

SITETRACKER

GENERAL ANTI-BRIBERY POLICY

INTRODUCTION

Most countries have adopted anti-bribery laws. Sitetracker, Inc. (“Sitetracker”) is organized under the laws of the United States and, accordingly, Sitetracker is subject to the U.S. Foreign Corrupt Practices Act (“FCPA”), not only with respect to its own activities, but also those of its non-U.S. affiliates worldwide, as well as any third parties acting on Sitetracker’s behalf. Violations of the FCPA or other applicable anti-bribery laws can result in severe civil and criminal penalties and reputational damage for Sitetracker, and the individuals involved. Sitetracker is committed to achieving the highest standards of ethical conduct and complying with all applicable laws, including the FCPA, the UK Bribery Act, and any other applicable anti- bribery law, in the countries where it conducts business.

POLICY

It is the policy of Sitetracker and its affiliated companies to comply fully with all applicable provisions of the FCPA and all other applicable anti-bribery laws. Sitetracker’s Anti-Bribery Policy prohibits the paying, offering, giving, authorizing, or promising, either directly or indirectly, of anything of value to any foreign government official in order to secure an improper advantage, obtain or retain business, direct business to any other person or entity, or receive more favorable treatment of any type from a foreign government. If any question exists as to the propriety of any proposed transaction, the matter should be referred Sitetracker’s Senior Director of Legal prior to entering into the transaction.

EFFECTIVE DATE AND SCOPE

This Policy is effective immediately, and compliance is mandatory. This Policy applies to all officers, directors, employees and consultants of Sitetracker or any of its subsidiaries and affiliated companies (collectively, “Employees”) and it is their responsibility to ensure that Sitetracker does not violate the FCPA or any other applicable anti-bribery law. The general principles and prohibitions of this Policy also apply to agents, distributors, consultants, joint venture partners, and any other third parties acting on Sitetracker’s behalf (collectively, “Business Partners”), whether or not U.S. citizens or residents, and regardless of whether they are located inside or outside the United States. Sitetracker’s foreign-incorporated subsidiaries are also subject to the FCPA and other applicable anti-bribery laws. Sitetracker can be liable if it authorizes, directs, or participates in bribery activity.

STANDARD OF CONDUCT

Sitetracker's employees and Business Partners are prohibited under the FCPA from paying, offering, giving, authorizing, or promising, either directly or indirectly, money or anything of value to any government official in order to secure an improper advantage, obtain or retain business, or direct business to any other person or entity.

- **Anything of Value:** Anything of value includes not only cash, but can also include items such as gifts, gift cards, logo and other tangible items, electronic equipment, clothing, meals, entertainment (for example, concert, theater, sport, or other similar event invitations without a prevailing business character), travel, lodging, transportation, loans, use of property or equipment, charitable contributions, and job offers.
- **Government Official:** Officials or employees of federal, state, provincial, county, municipal, and similar officials of any government or any department, agency, or instrumentality thereof; any officers or employees of a company or business owned in whole or in part by a government ("state-owned enterprise"); any officers or employees of a public international organization (for example, the World Bank, United Nations, the European Union, or the World Health Organization); any foreign political party or official thereof; or any candidate for political office. Government officials include officials at every level of government, regardless of rank or position. Any doubts about whether a particular person is a government official should be resolved by assuming that the individual involved is a government official for FCPA purposes.
- **Corrupt Intent:** The FCPA prohibits making payments to third persons, such as consultants, agents, resellers, distributors or other business partners, while "knowing" that some or all of such payments will be given to a foreign official in return for an exercise of influence to help a U.S. company to obtain or retain business. The definition of "knowing" includes an awareness that a result is "substantially certain" to occur or that a "high probability" exists that a certain circumstance will occur or that such circumstance exists. Under this standard, actual knowledge of the actions of a company's agent or partner is not necessarily required. Purposeful ignorance will not shield an individual or a company from prosecution under the FCPA. Thus, employees may not turn a "blind eye" to activity that appears to violate the FCPA.

PERMISSIBLE PAYMENTS

The FCPA describes three narrow categories of payments that are permissible.

- **Local Written Law Affirmative Defense:** The FCPA permits payments that are “lawful under the *written* laws and regulations” of the official’s country. However, bribery of a government official is illegal in every country in the world so assertion of this defense will rarely, if ever, apply. The mere absence of written laws prohibiting certain activity does not meet the requirement that the activity be lawful under the written laws. Further, the fact that foreign officials may routinely solicit and receive bribes does not make the payment of such bribes acceptable corporate action or legal under the FCPA. No payment may be made under this local law exception unless it has been approved in advance by Sitetracker’s Senior Director of Legal.
- **Reasonable and Bona Fide Expenses:** Companies may pay reasonable and bona fide expenditures (including travel and lodging) incurred by or on behalf of a foreign official, if the payments are directly related to either (1) the promotion, demonstration or explanation of products or services or (2) the execution or performance of a contract with a foreign government or agency thereof. However, any expenses must be reasonable and bona fide.

For example, Sitetracker does not authorize the payment of any travel or lodging for the spouse or children of any government official nor does it permit any side trips by the government official that are unrelated to the business purpose of any trip. As a result, any expenses related to marketing involving any government official, including travel and lodging, must be approved in advance by the Sitetracker’s Senior Director of Legal.

- **Facilitating Payments:** Payments related to the facilitation of routine, non-discretionary governmental actions, are permitted under the FCPA. Examples of routine, non- discretionary administrative tasks include: the provision of common governmental services, such as mail pickup, power and water supply, and the processing of official papers, such as visa applications or work orders that Sitetracker has a right to receive. Routine governmental action will **never** include any decision (a) to award new business to or continue doing business with a particular company or person or (b) to reduce any tax liability or the cost of government services.

In addition, facilitating payments that are permissible under the FCPA are often prohibited under local law, and may subject Sitetracker employees to civil and/or criminal liability under local law. Facilitating payments may also violate the laws of any third-country involved in the transaction, which involvement may be no more than Sitetracker having a physical presence in that country. For example, the UK Bribery Act prohibits the payment of facilitation payments. Finally, even if a facilitating payment is permitted both under the FCPA and under local law, such payments can violate the FCPA books and records provisions if they are not accurately recorded for accounting purposes.

Because of the potential for risk to Sitetracker regarding facilitating payments, Sitetracker strongly disfavors facilitating payments and will not authorize facilitating payments that are unlawful under applicable law. As a result, Sitetracker requires that any potential facilitating payment and corresponding accounting entry be specifically approved in advance by Sitetracker's Senior Director of Legal.

AGENTS, DISTRIBUTORS, CONSULTANTS AND OTHER THIRD PARTIES

As discussed above, the prohibitions of the FCPA include corrupt offers, promises and payments to foreign officials made by agents or intermediaries on a company's behalf. It is unlawful to make an offer, promise, or payment of anything of value through an agent, distributor, consultant, joint venture partner or other third party to secure an improper benefit with the knowledge that the ultimate beneficiary is a government official. Employees should be careful to avoid situations involving third parties that might lead to a violation of the FCPA. In addition, before hiring any agent, distributor, consultant or other third party to represent Sitetracker in any foreign country, the manager responsible for hiring the third party must notify Sitetracker's Senior Director of Legal, and obtain approval.

Unless otherwise approved in writing by Sitetracker's Senior Director of Legal, all contracts with agents, distributors, consultants, and other third parties, all joint venture, partnership and shareholder contracts and all contracts for the acquisition of entities or business assets, to the extent such contracts or agreements pertain to business carried out or to be carried out in whole or in part outside the United States, shall contain provisions mandating compliance with applicable laws and regulations.

BOOKS, RECORDS, AND INTERNAL CONTROLS

It is the responsibility of all Sitetracker employees and agents to ensure that Sitetracker's books and records accurately and fairly reflect the transactions in which Sitetracker participates. Accordingly, any Sitetracker employee or agent that participates in any transaction covered by this policy shall take appropriate measures to ensure that the nature and amount of the transaction is accurately and fairly reflected in Sitetracker's records.

Any perceived failure of Sitetracker's books and records to meet the FCPA's requirements, shall be reported to Sitetracker's Senior Director of Legal, who shall, as circumstances warrant, consult with Sitetracker's Management in order to determine whether a possible violation exists, and, if so, the appropriate actions required.

CONSEQUENCES OF NONCOMPLIANCE

Failure to comply with any aspect of this Policy or FCPA laws will be grounds for termination or other disciplinary action in line with the disciplinary process for the relevant Sitetracker site/country. In addition, Employees and Business Partners violating the FCPA and/or local anti-bribery laws may also be fined and/or imprisoned.

Persons or entities who provide services to or on behalf of Sitetracker should similarly

expect to have their contracts terminated for cause if they violate the FCPA. Sitetracker will actively seek to recoup any losses it might suffer as a result of a violation of the FCPA from the individual or entity who carried out the prohibited activity.

REPORTING

Any employee who has a good faith basis to believe that a violation of this policy has occurred shall report it immediately. Employees may do so by: (1) reporting it to his or her supervisor; (2) by reporting it to Sitetracker's Senior Director of Legal, or (3) by reporting it anonymously through the [Safety @ Work](#) platform

RED FLAGS

It is the responsibility of all employees to ensure not just their own, but also Sitetracker's compliance with this policy. Certain situations arise which may indicate a potential violation of the FCPA or this policy that should act as a warning or red flag. For example, each of the following represents a potential red flag:

- payments to persons outside the normal scope of business;
- doing business with a partner who has a family or business relationship with a government official; doing business with a partner who requests that its agreement with Sitetracker be kept secret, or requests that its payments remain secret, or who refuses to identify its owners;
- a government customer who insists that Sitetracker use a particular consultant;
- a business partner requests fees that are out of line with industry standards or submits inflated or inaccurate invoices, or refuses to submit details related to the work performed, or seeks payment in cash;
- a business partner requests exorbitant travel and entertainment expenses or gifts for foreign officials;
- a business partner requests authority to make agreements with third parties without Sitetracker's approval; and
- payments that are not recorded in Sitetracker's records in a way that accurately reflects the nature of the payment.