

Anti-Corruption Policy

PURPOSE: The Perryman Company (“TPC”) does not offer or accept bribes or other corrupt payments in any form. Our commitments to doing business ethically, acting with integrity and obeying the law are central to our values. This policy outlines our prohibition on bribery and corruption and our expectations for engaging in business practices that are consistent with our ethics, values and applicable laws.

SCOPE: This policy applies to all employees, officers and directors of TPC and its subsidiaries and affiliates. In addition, where stated in an applicable contract, this policy applies directly to TPC’s third party representatives and other business partners.

DEFINITIONS:

“**Corruption**” is the abuse of power for personal gain.

“**Bribe**” or “**corrupt payment**” is any payment, kickback or anything of value promised, offered to or received from any person or organization as an inducement to: (a) improperly obtain, retain or direct business; (b) gain any undue or improper business or personal advantage; or (c) influence the judgment or conduct of a person or organization to obtain a desired outcome or action. A bribe or corrupt payment includes anything of value given to an individual, or a family member or an associate of that individual, with corrupt intent to influence, directly or indirectly, an act or decision by the individual. *Examples of “anything of value” include cash, cash equivalents such as gift cards, gifts, entertainment, travel, loans, preferential treatment, contributions, donations, rewards, favors and offers of employment or internships, regardless of how minimal in value.*

“**Kickback**” is a type of bribe. It is the unethical or illegal return of part of a payment already made as part of a legitimate business transaction.

“**Duress payment**” is a payment made in response to an imminent threat to a person’s safety or health to protect oneself or others. A payment under other circumstances (for example, in response to a threat of economic harm or business loss) does not constitute a duress payment.

“**Facilitation payment**” is a payment (usually of a small amount) made to secure or expedite the performance by a governmental official of a routine, non-discretionary government action. For clarity, facilitation payments do not include legitimate payments of official fees paid directly to a government entity in accordance with applicable laws, established fee schedules or other official government documents.



“Government official” is a person who holds a legislative, administrative or judicial position of any kind and level, whether employed, appointed or elected, in a government department or agency, or in a public international organization, or who exercises a public or state function for or on behalf of a government department, agency or entity or a public international organization. This includes officers and employees of companies that are partially or wholly owned or controlled by a government (often referred to as “state-owned” or “state-controlled” enterprises). This also includes political parties, party officials, candidates for office, tribal leaders and members of royal families.

“Public international organization” is an international organization formed by governments or states, as designated under the U.S. Foreign Corrupt Practices Act (“**FCPA**”), the U.K. Bribery Act (“**UKBA**”) and similar and other applicable anticorruption laws, including international financial institutions (*such as the World Bank Group, the International Bank for Reconstruction & Development, and European Bank for Reconstruction & Development*) and intergovernmental organizations (*such as the United Nations*).

“Third-party representatives” are parties engaged to do business for, or otherwise act on behalf of, TPC. *Examples of third-party representatives can include agents, distributors, consultants, brokers, contractors, suppliers and other types of third parties doing business for, or otherwise acting on behalf of, TPC.*

POLICY:

A. BRIBES AND OTHER CORRUPT PAYMENTS ARE PROHIBITED

TPC and third-party representatives must comply with all applicable anticorruption laws, including, but not limited to the FCPA and the UKBA. TPC and third-party representatives are prohibited from directly or indirectly offering, promising, giving, soliciting or receiving any bribes or other corrupt payments to or from any person or organization, including government entities, government officials, companies and employees of companies. These prohibitions apply worldwide regardless of regional customs, local practices and competitive conditions.

B. FACILITATION PAYMENTS

TPC prohibits facilitation payments. TPC employees must report any demands or requests for facilitation payments to their managers and the Legal & Human Resources (HR) Departments.

C. DURESS PAYMENTS

Duress payments do not violate this policy. TPC employees must report any demands or requests for duress payments to their managers and the Legal & Human Resources (HR) Departments before making a duress payment or as soon as possible after making the payment. Duress payments must be accurately recorded consistent with the books and records requirements below.



D. EXPECTATIONS FOR MANAGING THIRD PARTIES

TPC prohibits bribes and other corrupt payments made or received indirectly through third party representatives. TPC has risk assessment, anticorruption due diligence and contract management programs to mitigate the risk of corrupt practices by third party representatives. These programs must be followed when selecting, contracting with and managing third party representatives.

E. BOOKS AND RECORDS

TPC and third-party representatives must keep reasonably detailed books and records that accurately and fairly reflect all transactions to or from any person or organization, including government entities, government officials, companies and employees of companies. Books and records must be kept consistent with TPC's internal accounting standards and processes.

F. VIOLATIONS AND REPORTING

TPC employees who become aware of potential or actual violations of this policy must report such violations to their managers and the Legal & Human Resources (HR) Departments. Violations of this policy may result in discipline, up to and including termination. TPC employees will not be penalized or retaliated against for any delay, loss of business or other impacts resulting from their refusal to violate this policy or otherwise engage in corrupt practices or for reporting such practices.

