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1. Introduction ●

This Anti-Corruption Policy (“Policy”) reflects our commitment to ethical business practices.

Corruption is against our values and against the law and can lead to fines and other penalties, including imprisonment for those individuals involved. This policy is designed to prevent corruption in all our activities.

1.1 Applicability

This Policy applies to::

- TTI and our majority owned or -controlled subsidiaries and affiliates throughout the world
- All TTI employees including full-time, part-time, contract and temporary employees
- All TTI partners, including but not limited to:
 - Distributors
 - Resellers
 - Suppliers
 - Joint-venture partners
 - Agents
 - Intermediaries and consultants
 - Subcontractors
 - Manufacturer’s representatives

1.2 Penalties for non-compliance

Beyond the legal and financial penalties that TTI and its employees could suffer as a result of non-compliance with this Policy and any other applicable anti-corruption laws, failure to comply also result in disciplinary action, up to and including termination of employment.

Managers who fail to supervise employees’ compliance with this Policy may also be the subject of discipline. Managers should lead by example and be a resource for employees who have questions or need advice.

1.3 Compliance with all applicable laws and regulations

We follow the most stringent law, regulation or policy applicable to our work. If the laws or regulations applicable to your business are less stringent than this policy, then you must follow this policy. We have endeavored to ensure that this policy is at least as strict as the laws and regulations in which we do business, but if it turns out that an applicable law or regulation is stricter than this policy, then you must follow that law or regulation. If you have any doubt about what is expected of you under the law or our Policy, you must seek guidance from your Legal Department or Human Resources department or one of the other resources mentioned at the end of this policy.

2. Anti-Corruption Laws and Regulations ●

TTI does not tolerate corruption. Perhaps the most common or most discussed form of corruption is bribery. Bribes are offers or payments of anything of value to gain an improper business advantage or to otherwise influence a decision or action, such as gifts of money or items above a nominal value, lavish and overly expensive entertainment, plane tickets or stays at resorts outside of TTI business, or donations to a charity important to the person at whom the bribe is aimed.

Global anti-corruption laws provide that bribes and other forms of corruption cannot be used to gain an improper business advantage. These laws include:

- The Foreign Corrupt Practices Act (FCPA) of the United States
- The Bribery Act of the United Kingdom
- The Prevention of Bribery Ordinance of Hong Kong
- The Criminal Law and Anti-Unfair Competition Law of the People's Republic of China
- The Criminal Law Convention on Corruption of the Council of Europe
- The Organisation for Economic Co-operation and Development (OECD) Anti-Bribery Convention
- Various domestic anti-corruption laws from many other countries where we or our business partners operate

These laws may impose specific requirements in certain situations, meaning we should never hesitate to reach out to our supervisors, managers and the Legal or HR Departments for guidance on how to proceed with a transaction.

Apart from anti-corruption laws, this policy prohibits those to whom it applies from offering, providing or accepting bribes or otherwise participating in any illegal or corrupt activities. Anyone observing or learning of such activities must report the information through the avenues set forth at the end of this Policy.

To assist your understanding, reproduced below are the basic planks of the anti-corruption prohibitions embodied in this Policy and the referenced anti-corruption laws:

Basic Concept	Explanation
1. Never offer, make or accept a payment	Cash or cash equivalents of more than nominal value
2. Or anything of value	Any valuable item of more than nominal value, such as jewelry, plane tickets, vacations
3. Directly or indirectly	<p>Directly: the offer or payment is made to directly to the person whose actions it is intended to influence.</p> <p>Indirectly:</p> <ol style="list-style-type: none">a. the offer or payment is funneled through an intermediary, such as an agent, subcontractor, or consultant.b. The offer or payment is embedded in a business transaction (“a kickback”), such as, for example, a potential distributor offering you personally a portion of the profit they make from selling TTI products if you choose them over other potential distributors.
4. To or from a commercial entity or government official	A commercial entity is any business and any of its employees, agents and representatives, including subcontractors, consultants, and others acting on the business' behalf. For a further explanation, see the section on “Who are government officials?” below.

2. Anti-Corruption Laws and Regulations

5. To obtain or retain business or gain an improper business advantage

Remember that even an attempt to obtain or secure an improper business advantage, regardless of whether it is successful, is prohibited.

For the avoidance of doubt, an improper business advantage can be defined as an undue strengthening of our business position, which we would not have without offering, paying or accepting a bribe. This is different from recognizing the loyalty or business contribution of a business partner.

When in doubt about any offer, payment or other aspect of a transaction or business relationship, ask yourself the following questions:

- Does this feel right?
- Would my friends, family and colleagues approve?
- Would I be comfortable if this were discussed in a newspaper?

If the answer to one or more of these questions is no, step away from the situation and seek guidance from your manager or the Legal or HR Departments on how best to proceed.

Living Our Values

Scenario: I work in the Purchasing Department. Recently, a supplier came to visit our facilities. We met regarding a potential new supply contract, and the supplier knew that we were also meeting with other potential suppliers about the opportunity. As he was leaving, the supplier offered me what appeared to be a pearl necklace as a gift for my wife for my hospitality. I did not think the pearls were real, so I accepted it.

Response: You should not have accepted the gift without knowing its true value because the circumstances under which it was given indicate that the supplier's motivation was to influence your decision on whether to give his company the contract. You should have declined the gift, or if you accepted because you were concerned that declining would be rude or perceived as an insult, you should have immediately consulted your Legal Department to seek further advice on gift handling.

2. Anti-Corruption Laws and Regulations

2.1 Who are government officials?

For the purposes of anti-corruption laws and our Policy, the term “government officials” is not limited to persons holding elected or appointed government offices, ministers of government departments, political representatives or other positions that one might typically think of as government positions. The following individuals can also qualify as government officials:

- Employees of government departments and agencies, regardless of rank - including but not limited to tax or customs officials
- Employees of state-owned or -controlled entities, including state-owned or -controlled commercial enterprises, such as national airlines, rail operators and employees of public institutions such as universities
- Employees of public international organizations, such as the World Bank, the International Monetary Fund and the United Nations
- Any political party official or candidate, any judge or legislator and members of royal families who may lack “official” authority but who maintain ownership or managerial interests in government enterprises
- Anyone “acting in an official capacity” (that is, under a delegation of authority from the government to carry out government responsibilities), including uncompensated officials if they have actual influence in awarding government business
- Technical or marketing consultants who also hold a government position

Providing anything of value to a close family member of a government official can also be considered a violation of anti-bribery laws and of our Policy.

Our Policy highlights interactions with government officials because global anti-corruption laws emphasize dealing with government officials transparently, and corrupt acts carry severe penalties for companies and individuals. As an international company and a leader in our industry, we may need to interact with government officials occasionally and must do so in accordance with applicable laws. As a member of TTI, you are required to evaluate the transactions you are involved in to determine whether government officials are participating in any way. Since the list of possible government officials is expansive, you are encouraged to seek out the Legal Department for assistance and guidance.

Living Our Values

Scenario: Muhammad is trying to obtain a permit to get permission to use a particular piece of property for a plant in a new location. He knows that these permits are limited, and there are competitors also trying to get a permit for that same location. A local official takes Muhammad aside and says that he will favor his request over those of the competitors if Muhammad will give him personally \$5,000 in cash. He explains that this is how business is done, and if Muhammad doesn't do it, then he will issue the permit to a competitor. Muhammad doesn't want to lose business for the company, so he makes the payment.

Response: Muhammad did not live up to our values. The local official that Muhammad offered payment to is likely considered a government official under most global anti-corruption laws, and the payment is a bribe because it was made to gain an improper business advantage.

2. Anti-Corruption Laws and Regulations

2.2 Accounting and record-keeping

One of the methods that TTI uses to ensure that all dealings we engage in are free of corruption is to properly record all aspects of every transaction. Keeping accurate books and records is required by the various anti-corruption laws applicable to our business. Therefore, we must comply with all accounting regulations and standards, as well as our internal work policies and processes for submitting all expense reimbursement requests to TTI. Furthermore, when making expenditures on behalf of TTI, we must properly record the details of all transactions, accounting for all funds and benefits received as part of those transactions.

Special care must be taken to ensure that the treatment of any gifts, meals, entertainment or other benefits provided to private parties and government officials complies with TTI's accounting and record-keeping requirements.

The following rules are the guidelines for accurate accounting and record-keeping:

- False or artificial entries are prohibited.
- Undisclosed or unrecorded funds, accounts or assets are prohibited.
- No entry may conceal or disguise the true nature of a transaction.
- No payment is permitted for a purpose other than the purpose described in the supporting documents.
- All employees have a duty to report any false or suspicious entries or when they have reason to believe that an employee may be falsifying records.

To implement the above rules on proper record-keeping, you should:

- Only issue and accept invoices that accurately reflect the transaction to which they relate.
- Never agree to requests for under-invoicing or over-invoicing.
- Never make or approve any payment with the intention, understanding or knowledge that any part of such payment is to be used for any purpose other than what is described in the supporting documents, or when reasons exist to believe that the payment could be used as a bribe.
- Never make or approve cash payments to any party.
- Never make or approve payments to a person other than the authorized payee.
- Never make or approve payments to an account unrelated to the payee's business or nationality, such as offshore bank accounts or accounts under a different name.

Proper record-keeping is essential to our compliance with anti-corruption laws and for us to maintain and uphold the spirit of this Policy.

If you have any questions about these requirements, please contact the Legal or Finance Departments.

3. Guidelines.

This section provides guidance on specific transactions, with reference to TTI's requirements and expectations.

You should refer to this section often to confirm that the transactions and business relationships you are a part of meet TTI requirements, and to ensure that our business remains free of corruption.

3.1 Guidelines

We understand that doing business often involves giving and receiving some common courtesies, such as discussing a sales agreement over lunch, meeting with clients for dinner or accepting promotional items at a trade show. This Policy is not meant to hinder your ability to build relationships with external parties and compete in the market. Rather, it should help you identify acceptable and legal business courtesies. Our stance on bribery and corruption means that regardless of local custom, we **never** give or accept improper gifts, entertainment or any other benefit to gain an inappropriate business advantage.

If you are ever faced with a situation where someone is personally seeking a payment or other item of value in exchange for or in connection with making a business decision or performing their duties and you are unsure of what to do, you should consult the Legal Department. You should always consult the Legal Department if that person is a government official.

3.1.1 General guidelines

Employees should not give, request or accept gifts, meals, entertainment or other items of value from any of TTI's vendors, service providers, customers, competitors or any party seeking to do business with TTI unless all of the following criteria are met:

- There is a clear business purpose related to the promotion or demonstration of TTI's products or services.
- The value is reasonable, which generally means that gifts are nominal in value and meals and entertainment are reasonable under the circumstances and generally within generally accepted practices in our industry.
- The frequency is reasonable.
- Doing so does not violate local customs or the organizational policies of the receiving party.
- Doing so does not give rise to an actual or apparent conflict of interest.
- With government officials, the gift or entertainment must be pre-approved in writing by the Legal or HR Department.

These guidelines apply at all times and do not change during traditional gift-giving seasons, or due to the local customs where you are doing business.

In addition, in certain countries where gift-giving or entertainment is common in business settings, you need to consult the Legal and HR Departments in your business unit for guidance on acceptable practices. You are responsible for knowing and abiding by such guidance not only in locations where your office is located, but also in any other location where you travel for TTI business.

The following subsections provide more detail regarding the exchange of gifts, meals and entertainment.

3. Guidelines

3.1.2 Gifts

- Gifts are limited to items of nominal (low) value. Such gifts could include the following:
 - Promotional items bearing a company logo or branding
 - Greeting or holiday cards
 - Simple food items
 - Reasonably priced plants or flowers
 - Other low-value items given as part of a cultural or national holiday (see below for cash gifts exchanged in these circumstances)
- Cash gifts are not encouraged, but TTI understands that they are sometimes exchanged as part of certain national or cultural holidays (for example, the exchange of “red pockets” for Chinese New Year). Cash gifts should only be given under the following circumstances:
 - The cash gift is provided as part of a national or cultural holiday
 - The cash gift is reasonable in value for the occasion
 - No more than one cash gift is given to or received from the same person during the holiday or cultural event period

Living Our Values

1 **Scenario:** At a recent trade show, I offered potential customers various TTI-branded items such as mugs and pens. Is this permissible under our Policy?

Response: Yes. Nominal gifts (having little-to-no value) provided as part of demonstrating TTI products are allowed.

2 **Scenario:** In the country I work in, it is common to give “red pockets” during Chinese New Year to people with whom we do business or to show appreciation in other business settings. Can I exchange red pockets with our business associates?

Response: Under our Policy, we can give or receive cash gifts, such as red pockets, in our capacity as TTI employees, during national or cultural holidays or other occasions when such gifts are customarily exchanged. The red pocket, or other cash gift, must still meet the general guidelines on gifts described above. Please note that it must be of nominal/low value and not given to or received from the same person more than once during the span of the holiday or cultural event. This Policy’s guidelines do not restrict the value or frequency at which you can exchange cash gifts with friends and family using your own personal funds.

3. Guidelines

3.1.3 Meals and entertainment

Providing meals and entertainment to existing and potential clients and business partners is a common practice and can be an important element of our business relationships. However, meals and entertainment can be abused by being excessive or too frequent. We must follow the standards set out below to ensure we are participating in proper activities:

- Meals and entertainment should be limited to simple meals or other appropriate activities, such as a local sightseeing tour, a sporting or cultural event, or a game of golf.
- When providing meals or entertainment to a member of another company, you must know their rules on receiving these types of benefits. Many of our customers and other business partners have Codes of Conduct and other policies similar to ours that do not allow their employees to accept meals or entertainment that are lavish, frequent and not genuinely backed up by a valid business purpose. So do not pay the check for a business partner's employee when doing so would violate that business partner's policies.
- If you have any doubt about whether a particular event is too lavish to comply with this Policy, get pre-approval from the Legal and/or HR Department at your business unit.

Living Our Values

Scenario: We are trying to expand our business with a particular customer. The customer's buying agent keeps mentioning to me that he has always wanted to take his family to Paris for a vacation. I have contacts in Paris, so I arrange for him and his family to stay there for a week at no charge, and I offer to have TTI pay for their plane tickets. I think that he is also making these same hints to competitors and that they have done things for him in the past, so I don't want us to be at a disadvantage.

Response: In this situation, you did not live up to our values. This benefit is clearly being offered with the intent to influence the buyer to give us more business, and he and his family are personally benefiting by receiving a lavish vacation. It does not matter if you think or hear rumors that others may be offering this individual these types of benefits. In fact, this person is likely violating the policies of his company by soliciting and accepting these types of gifts, and you would be doing his employer a favor by taking steps to disclose his actions. You should have consulted with Legal when he began making these types of hints.

3. Guidelines

3.2 Company-sponsored travel

As an international company, we may at times be asked to pay the travel expenses of our customers, third parties or other external parties in connection with TTI-related business. We need to make sure that TTI-sponsored travel is not provided for improper reasons, meaning that it is not provided to gain an improper business advantage or to unduly influence a customer's decision or a third party's actions.

Whether we indeed sponsor someone's travel depends on the circumstances, but we must always ensure that there is a clear business purpose and agenda, and that the sponsored travel is completed by the person(s) for whom it was arranged.

Once you have ensured that these two requirements are satisfied, you must check that the following additional standards are also met.

Company-sponsored travel must be:

- Accounted for in our budget
- Provided as part of a factory or showroom tour, training, sales meeting or similar business-related activity
- Along the shortest and least expensive route (where possible)
- Via Economy class unless you have obtained approval from someone at a Director level or above
- Limited to accommodation in business hotels or other modest 3-4 star hotels
- Pre-approved by the Director of your department, and also by the Legal or HR Departments if the travel is provided for government officials

Company-sponsored travel does NOT include:

- Meals and incidentals
- Trip extensions and detours
- Gifts and other forms of entertainment

3. Guidelines

3.3 Political contributions

To remain free from corruption, we need to be aware of requests for political contributions by counterparties or government officials in exchange for influencing a transaction or spurring the completion of a pending deal. For example, a potential customer might state that he will buy TTI products if we make a contribution to a government department, organization, political party or group with which the customer or his relatives are associated. Political contributions are especially concerning because they are hard to trace back to the person, group or company that requested them.

To minimize the possibility of corruption, we cannot make political contributions on TTI's behalf without obtaining the prior written approval of the Group Vice-President, General Counsel and Chief Compliance Officer.

Under no circumstances can a political contribution be made to gain an improper business advantage or if it would be otherwise unlawful under the laws of the country where the government department, political party, group/organization or official is based.

3.4 Charitable contributions

As a global company, we are in a position to help those in need through charitable contributions. However, charitable contributions, like political contributions, can be an underhanded way to provide bribes. This can occur when counterparties or government officials request donations to charities with which they are associated as a prerequisite to or part of a transaction with us.

The following circumstances may suggest that a charitable contribution is being requested for improper purposes:

- The donation is requested as part of a business transaction.
- The charity or the party requesting the donation does not provide details about the charity, its purpose, location or the reasons for the donation.
- The charity requests that the contribution be made to a different country or entity.
- A government official has requested or suggested the donation.

Under no circumstances can a charitable contribution be used to gain an improper business advantage, or otherwise violate the laws of the country where the contribution is to be made.

Living Our Values

Scenario: We engaged an agent to help facilitate an agreement with a new customer. The agent informed us that the customer's representative would conclude the contract with TTI if we directed an initial lump-sum payment to a charity that his wife has organized. I informed the agent that we could not make this payment to conclude negotiations.

Response: In this case, you lived up to our values. The customer's representative required TTI to make a charitable contribution in order to secure a business advantage. Any payment made to secure such an advantage is against our Policy, even if it is made to a charity.

3. Guidelines

3.5 Engaging business partners

Engaging business partners, such as agents, distributors and suppliers, is a necessary part of our business. They provide materials we need to build our world-class products, represent our brand in global markets and reach new customers. Essentially, these business partners are an extension of TTI, and any corrupt acts they carry out while conducting business for us can create liability for our company.

Therefore, we must only choose business partners that we would feel comfortable representing our brand and values. To accomplish this goal, we have adopted a robust due diligence process to review potential business partners and monitor existing partners. The due diligence process involves the following actions:

- Gathering background information
- Identifying red flags
- Continually monitoring

3.5.1 Gathering background information

The due diligence process starts with collecting background information on the potential business partner. The following information should be gathered before entering into any agreement:

- Company registration information
- Names, nationalities and resumes of all principal officers, directors and shareholders
- List of all related entities
- Revenue history of the business partner over the last 3 – 5 years
- Civil and criminal history of all principal officers, directors and shareholders
- Government positions (current or former) of all principal officers, directors and shareholders and their relatives and business associates
- Civil, criminal and regulatory history of the business partner
- Reputation of the business partner

3.5.2 Identifying red flags

While collecting background information on a potential business partner, you may notice certain “red flags,” or warning signs about the party that suggest they may be more likely to pay a bribe, engage in corruption or be otherwise unsuited to carry out their responsibilities. The following is a list of common red flags:

- Questionable background or reputation, such as allegations of improper business practices (like paying bribes or allegations of fraud)
- Lack of reputable business/personal references
- Unknown to industry competitors
- Referred to us by a government official
- Seems unqualified to provide the services we need
- Unwilling to reveal identities of its owners, principals, directors or employees
- Not open to agreeing with our Business Partner Code of Conduct
- Requests unique or unusual payment arrangements, such as payment in cash, payment in another country's currency, payment to seemingly unrelated parties or payment to a bank account in a different country
- Has members who are TTI employees or are related to TTI employees

Discovery of any red flags should promptly be referred to members of the Legal Department for further review before continuing with the potential business partner.

3. Guidelines

3.5.3 Monitoring performance

Collecting background information is not enough to determine whether a potential business partner is suited to work with TTI. We need to continually monitor business partners even after engagement to see if any new red flags arise. Contact the Legal Department if the business partner takes any of the following actions:

- Does not pay TTI invoices in a timely manner
- Offers to buy our products at a higher-than-normal cost or requests an unusually large discount
- Submits invoices for unusual or excessive expenses or other requests
- Requests payments to a different recipient or offshore account
- Frequently invites TTI members to meetings, gatherings or other events involving government officials
- Receives negative remarks from or fails any TTI or third-party audit
- Becomes involved in bankruptcy proceedings
- Receives fines or penalties or becomes the subject of a complaint from non-compliance with the law, especially anti-corruption laws

This list of red flags is NOT exhaustive. If other red flags become apparent, additional due diligence or other remediation may be required. Contact the Legal Department for further guidance.

3.5.4 Compensation

One of the simplest ways to prevent corruption by business partners is to compensate them in accordance with a strict set of rules, including the following:

- We do not pay more than market price for the goods or services business partners are providing.
- Success fees and premiums to business partners must be approved by Legal, closely monitored and properly documented.

Living Our Values

Scenario: We have been considering utilizing a new distributor to resell products in a high-risk territory. We decided to conduct some background research on the company but it seems that businesses in the area do not know much about this company. My co-worker suggested that we try the distributor on a short-term basis because it would be time consuming to find another reseller in the area. I agreed with him and sent the distributor our standard paperwork.

Response: In this scenario, you did not live up to our values. While it was commendable that you conducted due diligence on this potential new business partner and identified a red flag—the fact that businesses in the area do not know much about this company—you should not have decided to engage the distributor without consulting the Legal Department for advice on how to proceed.

3. Guidelines

3.6 Solicitation of bribes

Solicitation of bribes occurs when someone requests or asks TTI (directly or indirectly) for a payment in exchange for an improper business advantage. Solicitation of bribes is against the law and our Policy.

If someone tries to solicit a bribe from you, you should:

- Firmly, but politely refuse to make the payment.
- Report the incident to the Legal Department.

3.6.1 Exception for extenuating circumstances

There are certain situations where you are permitted to make a payment that is otherwise not allowed under the law or our Policy. These situations are very rare and the payment is allowed only if extenuating circumstances exist. Extenuating circumstances exist when 1) you are requested to make a payment and 2) refusal could lead to bodily harm.

The threat of bodily harm could be to yourself, your co-workers or the family members of you or your co-workers.

Any potential or actual extenuating circumstances encountered, and any payments made in such situations, must be promptly reported to the Legal Department once it is safe to do so.

4. Reporting Violations.

The key to our culture of ethical conduct is honest, transparent communication. If you have any questions or concerns, or if you witness potential violations of this Policy, you are urged to speak with us.

We operate under a NO RETALIATION policy, which means that we will never retaliate against anyone who makes a report to us in good faith. Also, your report will be confidential and we will take our best efforts to ensure that your identity is not disclosed.

Reports can be made to the following individuals at TTI:

- The Group Vice-President, General Counsel and Chief Compliance Officer
- The Legal Department
- The Human Resources Department
- Your Supervisor (unless the nature of the issue makes doing so inadvisable)

If you prefer, you may anonymously report your concerns to us by —

Email:

✉ ttiinquiries@fulcrum.com

or Hotline:

☎ <https://www.ttigroup.com/reporting-hotline/>

or by Mail:

✉ Fulcrum Inquiry, Complaint Resolution Department,
707 Wilshire Boulevard, Suite 2050, Los Angeles, CA 90017

or Fax:

☎ +1.213.891.1300 (US fax line)

5. Conclusion.

Thank you for reading our Anti-Corruption Policy. The information in this Policy supplements our Code of Ethics and Business Conduct, serves as a manual to help you face potential corruption with confidence and gives you the tools necessary to make the right decisions.

Most importantly, this Policy demonstrates our commitment to supporting you as a TTI employee, and our genuine interest in helping you make decisions in accordance with our values.

If a situation does not feel right, you have our full support to walk away from it and seek further guidance from various resources within the company.

For further information on our values and commitment to ethical conduct, please see the following resources:

- TTI Code of Ethics and Business Conduct
- Business Partner Code of Conduct

