Sector. Private parties are covered in the same manner as are government officials. That is, no Company Person may solicit or receive a bribe, and no Company Person may give, offer, promise or authorize the giving of *anything* of value to a private party employed by a private sector (non-governmental) entity, directly or through an agent or other third party, to influence any action, to obtain an improper business advantage or to cause the other person to breach any of his or her duties to the private entity. This prohibition bars the giving, offering, promising, authorizing the transfer or receiving of, not only cash, but anything of value.

U.S. Officials. The laws applicable to dealings with U.S. officials or employees are complex and easily violated. Typical business practices, such as business meals or entertainment expenditures, may violate federal law. As a result, special care must be taken when interacting with U.S. officials.

- U.S. federal, state and local officials and employees are prohibited from accepting entertainment, meals, gifts, gratuities or other things of value. Offering a benefit to a U.S. federal, state or local government official or employee or their family members may violate the law. Where offering a benefit violates the law, it may constitute bribery, and that can subject employees to fines or jail time.
- Company Persons who interact with government employees and government agencies are expected to know and abide by all applicable guidelines preventing unauthorized or illegal gifts and payments.
- Unless a proposed gift is clearly permitted under applicable laws and rules or approval from the Legal Department has been received, it should be assumed that such gift is prohibited.
- Keep in mind that these rules *may* apply even where the business courtesy is based purely on a personal or social relationship, rather than on the position of the government official or employee. This determination is often fact-specific and requires legal analysis. Any questions about providing any type of gift to a government official or employee should be directed to the Legal Department.

Questions. Any questions concerning this policy or the applicability of the anti-bribery laws to specific situations or practices should be directed to the Legal Department.

Acknowledgment. Each Company Person, if requested, will annually acknowledge in writing, in the form requested, that they understand the Company's policies with respect to anti-corruption and is in compliance with such policies and will adhere to its provisions.

### ***Reporting***

If any Company Person, or any other person acting for the Company, is suspected to have engaged in conduct inconsistent with the Company's policies with respect to anti-corruption, immediately contact the Legal Department or use any of the other avenues of communication set forth in the Company's Open Door Policy, including anonymous reporting options. No Company Person will be penalized or retaliated against in any way for reporting misconduct.

## **International Business**

### ***Anti-Boycott Regulations***

Certain countries are engaged in a boycott of Israel, and may attempt to enforce this boycott in their contracts with companies from the U.S. The U.S. maintains anti-boycott regulations prohibiting U.S. persons from participating in the boycott of Israel and any other secondary boycott of a country friendly to the U.S. No Company Person shall agree to a contract, document or oral request containing language that could be interpreted as requesting or requiring compliance with such a boycott. In addition, no Company Person shall comply with a customer request for information about the Company's business activities relating to Israel or any other country that is the target of such a boycott. U.S. law requires that any such requests be immediately reported to the U.S. government, even when a response is not provided. Therefore, any such request must be immediately reported to the Legal Department. U.S. law imposes fines and other penalties for violations of the anti-boycott regulations, including on U.S. parent companies in cases where their non-U.S. subsidiaries violate the anti-boycott regulations.

### ***Export Controls***

The Company requires strict compliance with all export control laws and regulations. The U.S., as well as many other countries, maintain controls on the export of products, software, and technology "Technology" includes information concerning the development, production or use of a product or software and may take the form of technical data (e.g., blueprints, plans, diagrams, models, formulae, tables, engineering designs and specifications, manuals and instructions) or technical assistance (e.g., instruction, skills training, working knowledge, and consulting services). The idea of an "export" is broad. For example, it includes:

- sending or taking products, software, or technology out of the U.S. in any manner (including electronic transfers);
- releasing software or technology in a foreign country;
- transferring certain encryption software in the U.S. to an embassy or affiliate of a foreign country; and
- releasing technology or software to a foreign national, whether located in the U.S. or abroad (including oral or visual disclosure). For purposes of export controls, a "foreign national" does not include any person holding valid U.S. citizenship, lawfully admitted for permanent residence in the U.S., or who is a protected individual under the Immigration and Naturalization Act.

U.S. export laws and regulations also apply to the re-export to third countries of U.S.-origin items, foreign products with U.S. content, and the direct product of U.S. technology. In addition, such laws and regulations also prohibit transactions involving certain proliferation-related end-uses, including nuclear activities, chemical or biological weapons, missiles, and unmanned aerial vehicles. Each Company Person shall comply with these export control requirements. Before engaging in a transaction involving

proliferation related end-uses, or exporting or re-exporting any controlled commodities or technology, by whatever method of transmission, a Company Person must determine whether the proposed transaction requires U.S. government approval, and comply with any pre-requisite filing requirements, licensing requirements or post-export reporting requirements. If a license is required, a Company Person must ensure that the applicable license is in place prior to the export event. Licenses may be required for the Company to engage in transactions requiring U.S. government authorization for the ultimate destination, even if the Company is only dealing with an intermediary.

**Failure to comply with export control laws and regulations may result in fines, loss or restriction of export privileges, or adverse publicity for the Company. Failure to comply may also result in termination of employment. Intentional violation of these requirements may be a criminal offense and can result in imprisonment. Each supervisor and manager is responsible for ensuring employee understanding and compliance with export regulatory requirements associated with the activities in which the employee is engaged. Business situations having the appearance of not complying with the regulations or the terms of export licenses should be reported promptly to the supervisor and the Legal Department. Any employee may bring export control issues to the attention of higher management for review.**

### ***Embargoes and Sanctions***

The U.S. imposes various comprehensive embargoes and sanctions on trade and other transactions (e.g., travel-related service transactions; contracting; imports; loans; and, in some cases, investments) with a number of countries, currently including North Korea, Cuba, Iran, Syria, Russia, Belarus and the Donetsk, Luhansk and Crimea Region of Ukraine.

Some U.S. agencies also prohibit certain transactions involving designated persons, entities or vessels (collectively “Restricted Parties”). For example, the Department of Commerce maintains the Denied Persons List, Entity List, and Unverified List and the Office of Foreign Assets Control maintains the Specially Designated Nationals List, among others. Restricted Parties can be located in any country of the world (including the U.S.) and may be designated for any number of reasons (including support for terrorism, narcotics-trafficking activities, acting counter to the foreign policy interests of the U.S., and prior violations of export laws). In some cases, entities owned 50% or more by a Restricted Party (or in aggregate by multiple Restricted Parties) are also deemed to be Restricted Parties, even if not separately listed.

These restrictions are applicable to U.S. companies as well as U.S. persons. Some even apply to foreign subsidiaries and foreign branches of U.S. companies. To avoid violations of the sanctions regulations, immediately notify the Legal Department before engaging in any discussions or transactions with representatives of persons or entities in or from any of the aforementioned countries or regions, or with persons or entities identified by the U.S. government as Restricted Parties.