

Section Name: CORPORATE PRINCIPLES
Section No: 1
Policy No: 1.1

Date: 06/11
Supersedes: 07/08

Subject LEGAL AND ETHICAL CONDUCT

The Company complies with the laws governing its operations in each country in which we do business. Compliance with the law means not only following the law but conducting our business so that the Company will be recognized as a good citizen. Even where law is not applicable, the highest standards of business ethics shall be followed.

Trade and securities laws, regulations and practices, including the Foreign Corrupt Practices Act, the U.K. Bribery Act of 2010, and the Organization for Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Officials in International Business Transactions, affecting the worldwide operations of the Company are growing in number and complexity. These regulations and policies apply to all Company operations, subsidiaries, joint ventures, directors, officers, agents and employees globally. Violations of these regulations or policies may subject our directors, officers, employees and agents globally to discipline up to and including termination, as well as civil and criminal penalties.

- All payments made or received by employees in connection with Company business, and all transactions involving the Company or the disposition of its assets, must be properly authorized and accurately and fairly reflected in the Company's books and records. No undisclosed or unrecorded fund or asset of the Company shall be maintained for any purpose.
- No director or employee shall directly or indirectly make, promise, request, receive or agree to receive any payment, financial advantage, or gift of anything of value in connection with Company business for the purpose of securing any improper advantage or influencing or rewarding any decision or result that would benefit the Company or the individual in violation of any laws or regulations.

Commercial bribery is illegal in most countries. This policy also prohibits any act of commercial bribery by any Company director or employee regardless of where it occurs. Commercial bribery is the giving, receiving, promising or requesting of anything of value for the purpose of influencing any decision that would affect Company business.

- No director or employee shall, directly or through any intermediary, offer, give or promise anything of value to any domestic or foreign government officer, employee or agent (or any of their designees) for purposes of influencing or rewarding any official act. To avoid even the appearance of impropriety, business courtesies such as gifts, entertainment, services or favors should not be offered to any actual or potential domestic or foreign government customer or representative before consulting the Law Department. Nor may any director or employee offer, provide, solicit or accept anything of value to or from anyone in return for favorable consideration or influence on a domestic or foreign government contract or subcontract or in connection with any regulatory, licensing, permitting or other matter. Payments, contributions or other forms of consideration to domestic or foreign political parties, officials or candidates for office or public international organizations or officials for such purposes are also prohibited.
- Facilitating payments to a foreign government officer, employee or agent, including

ministerial or clerical officials, to secure the proper performance of such individuals' official duties (such as payment for expediting shipments through customs, permit processing, or obtaining adequate fire or police protection) are also prohibited, unless prior approval has been received from the Law Department.

Any such payments approved by the Law Department must be properly identified and accounted for in the Company's books and records.

The individual, as well as the Company, is obligated to fulfill the intent of this policy. Any individual who violates this policy by engaging in illegal or unethical conduct, failing to report conduct that may violate this policy or refusing to participate in any investigation of such conduct will be subject to disciplinary action, up to and including termination of employment.

All new employees shall receive and read a copy of this policy and the Code of Conduct. Employees having a question or concern about a possible violation of the letter or spirit of this policy should seek guidance from their supervisor, Human Resources representative, or any member of the Law Department.

Updates:

Chief Executive Officer

Senior Vice President and General Counsel

Related Topics		
Section Name	Policy No	Subject
CORPORATE POLICIES – LAW	7.22	Export Restrictions
CORPORATE POLICIES – MANAGEMENT	3.1	Managerial Authority For General Managers