



Policy

Number: ELS 102

Version: 1

Effective Date: March 1, 2016

Anti-Corruption

Owner: Director of Compliance

Approval: General Counsel

1. GUIDING PRINCIPLE

Tenneco's anti-corruption policy is clear and absolute: We will not directly or indirectly offer or accept improper payments or gifts in connection with our business.

2. PURPOSE

Tenneco ("the Company") is committed to operating in accordance with the highest ethical and professional standards. The long-term success of the Company depends on our ability to manufacture and deliver leading-edge automotive components to our clients, while being responsible corporate citizens. Accordingly, Tenneco will conduct business in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act ("UKBA"), and similar anti-bribery and anti-corruption laws and regulations enacted by other relevant countries (collectively "Anti-Corruption Laws").

3. SCOPE

This *Anti-Corruption Policy* establishes requirements that all Tenneco directors, officers, and employees (collectively, "Employees") and agents, vendors, business partners and other third parties (collectively, "Third Parties") are expected to comply with, in addition to all other laws and regulations, whenever they are acting on the Company's behalf.

4. POLICY

Pursuant to this *Anti-Corruption Policy*, Tenneco and its subsidiaries and affiliates will not participate in or sanction any form of corruption. Neither the Company nor outside parties acting on its behalf will bribe another party to obtain any type of benefit. Similarly, the Company will not accept bribes or be used by any other party to facilitate bribery. These prohibitions extend to all types of bribery, including monetary payments and kickbacks, lavish meals, gifts, travel, entertainment, and similar items of value.

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Employees and Third Parties working on Tenneco's behalf are prohibited from:

1. giving, paying, promising, offering, authorizing, or otherwise attempting
2. the payment of anything of value (such as money, gifts, travel, and entertainment, as well as intangibles like job offers, investment opportunities, and favors)
3. directly or indirectly (through a third party)
4. to anyone, including any government official (as defined below)
5. to improperly influence that person to help the Company secure an improper business advantage (such as a contract, sale, regulatory approval, or consumer information).

It is similarly prohibited for Employees and Third Parties working on Tenneco's behalf to solicit or receive any form of bribe, gift or kickback in connection with any Company business. Note that an offer alone (even without acceptance) can constitute a bribe and that personal funds cannot be used to make payments that are inconsistent with this Anti-Corruption Policy.

While Tenneco's prohibitions on bribery extend to dealings with anyone, public or private, interactions with government officials present heightened corruption risk. For the purposes of this policy, the term "government official" is interpreted broadly and includes:

- any elected or appointed official of a national, regional, provincial, state, or local government body, department or agency, whether in the executive, legislative, administrative, or judicial branches of government;
- any government employee or anyone acting in an official capacity (that is, acting under a delegation of authority from a government to carry out government responsibilities);
- any political party, party official, or candidate for political office;
- any official or employee of a public international organization such as the World Bank or United Nations, or any department or agency of those types of organizations;
- any official, representative, or employee of a company that is under even partial ownership or control by a government, including employees of state-owned companies and instrumentalities (*e.g.*, employees of state-owned manufacturing companies) are officials, even if the companies are operated like privately-owned corporations); and
- the close relatives of any government official (such as spouses, dependents or immediate family).

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A. Giving Gifts, Meals, Travel, Accommodations, or Entertainment

Tenneco prohibits giving “*anything of value*” to gain an improper advantage. Tenneco’s prohibition against cash or “gift” payments is clear and absolute: Employees may not give cash (or equivalent) gifts to government officials or Third Parties. While non-cash gifts, meals, travel, accommodations, entertainment, and other promotional expenditures (collectively, “Hospitality”) are all things of *value* that can, if provided for an improper purpose, qualify as bribery, the Company may spend reasonable amounts of money to provide Hospitality to create a legitimate opportunity to discuss business, so long as it is not intended that the *expenditure itself* will motivate a party to give the Company any type of advantage.

For example, the Company may spend reasonable amounts of money on bona fide meals, gifts, travel and other hospitality that are (i) directly related to the promotion, demonstration or explanation of the Company’s products or services, which includes the discussion of business matters, or (ii) incurred in the course of executing or performing a contract. Thus, under appropriate circumstances, acceptable expenditures can include the provision of **inexpensive** gifts (such as Company-branded promotional items and modest gifts reflecting goodwill on holidays), **reasonable** meals and entertainment, and **standard** Company-sponsored travel (including, for example, a site visit to see Tenneco’s headquarters and/or manufacturing facilities). Consult Tenneco’s [Gifts & Hospitality Policy](#) for the rules governing Tenneco employees **receipt** of Hospitality from third parties.

When providing meals, gifts, travel and other forms of Hospitality, we must be careful to ensure that such expenditures do not cross the line into bribery, particularly where government officials are involved. To establish the appropriateness of such expenditures, Hospitality provided on behalf of the Company—to current or potential customers, government regulators, or other parties—must have a legitimate purpose (*i.e.*, be related to the promotion, demonstration or explanation of products or services), and comply with Tenneco’s [Code of Conduct](#) and the specific requirements set forth in this Policy. You should also consult Tenneco’s [Gifts & Hospitality Policy](#) and related procedures, and be aware that local policies may be more restrictive.

While each instance of Hospitality must be considered on its own merits, the following principles should guide your conduct. Appropriate Hospitality expenditures must be:

- openly incurred, that is, no effort is made to conceal them, and recorded in compliance with Tenneco’s [Global Travel And Expenses Policy](#);

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- reasonable, customary and appropriate (in the context of the local economy where they are to be provided and consistent with the specific standards in Policy);
- given without an appearance of impropriety (for example, substantial Hospitality should not be offered to decision makers in the context of a proposal involving the Company);
- where possible, incurred using the Company's preferred service providers (*e.g.*, approved travel agents and hotels, etc.);
- where possible, paid directly to service providers and not to recipients themselves, and paid via wire, check or company credit card; and if not possible, then reimbursement made only on the basis of original receipts and written justification of business purpose;
- supported by adequate, accurate documentation (*e.g.*, invoices, receipts);
- accurately recorded in the Company's books and records; and
- when travel is involved, mirror the travel planning logistics guidelines and allowable expenses paid that are applicable to Employees.

Appropriate Hospitality expenditures may not:

- be offered or provided in return for any favor or benefit to the Company or to improperly influence a decision;
- impose a sense of obligation on the recipient;
- be lavish, excessive or too frequent;
- involve non-Company-related activities that overshadow the business-related purpose of the Hospitality, such as travel centered around trips to tourist attractions or hotel accommodations that extend beyond the period of the particular business activity;
- involve first or business class airfare or five-star hotels, unless otherwise approved;
- be provided to spouses, children, or other close relatives of current or prospective clients or government officials (unless specifically approved in advance by the Law Department);
- be in the form of cash gifts (or cash equivalent, such as gift cards) or advance payments;
- be paid for out of personal or non-Company funds of any type;
- violate local law (including any internal regulations governing the recipient's conduct, such as ethics rules or reporting requirements for government officials), Company policies, or the code of conduct/policies of the recipient's employer; or
- have been solicited by anyone at the Company in exchange for steering or directing business to another person or company.

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In certain circumstances, the giving of Hospitality may require pre-approval from the Law Department. For example, before providing gifts, meals, travel, or anything of value **to a government official** (with the exception of official, bona fide fees, taxes, fines or other required payments made directly to government entities), Employees **must** submit a [Gifts/Hospitality/Government Disclosure Form](#) and receive written approval from the Tenneco Law Department. In addition, in circumstances where providing Hospitality to non-government third parties would exceed the approval thresholds outlined in the [Gifts & Hospitality Policy](#), Employees must similarly complete and submit the [Gifts/Hospitality/Government Disclosure Form](#) and receive written approval from the Law Department before providing gifts or Hospitality. Consult the [Gifts & Hospitality Policy](#) for specific guidance on these thresholds.

B. Special Considerations

1. Facilitating Payments

“Facilitating payments” are small payments made to a government official to facilitate or expedite the performance of “routine” government acts, including *non-discretionary* actions such as obtaining official documents, processing paperwork, or providing postal or utility services. Because of the many legal and ethical issues they pose, Tenneco **prohibits** the use of facilitating payments.

2. Political and Charitable Contributions

A common scheme employed by corrupt Third Parties is to direct companies to make political contributions or charitable contributions, thereby disguising the payment of a bribe. Treat any such requests with great caution. Requests by Third Parties for a contribution to a specific organization or person is a “red flag” for a potential corruption issue. It is also a red flag if an owner or executive of the proposed recipient of the payment is a customer, customer employee or government official (or relative of such an individual) who is in a position of influence over our work. The existence of any such red flags must be promptly reported to the Law Department.

As a rule, Tenneco generally *does not make corporate political contributions*. Exceptions to this general rule require prior written approval from the Law Department. Any political or charitable contributions must be made consistent with Tenneco’s [Community and Governmental Affairs Policy](#).

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C. Third Party Relationships

Tenneco uses Third Parties, such as agents, distributors, and joint ventures to provide valuable expertise, and to help the Company operate in commercially challenging locations. Because these Third Parties act on our behalf, Tenneco may in certain circumstances be held liable for their misconduct. Put simply, a Third Party cannot –and should not-- take any actions that Tenneco could not take itself.

For this reason, the following rules apply to all third party relationships:

- The general prohibition against corrupt payments and Facilitation Payments in this Policy applies to Tenneco’s Third Parties.
- Third Party Intermediaries engaged by Tenneco are not authorized to make any payments to government officials on the Company’s behalf without express, written approval, and any payments to a government entity must be supported by an official government receipt.
- Employees who are responsible for third party relationships (“Relationship Owners”) are required to understand the Third Party’s qualifications and associations to perform the work for which they are engaged, to have a good grasp of and monitor the Third Party’s activities, and to ensure that their actions are consistent with this Policy.
- Relationship Owners are responsible for communicating Tenneco’s expectations to the Company’s Third Parties.
- Any Relationship Owner who loses confidence that a Third Party will act consistent with Tenneco’s standards, or who observes “red flags” indicating potentially inappropriate behavior (see [Appendix A: Red Flags](#)), must report his or her concerns to the Law Department, or the [Ethics and Compliance Hotline](#), for further action, as appropriate.

D. Mergers and Acquisitions

Tenneco can be liable for the anti-corruption violations of companies it merges with, acquires or partners with, even if Tenneco had no knowledge of the violations at the time of the merger, acquisition or joint venture formation. To address this risk, all potential mergers, acquisitions, joint ventures and similar business combinations must undergo a thorough due diligence review in advance, tailored to the unique circumstances of the proposed combination. Tenneco must also promptly integrate the merged or acquired entity or newly formed joint venture into the Company’s anti-corruption compliance program.

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E. Record-Keeping

All expenditures must be accurately and completely described and properly accounted for in Tenneco's books and records. Employees must be careful to abide by the Company's accounting policies and procedures, should authorize payment of only legitimate invoices for work actually performed, and never authorize payment of expenses that are unusual, excessive, inadequately described, insufficiently documented or that otherwise raise questions of legitimacy.

When incurring expenses on Tenneco's behalf, Employees must promptly prepare and submit detailed expense reports, describing the expenditure and its purpose, listing the names and titles of all attendees and attaching the requisite supporting documentation.

F. Auditing Compliance

Tenneco's Internal Audit Department and Law Department will periodically conduct compliance audits intended to test the effectiveness of the Company's anti-corruption policies and procedures.

Appendix B of this Policy is a resource designed to assist Tenneco personnel in carrying out compliance-focused audits.

- Section I of Appendix B includes a list of standard questions that may be used when conducting anti-corruption compliance or internal controls reviews.
- Section II of Appendix B contains an outline of issues for the Internal Audit Department to periodically review with the management of a foreign subsidiary during the course of its standard audits.
- Section III of Appendix B contains an outline of issues for the Internal Audit Department to use to assist the Law Department in conducting periodic anti-corruption "legal audits."

G. Compliance Obligations, Internal Reporting, and Non-Retaliation

Full compliance with Tenneco's policies, including this Policy, is expected of all Employees and Third Parties, including but not limited to joint venture partners, distributors, resellers, service providers and agents. Each Employee will be responsible for maintaining compliance with these policies within his or her area of responsibility, and officers, directors and certain employees will be required to certify annually in writing that they have read and will comply with Tenneco's [Code of Conduct](#).

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Employees and Third Parties are required to report any knowledge, awareness, or suspicion of a potential violation of this Policy or any Anti-Corruption Laws. If you need to report a potential violation or have any questions or concerns about Company policies, applicable laws or regulations, or any past or proposed behavior, you can report concerns or seek guidance by contacting the Law Department or through the [Ethics and Compliance Hotline](#).

Be aware that Tenneco forbids retribution or retaliation of any kind against Employees who in good faith report potential or actual violations of policy or law. Every Employee has the right to address ethical concerns in good faith without fear of punishment or harassment from co-workers, supervisors, or senior management. Tenneco highly values commitment to the Company's ethical and professional standards. All communications will be treated with courtesy and discretion. The Company will honor requests for anonymity, except where disclosure is compelled by law. Furthermore, confidentiality will be protected to the extent possible consistent with law and corporate policy. Failure to report a known or suspected violation of this Policy is grounds for discipline up to and including termination of employment.

5. CONSEQUENCES

Potential violations of Tenneco's policies and/or Anti-Corruption Laws will be investigated and, if necessary, remediated. Individuals who violate these policies will be subject to discipline, up to and including termination.

Any person found to have made or otherwise assisted in making a corrupt payment, as well as the person or entity on whose behalf the payment is made, may also be subject to civil and criminal penalties, regardless of the nationality of the persons involved. Civil penalties may include monetary fines and criminal penalties may include both fines and imprisonment. The Company is prohibited from paying any such fines on behalf of any employee.

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APPENDIX A: RED FLAGS

In hiring and working with Third Parties, Tenneco must be sensitive to circumstances that signal corruption risks or suggest a reason to know of an illegal payment by a Third Party. Such circumstances are commonly referred to as “red flags.” The presence of red flags suggests a need for greater scrutiny and safeguards against potential violations. Red flags do not necessarily mean that the relationship cannot go forward.

Red flags that warrant further investigation when selecting or working with a Third Party are varied and numerous. The following are a few examples:

- Excessive compensation, or compensation above the “going rate”
- The Third Party (i) does not have an anti-corruption policy or (ii) refuses to confirm acceptance of Tenneco’s Code of Conduct
- The Third Party is evasive and does not provide a reasonable explanation of the actions it will take on Tenneco’s behalf
- Agreements that include only vaguely described services
- The Third Party is in a different line of business than that for which it is being engaged
- The Third Party has a flawed background or reputation
- The Third Party is suggested by a client or government official, particularly one with discretionary authority over the company’s work
- The Third Party objects to Anti-Corruption representations in agreements
- The Third Party has a close personal or family relationship, or a business relationship, with a client or government official, or relative of such individuals
- The Third Party requests unusual contract terms or payment arrangements that raise local law issues, such as payment in cash, payment in another country’s currency, payment to an offshore bank account, or the Third Party is located in an offshore jurisdiction
- The third-party requests urgent payment, or payment ahead of schedule
- The third-party submits invoices in excess of amounts specified in its contract without reasonable cause
- Due diligence reveals that the Third Party is a shell company or has some other unorthodox corporate structure

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- The only qualification the Third Party brings is influence over clients or government officials or a former affiliation with an government entity
- The Third Party requires that his or her identity or, if the Third Party is a company, the identity of the company's owners, principals or employees, not be disclosed
- A lack of transparency in the Third Party's expenses and accounting records or
- The transaction involves a country known for corrupt payments or other illicit financial dealings

In general, *any fact* that puts into question whether the Third Party is providing a necessary service at a reasonable market price is a red flag. If due diligence uncovers any red flags, such as those discussed above, more in-depth inquiry may be required. Red flags identified after a Third Party's retention must be reported to the Law Department.

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APPENDIX B: COMPLIANCE AUDIT PROCEDURES AND QUESTIONS

I. QUESTIONS FOR ANTI-CORRUPTION COMPLIANCE AND INTERNAL CONTROLS REVIEW

1. Is there a formal program in place to periodically require a physical inventory of fixed assets to be taken with a subsequent comparison to fixed property records?
2. Is there a written re-delegation of authority in place in the subsidiary? If so, is it someone's specific responsibility to keep it up to date?
3. How is the accounts payable function controlled in order to ensure that requests for payments are approved by the proper individual?
4. Have all or parts of the relevant corporate policies been translated from English to ensure compliance locally?
5. Has the [Code of Conduct](#) been translated from English to ensure compliance locally?
6. Are competitive bidding guidelines followed in all areas of the business?
7. Is the financial function staffed adequately enough (both quality and quantity) to ensure that the required internal accounting controls are being followed?
8. Are you and your staff familiar with and follow the provisions of U.S. Generally Accepted Accounting Principles?
9. Do you feel there is enough direction to understand what is and what is not allowable under the provisions of Tenneco's *Anti-Corruption Policy* and Anti-Corruption Laws?
10. Generally, describe any areas where compliance and internal accounting control improvements should be made and explain what plans are in place to make the necessary improvements.
11. Have there been (or are there) any instances where payments to suppliers, consultants, etc., were made outside the supplier's home country within the past year?

II. OUTLINE OF ISSUES FOR STANDARD INTERNAL AUDIT DEPARTMENT REVIEWS

General:

1. Do accounting books, records and systems throughout the Company accurately and fairly reflect the underlying transactions?
2. Is the level of detail maintained consistent with the objective to ensure that financial reports are complete, fair and accurate?
3. Do accounting systems provide reasonable assurance that:
 - a. Transactions are executed in accordance with management's general or specific approval;
 - b. Financial statements can be prepared in conformity with generally accepted accounting principles; and,

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- c. Access to Company assets is permitted only in accordance with management's general or specific authorization.
4. Are comparisons made periodically to ensure that recorded assets are supported by existing assets and that appropriate action is taken with respect to any differences?

Financial Reporting:

1. Are there financial reporting controls which are distributed to appropriate personnel?
2. Are the written policies and procedures for closing the accounts of each reporting period adequate?
3. Are journal entries reviewed, approved and supported by adequate written descriptions or documentation?
4. Are procedures adequate to ensure the inclusion in financial reports of all required information?
5. Are financial reports reviewed and approved at appropriate levels of management before release?
6. Are your financial reports in substantial compliance with the policies and procedures included in U.S. Generally Accepted Accounting Principles?

Electronic Data Processing:

1. Do written procedures exist within the data processing control function? Do these procedures address data security, data access and are the controls comparable to your manual systems?
2. Are there adequate written procedures to test and implement new systems and modifications to existing application systems?

Revenues & Receivables:

1. Are written procedures adequate to ensure that all services are billed at authorized prices and that adjustments for allowances and discounts have been authorized?
2. Do sales invoices and credit memorandum procedures provide adequate assurance that each is recorded in the customer, receivables, and sales accounts?
3. Are trial balances of individual customer accounts prepared and reconciled monthly with the general ledger control?
4. Do procedures exist to record services in the period in which the service is rendered?

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Costs and Inventories:

1. Are physical safeguards over property inventories adequate to prevent misappropriation?

Capital Assets:

1. Are capital assets accurately recorded in the detail records?
2. Are capital assets adequately safeguarded?
3. Are individuals authorized to initiate capital asset transactions clearly identified in writing and are the limits of their authority clearly defined?
4. Are written procedures adequate for authorizing, approving and documenting dispositions of capital assets?
5. Are adequate project cost records maintained for capital expenditure and repair projects?
6. Are procedures adequate to ensure that purchased materials or services for capital and repair expenditures are either delivered or performed?
7. Are detailed property records periodically compared with existing assets?
8. Are written procedures and rules in effect which adequately and consistently distinguish between capital and expense items?

Purchases and Payables:

1. Are adequate written policies and procedures regarding competitive bidding in effect?
2. Are purchase order issuance and approval procedures written and considered adequate?
3. Are procedures adequate to ensure that goods received are accurately counted?
4. Are written procedures regarding purchases and payments of goods and services adequate to ensure that they are approved by authorized individuals?

Employee Compensation and Benefits:

1. Are changes in employment (additions and terminations), in salary wage rates, and in amounts of payroll deductions properly authorized, approved and documented?
2. Are there adequate written user controls over payroll preparation?
3. Are documents supporting employee benefit payments adequately reviewed and approved before disbursements are made?
4. Are written procedures adequate to ensure that unpaid employee compensation and fringe benefit costs are properly recorded at period end?

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Financial Management:

1. Is there adequate and competent staffing within the function to ensure that existing internal control procedures are followed?
2. Is coordination and communication among financial management and other Company functions adequate?
3. Are written procedures adequate to ensure that transactions are initialed by authorized individuals and approved by appropriate levels of management?
4. Are written procedures adequate to ensure that negotiable instruments and permanent records are subject to effective controls and physical safeguards?
5. Are written procedures adequate to ensure that transactions are recorded in detail records and appropriate reports issued?
6. Are procedures adequate to ensure that transactions are properly accumulated, classified and summarized in the accounts?

III. OUTLINE FOR ANTI-CORRUPTION LEGAL AUDITS ("Anti-Bribery Checklist") CONDUCTED BY THE INTERNAL AUDIT DEPARTMENT AT THE REQUEST OF THE LAW DEPARTMENT

Cash Payments and Gifts:

1. Are you aware of any cash or non-cash gifts or payments to foreign government officials to obtain business, required permits, favorable price control, tax treatment, or other favorable governmental rulings?
2. Have payments or gifts of any kind ever been made to any government official, including customs officials, government inspectors, clerks, regulators, or candidates for public office, or to labor leaders, etc.?

Unreasonable Fees and Commissions:

1. Are you aware of any commercially unreasonable or unjustifiable commission or fee payments to sales agents, distributors, consultants, attorneys, etc.?
2. Do you regularly review services rendered/comparable fees of others for the same service in each of these service areas?
3. Do you have any reason to believe that any amounts paid to agents, distributors or others are passed on to government officials or anyone other than those persons performing the service?
4. Has the Company inquired as to the reputation of all agents, distributors, consultants and other "Third Parties" with whom it is dealing?

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5. With what third parties are there written agreements and what is the nature of the services performed by the agents and other Third Parties?
6. Are all Third Parties aware of the necessity of complying with the Foreign Corrupt Practices Act and Tenneco's Code of Conduct? To the best of your knowledge, are they all in compliance?

Employment Relationships:

1. Has the Company had requests to employ relatives or friends of any government officials?
2. Does the Company employ any relatives or friends of government officials?
3. Does any employee engage in outside activities or employment that could conflict with their obligations to the Company (e.g., acting as a consultant to or receiving money from a competitor)?

Government Payments and Fees:

1. Are payments made to police or military for "security"?
2. Are contributions made to any special government entity or other account?
3. Are you aware of any "accommodation" requests for payments to agents, customers, etc. (e.g., payment made in a country other than the agent's or customer's residence, or to an account in a name other than the Third Party)?

Political and Charitable Contributions:

1. Does the Company make any political contributions?
2. Are any management personnel politically active?
3. Are employees reimbursed for any expenses related to political involvement or entertainment of government officials?
4. How is this monitored?
5. Have any contributions to charities been made at the request of government officials? Have they been authorized?

Off-Books Accounts:

1. Are you aware of any off-book accounts ever being utilized by the Company? If there are any, what is their purpose?
2. Have any vehicles, such as improper invoicing, ever been used to overstate or understate revenue, assets or the like during any financial reporting period?

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CHANGES

<u>Rev. Letter</u>	<u>Effective Date</u>	<u>Changes Made</u>

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