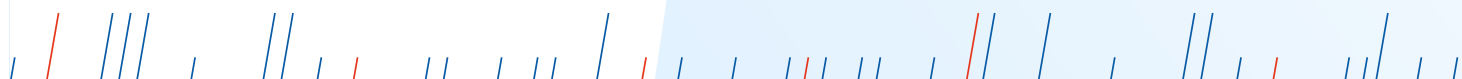


Trescal

Code of Conduct

Certified by the Ethics Committee

Public Document



MESSAGE FROM THE CHIEF OF STAFF & RESOURCE OFFICER

Trescal's ethical ambition, shared by all, requires every individual to be exemplary.

Trescal is dedicated to **conducting our business in an ethical manner in compliance with laws and regulations** that govern the global management of our business. We recognise that our business operations are subject to the laws of many different countries.

The purpose of this Ethics Charter & Code of Conduct is to implement a structure and provide **guidance to our personnel about compliance with global anti- bribery laws**. We recognise that compliance with these anti-bribery laws is essential to protect Trescal and our personnel from legal and regulatory sanctions. In addition, our Ethics Charter and Code of Conduct are essential to **maintaining our strong reputation** and good standing in the global business community.

Understanding anti-bribery laws is not always easy. Please take the time to get familiar with the provisions of this Policy. If at any time you have questions about our Ethics Charter or our Business Code of Conduct, please contact the Trescal Ethics Committee via the secure Trescal Integrity Line website: trescal.integrityline.com.



Marie-Zoé BEAUGRAND
Chief of Staff & Resource Officer.

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1 Policy statement

Trescal companies, all of our managing directors, officers, employees, (collectively, “**Personnel**”) and all of our independent contractors, agents, service providers, outside consultants and other representatives acting on behalf of or under the control of Trescal (collectively, “**Representatives**”) must comply with the anti-bribery and anti-corruption laws of the countries in which we do business, including without limitation, the OECD Anti-Bribery Convention, the United States Foreign Corrupt Practices Act (the “FCPA”), the United Kingdom Bribery Act 2010 (the “UK Bribery Act”), other laws implemented consistent with the standards in the OECD Anti-Bribery Convention, and other national anti-corruption laws (collectively, the “Anti-Bribery Laws”). In particular, the Anti-Bribery Laws have very broad scope.

The Anti-Bribery Laws generally prohibit directly or indirectly authorising, offering, promising or giving anything of value to a government official in order to influence or induce the government official to do or omit to do an official act in order to obtain or retain business or any improper advantage. Regardless of your citizenship or the country from which you work, it is our policy to consider all Personnel in all of our offices and Representatives working on behalf of Trescal to be subject to the OECD Anti-Bribery Convention, the FCPA and UK Bribery Act.

Trescal and its Personnel and Representatives will only conduct business in compliance this Policy and will not violate any Anti-Bribery Laws.



REMEMBER:

Failure to comply with any provision of this Policy may result in disciplinary action, up to and including termination or dismissal for more serious violations, as well as civil or criminal charges. Trescal will guarantee the protection of whistle-blowers during the investigation.

Trescal will not, and nor will our Personnel or Representatives, authorise, pay, promise or offer to give anything of value to a government official (as defined in Section 4 below) or to any other person in order to improperly influence that government official or other person to act favourably towards Trescal. Also, Trescal and all of our Personnel and Representatives will not request or authorise any third party to make any such payment, promise or offer.

All Personnel and Representatives must be familiar with the rules described in this Policy and regularly refresh their understanding of these rules. Those who are in supervisory roles must ensure that the Personnel and Representatives who report to them are familiar with the rules described in this Policy. If at any time you have questions about this Policy, the Anti-Bribery Laws or permissible conduct related to this Policy or the Anti-Bribery Laws, please contact the Trescal Ethics Committee via:

- > the secure Trescal Integrity Line website: trescal.integrityline.com. This website is hosted with an external provider bound by a strict confidentiality obligation, or

- > by mail to Ms. Marie-Zoé Beaugrand, Head of the Ethics Committee, TRESICAL, 34 rue Guersant, 75017 Paris, France (please indicate on the envelope “To be opened only by the recipient”)
- > by email to ethicscommittee@trescal.com

2 Who is covered by the policy?

This Policy applies to all Personnel and all Representatives working on behalf of Trescal, including employees thereof.

3 What is bribery?

3.1 Description of Bribery

Bribery has a range of definitions under various Anti-Bribery Laws, but the fundamental principles apply universally. **Bribery is the offer, promise, giving, soliciting or acceptance of an advantage as an inducement for action which is illegal, unethical or a breach of trust.** Acts of bribery are designed to influence the individual in the performance of his or her duties to act dishonestly or illegally. There will usually be a ‘quid pro quo’ – both parties will benefit.

Bribery is prohibited in all countries in which Trescal operates and penalties can be severe.

Trescal will not, and nor will our Personnel or Representatives, authorise, pay, promise or offer to give anything of value to or from any person (including government officials and private parties) where (1) the intent is to improperly influence or bring about the improper performance by any person of a relevant function or activity, or to reward improper performance by any person; or (2) it is known that the acceptance of the offer itself is an improper performance of a relevant function or activity.

Also, Trescal and all of our Personnel and Representatives will not request or authorise any third party to make any such payment, promise or offer. Trescal and its Personnel and Representatives likewise will not accept or solicit improper payments or advantages.

Bribery can take many different forms. Some examples of bribes, include, but are not limited, to the following:

- > Cash, cash equivalents (e.g., gift cheques or vouchers) or loans to an individual, their family members or associates;
- > Payments for travel or entertainment, except those allowed under Section 5.2 of this Policy;
- > Favours, including offers of employment or internships to government officials, their family members or associates;

- > Gifts (e.g. perfume, jewellery, use of club membership), except those allowed under Section 5.2 of this Policy;
- > Loans of tangible property (e.g., car, house);
- > Donations to an affiliated or sponsored charity;
- > Political contributions to political parties or candidates;
- > Inducing a government official to overlook a violation or tolerate non-compliance with applicable laws, such as environmental or work safety laws;
- > Influencing a government official to not perform a task that should otherwise be performed;
- > Influencing a government official to reduce or ignore customs duties; and
- > Inducing a government official to grant favourable tax treatment.

**REMEMBER:**

- > **The mere appearance of influencing a person may be sufficient to trigger an allegation that bribery has been committed.**
- > An attempt to bribe a person is unacceptable and illegal even if the offer is not accepted or the payment does not achieve the desired outcome.
- > **The perception of impropriety can cause embarrassment to Trescal, damage our reputation and force us to pay exorbitant litigation fees in our defence.**
- > **In addition, you are not allowed to be “wilfully blind” to the facts of a situation.** For example, if you believe you are being requested to authorise an expenditure with respect to which an improper payment is highly probable or substantially certain to occur, you cannot authorise the disbursement. Also, you cannot intentionally avoid the relevant facts; you must act in good faith and perform reasonable due diligence so that you cannot be accused of being “wilfully blind.” If there are red flags, then you need to perform reasonable due diligence and not approve the transaction until you are confident it will not be used to make an improper payment.

PROHIBITED: You offer a potential client tickets to a major sporting event, but only if she/he agrees to do business with us.

This is an example of a violation of this Policy and a potential violation of the Anti-Bribery Laws, as you are making the offer in exchange for a commercial and contractual advantage. It may also be an offense for the potential client to accept your offer.

ACCEPTABLE: Trescal invites the CEO of an established, private sector client to an annual client air show and pays for the hotel room, entertainment and meals.

It is not a violation of this Policy and would not be treated as a violation of the Anti-Bribery Laws to provide hospitality for the purpose of cementing and recognising a valuable

business relationship or for the purpose of enhancing knowledge about Trescal in our clients' industries, provided that the expenditures are reasonable (i.e. not unduly lavish), proportionate (including in relation to the business relationship and the individual receiving the expenditure), and documented, and any necessary approvals have been obtained.

3.2 Receiving a bribe

PROHIBITED: A supplier gives your nephew a job, but makes it clear that in return the supplier expects you to continue to do business with the supplier.

It is a violation of this Policy and an offense under the Anti-Bribery Laws for you to accept the offer as you would be doing so to gain a personal advantage.

ACCEPTABLE: A private equity client invites Trescal project engagement team members to the closing dinner related to a strategic IT project.

Attending this dinner would not be a violation of this Policy or the Anti-Bribery Laws, assuming the expenditures are reasonable and proportionate. The purpose of this dinner is to recognise an achievement and not to bring about an improper performance.

3.3 Bribing a government official

PROHIBITED: You arrange for a broker to make a payment to a government official for the purpose of having Trescal “win” a request for proposal for a government-owned company.

The offense of bribing a government official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us.

ACCEPTABLE: You provide a box of chocolates in the name of “Trescal” to each of your client contacts, including your client contact at a state owned organisation, during the holiday season.

As long as you comply with Section 5.2 of this Policy, this would not be a violation of this Policy or the Anti-Bribery Laws. A nominal gift during the holiday season which is sent to your client contacts is an acceptable practice.

4 Who is a “government official”,

For the purposes of this Policy, “government officials” include those individuals outside the applicable jurisdiction who, regardless of rank, are:

- > Government officials and employees;
- > Members of political parties, party officials and candidates for public office;
- > Directors and employees of government-owned or government controlled Enterprises, including sovereign wealth funds, government controlled businesses, government-controlled non-profit organizations, and government-affiliated investment funds, pools, or other investment vehicles;

- > Officials and employees of public international organisations (for example, the United Nations, International Olympic Committee, International Red Cross, World Bank, etc.);
- > People who are considered to be a government official under the Anti-Bribery Laws or other applicable local law;
- > People acting on behalf of any of the foregoing, even though they may not be employees of the government or any of the organisations referred to above; or
- > Close relatives (for example, parent, sibling, spouse or child) or close business associate of any of the above.

5 What are the key areas for Trescal?

Every two years, the Trescal Ethics Committee conducts a risk assessment in order to determine the key risks to our business related to bribery. The risk assessments include input from our consultants and administrative staff. As a result of these risk assessments, we have identified these main risks to Trescal related to bribery:

5.1 Unusual Transactions or Requests – Potential “Red Flags”

The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly in accordance with Section 8 of this Policy:

- > Payments made in a country with a widespread history of corruption;
- > Off-the-book accounts where payment is made to an official representative who then diverts part of the proceeds to a separate account for unexplainable reasons;
- > Official representative who make unusual requests (e.g., backdating or altering invoices, asking for payments by unusual means, such as through bank accounts outside the country where services are being offered, or to third persons);
- > Official representative requests checks to be made out to “bearer” or “cash” or seeks payment by some other anonymous means;
- > Official representative wants to work without a contract (or vague contract) and either refuses to confirm that they will abide by the Anti-Bribery Laws or disclose their identity;
- > Official representative asks for commissions that are substantially higher than the “going rate” in that country among comparable service providers;
- > Official representative has family or business ties with government officials or has a bad reputation in the business community;
- > Third-party imposed by the official representative;
- > False accounting entries or inadequate documentation for payments;
- > Hiring companies or individuals closely associated with government officials or their relatives;
- > Purchasing or renting properties from government officials or their relatives;
- > Payments to charitable organisations headed by government officials;

- > Unusual forms of payment or barter transactions are requested;
- > Requests for trade discounts or price variances.

5.2 Travel, Entertainment and Gifts

Travel, entertainment and gifts are often paid for or accepted in the normal course of our business, but they can be considered improper bribes if they are made with an improper motive, if they violate local laws, or if they otherwise are excessive or lavish. There are times when travel, entertainment and gifts may be acceptable if they fall within reasonable and proportionate boundaries. We appreciate that the practice of giving business gifts and providing hospitality varies between countries and regions and what may be normal and acceptable in one region may not be in another. However, we must consider the Anti-Bribery Laws when providing travel, entertainment or gifts to any third party.

The Company has the following guidelines with respect to entertainment expenses for any third party:

- > **Travel Hosting.** NO travel and lodging arrangements are permitted to be made or paid for by the Company for the benefit of any third party, absent prior approval from the General Manager. Travel and lodging arrangements will generally not be authorised for government officials.
- > **Meals.** Lunches and/or dinners may be offered as part of events arranged for any third party or as part of domestic conferences or business meetings, provided that such dinners and lunches (i) are directly related to the promotion of the Company's products and services, (ii) are attended by Company personnel to further those purposes, (iii) are in line with the spirit of this guideline, and (iv) cannot be construed as trying to obtain an improper advantage.
- > **Entertainment.** Entertainment may be offered to any third party as part of an event or business trip, or as part of a domestic conference or meeting, provided that such entertainment (i) is directly related to the promotion of the Company's products and services, (ii) is attended by Company personnel to further those purposes, (iii) is in line with the spirit of this guideline, (iv) cannot be construed as trying to obtain an improper advantage, and (v) where the cost of such entertainment is reasonable in value and, if required, approved in advance by the Trescal Ethics Committee.
- > **Gift Giving.** Gift-giving is discouraged in connection with government officials. In connection with any party, when gifts are provided, it is preferred to give preapproved items bearing the Company's corporate logo. No gift cards, shopping cards, gift certificates, or other similar gifts may be provided, even on holidays. Other gifts may be provided, however, consistent with the terms of these guidelines.
- > **No Travel Hosting/Meals/Entertainment/Gift if a business decision is pending.** Do not offer any meals or entertainment if any business decision is pending with the foreign official's employer that could affect the Company.
- > In all cases, expenditures must be:
 - > objectively reasonable in amount (i.e. not unduly lavish, and reasonable including in relation to the business relationship and the individual receiving the expenditure);
 - > directly related to the promotion of the Company's products and services provided by Trescal employees and representatives;

- > in the case of entertainment, attended by Company personnel to further those purposes;
- > limited to persons who Trescal seeks to create or strengthen a legitimate business relationship with (in this regard, particular care should be taken in making meals and entertainment-related expenditures for the benefit of spouses, family or friends of current/potential business partners - gifts and travel-related accommodations are prohibited for such persons);
- > consistent with the remainder of this policy; and
- > of a nature such that they could not reasonably be construed as intending to obtain or retain an improper advantage.

In any case, make sure that the cost of all meals or entertainment is reasonable in value.

5.3 Representatives and Other Third Parties

Bribery problems often involve third parties, including our Representatives working locally or abroad. Representatives must also comply with this Policy when working for Trescal.

Because Anti-Bribery Laws prohibit "indirect" as well as direct payments and offers, Trescal and our Personnel may be held liable for the conduct of Representatives when we know or reasonably should have known of the unlawful conduct. Representatives such as senior advisors, business developers and other parties under contract for the purpose of establishing new business opportunities pose some of the greatest risks to Trescal under the Anti-Bribery Laws. Turning a "blind eye" or ignoring "red flags" that something may be wrong does not keep Trescal or you from potential criminal liability.

Authorising a Representative to do something that you cannot do directly is a violation of this Policy.

5.3.1 Due Diligence

Before you recommend that Trescal enter into any contract or arrangement with a Representative, you must first conduct a reasonable investigation into his, her or its background, reputation, and business capabilities. The purpose of the due diligence process is to get comfortable that a Representative does not pose a reasonable risk of violating Anti- Bribery Laws. The due diligence process may be different for each scenario as it must be proportionate and risk based in order to mitigate our bribery risks. Due diligence may be conducted internally by Trescal Personnel if appropriate.

Before engaging any Representative, you should ask:

- > Is the Representative qualified to perform what is necessary under the contract?
- > Does the Representative have good references or reputable clients?
- > Are there any red flags, such as ties to government officials, unusual compensation arrangements, or demands by the end user that a particular third party be retained?

All relationships with Representatives must be documented in signed, written contracts, which include appropriate contractual provisions. **You must contact the Trescal Ethics Committee if you feel that you need their guidance.**

**REMEMBER:**

- > The circumstances surrounding the relationship with the Representative will help determine the appropriate contract provisions on Anti-Bribery Laws to include in the contract. *Sample anti-corruption safeguard language is provided in Schedule A to this policy.*
- > If you are responsible for the oversight and supervision of a Representative, you must ensure that the Representative receives a copy of this Policy and agrees to comply with its terms.

5.3.2 Compensation and Payments to Representatives

Compensation to Representatives must be commercially reasonable, and commensurate with the tasks that they actually undertake. Contracts for services to be provided by Representatives should generally provide **fixed compensation for specific, identified tasks and should avoid large percentage-based commissions and success fees.**

Payments to Representatives must be made in accordance with the terms of their contracts; in particular, it is a violation of this Policy to honor requests by Representatives to vary the terms of contracts by:

- > Increasing or decreasing agreed amounts on any invoice if there is no factual, documented basis; or
- > Submitting multiple invoices if you suspect such invoices may be used in a manner contrary to Trescal standards, procedures or applicable laws or otherwise used improperly.

6 Facilitation payments

In some countries, it may be the local practice for businesses to make payments of small amounts to low-level government officials in order to expedite or "facilitate" routine government actions over which such officials have no discretion. Examples of routine, non-discretionary actions include providing police protection, granting visas or utility services, or clearing customs. Such payments are called "facilitating payments".

Some Anti-Bribery Laws, such as the FCPA, permit facilitating payments in very narrow circumstances. Other Anti-Bribery Laws, such as the UK Bribery Act, prohibit facilitating payments in all cases.

Facilitating payments are prohibited under this Policy without the prior written approval of your General Manager.

**REMEMBER:**

Please note, in this regard, that if you receive a demand for a payment in a context where you face an imminent threat to your health or safety (or those of other persons), making the payment in question would not constitute a prohibited facilitation payment. However, if you make such a payment, you should promptly report the circumstances surrounding the payment to your General Manager.

7 Donations

Trescal does not make contributions to political parties. Trescal does not generally make charitable donations, but will do so in limited circumstances. Charitable donations made on behalf of the firm will be documented.

Personnel are free to make political contributions and charitable donations on their own behalf, and not on behalf of Trescal, in accordance with applicable laws and regulations.

8 Calibration – test and measurement best practices charter

As a global specialist in calibration and measurement services for the industry, Trescal ensure that every lab meets internal as well as external standards continuously. Its accredited laboratories demonstrate their initial and on-going competence in their field of testing or calibration, and that they conform to the requirements of ISO/IEC 17025: General Requirements for the Competence of Testing and Calibration Laboratories. It requires that:

- > The laboratory meets the management and technical systems requirements of the standard,
- > The laboratory has adequate equipment to perform the tests or calibrations; and
- > The laboratory facility has adequate personnel with the technical competence to perform the tests or calibrations.

Each technician make the commitment to respect or support and to control the implementation of the terms of the Charter. The technician's when working for Trescal agree to:

- > Take into account Trescal's commitments, which are based on the needs expressed by the client:
 - Type of service;
 - Accredited or traceable operation;
 - Standard or specific procedure;
 - Related documents;
 - Service location;
 - Turn-Around-Time.

- > Ensure that he/she is authorised to perform the procedure in place (technical field, equipment family and relevant qualification level for the service requested);
- > Select the appropriate working procedure or automated program and if they are missing referring to his/her hierarchy and/or the team in charge of their development;
- > Identify the Test Equipment and the other technical resources specified by the procedure and make sure that their metrological confirmation (date + condition of use) is valid; if any necessary exception is required, he/she follows the process predefined for this case;
- > Ensure that the environmental conditions (temperature and, possibly, humidity, pressure, gravity, etc.) comply with the specifications defined by parameter, nature of work, etc...; if they do not, he/she ask and he/she waits on the decision of the authorised manager after his/her impact evaluation;
- > Carry out the service in accordance with the general procedures:
 - Preparation of resources;
 - Technical operations and data management.
- > Issue and file the documents:
 - Calibration certificates, inspection or testing reports, etc.. according to quality procedures and contractual commitments;
 - Systematic record of original data and measurements found out of tolerance (before adjustment or repair).
- > Close the operation with the:
 - Final control and the record of the technical and industrial data on the designated IT system(s);
 - Activity report for in situ work;
 - Appropriate stickers, labels, seals, etc.

9 Your responsibilities

If you are aware that any Personnel is involved in acts which violate this Policy including bribery, **you must report such conduct without delay to the Trescal Ethics Committee.**

Trescal strictly prohibits retaliation against anyone who in good faith raises or helps to address these issues. We will protect whistle-blowers and guarantee that the investigation will remain confidential except in case of defamation, insult or malicious accusation.

If at any time you have questions about this Policy, the Anti-Bribery Laws or permissible conduct related to this Policy or the Anti-Bribery Laws, please contact the Ethics Committee via the Trescal Integrity Line website trescal.integrityline.com.

This Policy defines the minimum standards that all Personnel and Representatives worldwide must observe when dealing with government officials and other people on behalf of Trescal.

If you have questions about this Policy or the Anti-Bribery Laws, in a situation that may raise anti-bribery concerns or are uncertain about how to proceed, consult the Trescal Ethics Committee before acting. All Personnel are responsible for preventing, detecting, and reporting

instances of noncompliance to a member of the Trescal Ethics Committee in accordance with the Trescal Policy.

No Personnel will be subject to retaliation because of a good faith report of a complaint or concern regarding suspected violations of this Policy or the Anti-Bribery Laws.

Failure to comply with any provision of this Policy may result in disciplinary action, up to and including termination or dismissal for more serious violations, as well as civil or criminal charges.

10 Record-keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. **No accounts must be kept "off-book" to facilitate or conceal improper payments.**

All records must be maintained for a minimum of five years, or a longer period if required pursuant to the applicable company records retention policy.

11 Additional provisions

It is the responsibility of Risk Management to ensure that this policy is kept updated, and that any materials changes to the policy are communicated to relevant business units.

It is the responsibility of individual business units to ensure that the policy is communicated to any third parties (such as representatives) who it extends to.

Risk Management shall ensure an appropriate schedule of anti-corruption training for all company personnel and relevant third parties.

12 References, Attachments and Annexes

Schedule 1: Ethics Committee Scope of Work and Procedures

Schedule 2: Suggested compliance terms for representative agreements Ethics Charter

Equal Opportunity and Dignity at Work Policy

QHSE Charter

Global Environmental, Social and Governance Policy


Statement Against Modern Slavery and Human Trafficking

Best Practices Charter

Whistleblower Policy

SCHEDULE 1

The Ethics Committee: scope of work and procedures

 The Ethics Committee, which reports to the Chief Executive Officer, is responsible for the general oversight of ethical issues related to the Group's activities

The Committee:

- > Makes recommendations to the CEO on all ethical issues, whether in relation to matters on which the Committee has made an independent inquiry or questions that have been submitted to it.
- > Notifies the General Managers of any risks that Group activities may be contested on ethical grounds.
- > Ensures that the Group's Code of Conduct is circulated and proposes any amendments it considers necessary or appropriate.
- > Recommends procedures for and, at its discretion, provides replies in the strictest confidence to any question Trescal employees may have concerning application or compliance with:
 - The Ethics Charter and the Code of Conduct in specific circumstances;
 - Equality, diversity and inclusion principles in their day-to-day; and
 - Health and safety in the workplace environment.
- > Reviews, with the business units concerned, any verbal or written communications related to ethics.
- > Advises the Group's training departments (Trescal Institute included) on incorporating a presentation of the Ethics Charter and Code of Conduct into training programs, in particular those for the new recruits and management.

Each country is encouraged to inform the Ethics Committee in advance of new projects and proposed changes in an ongoing business activity that could raise an ethical issue.

The CEO or any employee of the Group may request the Ethics Committee's advice on any ethics-related matter.

The Committee, at its discretion, may address its replies exclusively to the persons requesting its advice. Its members may not reveal the identity of anyone requesting their advice and may not disclose information that would make it possible to identify them.

The Committee may also consider on its own initiative any ethics-related matters concerning the Group. The Committee is entitled to visit any Group facility or subsidiary.

Each year in June, the Trescal Ethics Committee will conduct a meeting in order to improve its own scope of work and procedures.

Every two years, Trescal Ethics Committee will conduct a risk assessment in order to determine the key risks to our business related to bribery. The risk assessment includes input from our consultants and administrative staff. As a result of the risk assessment, we identify these main risks to Trescal related to bribery.

SCHEDULE 2

Suggested compliance terms for representative agreements

In the “compensation” section of the agreement, the terms should oblige the advisor to provide reports concerning his/her work for the company that are reasonably requested by trescal.

The agreement should include a general anti-corruption compliance safeguard, as follows

“[the representative(s)] warrant, agree and undertake that, in connection with this agreement, neither they nor any party acting on their behalf has or shall engage in improper payment activity. For purposes of this agreement, the term “improper payment activity” includes offering, promising, authorising or providing any funds, gift, advantage or other thing of value, including any payment to expedite a routine or non-routine government action, whether directly or indirectly, to any “public official” or private party for any illegal purpose or in any other manner that breaches applicable anti-bribery or anticorruption laws, regulations, decrees and/or official government orders or requirements.

The [representatives] further warrant, agree, and undertake to comply with the trescal anti- bribery policy.

Any breach of this section shall be considered a material breach of this agreement, and entitle trescal to terminate the agreement immediately with cause, withhold any payments that may otherwise be due under the agreement, and receive from [representatives] any funds paid previously under this agreement that may relate, directly or indirectly, to breach in question.”

On a case-by-case basis, risk management may require other safeguards to be implemented for representatives operating in jurisdictions or circumstances that pose higher corruption-related risks.