

HR-9500

REVISION HISTORY			
Rev.	DESCRIPTION	DATE	APPROVED
-	Initial revision	6/9/19	CMT

## ANTI-CORRUPTION

### POLICY:

Our policy is straightforward: All employees, officers, the members of the Board of Directors, and others who act on behalf of Bliley may not pay bribes or otherwise try to improperly influence anyone – in the government or in the private sector – even if such payment is requested and called something other than a bribe. This is true whether an improper payment is made directly through a Bliley employee or through a third party, such as an agent or representative, vendor, client, partner, or other service provider.

### PURPOSE:

Bliley and its subsidiaries are committed to conducting our business with honesty, integrity, trustworthiness, and accountability. This has been part of our heritage since our founding in 1930 and is the core of our Code of Business Conduct and Ethics. We have a responsibility to comply with all applicable laws in the countries where we do business. This includes anti-corruption laws such as the U.S. Foreign Corrupt Practices Act (FCPA), the U.K Bribery Act, and similar laws in other countries and territories.

### SCOPE:

All employees, officers, the members of the Board of Directors, and others who act on behalf of Bliley. Management is responsible for ensuring that employees under their supervision and authority comply with this policy and procedure.

Management has vested certain employees with compliance responsibilities. Compliance personnel will assist Bliley Employees in understanding and complying with this policy and will take steps to maintain and implement an anti-corruption program, but the responsibility for compliance shall remain with Bliley Employees.

		DATE
<b>ORIGINATOR</b>	Camille Thompson	06/09/19
<b>ENGINEERING</b>	Thomas Reed	06/09/19
<b>MANUFACTURING</b>	David Palotas	06/09/19
<b>QUALITY</b>	Keith Szewczyk	06/09/19

**KEY PERFORMANCE INDICATORS (KPI):**

N/A

**ROLES & RESPONSIBILITIES:**

N/A

Procedures Steps	Inputs	Outputs	BD	PM	ENG	MFG	QA	Sales	MGMT

R - Responsible: The role who performs the activity or does the work  
 A - Accountable: The role that is ultimately accountable and has Yes/No/Veto  
 C - Consulted: The role that needs to feedback and contribute to the activity  
 I - Informed: The role that needs to know the decision or action

**PROCEDURE:**

**1.0 Oversight and Administration:** The Compensation Committee of the Board of Directors of Bliley is responsible for oversight of this policy and the Company's anti-corruption program. The Compensation Committee acts as the Company's independent compliance team, where they can oversee compliance with the policy and the Company's anti-corruption program. This team will handle all inquiries and routine approvals as outlined in the policy. All inquiries can be submitted directly to the team through [HR@bliley.com](mailto:HR@bliley.com).

Bliley strictly prohibits bribery and corruption of any kind in connection with the Company's business. Bliley Employees who are found to engage in bribery or corruption will face disciplinary action, up to and including termination, may face monetary penalties, and may be criminally prosecuted.

**2.0 We Prohibit Bribery and Corruption in All Forms:**

*What Qualifies as Bribery and Corruption?*

Bribery occurs when benefits (things of value) are provided directly or indirectly to individuals, including government officials, business partners, clients or prospective clients, for their personal benefit in order to influence their actions or decisions in their official or business capacity.

Bribery is sometimes obvious and is sometimes very subtle. Bliley Employees are responsible for recognizing the red flags indicating possible bribery and corruption and responding to them in an appropriate manner as set forth in this policy and procedure.

Applicable laws prohibit bribery and corruption both of government officials and of private persons. Particular care should be taken by Bliley Employees in dealing with government officials, as the consequences of public sector bribery to the Company and the individuals concerned can be particularly harsh.

#### *What Types of Benefits Can Constitute "Things of Value"?*

"Things of Value" is a broad concept, and can include cash, cash equivalents (for example, gift cards), meals, entertainment, travel, gifts, employment, contracts, in-kind services such as performing repair work on someone's home, or any similar types of goods or services that have tangible economic value.

#### *Who Are Government Officials?*

Government officials are broadly defined by anti-corruption laws. They may include:

- Heads of state, ministers, and other political appointees;
- Civil servants;
- Other full or part-time employees of government;
- Private citizens acting in an official capacity;
- Security personnel (military, police, intelligence);
- Judges and legislators;
- Officers and employees of state-owned or controlled enterprises (for example, a state-owned petroleum company or airline); and
- Employees of other public institutions, including universities, laboratories, hospitals, and the like.

The fact that a particular country does not treat an individual as a government official under the local law does not mean that the individual will not be treated as a government official under another applicable law.

Compliance personnel are available to provide further guidance in cases of doubt. Please discuss with your managers or request clarification through [HR@bliley.com](mailto:HR@bliley.com).

### 3.0 Permissible Expenses:

Bliley recognizes that providing gifts, entertainment, and hosting sponsorship or travel benefits is a legitimate part of doing business in many countries. However, it is the Bliley Employee's responsibility to show commitment to these standards and behavior, all employees must abide by the following no-gift requirements.

No gifts of any kind, that are offered by vendors, suppliers, customers, potential employees, potential vendors, and suppliers, or any other individual or organization, no matter the value, will be accepted by any employee, at any time, on or off the work premises. By "gift," it means any item including pens, hats, t-shirts, mugs, calendars, bags, key chains, portfolios, and other tchotchkes as well as items of greater value.

- This no-gift policy includes vendor or potential vendor or supplier-provided food, beverages, meals, or entertainment such as sporting events.
- This no-gift policy includes any business courtesy offered such as a product discount or any other benefit if the benefit is not extended to all employees.

Gift Policy Exceptions:

- Exempted from this policy are gifts such as t-shirts, pens, trade show bags and all other tchotchkes that employees obtain, as members of the public, at events such as conferences, training events, seminars, and trade shows, that are offered equally to all members of the public attending the event.
- This includes food, beverages, and tchotchkes provided at events, exhibitor trade show floor locations, press events, and parties funded by conference or event sponsors.
- Exempted are cards, thank you notes, certificates, or other written forms of thanks and recognition.
- Exempted are food, beverages, and moderately priced meals or tickets to local events that are supplied by and also attended by current customers, partners, and vendors or suppliers in the interest of building positive business relationships.

This moderately priced entertainment is provided as part of a "working" meeting or session to benefit and advance positive working relationships and company interests. These activities are expected to be reciprocated by our company in turn.

Employees are required to professionally inform vendors, potential vendors and others of this no-gift policy, and the reasons the Company has adopted the policy. Employees will request that vendors respect our Company policy and not purchase and deliver

any gift for our employees, a department, an office or the Company, at any time, for any reason.

If an employee or department receives a gift:

- If feasible, the gift is returned to the vendor.
- If not feasible to return the gift, the gift must be raffled off to all employees. Proceeds from the raffle will be donated to a charity that the management team has identified for the calendar year. If employees are uninterested in the raffled item, the gift will be donated to a designated charity.
- Plants or flowers will be displayed in the lobby, or at another central location where all employees may enjoy their presence.
- Gifts of food that may arrive during the holidays, and at other times of the year when gift giving is traditional, belong to the entire staff even if addressed to a single employee. Under no circumstances may an employee take a food gift home; food gifts must be shared with and distributed to all staff, with email notification, during work hours, in central, worksite locations.

Bliley's management and/or compliance personnel are available to provide guidance on this no-gift policy.

#### 4.0 We Do Not Allow Facilitating Payments

*What Are Facilitating Payments?*

"Facilitating payments" is a term that is used around the world in very different ways. In some countries, a facilitating payment is a euphemism for a bribe. In others, such as under the U.S. FCPA, it is a narrowly defined term that refers to certain small expediting, or "grease," payments that, while not illegal, must be properly controlled and recorded on a company's books.

Facilitating payments are illegal under the laws of most countries around the world. In keeping with its policy of compliance with all applicable laws, Bliley does not permit facilitating payments. If you receive a request for a facilitating payment, you should decline to make it. It is not permissible to make such payments in the course of your work for the Company even if you bear the cost of such payments personally and do not seek reimbursement. All requests for facilitating payments should be reported to management or the compliance personnel at [HR@bliley.com](mailto:HR@bliley.com).

#### 5.0 Company Resources Cannot Be Used for Political Contributions and Activities

It is not permitted to use Company funds, property, or other resources to make any contribution or provide a thing of value to any political candidate, political party, or party official. Our Company will not reimburse anyone for any personal contribution made for political purposes. Everyone is welcome to participate in political activities on their own time and at their own expense, as long as it does not interfere with performance of duties with Bliley and is not in Bliley's name. In addition to being prohibited by Company policy, such payments can raise anti-corruption issues.

## 6.0 Charitable Contributions and Event Sponsorships Require Special Consideration

Bliley is committed to serving the communities in which it does business. To that end, Bliley Employees may sponsor events or make contributions to charities for educational, social or other legitimate business purposes. Anti-corruption laws do not prohibit legitimate donations and sponsorships. But we have an obligation to ensure that funds that we commit for such purposes are used for the intended purpose and not diverted and are given to proper recipients and for proper purposes. Contributions and event sponsorships to known charitable organizations for legitimate business purposes that are modest in amount and raise no special concerns may be made under this Policy without advance approval.

Examples of appropriate contributions include: a donation to the Girl Scouts to assist with a career-training fair for troops and donating to the Red Cross to assist with disaster relief.

Contributions and event sponsorships that raise special concerns require advance approval of the management and compliance personnel.

What do we mean by "special concerns?" Some examples are:

- The charitable organization or event is believed to be closely linked to a government official or a close family member or business associate of a government official.
- The donation or sponsorship is requested by a government official.
- The charitable organization or event organizer is not transparent regarding its usage of funds.
- The entity requesting the funds is not an established, known organization.
- The charitable organization or event organizer requests that the contribution be made in cash.
- Any other facts or circumstances that raise questions in your mind about whether the contribution will be used appropriately.

What is “modest” in amount? Bliley Employees are expected to use good judgment in this regard, but contributions below \$1,000 will generally be considered modest. In considering whether a contribution or sponsorship is modest in amount, the frequency of the contribution and related contributions will be taken into account. Bliley Employees should not subdivide a contribution into smaller amounts in order to have a contribution amount appear modest.

## **7.0 We Must Keep Accurate Books and Records**

We are known for honesty and trustworthiness in all areas of our business. Bliley is required by law to keep complete and accurate books, records, and accounts. Expenditures must be fully and accurately described in all business documentation, not only as to the amount of the expenditure but also as to its nature or purpose. You should never create any record that is false or misleading, nor accept from any vendor or other third party a record that does not meet our requirements. All business information including business and financial transactions must be reported in a timely and accurate manner. Financial information must reflect actual transactions and conform to generally accepted accounting principles. It is not permitted for anyone to establish undisclosed or unrecorded funds or assets.

## **8.0 Solicitation and Extortion Must Be Reported**

In the event that a Government Official or another person (for example, a prospective client) solicits an improper payment from you, it is not an excuse to violate this policy. Bliley Employees should refuse such solicitation or request, and immediately report any solicitation or extortion to management or the compliance personnel at [HR@bliley.com](mailto:HR@bliley.com).

Guidance note: Solicitations should be refused politely but clearly. You do not want your response to create the impression that you have agreed. Remind the requester that Bliley has strict policies and that you will lose your job if you engage in conduct that violates those policies.

## **9.0 We Require the Same Behaviors from Our Business Partners**

Bliley policy prohibits bribery and corruption whether it is direct or indirect. In some countries, it is commonplace to hire well-connected business agents or “finders” to help identify and solicit new business, to make introductions, or to lobby Government Officials. This can become a conduit for bribes. We expect that our agents, consultants, joint venture partners, or any other third party acting on our behalf (“Business Partners”) perform legitimate services and adhere to the standards of ethical and professional conduct as described in this Policy and the Code.

### *What are Red Flags Regarding Business Partners?*

Warning signs ("red flags") are any facts or circumstances – a pattern, practice, or specific event – that indicates the possibility of corruption. There are many examples of red flags, and the following list does not include all red flags that you may encounter.

- A new Business Partner is recommended by a Government Official.
- A Government Official or someone close to a Government Official has a business interest in a Business Partner.
- The Business Partner does not have experience performing the work it has been hired to do, or it is being hired solely because of its influence over a Government Official.
- The Business Partner makes suspicious statements (e.g., "don't ask questions, I'll take care of everything"), has a non-transparent structure, or insists on secrecy in its dealings with you.
- The Business Partner's commission or profit margin is high compared to industry standards or the type of work it will provide.
- The Business Partner wants to be paid "under the table" or to an offshore account.
- The Business Partner refuses to sign a contract with anti-corruption safeguards.
- The Business Partner submits false invoices or refuses to provide documentation supporting invoices or claimed expenditures.

If you become aware of a red flag, please contact management or the compliance personnel at [HR@bliley.com](mailto:HR@bliley.com).

### *We Can Be Held Responsible for Conduct of our Business Partners*

Bliley can be legally responsible for the conduct of a Business Partner when it occurs in the course of their work for the Company.

No Business Partner should be asked to perform services for the Company without proper due diligence and without an agreement containing necessary anti-corruption safeguards. Commercial and financial due diligence is not enough. Due diligence should consider the reputation and integrity of a proposed Business Partner, as well as the extent of their internal controls to prevent improper conduct.

Ostriches are known for burying their heads in the sand when danger approaches. That's fine for birds, but it is not acceptable behavior for Bliley Employees. Deliberately ignoring signs of corruption – acting like an ostrich, with your eyes closed – can have the same consequences as if you had positive knowledge of improper conduct. Some examples of improper “head in the sand” behavior:

- “I don't want to know how you get that government approval, just get it, and get it quickly”.
- “I'm not going to ask you any questions because I don't want to know the answers.”
- “I know this is a country with a lot of corruption, so I won't ask our real estate broker how he manages with the local authorities”.

Red flags, once identified, should be reported to management or the compliance personnel at [HR@bliley.com](mailto:HR@bliley.com) who will assess the risk and determine whether appropriate safeguards can be implemented to reduce those risks to an acceptable level.

#### *Our Responsibilities if We Work with Business Partners*

Because of the potential liabilities associated with using Business Partners, a number of steps are required to protect Bliley:

- Due diligence should be documented and retained in a Business Partner file, which will be maintained by the management or compliance personnel. Due diligence should be updated periodically, at least every three years.
- Business Partners should not be asked to provide services without a contract. Contracts help demonstrate the legitimate reasons why a Business Partner is being hired and the services s/he (or the entity being hired) is performing. Contracts also typically contain provisions to help protect Bliley. They are therefore important. Consult with your manager regarding what clauses are necessary.
- Employees should also ensure that any compensation paid to a Business Partner represents appropriate value for the legitimate goods or services provided. Payments to Business Partners should not be made in cash, to someone other than the contract counterparty, or to a place that has no connection with where the Business Partner is based or the contract activities take place, such as a tax haven or offshore location.

Our responsibilities do not stop once a Business Partner has a contract. We must constantly oversee the activities of our Business Partners. Any red flags or other concerns about the propriety of a Business Partner's conduct that arise during the course of a relationship with a Business Partner should be reported to management or the compliance personnel at [HR@bliley.com](mailto:HR@bliley.com) so that risks can be considered and appropriate safeguards developed.

Some examples of concerns that could arise in a business partner conduct:

- The Business Partner asks for additional compensation when there is no legitimate need for it;
- You hear that a Government Official, or a close relative or business partner of a Government Official, has acquired an interest in the Business Partner; or
- You hear rumors that the Business Partner is under investigation for money laundering or some other criminal activity.

Bliley may conduct training of Business Partners, audits, or seek certifications of compliance in appropriate cases.

Bliley encourages its Employees to share this Anti-Corruption Policy with its Business Partners, so they are aware of its commitment to lawful and ethical business practices.

## 10.0 We Do Not Assist Clients with Improper Conduct

Bliley Employees working for a client should not allow themselves to be drawn into any improper payments or other improper conduct. Employees confronted with any situation that raises these types of concerns should discuss them as soon as possible with their manager or seek the guidance of the management or compliance personnel. Do not try to solve these types of problems on your own.

## 11.0 Annual Training and Certification

The compliance personnel have established target criteria for mandatory annual training regarding anti-corruption principles. As a part of the annual training requirement, you are required to complete a certification in which you respond to certain questions and certify that you:

- have read and understand this Policy;
- will adhere to this Policy; and

- are not aware of any violation of this Policy.

## 12.0 Reporting and Non-Retaliation

Any Bliley Employees who become aware, or suspect, that this Policy may have been violated shall immediately notify the management team or the compliance personnel at [HR@bliley.com](mailto:HR@bliley.com).

The identity of any person reporting a suspected violation or violation will remain confidential, except to the extent necessary for the protection of Bliley's interests or as required by applicable law.

The Company will not tolerate retaliation against anyone who makes a report in good faith. Anyone who experiences what they believe to be any form of retaliation should report this concern as soon as possible to the management team or the compliance personnel at [HR@bliley.com](mailto:HR@bliley.com).

## 13.0 Disciplinary Action

Employees who violate this Policy are subject to disciplinary action, up to and including dismissal and also may be subject to individual criminal and/or civil prosecution in relevant jurisdictions. Business Partners who violate this Policy are subject to termination of all commercial relationships with Bliley.

“Every one of us has a responsibility to ensure we uphold our high standards of behavior and integrity. Protecting our brand and reputation means we all have to make the right choices. I am counting on each one of you to promote and protect our brand by knowing, understanding and following the Bliley Code of Business Conduct and Ethics, as well as the Anti-Corruption Policy.”

~Keith R Szewczyk, Bliley CEO & Director

**APPLICABLE DOCUMENTS**

N/A

**ACRONYMS**

[XXXX] [Define Acronym]

**REVISION HISTORY**

Rev Level	Revision	Rev Date	Revised By
A			