



## **Itasca International, Inc.'s Global Anti-Corruption Policy**

ITASCA International, Inc. ("ITASCA ") and its subsidiaries and affiliates worldwide are committed to promoting high standards of ethical business conduct and compliance with all applicable anti-bribery and anti-corruption laws. In all its business operations, ITASCA employees, agents, and representatives should avoid any conduct that has any appearance of impropriety. We expect all of our business partners to share our commitment to ethical business conduct and understand that their actions could have negative consequences for ITASCA.

ITASCA is committed to complying with all applicable anti-bribery and anti-corruption laws, rules, and regulations, including the United States Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act. Both the FCPA and UK Bribery Act prohibit public corruption—payments to government officials for improper advantage—while the UK Bribery Act also prohibits commercial or private corruption. Violation of these laws may result in severe civil and criminal penalties for both ITASCA and the individual, and violation of this policy may result in termination of employment at ITASCA.

### **General Directives**

- Do not offer, pay, or accept bribes, kickbacks, or any other kind of improper payment.
- Keep accurate books and records so that payments are honestly described, and company funds are not used for unlawful purposes.
- Ensure that any third parties you do business with have had appropriate due diligence conducted on them.
- Never do anything through a third party that you are not allowed to do yourself.
- ITASCA employees and representatives may also be in contact with foreign officials regarding issues such as licensing and regulations. Foreign officials include officials and employees of foreign governments, public colleges and universities, state-owned enterprises, public international organizations, and political parties, as well as agents and close relatives of these individuals. Special attention must be given to interactions with foreign government officials.

### **Bribes, Kickbacks, and Use of Third Parties**

All ITASCA employees, officers, directors, agents, representatives, subsidiaries, or any other entity or individual working with ITASCA, are prohibited from, either directly or indirectly, giving, offering or authorizing the offer or giving of anything of value (such as money, goods or a service) to



anyone in order to obtain or retain an improper advantage in business dealings. This includes, for example, paying a success fee to a government official for awarding ITASCA a government contract. This prohibition applies but is not limited to foreign government officials or employees, any person or firm employed by or acting for or on behalf of any government, any political party, party official, candidate for political office, or any family member or other representative of such person.

It is especially important to be vigilant with third parties (administrators, distributors, consultants, etc.) and third-party payments made at the direction or request of a government official. For example, a foreign official responsible for procurement of software and related services could insist that an applicant hire a particular "consultant" for the application process, or could insist that the applicant make a contribution to a particular charity in order for the license to be considered.

An employee, officer, or director must not participate in any activity in which there appears to be a high likelihood that at least a portion of the payment or gift will be offered by the third party to the government official.

Employees, officers, and directors must take steps to ensure that third parties acting on ITASCA's behalf are doing so in accordance with the law and this policy. This process begins with conducting appropriate due diligence before initiating a relationship with any third party, to be satisfied that the third party will not engage in improper conduct. Such diligence will vary by circumstance but may include consideration of the third party's qualifications for the position or task, personal or professional ties to relevant government contacts, reputation within the business community, and reasonableness of fees charged. Once a relationship with a third party is established, employees must continue to monitor third parties for improper conduct. It is incumbent on all personnel to understand how third parties are doing business on our behalf, and to ensure they understand our expectations of compliance with this policy.

Before a consultant or other third party is employed by ITASCA for the first time, they must be properly vetted. If you have questions about what constitutes proper vetting or questions as to the proper procedure for due diligence of potential third parties, confer with the Chief Financial Officer.

### **Gifts and Entertainment**

ITASCA employees must be vigilant with gifts and entertainment provided by ITASCA to customers, potential customers, and others, as well as with gifts and entertainment received from suppliers.



### ***Giving of Gifts and Entertainment***

Gifts and entertainment should only be provided by ITASCA employees if they are reasonable complements to a business relationship. In general, gifts should be:

- of reasonably nominal value;
- infrequently given;
- customary in the country; and
- permitted by applicable law.

Entertainment must be:

- reasonable;
- related to a business activity;
- in an appropriate setting; and
- permitted by applicable law and this policy.

Please be aware that gifts to, entertainment of, and promotional expenditures related to government officials are highly regulated and often prohibited by laws such as the FCPA and the UK Bribery Act.

All such expenses must be accurately and transparently reported and recorded.

If you have any questions regarding appropriate relations with foreign officials, please contact your General Manager or Chief Financial Officer.

### ***Receipt of Gifts and Entertainment***

Even when gifts and entertainment are exchanged out of the purest motives of personal friendship, they may be misunderstood. They may appear as attempts to bribe an employee, officer, or director to direct business to a particular supplier. Gifts include not only merchandise and products, but also personal services, theatre tickets, and tickets to sports events. To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards apply to the receipt of gifts or entertainment by employees, officers, and directors:

- Employees, officers, and directors may not solicit gifts, gratuities, or any other personal benefit or favor of any kind from any supplier or potential supplier.
- Employees, officers, and directors may not accept gifts of money.



- Employees, officers, and directors may accept unsolicited non-money gifts provided
  - they are items of nominal intrinsic value; or
  - they are advertising or promotional materials clearly marked with company or brand names.

Employees, officers, and directors should not encourage or solicit entertainment from any individual or company with which ITASCA does business. Entertainment includes, but is not limited to, activities such as dinners, theatre parties, or sporting events. From time to time, employees, officers, and directors may accept unsolicited entertainment, but only under the following conditions:

- the entertainment occurs infrequently;
- it involves reasonable, not lavish, expenditures; and
- the entertainment takes place in settings that are appropriate and fitting to employees, officers, and directors and their hosts.

### **Travel**

Unless prohibited by law or the policy of the recipient's organization, ITASCA may pay the transportation and lodging expenses incurred by customers, agents, or suppliers in connection with a visit to an ITASCA facility. The visit must be for a business purpose, for example, on-site examination of equipment, contract negotiations, or training.

### **Political Activities and Contributions**

Improper corporate or Company political contributions may be cash or other "gifts" as well as the use of corporate facilities (for example, use of photocopy machine to reproduce campaign literature). Particular care must be exercised when making a political contribution to a foreign government official. Employees, officers, and directors who participate in partisan political activities must not imply that they speak or act for ITASCA.

No corporate action will be allowed, direct or indirect, that infringes on the right of each ITASCA employee, officer, or director to decide individually whether, to whom, and in what amount, he or she will make personal political contributions. The same is true of volunteer political donations or personal service.



### **Charitable Contributions**

While legitimate charitable contributions are allowed by ITASCA employees and representatives, supposed charitable contributions can also serve as a cover for improper payments. ITASCA employees, agents, and representatives should never make a charitable contribution in order to receive a business benefit. If a foreign official or third party demands a charitable contribution in order to receive some benefit, such as the award of a contract, this should be reported to your General Manager or the Chief Financial Officer.

### **Integrity of Records and Financial Reports**

The integrity of ITASCA's recordkeeping and reporting systems will be respected at all times. ITASCA's business records must always be prepared accurately and reliably and reflect the financial transactions of ITASCA in order to properly manage our business and report the financial results of ITASCA's operations. No entry will be made on ITASCA's books and records that intentionally hides or disguises the true nature of any transaction, such as a bribe. There is no excuse for a deliberately false or misleading report or record.

### **Reporting Concerns or Possible Violations**

ITASCA does not tolerate bribery or corruption. Prevention, detection, and reporting of corrupt activity is the responsibility of all ITASCA personnel. If any director, officer, employee, representative, or agent of the Company knows or believes that any improper payment has been or will be made, or any violation of the FCPA, UK Bribery Act, or other applicable anti-corruption or anti-bribery law has occurred or will occur, such person must immediately notify the Company. Reports can be made to your General Manager or the Chief Financial Officer. If you feel more comfortable using an anonymous reporting mechanism, you can make a report through the online Ill Suggestion Box. ITASCA will not permit retaliation of any kind against anyone who makes a report or complaint in good faith with a reasonable basis for believing that a violation of this policy or other illegal, unethical, or inappropriate conduct has occurred. If the act involves the conduct of an agent acting on behalf of ITASCA, the relationship with the agent should be suspended immediately pending an investigation of the matter.

### **Anti-Retaliation**

No employee who reports, in good faith, a potential violation of this policy will be subjected to any detrimental treatment by the company for making such report.