



# Anti-Corruption Policy and Guidelines for Laws Governing Economic Sanctions

**Effective Date: March 8, 2018**

## **INTENT**

Standard Industries Inc. is a global company, which, through its subsidiaries (each subsidiary, individually, an “Operating Company” and together with Standard Industries, Inc., collectively, “Standard” or the “Company”), operates in countries around the world. As the Company’s reputation is substantially determined by the behavior and actions of each of its individual employees, improper conduct, even on a local basis, can significantly damage the Company and result in negative consequences, including fines, lawsuits and loss of business. The intent of this Policy is to ensure compliance with all applicable trade and business laws prohibiting corruption.

## **SCOPE**

All Company employees, wherever located, are expected to comply with this policy.

## **POLICY**

The Company’s policy is to comply strictly with all laws regarding export controls and prohibiting corruption, in whatever form, including bribery and money laundering. Employees are, therefore, expected to conduct themselves in a way that meets the requirements of the law. Any employee who does not do so is subject to dismissal or other disciplinary action. Employees may also be subject to individual criminal and civil penalties.

Set forth below is a summary of certain laws, which laws require compliance by all employees of the Company, regardless of location. In some cases, there may be conflicts between the laws of different jurisdictions. Any employee who believes that laws to which they are subject are in conflict with this Policy must contact their local legal department to assess the Company’s legal requirements.

### **1. ANTI-BRIBERY**

Employees are required to comply with the UK Bribery Act 2010, the United States Foreign Corrupt Practices Act (“FCPA”), and any local anti-bribery laws of the countries where the Company conducts business (which may be stricter than the FCPA or UK Bribery Act). The UK Bribery Act and the FCPA (together with other anti-corruption laws, collectively, the “Anti-Bribery Laws”) are applicable to the Company’s employees, wherever located (even if not in the United Kingdom or the United States) and consider it a criminal offense to offer, promise, give, request, or accept a bribe.

Bribery is an illegal act, which occurs when you offer someone something of value and in return expect the recipient to act or refrain from acting in a certain way. A bribe can take many forms and can involve multiple people, so it is critical to contact the Legal Department if you have any concerns regarding this Policy. For example only, bribes may take the form of:

- Requirements to pay commissions or fees on account before acceptance of an order;

- Requests for payment that are not reasonable in relation to the service provided by the contracting party;
- Entering into business relationships with family or friends on behalf of the Company without obtaining independent quotes from competing companies and informing your manager about the personal connection.

The Anti-Bribery Laws also make it a criminal offense to (directly or indirectly) promise, offer, or give a financial or other advantage to a foreign public official (or to another person at the foreign public official's request), in circumstances where the person offering the bribe intends to obtain or retain a business advantage. A foreign public official may include (1) anyone who holds a foreign legislative or judicial position, (2) individuals who exercise a public function for a foreign country, territory, public agency or public enterprise, (3) any official or agent of a public organization or (4) officials of a political party.

Facilitation payments are also illegal. A facilitation payment is an unofficial payment, fee or gift to influence foreign officials to expedite routine public services, such as visa or custom clearances, when there is a right to the service sought without additional payment. Legally required administrative fees or fees for "fast-track" services open to all customers are not facilitation payments and are not illegal.

The Anti-Bribery Laws also prohibit companies from offering or giving money or anything else of value to a person or entity (such as a distributor or other local agent) if the company knows or should know that such person or entity will use the payment for corrupt purposes. Good business practice requires that a reasonable amount of "due diligence" is undertaken before engaging the services of an intermediary in connection with conducting business with governmental entities or agencies.

It may be permissible to offer customary business amenities (such as meals and entertainment) to government officials, provided it is reasonable and for a legitimate business purpose (such as to show products to the government official) and otherwise allowed under local law. Since it is not easy to determine whether a payment may fall within one of these exceptions, **no payment or favor, directly or indirectly, to a government official is permissible without first consulting with the Legal Department, even if such payment or favor would otherwise comply with the Company's (or any Operating Company) Gift Policy.**

Additionally, the UK Bribery Act takes a hard line approach regarding commercial organizations. In particular, a commercial organization commits an offence under the Bribery Act if a person associated with it (i.e. employees, business entities, agents and subsidiaries) offers something of value to any other person with the intent of obtaining a business advantage for that organization.

Finally, the FCPA also requires companies to make and keep books, records and accounts that in reasonable detail accurately and fairly reflect the Company's transactions. Accordingly, any payments to foreign officials which are permitted must be properly identified in the Company's books and records and sufficient information should be provided to enable a complete understanding of the transaction.

## **2. MONEY LAUNDERING**

Money laundering is illegal. It occurs when someone attempts to “launder” or “clean” money earned from criminal activities through legal business activities. For example, this could include buying legal products with illegally earned or received money. Financial transfers to and from the Company, therefore, must always be completely transparent and traceable.

Certain situations of attempted money laundering may be hard to identify, and you should always contact the Legal Department with any concerns regarding the legality of payments. For example only, you should pay particular attention to situations where:

- You are asked not to register, report, or properly record a transaction or payment,
- Payment locations are unusual, known to be “tax havens”, have a suspicious reputation or are in a country or region affected by instability, war or other ongoing crisis,
- Payments are made to or received from accounts without account numbers or accounts in different names to the party to expect to make or receive the payment,
- An unknown person or party offers to make a payment,
- Offers are made to pay in cash or
- by check/cheque not clearly issued by and received from a known customer,
- There is insufficient or suspicious payment information.

## **3. PROTECTION PAYMENTS**

Payments can be made to protect Company property or employees. However, the Company only pays legitimate, licensed security service providers where absolutely necessary. You must never engage or pay any mafia, IT- hackers or anyone else to “protect” Company property or employees. If you are approached regarding protection payments you should immediately contact the Legal Department for guidance.

## **4. ANTI-BOYCOTT LAWS**

Employees are prohibited from agreeing to boycott companies from specific countries, unless such boycotts are implemented pursuant to government authorized economic sanctions programs.

United States Employees Only: U.S. anti-boycott laws also require companies to report the receipt of a request to comply or agree to comply with foreign boycotts. These requests can be written or oral and may include informational requests that may have the effect of furthering or supporting a foreign boycott against a country. In order to ensure compliance with U.S. law on this subject, it is essential that any request to comply with a foreign boycott, regardless of whether the request is written or oral, be reported to the Legal Department immediately prior to taking any action in connection with such request.

## **5. EXPORT AND SANCTION CONTROLS**

Export control laws seek to regulate business conduct toward specific countries, which are subject to export control or sanctions restrictions. Employees are responsible for understanding this policy and seeking advice from the Legal Department when specific questions arise regarding export controls. At times, local laws may override the guidance provided in this Policy. When this Policy sets a higher standard, however, it must be followed. Additionally, this Policy does not substitute individual advice from the Legal Department regarding cases that require specific legal assessment.

- (a) EU Control Rules

EU export control rules restrict the manner in which the Company may conduct business in certain countries or with certain people and organizations. This includes the sale of products to end users subject to sanction regimes. Failure to comply with export control rules can lead to significant fines and liability.

Employees should always evaluate whether the product or service at issue is subject to an export control rule, or whether the export is being sent to a country subject to export control restrictions or restricted individuals or organizations. If so, the employee must ensure compliance with any relevant license application or notification process requirements. To do so, please contact the Legal Department for guidance.

Employees must also determine if the product or action at issue is controlled. In the EU, there is a control list that identifies which products require an export license. Controlled actions can include transfers of funds in or out of restricted countries or a limitation to which specific individuals or organizations you can interact with. Again, if you are dealing with a controlled item, product or action, please contact the Legal Department for guidance.

Finally, it must also be determined whether the export at issue targets a country subject to export control restrictions or restricted individuals or organizations. To determine whether an export license is needed, you must look to the end-destination country. Most products can be freely traded within the EU (except dangerous products). Please contact the Legal Department for guidance on conducting export control checks, and to determine whether certain individuals and organizations (i.e. Al-Qaida or the Taliban) are prohibited from receiving controlled items or being involved in controlled actions.

## (2) US Control Rules

Exports of the Company's goods or technology should not be made from the United States, and re-exports of the Company's goods or technology should not be made from outside the U.S., unless you are sure that the export or re-export is permissible under the United States Export Administration Regulations. For instance, if you have an opportunity to sell products to a customer in a country in which the Company has not previously conducted business, contact the Legal Department before proceeding to confirm that the proposed sale is permissible. In addition, before disclosing any Company technology to any person or entity, you must contact the Legal Department in order to determine whether it is permissible to do so. It is important to note that, under many circumstances, even if the export of products or technology is restricted, a license from the United States Commerce Department may be acquired in order to permit the export to take place. In some cases, U.S. export controls may apply to products that contain U.S.-origin components, so you should not assume that because a product is made or assembled outside of the United States, it is not subject to the U.S. export controls.

From time to time, the United States imposes economic sanctions against foreign countries or persons engaged in activities deemed harmful to United States interests. These sanctions generally will restrict the Company's ability (whether from U.S. or non-U.S. subsidiaries) to conduct business in or with the targeted country or from doing business with entities or individuals appearing on various sanctions lists, including the List of Specially Designated Nationals and Blocked Persons (the "SDN List") (which is a list of entities and individuals targeted by sanctions because they have been identified as engaged in activities (such as narcotics trafficking, weapons proliferation or terrorist activities), or acting on behalf of a country subject to United States economic sanctions or to be engaged in narcotics trafficking or terrorist activities). In addition to the SDN List, the Office of Foreign Assets Control ("OFAC"), as well as various other agencies of the U.S. Government maintain several other sanctioned party lists, including, but not limited to the Sectoral Sanctions Identifications List, the Denied Persons List and the Entity List of U.S.

Department of Commerce. Accordingly, business counterparties should be screened against these lists, and any matches or apparent matches reported to the Legal Department.

#### **RIGHT TO MODIFY OR CHANGE POLICIES**

The Company reserves the right to modify, revoke, suspend, terminate or change this policy in whole or in part, at any time, with or without notice, subject to applicable law.

***FOR U.S. EMPLOYEES ONLY: This policy does not and is not intended to create any employment contract or any guarantee of continued employment for any employee or any other contractual or legal right. All non-bargaining unit employees are considered employed at will. As such, employees have the right to resign from employment with the Company at any time, with or without cause or reason and with or without prior notice. Likewise, the Company is free to terminate an at will employee at any time, with or without cause or reason and with or without prior notice.***