

INTERNATIONAL ANTI-CORRUPTION POLICY AND MANUAL

1.0 INTRODUCTION

- 1.1 The Knight Piésold Group (together with its subsidiaries and affiliates (“Group” or the “Company”)) is committed to the highest standards of conduct in its business dealings throughout the world. This International Anti-Corruption Policy (the “Policy”) provides an overview of your obligations. Depending on your individual responsibilities, you are also responsible for following specific procedures tailored to assist you with daily compliance and record keeping.
- 1.2 Questions or concerns related to this Policy should be directed to the Chairman of the Knight Piésold Holdings International Ltd. (KPHIL) Board. Company employees, independent contractors and others subject to this Policy shall report immediately to the Regional Manager or the Chairman of the KPHIL Board any potential anti-corruption issues about which they become aware. If such a matter is reported to the Regional Manager, then the Regional Manager will report such matter to the Chairman of the KPHIL Board immediately.

2.0 STATEMENT OF POLICY

- 2.1 The Group shall conduct its worldwide business in accordance with the highest ethical standards. The Group does not seek to gain any advantage through the improper use of inducements and strictly prohibits Group employees and International Intermediaries from providing, attempting to provide, or offering to provide funds or other assets in the form of bribes, kickbacks, or other payoffs, to any actual or prospective commercial suppliers, customers or other firms or individuals with whom we may have business dealings. Group employees and International Intermediaries may not under any circumstances solicit, accept or attempt to accept, directly or indirectly from a third party, a bribe, kickback, or other payoff in connection with a transaction contemplated or entered into by the Company.
- 2.2 The Group shall conduct every business transaction with integrity and shall comply with all applicable Anti-Corruption Laws. The Group has adopted this Policy to ensure the Company’s compliance with those laws.

3.0 DEFINITIONS

- 3.1 For purposes of this Policy, the following definitions apply:

- 3.1.1 “Core Anti-Corruption Personnel” – Persons within the organization that are most likely to interface with agents, representatives, international intermediaries, customers, suppliers, and government officials. Such personnel may include representatives from Marketing/Business Development, Finance, Contracts, and Supply Chain.
- 3.1.2 “Corruptly”, “corrupt” and “corrupt purpose” means anything having improper motive to influence a Government Official to misuse his or her position, whether by acting or refusing to act, or to otherwise provide any unfair advantage.
- 3.1.3 “Government Official” means:
- 3.1.3.1 Anyone acting in an official capacity for or on behalf of:
- A national, regional or local government, including collective groups or partnerships of governments (e.g., European Union);
 - Any agency, department or instrumentality of a national, regional or local government, including collective groups or partnerships of governments (e.g., European Union);
 - A government-owned or government-controlled enterprise, such as a state-owned airline; or
 - A public international organization, such as The World Bank or International Monetary Fund; or
 - Any foreign political parties, party officials, or candidates for a foreign political party or political party office.
- 3.1.4 “Gift” means any gratuity, favor, benefit, alcohol other than as part of a meal, seasonal gift, conference fee, honoraria, transportation, loan, discount not generally available to the public, forbearance, charitable contributions, or other tangible or intangible item having monetary value for which market value is not paid. Gifts also include, but are not limited to, airline upgrades for personal use, passes, services, and use of a donor’s time, materials, facilities, and equipment.
- 3.1.5 “Hospitalities” include such things as meals, tickets, golf outings, sporting events, or other entertainment.
- 3.1.6 “International Intermediaries” means all sales representatives, distributors, consultants, agents, brokers, contractors, offset service providers, joint-venture partners, and any other individuals or companies acting on behalf of the Group or working on Group business whose business-related

activities are likely to involve any contact or dealings with Government Officials.

- 3.1.7 “Politically Exposed Person” means an individual with close connections to a Government Official, including advisors and consultants to foreign governments, members of a royal family, close business associates of Government Officials, and family members of Government Officials (including spouses, parents, siblings, children, uncles, aunts, first cousins, grandparents, spouses of these individuals, and anyone else living in the same household as a Government Official).

4.0 SCOPE OF APPLICABILITY

- 4.1 The provisions of this Policy apply to all directors, officers and employees of the Group (“Group Employees”), and to all International Intermediaries acting on behalf of the Group or working with the Group where business-related activities are likely to involve any contacts or dealings with Government Officials, either directly or indirectly through actual or prospective commercial suppliers, customers or other firms or individuals with whom the Group has business dealings.
- 4.2 All Group Employees and International Intermediaries are responsible for understanding this Policy and ensuring its uniform and effective implementation, as well as ensuring that their conduct and actions fully comply with its requirements.
- 4.3 Group Employees whose business-related activities are likely to lead to the following are considered “Core Anti-Corruption Personnel”:
- Contacts or dealings with (a) the Group’s International Intermediaries; (b) Government Officials or Politically Exposed Persons; or (c) public international organizations or their officials or employees; or
 - Approving or accounting for payments to, transactions with, or hospitality, sponsorship, or entertainment for such parties and/or International Intermediaries.
- 4.4 This Policy applies in conjunction with, and in addition to, any other applicable Group policies.

5.0 RESPONSIBILITIES

- 5.1 Each Group Employee or International Intermediary shall read, be familiar with, and strictly comply with this Policy.
- 5.2 The Group's Regional Managers are responsible for ensuring that all relevant personnel in their respective organizations, as well as relevant International Intermediaries and their sub-agents if applicable, are fully informed as to the requirements and prohibitions of all applicable International Anti-Corruption Laws and this Policy.
- 5.3 Group Human Resources personnel at each Company location are responsible for ensuring that each new Group Employee shall receive or be provided on-line access to a copy of this Policy.
- 5.4 Each of the Group's Core Anti-Corruption Personnel and International Intermediaries shall execute a certificate of compliance with this Policy. Original copies of these certifications are to be retained in a central file at the Group operating company, and a copy sent to the Chairman of the KPHIL Board. To the extent that local laws and/or employee unions or similar organizations state that employees cannot be forced to sign such certifications, the situation should be referred to the Chairman of the KPHIL Board for guidance.
- 5.5 International Intermediaries may only be retained on the Company's behalf using the Group-approved template and with the written approval of the Chairman of the KPHIL Board. All International Intermediaries must be first vetted through the Chairman of the KPHIL Board. An executed copy of each agreement must be supplied to the Chairman of the KPHIL Board. International Intermediaries may only be paid pursuant to their written agreement and all payments by the Group to International Intermediaries must be approved by the Chairman of the KPHIL Board.
- 5.6 Whenever a Group Employee or International Intermediary is not certain about procedures regarding an anticipated activity covered by this Policy, he or she shall obtain guidance from their Regional Manager or the Chairman of the KPHIL Board.
- 5.7 Laws, regulations and contractual requirements are subject to change, which could require revision to this Policy. All Group Employees and International Intermediaries shall keep current with any such changes and shall comply with such changes regardless of whether or not the changes have been incorporated into any given version of this Policy.
- 5.8 Any Group Employee or International Intermediary who suspects a violation of this Policy may occur, or believes that a violation has taken place, must immediately advise his or her Regional Manager and the Chairman of the KPHIL

Board. When a report of a violation or suspected violation of the International Anti-Corruption Laws or this Policy has been made to the Regional Manager, the Regional Manager shall immediately notify the Chairman of the KPHIL Board.

- 5.9 The Group will take appropriate action against any Group Employee or International Intermediary whose actions are found to violate International Anti-Corruption Laws or this Policy. Disciplinary action will also be taken against Group Employees who fail to report such violations when they have knowledge of such violation, or who retaliate against others who report such violations. Disciplinary action may include the immediate termination of employment or of any business agreement or relationship with the Group.

6.0 PROHIBITIONS

- 6.1 No Group Employee or International Intermediary may corruptly offer, promise, give, or authorize anyone to offer, promise or give ***anything of value*** to or for a Government Official or Politically Exposed Person in order to influence a Government Official to act or not to act for or on behalf of the Group or to otherwise obtain an improper advantage in connection with obtaining or retaining Group business.
- 6.2 No Group or International Intermediary may make any payment, promise, offer to pay, or authorize the offer or gift of anything of value to anyone while knowing it is likely to be shared with a Government Official or Politically Exposed Person for a corrupt purpose.
- 6.3 These prohibitions are not limited to cash payments, and include, without limitation, corrupt:
- 6.3.1 In-kind contributions;
 - 6.3.2 Business, employment or investment opportunities;
 - 6.3.3 Personal discounts or credits;
 - 6.3.4 Assistance to or support of Politically Exposed Persons;
 - 6.3.5 Gifts or Hospitalities; and
 - 6.3.6 Other benefits, both tangible and intangible.
- 6.4 The prohibitions described above apply in ***all*** situations, and all dealings with International Intermediaries or Government Officials must be conducted in compliance with this Policy.

7.0 PAYMENTS THAT MAY BE AUTHORIZED

- 7.1 The Group may authorize a payment that arguably benefits a Government Official provided there is sufficient due diligence to ensure such payment does not violate local law or any applicable International Anti-Corruption Law. The following kinds of proposed payments may be submitted for approval:
- 7.1.1. Reasonable gifts or hospitality that is within limits established by the Government Official's local laws or employing agency guidance or regulation and is consistent with the Group's Business Code of Conduct and Travel Policy;
 - 7.1.2 Offer to reimburse travel expenses directly related to demonstration of the Group's services and facilities provided the reimbursement is reasonable in amount, to be paid to the Government Official's agency or the actual service provider and known to and approved by the Government Official's agency;
 - 7.1.3 Other similar prospective payments that are directly related to the Group's business activities, reasonable in amount, in full compliance with local laws and transparent to the government involved; and
 - 7.1.4 Small, customary payments made to low-level Government Officials to secure a "routine governmental action" may be permissible under limited circumstances. A governmental action is routine if it is ordinarily and commonly performed by a Government Official or Other Covered Party and does not involve the exercise of discretion.
- 7.2 All requests for approval must be submitted to the Regional Manager. The request must be submitted with a due diligence package that provides a full justification for the incurrence of the expense, demonstrates compliance with local laws and demonstrates how the payment has been approved by, and is transparent to, the government involved. No such payment may be made unless the request (with the due diligence package) has been reviewed and approved by the Regional Manager. No payment will be approved retroactively.
- 7.3 All payments approved pursuant to this Policy must be properly recorded in accordance with Company accounting policies. No fictitious invoices or documents are to be created in connection with these payments, and no accounting record or document may be falsified in any way that might obscure or disguise the true nature of the transaction.

8.0 RECORD KEEPING AND INTERNAL CONTROLS

- 8.1 All payments by and transactions of the Company must be recorded in the operating Company's books and records in reasonable detail, such that the operating Company's books and records accurately, fairly, and transparently reflect its transactions and the disposition of its assets. This requirement applies to all transactions and expenses, whether or not they are "material" in an accounting sense.
- 8.2 The Regional Manager or Controller will be responsible for collecting data on all payments by the Company to International Intermediaries and all payment approved under Section 7.2 of this Policy. The Controller shall report such payment data quarterly to the Group CFO. That data shall be available for review upon request by the Chairman of the KPHIL Board or any member of the Knight Piésold Holdings International Ltd. Board, or other Group compliance personnel.

9.0 DESIGNATED ANTI-CORRUPTION COMPLIANCE PERSONNEL

- 9.1 The Regional Manager of your company is the designated anti-corruption compliance person to whom you should report a suspected violation of International Anti-Corruption Laws or this policy. In addition, you may notify the Chairman of the KPHIL Board of a suspected violation of International Anti-Corruption Laws or this policy.

Dated:
June 1, 2012