



COMPANY CODE OF Ethics

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CODE OF BUSINESS CONDUCT & CODE

1. Compliance with Laws, Rules and Regulations
2. Foreign Corrupt Practices Act (FCPA)
3. Conflict of Interest
4. Antitrust, Competition and Fair Dealing
5. Discrimination and Harassment
6. Health, Safety and Environmental Agreement
7. Data Privacy Policy & Record-Keeping
8. Confidentiality and Proprietary Information
9. Protection and Proper Use of Company Assets; Fraud
10. Improper Payment
11. Trade Compliance
12. Compliance Procedures – Reporting Illegal or Unethical Behavior



PARKER Legal

PARKER COTTE Legal Code provides a wide range of business practices and procedures applicable to all employees along with its affiliated companies. This commitment to our values enables us to earn the respect and confidence of our customers, suppliers and employees.



Chairman & CEO, Parkercotte

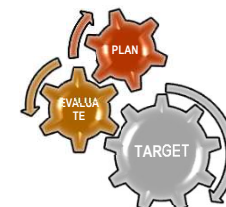
COMPANY CODE OF Ethics

INTRODUCTION

PARKER COTTE, will conduct its business honestly and ethically wherever we operate in the world. We will constantly improve the quality of our services, products and operations and will create a reputation for honesty, fairness, respect, responsibility, integrity, trust and sound business judgment. responsibility, integrity, trust and sound business judgment. No illegal or unethical conduct on the part of officers, directors, employees or affiliates is in the company's best interest. AZCO Group, Inc. will not compromise its principles for short-term advantage. The ethical performance of this company is the sum of the ethics of the men and women who work here. Thus, we are all expected to adhere to high standards of personal integrity.

Officers, directors, and employees of the company must never permit their personal interests to conflict, or appear to conflict, with the interests of the company, its clients or affiliates. Officers, directors and employees must be particularly careful to avoid representing AZCO Group, Inc. in any transaction with others with whom there is any outside business affiliation or relationship. Officers, directors, and employees shall avoid using their company contacts to advance their private business or personal interests at the expense of the company, its clients or affiliates.

No bribes, kickbacks or other similar remuneration or consideration shall be given to any person or organization in order to attract or influence business activity. Officers, directors and employees shall avoid gifts, gratuities, fees, bonuses or excessive entertainment, in order to attract or influence business activity.



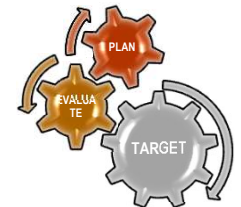
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SHAREHOLDERS

In the exercise of their ownership rights, they should:

- Configure their company as an instrument at the service of creating wealth, making their indisputable objective of obtaining a profit compatible with sustainable, environmentally sound social development, making certain that all activities are carried out in an ethical and responsible manner.
- Configure the company as a medium and long-term entity, not compromising its continuity through an interest in short-term enrichment.
- Exercise voting rights at the General Shareholders' Meetings on an informed and responsible basis and, in doing so, always demand ethical behavior from the company, including approval of the Code of Ethics and orchestrating effective application thereof.
- Search for a fair balance between capital and work, in such a fashion that, through their salaries, workers receive just compensation for their work.
- Appoint as directors and management persons who meet the requisites established regarding adequate preparation and experience, and who carry out management functions in a professional, ethical and responsible manner.
- Define and defend the mission and values of the company in accordance with its Code of Ethics.



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DIRECTORS AND MANAGEMENT



Management functions

- Carry out their activities in a professional, ethical and responsible manner.
- Comply and demand compliance with the Code of Ethics of the company and, to that end, make the Code known and establish appropriate mechanisms to guarantee application. In particular there should be a body, ideally an Ethics Committee, made up of people with sufficient power to apply the Code and correct infractions.
- Inform owners or shareholders periodically and accurately as to the situation of and outlook for the company.
- Promote effective participation by shareholders at the General Meetings, especially by facilitating the exercise of information and voting rights.
- Comply and demand compliance with generally accepted accounting standards and principles and establish internal and external risk management and control systems in accordance with the characteristics of the company.
- Keep the books and ledgers of the company in an accurate and honest manner, in order to permit that information be obtained and decisions be taken on an informed and responsible basis.
- Provide external and internal auditors of the company with all such information and explanations as may be required to carry out their work



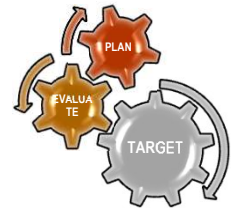
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COMPANY CODE OF Ethics

DIRECTORS AND MANAGEMENT



- Subordinate their own interests to those of the company when acting on behalf and in representation thereof and not use corporate assets in their own benefit, except with due transparency, prior authorization from the relevant corporate body and in exchange for consideration deemed appropriate on the market.
- Immediately notify the administrative body as to any event or situation which would represent or could give rise to a conflict between the interests of the company and the individual interests of the director or manager and abstain from intervening in the resolution.
- Facilitate the transparency of and control over their remuneration in such a way that it is guaranteed to be appropriate to their level of responsibility and performance and to the characteristics of the company.
- Maintain as confidential the background, data and documents to which they have access by virtue of their functions in the company, even when they no longer carry out such functions.
- Make payment and comply with debts incurred by the company without unjustified delay or breach and collect on balances due with the diligence required in each case.
- Prepare and maintain in place a succession plan for key positions within the company, to ensure that continuity of the company does not depend on the presence of any given director or manager.
- Choose their collaborators and subordinates in accordance with the principles of merit and capacity, looking only to fulfil the interests of the company.



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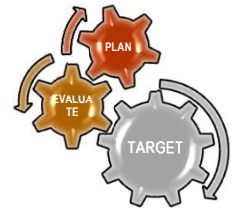
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DIRECTORS AND MANAGEMENT



Suppliers and Clients

- Maintain ethical and licit relationships with suppliers of goods and services.
- Search for and select only suppliers whose business practices respect human dignity, are not in breach of law and do not place the company's reputation in danger.
- Select suppliers based on the appropriateness of their products or services, as well as of their prices, delivery conditions and quality, not accepting or offering gifts or commissions, in cash or in kind, which could alter the rules of free competition in the production and distribution of goods and services.
- Aspire to excellence in the goods and services of the company in such a way that clients and consumers obtain the satisfaction expected therefrom.
- Guarantee the products and services of the company and deal quickly and efficiently with consumer and user claims, with a view to achieving satisfaction beyond mere compliance with prevailing legislation.



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Competitors

- Not abuse a dominant or privileged market position.
- Compete in good faith with other companies cooperating to achieve a free market based on mutual respect between competitors and abstaining from engaging in unfair practices.
- In particular, not take clients from other competitors employing unethical methods.



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DIRECTORS AND MANAGEMENT

Employees

- Treat employees with dignity, respect and justice, taking into consideration their different cultural sensitivities.
- Not discriminate against employees on the grounds of race, religion, age, nationality, sex or any other personal or social condition different from the conditions of merit and capacity.
- Not permit any form of violence, harassment or abuse at the workplace.
- Recognize the rights of association, union membership and collective negotiation.
- Promote the professional development, training and promotion of employees.
- Link remuneration and the promotion of employees to their conditions of merit and capacity.
- Establish and communicate clear criteria and rules which maintain a balance between the rights of the company and those of employees in hiring processes and in the separation thereof, even in the case of a voluntary change in employee.
- Guarantee health and safety on the job, taking any such measures as are considered reasonable to maximize prevention of occupational risk.
- Look to reconcile work at the company with the personal and family life of employees.
- Look to achieve the occupational integration of persons with incapacities or handicaps, eliminating
- barriers of all kinds in the ambit of the company in order to achieve insertion.
- Facilitate the participation of employees in the social action programs of the company.



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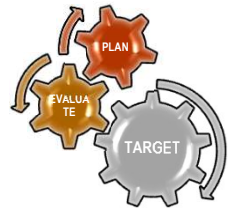
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DIRECTORS AND MANAGEMENT



Civil society

- Respect human rights and democratic institutions and promote them wherever possible.
- Maintain the principle of political neutrality, without interfering politically in those communities where they carry out their activities, also as a demonstration of respect for the different opinions and sensitivities of people related to the company.
- Maintain licit and respectful relationships with public authorities and institutions, not accepting or offering gifts or commissions in cash or in kind.
- Make contributions to political parties or public institutions only in accordance with prevailing legislation and, in any case, guaranteeing transparency.
- Collaborate with Public Entities and non-governmental entities and organizations dedicated to improving levels of social attention for disadvantaged persons.



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DIRECTORS AND MANAGEMENT



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COMPANY CODE OF Ethics

FCPA POLICY

FOREIGN CORRUPT PRACTICES ACT (FCPA) POLICY



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Written By: Business Unit General Counsels		Original Issue Date: August 16, 2017 Review Date: January 1, 2020
Approved By: John .W .James Sr. Vice President, General Counsel & Secretary		Page 1 of 7
Title: FOREIGN CORRUPT PRACTICES ACT POLICY		

As a global competitor, our reputation for conducting business in a lawful and ethical manner is vital to our continuing growth and success. We are committed to strict compliance with the United States Foreign Corrupt Practices Act (“FCPA”) and other applicable laws against corruption. Therefore, it is against the policy of Parker Cotte, Inc. and its affiliated companies (“Parker”) to pay or transfer funds or assets to suppliers or customers in the form of bribes, kickbacks or other payoffs and to participate in any such schemes. This FCPA Policy is intended to assist employees and representatives in their understanding of the FCPA and its implications with respect to company operations.

In 1977, as an outgrowth of the Watergate scandal, the U.S. Congress enacted the FCPA. The FCPA makes bribery of foreign officials a crime and aims to restore public confidence in the integrity of American businesses. While the U.S. was the first country to implement laws and actively enforce measures to prevent bribery, these prohibitions are no longer limited to the United States. In the past ten years, a series of international initiatives modeled on the FCPA have been adopted, most notably the Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Officials in International Business Transactions (“OECD Convention”) and the United Nations Convention Against Corruption (“UN Convention”). As of October 2007, over thirty five countries were signatories to the OECD Convention and over 135 were signatories to the UN Convention.

While the Parker FCPA Policy can help you navigate the FCPA waters, you are not expected to travel alone. Parker lawyers are available to assist you with any questions you have about the FCPA rules and regulations. If you have any questions or concerns regarding the FCPA, contact a company attorney. You may also contact the EthicsLine (within the U.S. and Canada: 832-637-4994; or via the internet: www.reportline.com/Parker

As an employee or representative of Parker, lawful and ethical business conduct is a top responsibility. You are expected to comply with all applicable laws and to always do the right thing.

Mark. J. Williams
Chairman and CEO
Parker Cotte, Inc.

Kavin Bambridge
President
Parker Services

John Ruppert
CEO and President
Parker Bits

FOREIGN CORRUPT PRACTICES ACT (FCPA) POLICY

I. What is the FCPA?

The FCPA has two key provisions:

- Anti-Bribery which prohibits offering to pay or paying foreign officials; and
- Accounting and Record Keeping which imposes certain book keeping requirements.

II. To Whom Does the FCPA Apply?

The FCPA applies to:

- Any U.S. company and its employees or representatives (domestic or foreign);
- U.S. companies involved in foreign subsidiaries' activities;
- All U.S. citizens wherever located;
- Non-U.S. citizens with legal residence in the U.S.;
- Persons on airplanes flying under the U.S. flag or en route to the U.S.; and
- Any person that commits an act within the U.S. in furtherance of an improper offer or payment (collectively called "Regulated Parties").

III. What do the FCPA Anti-Bribery Provisions Prohibit?

The FCPA Anti-Bribery Provisions prohibit Regulated Parties from:

- Offering, promising, giving, paying, or authorizing the payment of anything of value
- To any Foreign Official
- With corrupt intent
- To influence an official act of that Foreign Official
- To obtain or retain business or to gain an improper advantage.

A. Offering, promising, giving, paying, or authorizing the payment of anything of value

Currency or other immediately available funds are the most obvious forms of value, but almost any form of direct or indirect benefit may constitute something of value including gifts, entertainment, paying or reimbursing expenses, excessive promotional activities, investment opportunities, subcontracts, stock options, in-kind contributions, and other things that could be considered economic benefits. Value should be viewed from the perspective of the receiver. Accordingly, trips or jobs offered to family members, charitable contributions, and other less obvious benefits can constitute violations. There is no minimum or threshold value under the FCPA, and even things of modest value can trigger a violation. Keep in mind that something appearing modest by U.S. standards may be extravagant in other countries.

Although payment is unlawful, it is **not required** under the FCPA. Merely offering or promising to pay is sufficient to constitute a violation. The FCPA bars payments even if the Foreign Official suggested the payment, the payment is not accepted or actually received, or the object of the payment is not obtained.

B. Foreign Official

The FCPA broadly defines "Foreign Official". It includes all paid, full-time employees of a non-U.S. government department or agency, whether in the executive, legislative, or judicial branch of government and whether at the national, state or local level. Foreign officials can also include part-time workers, unpaid workers, anyone "acting in an official capacity" under a delegation of authority from the government to carry out government responsibilities, and officers and employees of companies under government ownership or control. Keep in mind that many of our customers are companies under government ownership or control, and their employees would be "Foreign Officials" under the FCPA. Foreign officials also include political parties and their



FOREIGN CORRUPT PRACTICES ACT (FCPA) POLICY

officials and candidates for political office, as well as officials of public international organizations such as the World Trade Organization, Inter-American Development Bank, and the United Nations. In some instances a member of a royal family may also be considered a “Foreign Official” regardless of whether he or she has an official title or position.

Keep in mind that in addition to the foreign corrupt practices that are the focus of this policy, improper payments to individuals who are not Foreign Officials, including kickbacks and payoffs to individuals working for private companies, and any wrongful payments to U.S. Government officials or employees, are against our policies and are prohibited under other U.S. laws and the laws of other countries.

C. Corrupt Intent

“Corrupt Intent” arises when a promise, offer, or payment is made to induce the Foreign Official to misuse his or her position to gain some profit or benefit for the company, the individual, or someone else. Corrupt intent also arises when money is provided to someone else and a substantial likelihood exists that the money will then be paid to a Foreign Official. It does not matter whether the Foreign Official has the capacity or authority to achieve the result sought, or that the bribe is not actually paid.

D. Influencing an Official Act

Prohibited behavior may include (1) influencing the Foreign Official to act in his or her official capacity; (2) inducing the Foreign Official not to act, which inaction constitutes a violation of his or her official duties; (3) inducing the Foreign Official to influence an act or decision of his or her government; or (4) securing any improper advantage.

E. Obtaining or Retaining Business or Gaining an Improper Advantage

Making it more favorable or easier to carry on our business satisfies this element of a violation.

Obtaining or retaining business is not limited to securing a contract but may also involve performance of an existing contract, carrying out existing business, or simply obtaining more favorable treatment. Circumventing quotas, bypassing licensing requirements, reducing taxes, avoiding customs duties and other such undertakings may also be considered obtaining or securing an improper advantage and may violate the FCPA.

IV. What are the Accounting and Record Keeping Provisions of the FCPA?

The FCPA makes it unlawful to keep records that do not “accurately and fairly reflect the transactions of the corporation” and to “falsify the books.” The FCPA requires:

- A. books and records that, in reasonable detail, reflect the transactions and asset dispositions of the company, and
- B. the development and maintenance of a system of internal accounting controls, including periodic audits, sufficient to provide reasonable assurances that:
 - i. all transactions are executed in accordance with management's general and specific authorization;
 - ii. all transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP and to maintain accountability of assets;
 - iii. assets can only be accessed with management authorization; and
 - iv. recorded and actual assets can be compared.

Bribery generally includes falsification of records, such as misstatement of the payment amount, disguise of the purpose of the payment, invention of a payment recipient, and forgery or cover-up of the payment's authorization. Accurate bookkeeping exposes the amount, the purpose, and the recipient of any improper payment. You can,



FOREIGN CORRUPT PRACTICES ACT (FCPA) POLICY

however, violate the FCPA even where there has been no bribery if you misstate company records.

V. Can a U.S. Company Be Liable for Payments Made through Third Parties?

Yes. Indirect payments to a Foreign Official are covered under the FCPA. Unless we take the right precautions in our international business, other companies (“Third Parties”) interacting with Foreign Officials on our behalf may make improper payments to those officials, and Parker could be held liable for those payments. This could include, for example, payments by agents, consultants, contractors, joint venture partners, or sales representatives interacting with our government owned customers, or freight forwarders, customs brokers, or consultants assisting with the import or export of our products or supplies, immigration or tax obligations. It does not matter whether the Third Party is itself subject to the FCPA. A company cannot insulate itself by using a Third Party to make payments to Foreign Officials.

In addition, Parker cannot “turn a blind eye” to the activity of Third Parties. Liability for illegal activity of a Third Party arises when Parker has knowledge that a violation is likely to have occurred or is substantially certain to occur and may even arise if Parker fails to conduct the necessary due diligence to ensure against such violations. Parker may also be held accountable if a subsidiary or joint venture engages in illegal conduct of which Parker should have been aware as evidenced by a seat on the board of directors.

As a publicly-traded U.S. company, Parker faces an additional risk of SEC prosecution for violating accounting rules if a payment is made by a foreign subsidiary, but it is improperly labeled in Parker’s financial statements.

VI. What is Parker’s Procedure for Making Agreements with Third Parties?

Because Parker may be liable for payments made through Third Parties, we must always use care

before entering into an agreement with a Third Party. Parker has an established procedure for signing up sales representatives (*i.e.*, sales agents or distributors), which includes a representative application, a reference check/due diligence review, and acknowledgement of Parker’s FCPA Policy by the prospective representative. All sales representatives are subject to this procedure and must be approved by the relevant business managers and company attorney. All logistics representatives are required to certify their compliance with Parker’s FCPA Policy.

“Red flags” may reveal potential problems with a Third Party and must be investigated before entering into an agreement. “Red flags” may include:

- A. requests for payments in cash instead of by check;
- B. payments made to some party other than the Third Party;
- C. lack of standard invoices;
- D. unusual credits granted to customers;
- E. unusual bonuses paid to managers of foreign operations;
- F. comments or suggestions that bribery has occurred;
- G. the reputation of the country in which the Third Party operates;
- H. requests for political or charitable contributions;
- I. objections to FCPA compliance;
- J. specific request by a Foreign Official for one particular representative;
- K. desire by the Third Party to keep its representation of Parker secret; and
- L. any relationship between the Third Party and a Foreign Official.

After signing an agreement with a Third Party, Parker should monitor the Third Party’s activities

FOREIGN CORRUPT PRACTICES ACT (FCPA) POLICY

and expenses for continued FCPA compliance. If the Third Party makes an improper payment or gift to a Foreign Official, Parker may be held liable under the FCPA even if it did not expressly authorize the payment. To guard against liability, Parker requires documentation before paying or authorizing unusual or excessive invoices or expenses.

With respect to joint ventures, Parker must monitor the activities of both the joint venture and the venture's partners. When Parker has a majority interest in the venture, the venture is required to comply with the FCPA, including its accounting and recordkeeping requirements. When Parker has a minority interest, Parker is required to make a good-faith effort to cause the venture to comply with FCPA requirements. To protect itself, Parker should ensure that the joint venture agreement contains representations and warranties that the venture partners will comply with the FCPA and that no improper payments will be made to Foreign Officials to obtain business. Parker should also insert an escape clause in the venture agreement that would allow it to exercise its right to withdraw from the joint venture upon the occurrence of any prohibited conduct. The escape clause should also provide for an indemnity for any losses or damages incurred by Parker that are caused by the improper actions of the other joint venture partner(s).

VII. Are There Any Exceptions to the FCPA?

The FCPA has three exceptions to its general rules. However, in almost any country where we are likely to do business, payments under these exceptions will violate local law. In addition, even if the FCPA and local law allow these exceptions, some customers of Parker may have higher standards than the law requires and may contractually require us to adhere to their code of conduct while performing the contract.

In the event that the FCPA and local law conflict or if you have any questions about these exceptions, contact a company attorney. The fact

that local laws may not be enforced does not shield you or Parker from potential liability.

A. Facilitating Payments and Extortion

The FCPA generally allows modest payments to low-ranking foreign clerical or ministerial government employees to “facilitate”, speed up or secure the performance of routine, non-discretionary government actions or duties, which are essentially clerical activities that do not involve the exercise of discretion. In many foreign countries, clerical employees may demand “expediting” payments, which are “tips” in the form of gratuities or gifts in small amounts to expedite permits, licenses or official documents like visas, functions like police protection or inspections, and services like telephone installation and repair, power and water supply, or loading and unloading cargo. These expediting payments are generally illegal under local law, and determining whether government actions are routine and non-discretionary can be difficult. One general “rule of thumb” is that if the payment is in exchange for something to which you or Parker are legally entitled to receive under applicable local law or which is essentially ministerial or clerical in nature (*i.e.*, for performance of non-discretionary duties), it may be considered to be a facilitating payment. Keep in mind that it is often difficult to distinguish between a facilitating payment and a bribe, and because these types of payments are almost always illegal under local laws, paying them can subject you to criminal liability as well as additional demands for payoffs to avoid further trouble, which would not qualify as facilitating payments under U.S. law. ***Therefore, all facilitating payments are strongly discouraged and should be made only in very limited situations.***

If there is a question as to whether a payment may be made, consult with a company attorney prior to making such payment. Parker requires that any facilitating payment must be brought to the attention of a company attorney and the

FOREIGN CORRUPT PRACTICES ACT (FCPA) POLICY

appropriate business unit Vice President of Finance prior to being made, but in extraordinary circumstances within no more than 24 hours after payment. Facilitating payments, by their nature, are small payments; therefore, any “expediting” payment of U.S. \$500 or more (or its local currency equivalent) in any single or aggregated transaction to the same recipient would not be considered a facilitating payment and is strictly prohibited.

If a payment is made under imminent threat to your health, safety or welfare, the payment would not be covered by the FCPA. True extortion situations, where payment is made to prevent such a threat from occurring, would not be held to be a “bribe” made with the requisite corrupt intent.

If any facilitating or extortion payments are made, regardless of the amount, they must be clearly reflected in Parker’s books and records, together with appropriate supporting documentation. Keep in mind that any facilitating payment, no matter how small, generally violates local law.

B. Promotional and Marketing Expenses

The FCPA permits Parker to pay reasonable bona fide promotional or marketing expenses directly related to:

1. the promotion, demonstration, or explanation of Parker’s products or services, or
2. the execution or performance of a particular Parker contract with a foreign government or state-owned company.

The law also permits Parker to train Foreign Officials as a part of the performance of particular contracts with foreign governments. The law permits Parker to pay reasonable and *bona fide* expenses incurred during promotional activities carried out in connection with the advancement of Parker’s international operations, such as Parker’s participation in or sponsorship of seminars or educational programs and Parker-sponsored tours of its facilities. As part of the promotion of

Parker’s business, you are also allowed to provide reasonable bona fide gifts to Foreign Officials.

Examples of gifts and entertainment that would be generally acceptable include, but are not limited to:

- modest occasional meals with someone with whom we do business.
- occasional attendance at local ordinary sports events, theatre or other cultural events (assuming relevant business discussions occur immediately before, after or during the event); and
- gifts of nominal value such as pens, calendars, or small promotional items.

Examples of gifts and entertainment that are **never** permissible include, but are not limited to:

- weekend trips.
- gifts or entertainment involving parties currently engaged in a tender or competitive budding process.
- any gift or entertainment that is a quid pro quo (offered for something in return); and
- cash or monetary equivalent (gift certificates, etc.).

In general, Parker employees may authorize the payment or reimbursement of promotional expenses **only** if the cost of such payments is reasonable, fully documented, supported by original receipts, properly approved in advance, and permitted by the laws of the foreign country, Parker’s Gifts and Entertainment Policy and the customer’s internal policies.

C. Payments that are Legal Under Local Laws

Payments that are legal under the written laws and regulations of the foreign country are exempt from the FCPA. However, recognized customs or practices are not sufficient nor is it a defense that “everyone does it”. Keep in mind that, despite what you might be told by someone requesting



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payment, every country in which we are likely to do business is a signatory to the U.N. Convention and has laws prohibiting improper payments to their government officials.

VIII. What Are the Consequences of FCPA Violations?

For bribery of Foreign Officials:

- Parker may be fined up to \$2 million for each violation or twice the amount of the potential profit.
- You may be fined up to \$100,000 for each violation and jailed for up to five years (with no parole). Parker cannot pay these fines.
- Parker may be ruled ineligible for export licenses.
- The Overseas Private Investment Corporation may suspend or debar Parker from participating in OPIC programs.
- A competitor may sue for treble damages under RICO if it can show that bribery caused Parker to win a foreign contract.
- Parker may be the subject of negative publicity and experience the loss of goodwill.

For willfully falsifying records:

- Parker may be subject to fines up to \$25 million or twice the amount of the potential profit.
- An illegal payment cannot be deducted for income tax purposes so there could be additional taxes, interest and penalties owed to the IRS if the payments were improperly deducted.
- You may be fined up to \$5 million for each violation and jailed for up to 20 years (with no parole). Parker cannot pay these fines.

Any officer, director, stockholder, employee, representative or agent of a U.S. company can be held liable under the FCPA, even if the U.S.

company is acquitted or never charged with an offense. This also applies to any act in furtherance of an illegal payment by foreign nationals who are officers, directors, stockholders, employees or agents of a U.S. company. In addition, Parker cannot pay any criminal fines imposed on individuals under the FCPA.

Violation of this policy will also subject you to disciplinary action up to, and including, termination of employment.

IX. How to Respond to a Request for Improper Payment?

Any request for an improper payment, must be clearly answered with a refusal to make the payment. Any employee who suspects that an agent, representative or joint venture partner is involved in making improper payments, must explain that such payments are not authorized by Parker and that Parker will terminate the relationship if such payments are made.

Immediately report the request or suspicion to a company attorney, the Internal Audit department or the Ethics Line within the U.S. and Canada: 832-637-4994; or via the internet: www.reportline.com/Parker.

Any employee reporting in good faith is protected from retaliation under Parker's Code of Business Conduct and Ethics.



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