

## **GLOBAL ANTI-CORRUPTION COMPLIANCE** **POLICY**

1. **Global Anticorruption Compliance Policy Statement.** Spectrum Plastics Group, including all affiliates, subsidiaries and majority-owned or controlled joint ventures (the “Company”), is committed to doing business legally, ethically and professionally worldwide. It is the Company’s policy to comply with all anticorruption laws that apply to its operations, including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the laws of the countries wherever we do business that prohibit corrupt conduct. The Company prohibits bribes, kickbacks and other illicit payments, as well as inappropriate gifts or entertainment, from being offered or accepted, in any way related to the Company’s business. This Policy supplements Spectrum Plastics Group’s *Corporate Social Responsibility Policy* and the Company’s *Statement of Policy on Standards of Conduct*, which remain fully effective. For further guidance on gifts and hospitalities, please refer to the Company’s *Gifts and Hospitalities Policy*.
  
2. **Definitions.** For purposes of this Policy:
  - A. “Public Official” means:
    - A. Officers and employees of governments and government agencies at all levels of government (regional, federal, state, provincial, county, municipal, etc.);
    - B. Officers and employees of companies owned or controlled by a government, even where the company seems like a commercial company (state-owned utilities providers, state-owned airline companies, etc.);
    - C. Officers and employees of public international organizations (the World Bank, United Nations, etc.);
    - D. Representatives and people acting in official capacities for governments, state-owned or controlled companies, and public international organizations; and
    - E. Political parties and party officials and candidates for political office.
  
  - B. “Third Parties” means all vendors, suppliers, contractors, subcontractors and consultants who interact with the Company, as well as distributors, dealers, sales representatives and other intermediaries acting on the Company’s behalf.
  
  - C. “Anything of Value” means anything that could benefit the recipient, interpreted broadly, including:
    - A. cash, gift cards, vouchers or things similar to cash;
    - B. gifts;
    - C. entertainment;
    - D. meals, drinks, refreshments, or other hospitalities;
    - E. payment or reimbursement for travel expenses or vacations;
    - F. offers of employment to recipient or a family member; or
    - G. discounts or rebates.

D. “Facilitating Payment” means small, customary payments made to low-level Public Officials to secure a “routine governmental action,” such as small payments to expedite customs clearance of materials or persons. “Routine governmental action” does not include any decision by a Public Official to avoid taking the routine action, or any decision related to an award or continuation of business.

3. **Application.** This Policy applies to the Company’s operations worldwide. It applies to all the Company’s employees, officers and directors (“Company Personnel”). Where applicable, all Third Parties must also comply with this Policy. Certain Third Parties, including intermediaries who act on the Company’s behalf, are the focus of additional requirements found in the Company’s *Covered Third Party Retention Policy*.
4. **Compliance Responsibilities, Implementation and Oversight.** Although all Company Personnel are responsible for complying with this Policy and for reporting potential violations to their managers, senior management, or to the Chief Compliance Officer, certain Company Personnel have specific roles in promoting compliance:
  - **Chief Compliance Officer.** Owner and principal contact for this Policy. Responsible for:
    - Policy administration, such as training, risk assessment, and oversight
    - Assisting Company senior management in developing procedures to implement this Policy
    - Policy interpretations
    - Approving Policy exceptions
    - Periodic reporting to the CEO and/or Board of Directors where applicable regarding Policy compliance
  - **Company Management.** Responsible for:
    - Implementing this Policy
    - Ensuring compliance by Company Personnel with this Policy
    - Periodic reporting to the Board of Directors regarding Policy compliance
  - **Company Controllers.** Responsible for:
    - Recommending procedures and internal controls to limit exposure to risk
  - **Company Board of Directors.** Ultimately responsible for:
    - Overseeing compliance with this Policy
5. **Prohibited Conduct: Bribery and Extortion.** This Policy prohibits the Company, Company Personnel and Third Parties from offering, paying, promising or authorizing - and from extorting, soliciting, accepting or receiving - bribes, kickbacks or other illegal, corrupt, unethical or improper benefits, inducements or payments of Anything of Value to or from any person or entity, including to any Public Official, to corruptly or improperly influence the recipient in any way related to the Company’s business. It is not necessary for a bribe to actually be paid or for the identity of the recipient to be known.

This Policy and many anticorruption laws, including the FCPA, specifically prohibit corruptly giving or offering Anything of Value to a Public Official to:

- influence any official act or decision of the Public Official;
- induce the Public Official to do or not do anything he or she is legally required to do;
- obtain any improper advantage;
- induce the Public Official to influence a government act or decision; or
- assist the Company in obtaining, directing, or retaining business, including regulatory approvals.

6. **Employment or Retention of Public Officials.** The Company discourages the employment or retention of Public Officials to act on its behalf. Company Personnel are required to inform their supervisor if they are or become a Public Official while employed with the Company.

7. **Gifts and Hospitalitys.** Gifts and hospitalitys (such as meals, drinks, travel and entertainment) must not be given to any Public Official or any commercial customer, to improperly influence, induce or reward any act or decision. This prohibition applies to gifts and hospitality provided or offered by Company Personnel or by any Third Party. However, in limited circumstances, the Company permits Company Personnel or Third Parties to give reasonable and legitimate gifts or hospitalitys to Public Officials and commercial customers provided that the offer, provision, or acceptance is lawful and otherwise complies with the Company's guidelines. See the Company's *Gifts and Hospitalitys Policy*.

8. **Facilitating Payments.** The Company prohibits Company Personnel and Third Parties from making "Facilitating Payments" in connection with the Company's operations.

Although the FCPA contains an exception that allows certain Facilitating Payments, Facilitating Payments often violate other laws. Therefore, the Company prohibits the use of Facilitating Payments in its business. However, Company Personnel may make a Facilitating Payment in certain limited and extenuated circumstances if the Company Personnel believes that the payment is necessary to secure the health or safety of Company Personnel or a Third Party. Any such proposed payment must be reported to the Company's Chief Compliance Officer immediately.

If a Third Party, such as a customs broker, makes a Facilitating Payment on his or her own, the Company will not reimburse the Third Party for the payment. Any offered or actual Facilitating Payment must be reported promptly to the Chief Compliance Officer.

9. **Political Contributions and Charitable Donations.** No political contribution or charitable donation may be made on behalf of the Company, directly or indirectly, in return for any promised or actual favorable treatment, including by any Public Official. Political contributions and charitable donations may be considered by the Company and must comply with the following process:

- A *written* request must be submitted in advance to the Chief Compliance Officer, who will review the request and consult with local counsel where necessary to ensure that the contribution complies with applicable laws and Company policies, including the Company's *Statement of Policy on Standards of Conduct*.
- When such requests are approved, the Chief Compliance Officer will provide *written* approval to the requestor.
- Any contribution or support must be accounted for properly and paid for and reported pursuant to the Company's financial procedures.

- 10. Corruption Risks in Dealings with Third Parties.** Just as the Company prohibits Company Personnel from making corrupt or improper payments, the Company prohibits Third Parties from making corrupt or improper payments on the Company's behalf. The Company and Company Personnel may be liable for corrupt or improper offers, promises or payments to Third Parties, while knowing that all or a portion of the payment will go directly or indirectly to a Public Official. An employee cannot do anything indirectly through a Third Party that cannot be done directly under this Policy. Company Personnel - especially sales and marketing personnel dealing with distributors, resellers, commission agents and dealers - must be aware of Third Party activities and take appropriate measures to ensure that Third Parties do not make any illegal payments on the Company's behalf.

Knowledge of corrupt activities may be inferred where someone attempts to insulate themselves by deliberately ignoring red flags or being willfully blind of suspicious circumstances or information indicating that there was a high probability that there was something forbidden or illegal about the contemplated transaction or payment. Ignoring red flags with respect to Third Parties or being willfully blind of their conduct could expose the Company to FCPA liability. Examples of Third Party corruption risk red flags can be found at Exhibit A in the *Covered Third Party Retention Policy*.

- 11. Mergers, Acquisitions, Joint Ventures and Engagement of Third Parties.** In certain circumstances, the Company can be liable for ongoing activities - and in some circumstances, for past conduct - of entities it acquires. The Company also can be liable for activities of joint venture partners related to the Company's business, distributors, dealers, sales representatives, as well as other Third Parties who interact with Public Officials and customers. To mitigate these risks, the Company and Company Personnel must take appropriate precautions when entering into these relationships, including:

- **Conduct Reasonable Due Diligence** - which can include, but is not limited to, an assessment of a business's reputation, ownership, capabilities and experience, financial standing, history of compliance with anticorruption laws and "red flags" that could suggest that the potential acquired company, Third Party, or business venture partner will engage in corrupt activities.
- **Review and Document Diligence Findings** - for indications suggestive of corruption risks, and document all findings as directed in the Company's record retention policies.
- **Obtain Required Approvals** - prior to entering into a merger, acquisition, joint venture relationship or Third Party agreement.
- **Execute Written Agreements with Anticorruption Protections** - including reasonable anticorruption provisions to protect the Company, such as anticorruption provisions granting the Company the right to audit a partner's books and records and a right to terminate the relationship if a partner engages in corrupt activities. Having partners execute anticorruption certifications may also be appropriate under certain circumstances. Consult the Chief Compliance Officer regarding appropriate contractual provisions.
- **Require Anticorruption Compliance Policies** - depending on the nature of the relationship.

For further guidance regarding certain Third Parties, please refer to the Company's *Covered Third Party Retention Policy*.

12. **Books and Records.** The Company and Company Personnel must make and keep complete and accurate books, records and accounts in reasonable detail to reflect all transactions involving the Company's assets.

**Books and Recordkeeping Guidelines:**

- All payment arrangements must comply with applicable laws and Company policies. The Company, Company Personnel and Third Parties must not knowingly enter into any special invoicing or payment arrangements that would allow or help others to violate the law.
- Cash payments generally are prohibited. Any cash payments must be made in accordance with the Company's financial procedures, reporting requirements, and the Company's *Gifts and Hospitalities Policy*.
- False, misleading, or artificial entries in the Company's books and records are prohibited.
- No undisclosed or unrecorded funds, accounts, assets or liabilities may be established for any purpose related to the Company's business.
- All books, records and accounts must be prepared accurately on the basis of reliable supporting documentation.



- Company Personnel must not directly or indirectly make materially false, misleading or incomplete statements to any accountant, auditor or controller, including internal accountants, auditors or controllers
- 13. Anticorruption Compliance Training and Certifications.** The Company’s Chief Compliance Officer will develop and provide anticorruption training. Company management and the Chief Compliance Officer will ensure that required Company Personnel satisfy the training requirements and provide certifications of compliance, where required.
- **Training and Certification Requirements.** Specified Company Personnel will (1) take anticorruption training on a periodic basis and (2) execute the *Global Anticorruption Compliance Policy Certification* (available in POMS and at *Exhibit B*) certifying that they have taken the required anticorruption training, and that they have complied and will comply with this Policy.
  - **Specified Company Personnel include:**
    - Directors, officers, including “Vice Presidents,” and Board members;
    - Personnel involved in sales, marketing, business development, and finance;
    - Company Personnel operating in countries known to have significant corruption risks;
    - Company Personnel likely to have contact with Public Officials on the Company’s behalf; and
    - Other Company Personnel as determined by the Chief Compliance Officer, senior management or Human Resources.
- 14. Monitoring and Auditing.** The Chief Compliance Officer, in conjunction with the Corporate Controller will direct periodic internal or external reviews of the effectiveness of this Policy.
- 15. Consequences of Violations.** No sale or transaction should be undertaken where there is reason to believe that improper or corrupt activities are involved. Company Personnel are expected to use their independent judgment in conducting business consistent with this Policy: consider not only whether a transaction is lawful, but also whether a transaction would cause criticism or embarrassment to the Company or to yourself if the transaction were disclosed to your supervisor, in the newspaper, to a government or to an independent third party.
- 16. Reporting Requirements.** Company Personnel are strongly encouraged to report activities that could violate this Policy to their supervisor and/or the Chief Compliance Officer. Supervisors who receive reports must promptly notify the Chief Compliance Officer. **Company Personnel may remain anonymous will not be subjected to retribution for good-faith reports of violations or of suspicions of violations, or for cooperating with investigations under this Policy.** Please see the Company’s *Corporate Social Responsibility Policy* for information on reporting ethical concerns in your jurisdiction.
- 17. Contact Details and Additional Information.** Contact your supervisor or the Company’s Chief Compliance Officer at (404) 564-8560 with any questions regarding this Policy.

## **ANTI-CORRUPTION GIFTS AND HOSPITALITIES POLICY**

1. **Gifts and Hospitalities Policy Statement.** Spectrum Plastics Group, including all affiliates, subsidiaries and majority-owned or controlled joint ventures (the “Company”), relies on the quality of products and services to obtain business and to award business to others. In limited circumstances, such as developing business relationships and promoting the Company’s products and reputation, the Company permits Company Personnel to give or accept reasonable, legitimate, and lawful Gifts or Hospitalities *provided that* the offer, provision or acceptance is in the Company’s business interest and complies with this Policy and all applicable laws. This Policy supplements Spectrum Plastics Group’s *Corporate Social Responsibility Policy* and *Statement of Policy on Standards of Conduct*, which remain fully effective.
  
2. **Definitions.** For purposes of this Policy:
  - A. “Public Official” means:
    - A. Officers and employees of governments and government agencies at all levels of government (regional, federal, state, provincial, county, municipal, etc.);
    - B. Officers and employees of companies owned or controlled by a government, even where the company seems like a commercial company (state-owned utilities providers, state-owned airline companies, etc.);
    - C. Officers and employees of public international organizations (the World Bank, United Nations, etc.);
    - D. Representatives and people acting in official capacities for governments, state-owned or controlled companies, and public international organizations; and
    - E. Political parties and party officials and candidates for political office.
  
  - B. “Gifts” includes anything of value, including traditional gifts or tokens, presents, cash or cash equivalents (such as gift cards or vouchers), Company promotional items, discounts or rebates.
  
  - C. “Hospitalities” includes entertainment, meals, refreshments, and payment or reimbursement of travel expenses.
  
3. **Application.** This Policy applies to the Company’s operations worldwide. It applies to all Company Personnel, including employees, officers, and directors. Company Personnel responsible for Third Party business partners must also take reasonable and appropriate steps to ensure our business partners’ conduct complies with this Policy. These Third Party business partners include vendors, suppliers, contractors, subcontractors and consultants who provide services to the Company, as well as distributors, dealers, sales representatives and other intermediaries acting on the Company’s behalf. *See Company’s Global Anticorruption Compliance Policy.*

4. **Compliance Responsibilities, Implementation and Oversight.** Although all Company Personnel are responsible for complying with this Policy, certain Company Personnel have specific roles in relation to Gifts and Hospitalities:
- **Chief Compliance Officer.** Owner and principal contact for this Policy. Responsible for:
    - Administering the Policy
    - Assisting Company senior management in developing procedures to implement this Policy
    - Providing Policy interpretations
    - Approving Policy exceptions
    - Approving Gifts and Hospitalities pursuant to this Policy
  - **Company Management.** Responsible for:
    - Implementing this Policy, such as through the development of local guidelines
    - Ensuring compliance by Company Personnel with this Policy
    - Approving Gifts and Hospitalities pursuant to this Policy
5. **Offering or Giving Gifts and Hospitalities.** Modest Gifts and Hospitalities may be offered or provided on behalf of the Company consistent with the below guidelines and preapproval requirements. Company management may institute more restrictive guidelines that govern the giving and receiving of Gifts and Hospitalities by Company Personnel in specific geographies. Before offering or giving a Gift or Hospitality, Company Personnel must assess whether the following guidelines are met and whether preapproval is required.



**GUIDELINES: OFFERING OR GIVING GIFTS AND HOSPITALITY**

<p>Company Personnel generally may offer or give Gifts without preapproval <i>where the offer will not influence, or be perceived to influence</i>, the recipient’s business decision related to the Company <u>and</u> the Gift:</p>	<ul style="list-style-type: none"> <li>• is modest, such as infrequent holiday gifts, or entertainment that is customary, reasonable and valued less than <b>USD \$75</b> (or a lower amount where local guidelines require);</li> <li>• is lawful including under local laws and anticorruption laws;</li> <li>• is open, transparent, and accurately recorded in the Company’s books and records; and</li> <li>• is in the Company’s legitimate business interest.</li> </ul>
<p>Company Personnel generally may offer or give Hospitalities without preapproval <i>where the offer will not influence, or be perceived to influence</i>, the recipient’s business decision related to the Company <u>and</u> the Hospitalities:</p>	<ul style="list-style-type: none"> <li>• are modest, such as infrequent meals, or travel expenses that are customary, reasonable and not lavish and involves a legitimate business purpose or meeting in a setting conducive for discussing Company business;</li> <li>• are lawful including under local laws and anticorruption laws;</li> <li>• are open, transparent, and accurately recorded in the Company’s books and records; and</li> <li>• are in the Company’s legitimate business interest.</li> </ul>
<p>Company Personnel must not offer or give Gifts or Hospitalities <i>without prior written approval</i> from the Chief Compliance Officer and appropriate Company management where:</p>	<ul style="list-style-type: none"> <li>• There is any question as to whether the above requirements are met;</li> <li>• The recipient is a “Public Official”;</li> <li>• The Company has an active bid in front of the recipient or has won business with the recipient in the past 3 months;</li> <li>• The Gift is valued at more than USD \$75 (or a lower amount where local guidelines require);</li> <li>• The Gift or Hospitalities are lavish or extraordinary under the circumstances;</li> <li>• The recipient has been offered or accepted more than four Gifts in the past 12 months or been provided with Hospitalities more than four times in the past 12 months;</li> <li>• A spouse, relative or guest of the recipient or of any Public Official will receive or benefit from the Gifts or Hospitalities;</li> <li><b><u>or</u></b></li> <li>• Hospitalities include extra-curricular activities or extraneous travel or entertainment unrelated to the business purpose</li> </ul>

- **Offering or Giving Gifts or Hospitalities to Public Officials.** Many anticorruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), prohibit corrupt offers or gifts of anything of value to a Public Official - including Gifts and Hospitalities - to influence the Public Official in assisting the Company in obtaining or retaining business or other advantages. For more, see the Company’s *Global Anticorruption Compliance Policy*. Also, many Public Officials are subject to laws that restrict or prohibit them from receiving even modest Gifts and Hospitalities, such as lunches or dinners that are not lavish and that involve a legitimate business discussion or meeting in a setting conducive for discussing Company business. Because of the complexity of these laws governing Gifts and Hospitalities for Public Officials, the Company requires preapproval from the Chief Compliance Officer *before* offering or providing any Gifts or Hospitalities to a Public Official.

Approval will be granted only if the proposed Gift or Hospitality are lawful and meet the above requirements and are *directly related to*: (1) the promotion, demonstration or explanation of products or services; or (2) the execution or performance of a contract with a government or government agency.

- **Nominal Promotional Items:** Company Personnel may distribute promotional items with the Company’s logo valued at under USD \$25 to attendees at promotional events without obtaining preapproval provided that distribution is open to all recipients.
6. **Accepting Gifts and Hospitalities.** Company Personnel must avoid even the appearance of impropriety, and must not solicit or accept any Gifts or Hospitalities that would compromise the employee’s ability to make objective business decisions or where receipt could suggest that the Company’s decisions may be influenced by the item provided. In addition, Company Personnel must not solicit or accept any bribe, kickback or other corrupt inducement, directly or indirectly, in any way related to the Company. For more, see the Company’s *Statement of Policy on Standards of Conduct* and the Company’s *Corporate Social Responsibility Policy*. Company Personnel must not solicit or accept any bribe, kickback or other corrupt inducement, directly or indirectly, in any way related to the Company. Also see the Company’s *Global Anticorruption Compliance Policy*.
- **Refusing Gifts and Hospitalities.** Company Personnel offered Gifts or Hospitalities that are prohibited under this Policy must politely decline the offer. In rare circumstances where it would be inappropriate or impossible to decline a Gift, Company Personnel must notify the Chief Compliance Officer and submit the Gift to appropriate Company management for proper disposition.
  - **Modest Gifts and Hospitalities Acceptable.** Company Personnel may accept modest Gifts or Hospitalities without prior approval where acceptance will not undermine, or be perceived to undermine, the integrity of the Company’s business decisions, such as:
    - Promotional items with logos that are valued at under USD \$25 (or a lower amount where local guidelines provide a different requirement);
    - Discounts offered to a large group of employees as part of an agreement between the

Company and the Third Party;

○ Infrequent, non-lavish, and customary meals and entertainment valued at less than USD \$75 (or a lower amount where local guidelines provide a different requirement), such as awards dinners or refreshments or meals at conferences or meetings;

○ Tickets to private events, **provided that** the Company employee can determine the fair value of the ticket and the fair market value is less than \$75 USD (or a lower amount where local guidelines provide a different requirement);

○ Tickets to approved business-related activities, **provided that** the Company employee can determine the fair value of the ticket and the fair market value is less than \$75 USD (or a lower amount where local guidelines provide a different requirement);

○ Invitations from the business partner to be guests at industry conferences or tradeshows, **provided that** other companies are participating, the event is not lavish and Company Personnel participation serves a legitimate business purpose; or

○ Recognition awards for community service, non-monetary gratuities for speaking appearances or other tokens of appreciation for contributions to the community.

- **Preapproval Required.** Company Personnel must not accept, without prior approval from the appropriate Company management and the Chief Compliance Officer:

○ Invitations to be guests at industry conferences or tradeshows;

○ Gifts or Hospitalities valued at more than USD \$75 (or a lower amount where local guidelines provide a different requirement);

○ Cash or cash equivalents (such as gift cards or vouchers); or

○ Lavish meals or entertainment valued at more than USD \$75 that could create the appearance of impropriety or obligation, or that are not legal and bona fide in all respects (such as adult entertainment or vacations).

7. **Conflicts of Interest.** Consistent with the Company's *Statement of Policy on Standards of Conduct* and the Company's *Corporate Social Responsibility Policy*, Company Personnel must avoid actual or potential conflicts of interest and disclose potential conflicts of interest to the employee's supervisor at the Company. Examples of potential conflicts of interest that must be disclosed include:

- Investing in a supplier, dealer, customer or competitor;
- Accepting services or receiving payments from a supplier, dealer, customer or competitor;
- Having a close family member who works for a supplier, dealer, customer or competitor;
- Being employed outside of the Company without leadership approval;
- Serving on the board of directors of a company organized for profit; and
- Being involved in public service activities.

8. **Recordkeeping.** Company Personnel must fully and accurately document and record all Gifts and Hospitalities, including travel, entertainment and meals, given on the Company's behalf or received in any way in connection with the Company's business, promptly and in reasonable detail, in the employee's expense reporting and reimbursement system.



- **Public Officials.** In particular, all Gifts and Hospitalities provided to Public Officials must be documented in the Company's expense reporting system, accompanied by the appropriate approvals, and recorded completely and accurately so that the purpose, amount or value, precise nature and business justification for each transaction is clear, regardless of the amount of such transaction.
9. **Reporting Requirements.** Company Personnel are strongly encouraged to report activities that could violate this Policy or applicable laws to their supervisor and/or the Chief Compliance Officer. Supervisors who receive reports must promptly notify the Chief Compliance Officer.  
**Company Personnel may remain anonymous and will not be subjected to retribution for good-faith reports of violations or of suspicions of violations, or for cooperating with investigations under this Policy.**
  10. **Contact Details and Additional Information.** Contact your management or the Chief Compliance Officer at (404) 564-8560 with any questions regarding this Policy.

**EXHIBIT A**  
**FREQUENTLY ASKED QUESTIONS**

**1. Why does this Policy highlight conduct involving “Public Officials”?**

“Public Officials” include both the Company’s government customers and government authorities we interact with in obtaining regulatory approvals (such as licenses, permits, customs clearances, product specification approvals, and tax decisions). Certain laws such as the FCPA impose specific requirements on interactions with “Public Officials.”

**2. What are examples of “corrupt or improper” activities prohibited by this Policy?**

The following activities are examples of activities that may violate anticorruption laws and that are prohibited by this Policy:

- Paying cash to a government “contracting officer” to influence the Public Official to award the Company a contract to supply Company products or to get Company products approved as a specified component in a product;
- Paying cash to a government “contracting officer” to influence the Public Official to gain access to non-public bid tender information;
- Giving a gift to a government tax official to influence the Public Official’s decision regarding how much the Company owes in taxes;
- Offering cash to a Public Official responsible for issuing the Company permits or licenses to influence the official’s decision to issue the permit or license;
- Taking the employee responsible for purchasing at a municipality’s Department of Transportation to an expensive dinner or sporting event to influence the Public Official to continue to purchase Company products;
- Intentionally overpaying for supplies from a vendor owned by a Public Official to influence that Public Official’s decision to buy Company products;
- Flying a customer representative and his family to the United States to go to Disney World at the Company’s expense, to influence the customer to award a contract to the Company;
- Providing an internship to the child of transportation department official responsible for making qualified vendor determinations for traffic safety governmental projects;
- Giving a gift card to a customer’s or third party’s “quality control” representative responsible for inspecting the Company’s clean room facilities to influence the representative to certify the state of the facilities without inspection;
- Giving a gift to a customer representative to influence the customer to buy Company products or services;
- Hiring a relative of a Public Official to influence the Public Official’s decision to grant the Company increased access to a particular contract or market;
- Making a donation to a political candidate in return for the candidate’s promise to give favorable regulatory treatment to the Company upon election; or
- Any of the above made through a third party.

**3. Does the Company have to know that a Third Party may make an improper payment for the Company to be subject to liability?**



No. “Knowledge” includes both actual knowledge and conscious disregard or deliberate ignorance of facts, which indicate a high probability that an improper payment will occur (e.g., placing one’s “head in the sand” is no defense).

**4. What are the consequences to the Company and to Company Personnel for violating this Policy or any anticorruption law?**

Failure to comply with this Policy or anticorruption laws could tarnish the Company’s reputation and subject the Company and Company Personnel to significant fines or serious criminal and civil penalties. In addition, Company Personnel who violate the FCPA, other applicable anticorruption laws, or this Policy will be subject to discipline, up to and including termination.

**5. What are examples of things Company Personnel should report under this Policy?**

Any violation or suspected violation of this Policy, as well as any conduct by a Third Party, customer or other business partner that violates any anticorruption law or that could cause the Company or Company Personnel to violate this Policy, should be reported. Examples of situations that should be reported for further investigation include:

- Offers or payments of Anything of Value by Company Personnel or Third Parties to improperly influence a Public Official’s decision.
- Agreements between Company Personnel and contractors regarding kickbacks or similar payments, especially those related in any way to government contracts.
- Requests for bribes by customers or potential customers to influence the customer to buy Company products.
- Requests by Company Personnel for kickbacks from vendors to influence the employee to purchase supplies or services from the vendor.
- Requests for Anything of Value by Public Officials related to awarding the Company business or granting the Company a regulatory approval.
- Payments of cash or lavish gifts or entertainment to any customer, Third Party, or other business partner, or any other payment arrangements that seem suspicious.

## COVERED THIRD PARTY RETENTION POLICY

1. **Covered Third Party Retention Policy Statement.** Spectrum Plastics Group, including all affiliates, subsidiaries and majority-owned or controlled joint ventures (the “Company”), is committed to doing business only with reputable, ethical and professional Third Parties including all vendors, suppliers, contractors, subcontractors and consultants who interact with the Company, as well as distributors, dealers, sales representatives and other intermediaries acting on the Company’s behalf.

Spectrum Plastics Group recognizes that in certain circumstances heightened FCPA-related due diligence for Third Parties may be appropriate. The Chief Compliance Officer will determine when Third Parties are designated as a Covered Third Party under this Covered Third Party Retention Policy (the “Policy”). In making this determination the Chief Compliance Officer will weigh various factors such as the Third Party’s ties to a political party and/or a Public Official, whether the target market is in a country with a high FCPA risk profile, the financial structure of the business arrangement, the size and significance of the business relationship to the Company and whether the Company has prior experience with the individual or entity. This Policy supplements Spectrum Plastics Group’s *Corporate Social Responsibility Policy* and the Company’s *Statement of Policy on Standards of Conduct*, which remain fully effective.

This Policy outlines the requirements that may apply to the Company’s relationships with Covered Third Parties, including:

- Reasonable due diligence
- Reasonable fee arrangements
- Written agreements with anticorruption provisions
- Covered Third Party certifications
- Monitoring of Covered Third Party activities
- Prohibiting willful blindness or knowing disregard for violations of law, agreements, or Company policies
- Reporting actual or suspected violations of law, agreements or Company policies

2. **Definitions.** For purposes of this Policy:

- A. “Public Official” means:
  - a. Officers and employees of governments and government agencies at all levels of government (regional, federal, state, provincial, county, municipal, etc.);
  - b. Officers and employees of companies owned or controlled by a government, even where the company seems like a commercial company (state-owned utilities providers, state-owned airline companies, etc.);
  - c. Officers and employees of public international organizations (the World Bank, United Nations, etc.);
  - d. Representatives and people acting in official capacities for governments, state-owned or controlled companies, and public international organizations; and
  - e. Political parties and officials and candidates for political office.



B. “Third Parties” means all vendors, suppliers, contractors, subcontractors and consultants who interact with the Company, as well as distributors, dealers, sales representatives and other intermediaries acting on the Company’s behalf.

C. “Covered Third Party” means any company or individual that is likely to interact with a customer, government, or Public Official, on the Company’s behalf including distributors, resellers, dealers, sales representatives, agents, consultants, prime contractors, subcontractors, customs brokers, contract employees, and independent contractors designated by the Chief Compliance Officer to be subject to heightened FCPA-related due diligence.

D. “Company Business Sponsor” means the Company employee seeking to retain the Covered Third Party or otherwise responsible for managing the Company’s relationship with the Covered Third Party.

3. **Application.** This Policy applies to the Company’s operations worldwide. It applies to all employees, officers, and directors, who retain, direct, collaborate with, oversee, or otherwise interact with Covered Third Parties, (“Company Personnel”) especially those who interact with Public Officials on Company’s behalf. For more, see the Company’s *Global Anticorruption Compliance Policy*.

Third Parties that are not likely to interact with customers, governments, or Public Officials on the Company’s behalf ***are not*** subject to the requirements of this Policy. Such Third Parties must still comply with the applicable requirements of the Company’s *Global Anticorruption Compliance Policy* and the Company’s *Gifts and Hospitality Policy*.

4. **Compliance Responsibilities, Implementation and Oversight.** Although all Company Personnel are responsible for complying with this Policy and for reporting potential violations to their managers, senior management, or to the Chief Compliance Officer, certain Company Personnel have specific roles in dealing with Covered Third Parties:
- **Chief Compliance Officer.** Owner and principal contact for this Policy. Responsible for:
    - Administering the Policy, risk assessment and oversight
    - Assisting Company senior management in developing procedures to implement this Policy
    - Providing Policy interpretations
    - Approving Policy exceptions
    - Conducting reasonable due diligence reviews
    - Approving the retention of Covered Third Parties
  - **Company Management.** Responsible for:
    - Implementing this Policy
    - Ensuring compliance by Company Personnel with this Policy
    - Approving the retention of Covered Third Parties
  - **Company Business Sponsor.** Responsible for:
    - Coordinating the collection of diligence information
    - Obtaining Compliance Department and Company senior management approvals





- Executing agreements with Covered Third Parties
- Ensuring Covered Third Parties execute required certifications
- Monitoring Covered Third Party activities
- Ensuring Covered Third Party agreements are renewed in a timely manner

5. **Reasonable Due Diligence.** The Company is careful in selecting Covered Third Parties that are appropriate and legitimate for the contemplated role that do not have ownership or familial relationships with persons who might give the appearance that the Company is attempting to improperly obtain business or a business advantage, and that are not likely to engage in improper, unethical or corrupt activities. The Company will conduct reasonable due diligence on Covered Third Parties before retention and after retention at the time of any renewal or extension of any agreement. The Chief Compliance Officer will specify the level of due diligence necessary based on the risks associated with the relationship with the Covered Third Party or any red flags identified relating to the Covered Third Party. Examples of scenarios that raise “red flags” can be found in *Exhibit A*. The due diligence conducted should assess the reputation, beneficial ownership, professional capability and experience, financial standing and credibility of the prospective representative, and the history of such prospective representative's compliance with applicable anticorruption laws, including the FCPA.

- **Public Records Review:** The Company requires that publicly available information on the Covered Third Party and its key employees be reviewed to determine whether the entity or its employees are connected to or owned by Public Officials, customers, existing business partners or potentially problematic third parties, and to confirm that the Covered Third Party does not have a history of criminal activity or a propensity to engage in corrupt activities. The Company Business Sponsor will coordinate this review, in consultation with the Chief Compliance Officer, and will provide a summary of the results of the review to the Chief Compliance Officer.

- **Reference Check:** Where directed by the Chief Compliance Officer, the Company Business Sponsor will contact the Covered Third Party's references to create a documented assessment of the Covered Third Party's reputation, ability to perform the contemplated services, and history of compliance with anticorruption laws and other legal or contractual requirements. The Company Business Sponsor will provide the assessment to the Chief Compliance Officer.

6. **Reasonable Payment Arrangements.** The Company will only enter into payment arrangements with Covered Third Parties that are: (1) commercially reasonable under the circumstances; (2) appropriate in relation to the Covered Third Party's experience and services provided; and (3) consistent with local laws and market practices. The Company Business Sponsor must clearly specify the proposed payment arrangement, and, where appropriate, provide the completed Covered Third Party Questionnaire to the Chief Compliance Officer and Company management for review and approval.

- **Evidence of Commercial Reasonableness.** The Company Business Sponsor must include evidence to support a determination that the proposed payment arrangement is

reasonable, appropriate, and consistent with market standards. Evidence could include: quotes from other similar Third Parties, payment arrangements with current or prior Third Parties, information from Human Resources, or other information relied upon by the Company Business Sponsor.

- **Expense Reimbursement:** Payment arrangements that include reimbursement of expenses incurred by the Covered Third Party will be considered only where the reimbursement arrangement is accurately detailed in the agreement with the Covered Third Party. Where approved, the Company Business Sponsor will be responsible for reviewing expense reimbursement requests to ensure that they are supported by the appropriate documentation and consistent with the written agreement and all applicable Company policies.

- **Payment Arrangements Consistent with Local Laws and Market Practices.** The Company will not knowingly enter into any payment arrangement that violates any law, that would enable or facilitate others in violating a law, or that is inconsistent with reasonable and appropriate market or industry practices.

7. **Covered Third Party Retention Review and Approval Process.** Before retaining or renewing an agreement with a Covered Third Party, review of the relationship and approvals by the Chief Compliance Officer and Company management are required.

8. **Agreements with Covered Third Parties.**

- All Covered Third Party agreements must be in writing.
- All Covered Third Party agreements should include appropriate provisions designed to promote compliance with anticorruption laws, including the FCPA. A menu of sample anticorruption compliance provisions is provided at the template *Anticorruption Compliance Addendum* found at *Exhibit B* or substantially similar contractual provision setting forth a clear prohibition against corrupt behavior.
- The Company Business Sponsor will execute the approved agreement with the Covered Third Party before the Covered Third Party provides any services or receives any payments from the Company.
- The Company Business Sponsor will return an executed agreement with the appropriate anticorruption contractual provisions to the Chief Compliance Officer. Agreements with

Covered Third Parties must be maintained in accordance with the document retention periods outlined in the Company's *Accounting Manual*, but in all circumstances at least as long as the Covered Third Party's relationship with the Company is active.

- The processes outlined in this Policy must be followed to renew any agreement with a



Covered Third Party. The Company Business Sponsor may leverage and update due diligence already performed on the Covered Third Party in renewing these agreements.

- Any deviations from these requirements require the advance written approval of the Chief Compliance Officer.
9. **Certification.** The Company Business Sponsor will ensure that Covered Third Parties execute required certifications. Prior to representing the Company and on an annual basis, each Covered Third Party must execute the *Anticorruption Compliance Certification* in the form provided at *Exhibit C*.
  10. **Recordkeeping.** Covered Third Party agreements must require the Covered Third Party to make and keep complete and accurate books, records and accounts in reasonable detail related to the agreement.
  11. **Reporting Requirements.** Company Personnel are strongly encouraged to report activities that could violate this Policy, applicable laws, or Covered Third Party agreements with the Company, to their supervisor and/or the Chief Compliance Officer. Supervisors who receive reports must promptly notify the Chief Compliance Officer. **Company Personnel may remain anonymous and will not be subjected to retribution for good-faith reports of violations or of suspicions of violations, or for cooperating with investigations under this Policy.**
  12. **Contact Details and Additional Information.** Contact your management or the Chief Compliance Officer at (404) 564-8560 with any questions regarding this Policy.

**EXHIBIT A**  
**EXAMPLES - RED FLAGS**

The following are examples of “Red Flags,” namely circumstances where anticorruption risk is higher or signs that a Third Party may potentially be involved in corrupt activities. This list is not exhaustive.

- The Third Party, or a director, officer or employee of the Third Party (if a company), is a current or former Public Official, or an immediate family member of a Public Official;
- The Third Party is owned in whole or in part, or controlled, by a government, Public Official or immediate family member of a Public Official;
- A Public Official demanded that the Company use the Third Party;
- A government or Public Official will be the customer, end-user or target of the agreement, contract or arrangement with the Third Party;
- The Third Party lacks experience with the product or industry, or lacks qualified staff or adequate facilities for the contemplated tasks;
- The Third Party has a reputation for impropriety, unethical or illegal conduct, or corruption; has been the subject of allegations or investigations related to integrity; or is new to the business such that its reputation cannot be verified;
- The Third Party insists on sole control of government interactions or restricts Company access;
- No written contract or agreement is in place;
- There are no FCPA or anti-bribery provisions in the contract or agreement;
- The Third Party had requested or the agreement allows for the Third Party to be paid an unreasonably high margin, fee, commission or compensation; allows reimbursement for unusually high expenses; or contains other unusual payment arrangements;
- The Third Party requested or the agreement allows for payment up-front;
- The Third Party requested or the agreement allows for payments to third countries (*i.e.*, where the payee is not located or the services are not performed) or third parties;
- The Third Party requested or the agreement allows for payments in cash or bearer instruments;
- Payments are allowed or made outside the scope of or not in accordance with the agreement;
- Reimbursement of any expenses occurs without proper documentation or without proper management review;
- Reimbursement is requested or made for expenses incurred by, or for, a Public Official;
- Any payments are made to a Public Official not in accordance with the Company’s policies and procedures;
- Costs are allowed that are unrelated to a business purpose;

- The Third Party requests secrecy in relation to the agreement or avoidance of disclosure to any government entity;
- The Third Party will not allow the Company to access its books and records related to the agreement;
- The Third Party refuses to make certifications of compliance with the FCPA or other applicable anticorruption laws;
- Prior management approval had not been given to enter into the contract or agreement, where required; or
- Due diligence had not been conducted and all issues resolved.