



GLASS LEWIS

Foreign Corrupt Practices Act (FCPA) Policy

Glass Lewis is committed to conducting its business in accordance with the U.S. Foreign Corrupt Practices Act of 1977 ("FCPA"), as well as with all other international anti-corruption laws as applicable.

All Glass Lewis employees, agents, officers and Strategic Committee members, and anyone acting for or on behalf of Glass Lewis (including subsidiaries, business partners, independent contractors, and third-party service providers) must comply, at all times, with this policy, and are strictly prohibited from:

- Paying bribes, kickbacks or facilitation payments to government officials or to anyone, anywhere in the world, to obtain business or gain an improper advantage;
- Paying bribes, kickbacks or facilitation payments indirectly through agents, brokers, consultants or other third parties;
- Paying bribes, kickbacks or facilitation payments through other means such as meals, entertainment and gift giving that exceed Glass Lewis business norms;
- Accepting bribes or kickbacks from anyone anywhere in the world; and
- Using personal funds to accomplish what is prohibited by this policy.

Glass Lewis, or anyone acting on its behalf, must maintain detailed and accurate books and records and internal controls and must not conceal bribes or other improper payments through "off book" arrangements, by falsifying books and records, or by failing to properly document an otherwise proper payment, gift or other benefit. Moreover, Glass Lewis' executive team and all office heads are required to undergo FCPA training on an annual basis.

Generally, "corruption" is the misuse of public or private office for personal gain. A "bribe" is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage through improper influence. A "kickback" is a payment or other thing of value provided to an individual, such as a customer's representative, as a reward or inducement for steering business or awarding contracts.

The FCPA prohibits offering or providing anything of value ("Payments"), including gifts or payments to, and entertainment of, non-U.S. Government Officials and others for the purpose of influencing any official action, or securing any improper advantage, in order to obtain or retain business. Payments can also include actions that may be viewed as indirectly benefiting Government Officials, such as offering jobs or internships or making contributions to favorite charities. For purposes of this policy, "Government Official" includes any employee, agent or representative of a non-U.S. government, and any non-U.S. political party, party official or



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candidate. A Government Official also includes royalty, legislators, representatives of non-U.S. state-owned business enterprises, and employees of public international organizations, regardless of rank or position. This policy also extends to any Payments made to individuals acting on behalf of a Government Official and Payments made to others with the intent of influencing a Government Official, including Payments made to a Government Official's spouse, family members or staff.

For any questions or concerns regarding this policy, or to report any suspected or actual violations of this policy, please email compliance@glasslewis.com.