



Aside from the FCPA, the Company may also be subject to other US and non-US anti-corruption laws, in addition to the local laws of the countries in which the Company conducts business. While this Policy generally sets forth the expectations and requirements for compliance with those laws, it is not intended to cover the specific provisions of every applicable law or be an exhaustive list of prohibited activities and practices. It is designed to assist parties in “doing the right thing.” Parties should construe this Policy broadly and give effect to both the letter and the spirit of the Policy. This Policy should not prevent Company Personnel from conducting legitimate business with private parties or any government or government official, as long as they comply with the Company’s policies and procedures and all applicable laws and regulations.

**Applicability.** This Policy is applicable to all of the Company's operations worldwide. This Policy applies to (i) all of the Company's managers, officers and team members and (ii) the Company's agents, consultants, joint venture partners and any other third-party representatives that have conducted business with, or on behalf of, the Company (collectively, “**Personnel**”).

## **2. Prohibited Payments.**

Company Personnel are prohibited from directly or indirectly making, promising, authorizing or offering anything of value to any government official on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third-parties where the Company team member or agent knows, or has reason to know, that the third-party will use any part of the payment for bribes.

a) **Cash and Non-Cash Payments: “Anything of Value.”** Prohibited payments may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. For example, the FCPA prohibits giving “anything of value” for an improper purpose. This term is very broad and can include:

- (i) Gifts;
- (ii) Travel, meals, lodging, entertainment, or gift cards;
- (iii) Loans or non-arm's length transactions;
- (iv) Charitable or political donations; and
- (v) Business, employment, or investment opportunities.

b) **Government Official.** This term should be interpreted broadly to mean any official or employee of a government or public organization (including departments or agencies thereof), or a person acting in an official governmental capacity as well as employees of state-run or state-owned entities such as public utilities or schools, and shall specifically include under the FCPA:

- (i) Officers or employees of a non-US government or any department, agency or instrumentality thereof;

- (ii) Officers or employees of a company or business owned in whole or in part by a non-US government ('state owned or controlled enterprises');
- (iii) Officers or employees of a public international organization (such as the United Nations, World Bank or the European Union);
- (iv) Non-US political parties or officials thereof;
- (v) Candidates for non-US political office; and
- (vi) Anyone acting on behalf of any of the above.

On occasion, a government official may attempt to solicit or extort improper payments or anything of value from Company Personnel. Anyone so solicited must inform the government official that the Company does not engage in such conduct and immediately report the incident to AGI Chief Operating Officer.

c) **Commercial Parties.** Bribery involving commercial (e.g., non-governmental) parties is also prohibited under this Policy. To this end, Company Personnel shall not offer, promise, authorize the payment of, or pay or provide anything of value to any person, employee, agent, or representative of another company to induce or reward the improper performance of any function or any business-related activity. Company Personnel shall not request, agree to receive, or accept anything of value from any person employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

3. **Permitted Payments.** While it is important to remember that this Policy generally prohibits the payment, or provision of anything of value, to others if the purpose is to induce or reward the improper performance of any function or any business-related activity, the anti-corruption laws do permit, in certain very limited and unique situations, the making of what would otherwise be considered impermissible payments. For example, under the FCPA, there are three categories of these types of permitted payments:

a) **Facilitating Payments.** The FCPA includes a very limited and technical exception for nominal payments made to low-level government officials to ensure or speed the proper performance of a government official's routine, non-discretionary duties or actions, such as: (i) clearing customs, (ii) processing governmental papers such as visas, permits, or licenses, (iii) providing police protection, and (iv) providing mail, telephone, or utility services. Notwithstanding this statutory exception, it is the Company's policy that all such payments are strictly prohibited except in very limited circumstances (e.g., imminent threats to health or safety). If you have a question about whether a certain payment represents a facilitation payment, encounter a demand for a facilitation payment, or you suspect one has been made, please contact the AGI Chief Operating Officer immediately.

b) **Promotional Hospitality and Marketing Expenses or Pursuant to a Contract.** The Company may be permitted to pay for the reasonable cost of a non-US government official's meals, lodging or travel if, and only if, the expenses are bona fide, reasonable, and directly related to the promotion, demonstration or explanation of Company products or

services, or the execution of a contract with a non-US government or agency. Again, any question as to whether a payment might fall within this category should be presented to the AGI Chief Operating Officer for approval.

c) **Promotional Gifts.** Promotional gifts of nominal value may be given to a non-US government official as a courtesy in recognition of services rendered or to promote goodwill. Personnel should seek prior approval of any such gift from the AGI Chief Operating Officer, and all such gifts must be nominal in value and should generally bear the trademark of the Company or one of its products.

#### **4. Political and Charitable Contributions.**

Contributions on behalf of the Company to candidates for political office are prohibited unless the AGI President of Human Resources pre-approves them in writing. Personnel are entitled to their own political views and activities, but they may not use Company resources to promote those views or associate their personal views with those of the Company.

As part of its corporate citizenship activities the Company may support local charities or provide sponsorship. Appropriate due diligence must be conducted on any proposed recipient charity, and charitable contributions or sponsorships must be pre-approved in writing by the AGI Chief Operating Officer.

#### **5. Record Keeping.**

It is the Company's policy to implement and maintain internal accounting controls based upon sound accounting principles. All accounting entries in the Company's books and records must be timely and accurately recorded and include reasonable detail to fairly reflect its transactions. These accounting entries and the supporting documentation must be periodically reviewed to identify and correct discrepancies, errors, and omissions. With regard to compliance with anti-corruption laws in particular:

a) **Authorization for Transactions.** All transactions involving the provision of anything of value to any government official must occur only with appropriate Company authorization.

b) **Recording Transactions.** All transactions involving the provision of anything of value to a government official must be timely and accurately recorded in the Company's books.

c) **Tracking Transactions.** All transactions involving the provision of anything of value to a government official must be tracked in a separate log or record, with supporting documentation identifying:

(i) The names and positions of the Personnel requesting and authorizing the transaction.

(ii) The name and position of the government official involved in the transaction.

- (iii) A description, including the value, of the payment or provision of anything of value, and where applicable, a description of the Company's products or services being promoted or the relevant contractual provision if the payment was made pursuant to a contract.

6. **Other Financial Policies (Money Laundering, Tax Evasion, Exchange Controls).** As part of, and in addition to, the record keeping requirements referred to above, the Company is committed to: (i) conducting its business transactions in an open and transparent manner; (ii) maintaining financial books, records and accounts that accurately, fairly and reasonably reflect such transactions; and (iii) complying with all applicable laws, rules and regulations, including those governing money laundering, tax evasion and exchange controls. Therefore, all Personnel must maintain financial and other records which accurately reflect Company transactions and transactions with others on the Company's behalf. Suspicious transactions without prior approval are prohibited, including any transactions that might appear to involve money laundering, tax evasion or exchange control violations.

Money laundering is a generic term used to describe the process of hiding the criminal origins of money or money's worth (*i.e.*, the proceeds of crime) within legitimate business activities and transactions. Tax evasion is the process of improperly concealing taxable funds from taxing authorities such as the Internal Revenue Service for the purpose of avoiding taxes. Exchange controls are laws governing how foreign or domestic currency can be exchanged in a particular jurisdiction. Company team members are routinely trained to comply with procedures outlined by the Bank Secrecy Act (BSA) and the reporting of instances of suspicious activity as mandated by the Financial Crimes Enforcement Network (Fin CEN). The following transactions may give rise to suspicions regarding money laundering, tax evasion or exchange control violations:

- (i) Transactions involving unknown parties or conducted through unknown or unnecessary intermediaries;
- (ii) Transactions involving abnormal, unexplained or unnecessary transactions or settlement methods;
- (iii) Transactions using shell companies and/or companies in tax havens or jurisdictions known for money laundering activities;
- (iv) Cash transactions or transactions using bank drafts, money orders or cashier's checks;
- (v) Transactions involving payments sent to a country other than the country where the transaction is taking place or the services are being performed; and
- (vi) Transactions involving payments to persons or companies who are not directly related to the transaction or the services performed.

Personnel are prohibited from engaging in transactions on the Company's behalf of the type listed above without prior written approval from the AGI Chief Operating Officer, and only in very limited cases where there is an identifiable legitimate business need for the transaction.

7. **Cooperation with Auditors, Investigators and Law Enforcement.** The Company may at times undertake a more detailed review of certain transactions. In order to ensure that the Company can properly monitor compliance with this Policy, all Personnel must be honest, accurate and transparent when responding to requests for information from the Company's internal and external auditors regarding relevant transactions and from the Company's personnel and advisors investigating allegations of potential misconduct. Potential violations of this Policy may also be investigated by law enforcement or other regulatory authorities. Any oral or written requests for information from any law enforcement body or any other regulatory authority should be referred immediately to the AGI Chief Operating Officer. The Company will cooperate fully with all law enforcement and regulatory authorities having legitimate grounds to request information. Any failure by Personnel to cooperate in an internal or external review will be viewed by the Company as a breach of your obligations to the Company, and will be dealt with in accordance with Company policy and any local laws or regulations.

8. **Compliance; Reporting; Questions.**

Company Personnel must be familiar with and perform their duties according to the requirements set out in this Policy. Company Personnel who violate this Policy are subject to disciplinary action, up to and including dismissal. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with the Company.

Any Personnel who suspect that this Policy may have been violated must immediately notify the AGI Chief Operating Officer. Anyone who, in good faith, reports suspected legal, ethical or Policy violations will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of any conduct, the Company requires that you seek additional guidance before taking any action that may subject the Company to potential liability.

Should you have any questions relating to this Policy, its interpretation or its application, please contact AGI Chief Operating Officer.