

ANTI-BRIBERY AND CORRUPTION POLICY

GENERAL – ANTI-BRIBERY AND CORRUPTION

The Company is committed to the highest standards of ethical business conduct and compliance with all applicable laws wherever we conduct business. The way we achieve results is as important as the results themselves. Accordingly, the Company is committed to complying with all applicable anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), those based on the Organization for Economic Co-operation and Development (“OECD”) Anti-Bribery Convention, and similar national laws.

In addition to this Policy and Procedure on Anti-Bribery and Corruption, other policies and guidance to reinforce the Company’s commitment to anti-corruption culture include the Code of Business Conduct & Ethics, Policy on Giving or Receiving Business Entertainment, Gifts and Favors (01-01-10), and FCPA and anti-corruption training and materials.

No policy can anticipate every possible situation that might arise. Employees are encouraged to discuss with their manager or with the Company’s Law or Compliance Departments any question about specific facts or circumstances that may implicate the provisions of this Policy.

POLICY

No Company officer, employee, agent or representative shall, either directly or indirectly, offer, promise, authorize, pay, request or receive anything of value (such as, but not limited to, money, goods, travel, entertainment, or services) to or from any individual or entity, whether public or private; in order to:

- improperly obtain or retain business,
 - direct business to any person,
 - receive an improper advantage,
 - induce a recipient to misuse their position, or
 - improperly influence any act or decision of any of the following:
 - any government official or employee (including state-owned enterprises);
 - any person or firm acting for or on behalf of any government;
 - any political party (or party official) or candidate for political office (or party position);
 - any officer or employee of public international organizations (e.g., United Nations);
- or
- any family member or other representative of any of the above.

Acting, directly or indirectly, in furtherance of anything set forth above, constitutes prohibited corruption. Providing anything of value under the circumstances set forth above constitutes a bribe. This Policy prohibits corruption as well as giving or offering a bribe and prohibits receiving or requesting a bribe.

Accounting; Books and Records

- The Company will maintain a system of internal accounting controls and keep its books and records in reasonable detail that accurately and fairly reflect transactions and dispositions of assets.
- All payments and other entries must be properly recorded in the Company's books and records.
- False, misleading or incomplete entries in the Company's books, records and other business documents are prohibited. No transaction should ever be entered into that requires or contemplates the making of false or fictitious records, in whole or in part.
- No undisclosed or unrecorded funds or accounts may be established for any purpose.
- Circumventing or evading the Company's internal accounting controls, or any attempt to do so, is prohibited.
- All payments on behalf of the Company must be approved and supported with appropriate documentation.
- No payments shall be made with the intention or understanding that all or any part of the payment is to be used for any purpose other than the specific purpose described by the documents supporting the payment.

MONEY LAUNDERING

Money laundering is the process by which one conceals or disguises the existence, nature or source of the proceeds of illegal activity to make them appear legitimate. Use of proceeds tainted by such illegality can give rise to liability. Employees are required to contact the Law, Compliance, or Finance Departments if they become aware of any circumstances leading them to suspect that any transaction might involve the payment or receipt of proceeds of any illicit activity.

FACILITATION PAYMENTS

A facilitation payment is a small payment (sometimes referred to as a "grease payment") of cash or something of value made to a government official to expedite or secure the performance of a routine, non-discretionary governmental action. In many locations, the making of such a payment is unlawful. The Company discourages such payments even when they are lawful.

Should a person covered by this Policy encounter a situation that presents an imminent and serious safety risk to personnel if a payment demand is not met, such a payment would not constitute a prohibited bribe under this Policy. In such a situation, the individual should exercise his or her best judgment and contact the Law or Compliance Departments as soon as possible

to report the incident. Those Departments will determine any additional actions to be taken and will work with the Company's Controller to ensure that the payment is accurately recorded in the Company's books and records.

If you are ever confronted with a situation in which you have any doubt or uncertainty about the legality of a payment or expenditure, contact the Law or Compliance Departments for advice before proceeding.

Penalties for attempting to disguise a payment can be as severe as those for making an improper payment itself.

HIRING GOVERNMENT OFFICIALS AND OTHERS

Prior approval of your Department Head (Vice President or higher) plus, either the Law Department or Compliance Department is required to retain as an employee, agent, lobbyist, consultant or supplier of goods or services, any of the following:

- government officials,
- family members of a government official; or
- entities in which a government official has a significant investment or other financial interest.

Care must be exercised as, in some cases even initiating a conversation with an individual about potentially retaining their services in the future, can present risks.

REPORTING BREACHES OF THIS POLICY

Suspected or actual violations of this Policy or any anti-corruption law, must be reported to the Law or Compliance Departments. This can be done directly or through the confidential Compliance Hotline. The Company will not permit retaliation of any kind against an individual who in good faith reports suspected misconduct.