

# **ANTI-BRIBERY POLICY**



# Anti-Bribery Policy

As reflected in our Code of Business Conduct, AstenJohnson and its subsidiaries (collectively, “AJ” or “Company”) are committed to being responsible corporate citizens and conducting every business transaction with integrity. This Anti-Bribery Policy (“Policy”) supports the Company’s commitment to the highest ethical, professional, and legal standards by providing practical guidance to Company associates on steps we must take to address corruption risks in our daily work.

Living up to these standards of course means that we will not participate in any form of corruption. Neither we, nor any outside parties acting on our behalf, will bribe another party to obtain a contract or any other type of benefit. Similarly, we will not accept bribes, or be used by any other party to facilitate bribery or corrupt activities. This prohibition on bribery extends to benefits in all forms, including monetary payments and kickbacks, lavish meals, gifts, travel, entertainment, business opportunities, and other items of value. Though these basic requirements may seem straightforward, applicable anti-corruption laws require us to take specific steps to address corruption risks in many of our daily activities – particularly in our interactions with “government officials,” as that term is defined below.

In all cases, we must fully comply with the U.S. Foreign Corrupt Practices Act (“FCPA”), which prohibits bribery of non-U.S. officials, and U.S. laws prohibiting bribery of U.S. officials and commercial bribery (i.e., bribery of non-officials). In addition, we must fully comply with the anti-corruption laws of all of the jurisdictions in which the Company operates. We should always act in accordance with the higher standard – ours, as articulated in this Policy, or the most stringent applicable legal requirements.

Please direct questions about compliance with other anti-corruption laws or regulations to the Company’s CCO.

## WHO MUST FOLLOW THIS POLICY

This Policy applies to all Company associates. For the purpose of this Policy, the term “Company associate” shall refer to each Company employee, officer, and director, including all employees of the Company’s subsidiaries and affiliates globally. Every Company associate is required to read and comply with the most recent version of this Policy.

Outside parties, including the Company’s sales agents and consultants, are expected to comply with all applicable laws and regulations and follow standards consistent with this Policy when acting on the Company’s behalf.

## SEEKING GUIDANCE ABOUT THIS POLICY

The Company’s Chief Compliance Officer (CCO) oversees and manages the Company’s anti-corruption compliance efforts and is responsible for the administration of this Policy. Any questions or concerns regarding topics covered in this Policy may be directed to the CCO.

The Company’s CCO is  
Jim Gibson (email:  
Jim.Gibson@  
astenjohnson.com)

## **PROHIBITION AGAINST BRIBERY**

The Company and applicable anti-corruption laws prohibit all Company associates and other parties working on our behalf (such as sales agents and consultants) from:

- giving, paying, promising, offering, or authorizing
- the payment of anything of value (such as money, gifts, travel, entertainment, or other benefits)
- directly or indirectly (through another party)
- to any party, including any government official (defined below)
- to improperly persuade that party to help the Company (or anyone else) secure any advantage (such as preferential treatment in securing a bid or a contract, favorable immigration or customs treatment, lower tax assessment, expedited payment for services, etc.).

Any Company associate aware of a past payment or potential future payment that falls under this prohibition must report the payment immediately to the CFO, CCO or via the AJ Compliance Hotline at [astenjohnson.ethicspoint.com](https://astenjohnson.ethicspoint.com).

## **FOCUS ON GOVERNMENT OFFICIALS AND EMPLOYEES OF STATE-OWNED ENTITIES**

The Company's prohibition on bribery covers dealings with any party. However, interactions with government officials present heightened risk of legal liability for the Company and its associates, and thus receive special attention in this Policy and in many international and domestic anti-corruption laws including the FCPA. For purposes of this Policy, the term "government official" includes:

- any officer or employee, or elected or appointed official, of a local, state, provincial, regional or national government, at any level;
- anyone "acting in an official capacity" (on behalf of 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;
- any officer or employee of a state-owned entity ("SOE"), including any commercial enterprise owned, controlled, or operated by a government, or a government agency, instrumentality, subdivision, or other body, even if it is partially privatized. Any employee or representative of an SOE is therefore a government official for purposes of this Policy. For example, a partially state-owned utility paper mill is an SOE, and its employees are government officials, for purposes of this Policy.

Accordingly, we must be especially vigilant in dealing with government entities and government officials, so that any warning signs of corruption are promptly identified and addressed.

The FCPA provides for a very narrow exception for facilitating payments, which are payments made to non-U.S. government officials solely to expedite or secure the performance of routine government actions, such as processing governmental papers. However, many other anti-corruption laws where the Company operates prohibit facilitating payments. Because of the many legal and ethical issues they pose, **facilitating payments are prohibited by the Company.**

In very rare circumstances, Company associates may deem it necessary to make a payment to a government official to avoid an imminent threat to personal health, safety, or freedom. Payments demanded in these types of situations are made under duress or extortion and therefore may be legal. If possible, obtain pre-approval for such a payment from the CCO. If pre-approval is not possible, report the payment to the CCO immediately after it is paid.

## RISK AREAS

The Company's primary corruption risk areas are listed below. Guidance on how associates must help the Company manage these risks appropriately for each area can be found in this Policy or in supporting policies.

- Providing and receiving hospitality, including gifts, meals, entertainment, travel, and other benefits (see [Policy on Providing and Receiving Hospitality](#))
- Expenses related to interactions with government officials or entities (see [Policy on Providing and Receiving Hospitality](#))
- Expenses related to plant tours for customers or prospective customers (see [Policy on Providing and Receiving Hospitality](#))
- Sponsorship of customer or industry events (see [Policy on Providing and Receiving Hospitality](#))
- Retaining and working with third parties, such as sales agents, distributors, and consultants (see [Third Party Vetting and Monitoring Policy](#))
- Mergers, acquisitions, and joint ventures (see [Mergers, Acquisitions, and Joint Ventures Policy](#))
- Charitable and political contributions or related in-kind expenses (see [Charitable Contribution Request Form](#))

Beyond these specific risk areas, Company associates are encouraged to seek guidance from relevant supervisors or the CCO any time questions arise about appropriate interactions with government entities and officials.

## CHARITABLE CONTRIBUTIONS

We may support charities and local government to help the communities where we live and work. If we do, we must have assurances that any contribution made by the Company will be used for its stated purpose and will not be used inappropriately, including as a bribe. For example, any request by a customer employee or government official for a contribution to a specific organization is a red flag because of the risk that the employee or official has a relationship with the organization and benefits from the donation. It is also a red flag if an owner or executive of the proposed recipient is a customer employee or government official (or relative of such individuals). With the exception of donations to the charities listed in **Appendix A**, all proposed donations to charities and local governments must be reviewed and approved in advance by the CCO.

To obtain CCO approval for a contemplated charitable contribution, Company associates must submit to the CCO a completed copy of the [Charitable Contributions Request Form](#) in advance of any such payment or expense.

## POLITICAL CONTRIBUTIONS

AJ does not allow Company associates to make contributions on the Company's behalf or using the Company name, whether cash or in-kind, to political parties, party officials, or candidates for office. Such contributions are restricted by applicable anti-corruption laws to the same extent as payments to government officials. Company associates may, however, make personal contributions, volunteer for campaigns, etc., provided that they do so exclusively on their own personal time and do not involve Company resources (e.g., a Company computer or email account). Company associates must not engage in any political activities in a private capacity for any purpose related to the Company, or if there is a reasonable expectation for the Company associate's activity to be viewed by others as acting on behalf of the Company.

## RESPONDING TO REQUESTS FOR IMPROPER PAYMENTS

Company associates receiving a request for what may appear to be an improper payment or a facilitating payment must:

- immediately refuse to make the payment; explain that the Company does not make such payments;
- if a third party is involved, explain that they are not authorized to make the payment on the Company's behalf, instruct them not to do so and explain that the Company cannot continue to work with them if they make the payment;

Requests for bribes may not always be overt – for example, an agent may suggest that a special "fee" will speed up a government approval. In such circumstances, check with the CCO as to whether the "fee" is legitimate.



- be clear that refusals are absolute and do not come with a “wink and a nod”; and
- immediately report the request to the CCO; wait for guidance on next steps.

## **ACCOUNTING AND RECORDKEEPING**

Accurate records and strong internal controls are essential to any well-run organization, and they are a key element of the Company’s anti-corruption controls. Proper accounting practices ensure that we maintain accurate information and help prevent funds from being used for bribery. It is essential to ensure that all of the Company’s transactions – including third-party transactions, hospitality, and other expenditures – are properly authorized by relevant managers and compliance personnel and accurately recorded.

Company associates must ensure that they follow all applicable internal controls, such as expense reimbursement procedures, and record all transactions involving AJ funds or assets accurately and in reasonable detail.

If you have any questions related to record-keeping, please contact the Finance Department or the CCO.

## **MONITORING AND TESTING**

The Company will periodically conduct testing and audits to evaluate the Company’s adherence to this Policy. In doing so, the auditors will review patterns and trends in conduct, assess how well Company associates and applicable third parties are complying with this Policy’s requirements, and where necessary, escalate issues to the CCO or other appropriate oversight functions. Associates must cooperate with the auditing and testing teams and provide requested information.

## **EXCEPTIONS**

In certain rare circumstances, the Company may allow exceptions to this Policy to ensure effective use of compliance resources to address corruption risks. Any exceptions to this policy require prior written approval from the CCO, explaining in detail the rationale for each such exception.

## **CONSEQUENCES FOR VIOLATIONS**

Participating in bribery can result in serious criminal and civil, as well as reputational, consequences for the Company and for individual Company associates. In addition, any Company associate failing to follow this Policy will be subject to disciplinary action up to and including separation from the Company and may be punished by government enforcement agencies with large fines and imprisonment.

## **REPORTING CONCERNS**

Organizations charged with corruption violations have suffered serious reputational damage and incurred hundreds of millions of dollars in investigation costs and penalties. Individual defendants have received long prison terms.

Any concerns regarding topics covered in this Policy should be directed to the CCO. Company associates should report any suspicions in relation to potential breaches of competition laws to the CCO and contact the CCO if in doubt about whether an event, meeting, or communication may raise competition concerns. The Code of Business Conduct provides details as to how to report concerns and suspicions, including through use of the Company's web and telephone-based reporting Compliance Hotline, which can support anonymous inquiries. As detailed in the Code, the Company forbids retaliation of any kind against employees who in good faith report potential or actual violations of this policy.

**This Policy is reviewed by the CCO annually. Date of last revision:**  
April 2020.

**APPENDIX A—Approved Charities**

Americares  
American Cancer Society  
Crisis Aid International  
Friends of the Earth  
Greenville Civics club  
Holiday Food Drives  
Laurens County Cancer Association and Community Garden  
Metylovice (fire brigade)  
Neenah Police Benevolent Association  
Project C.U.R.E  
Red Cross/Red Crescent  
Salvation Army  
Shaanxi University of Science and Technology  
Susan B. Komen Breast Cancer Foundation  
UNICEF  
United Way  
ZŠ a MŠ Plánkova, Strakonice