

ANTI-CORRUPTION POLICY

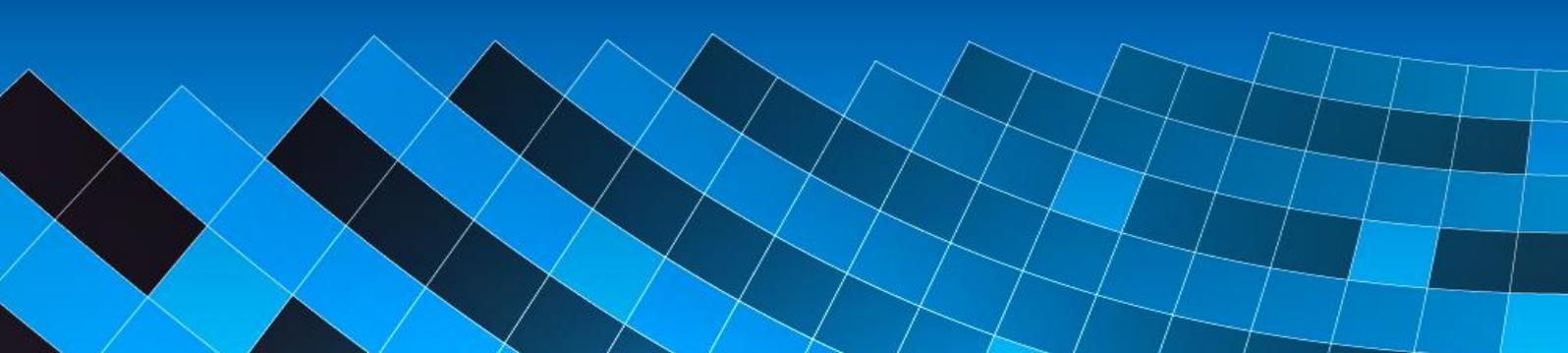
What We Don't Do...

TRICON is committed to doing things right. It's part of our DNA. We work and play hard but are always respectful of the law and the communities in which we work. This means many things but one thing for certain: *we don't give or accept bribes*. Specifically this means we—and this includes TRICON's directors, officers, employees and agents—do NOT:

- X** Bribe *Government Officials* (as defined later on);
- X** Bribe non-government customers;
- X** Accept bribes;
- X** Provide "facilitation" payments (we define this later); and
- X** Engage in conflicts of interest.

What does bribing mean? It means offering or giving a "*Thing of Value*" to anyone in order to influence that person to award TRICON an improper business advantage. It also means that no one at TRICON can solicit or accept a *Thing of Value* from anyone in exchange of giving such person/company any type of business advantage. A business decision must be based on solid commercial advantages for TRICON, and not on gifts we get from or give to third parties to do business with us.

TRICON will treat seriously any violation of the Anti-Corruption Policy and will take appropriate action regarding those who violate it, up to and including termination. Managers also have responsibility for the persons who report to them and must maintain appropriate oversight and promptly report any violations up the chain. Violation of anti-corruption laws could have severe legal consequences, including steep fines and imprisonment.



What we need to know

So, what do we all need to know to make sure we are following this Policy? These are the terms that need to be clear to everyone:

1. Thing of Value

A *Thing of Value* is anything that would be considered to be valuable by the person to whom it is given. We are talking about things we could give or services we could hire others to provide that are not our business to provide. Tangible items like cash, jewelry and electronics are easily recognizable as *Things of Value*, but less tangible benefits, such as a job or a promise of future employment, admission to a school, or excessive travel or entertainment expenses are also considered *Things of Value*. If you have doubts as to what is and what is not a *Thing of Value*: ask your Manager.

2. Government Official

Government Officials are those persons who work, in any form or capacity, for an entity owned or controlled by a government, at any level. Remember, if our counterparty works for the government or a government company, we will treat him always with enthusiasm and respect, but no special gifts or favors. Of course, there may be situations where providing something of modest value may be harmless, will have no direct effect on our business, and could be completely within industry practice or a traditional business expense.

Donations to government entities may be acceptable, e.g., an annual small donation to the local police, etc. If you would like to make a small donation or gift that you think is acceptable under industry practice you must ask Legal first and get the OK.

3. Commercial Bribery

Commercial Bribery is the giving of a *Thing of Value* to an employee that is not a *Government Official* to get their business or an improper business advantage. Commercial Bribery is forbidden by TRICON. We can be accused of bribery when the giving of the *Thing of Value* can be interpreted as having been given in order to gain a business advantage even if we are confident we would have gotten the business in any event. That said, some business courtesies are allowed and are not bribery. Check out the section below: *What We Can Do* for further guidance.

4. Facilitation Payments

Facilitation Payments are small payments for non-discretionary, administrative acts performed by a government official. These payments, which are sometimes called “grease payments,” may not influence a decision in your favor or change anyone’s mind, but simply make things run, even if they should be running anyway. For example, a one hundred dollar “handshake” to the customs officer to “help” him/her process your import documents? Not our kind of shake. This is something the officer has to do anyway, regardless of whether you pay anything. TRICON is committed to complying with the laws of all countries where it conducts business and for that reason we prohibit Personnel from making *Facilitation Payments*.

5. Conflicts of Interest

A *Conflict of Interest* arises when a TRICON employee’s personal interests interfere, or appear to interfere, with his/her ability to perform his/her job effectively and without bias. *Conflicts of interest* are a form of Commercial Bribery and a type of corruption. TRICON employees, officers, and directors must avoid any action, association, interest, or investment in which a *Conflict of Interest* might arise. This includes:

- Having an economic interest, directly or indirectly, in a business or organization that deals or competes with TRICON or accepting anything of value from a vendor, contractor, or third party in exchange for granting that party business or a business advantage.
- Participating and influencing any negotiation, bid or contract between TRICON and a personal family member, or any business or organization owned or operated by a family member.
- Taking for yourself, or directing to someone else, an opportunity discovered through TRICON or while using TRICON property or information, without obtaining prior written approval from Management.

Doing business or competing with TRICON will be considered a conflict of interest and grounds for termination. Employees must disclose to their manager all forms of outside employment. Disclosure of Confidential Information is not allowed, is possibly illegal, and is also a formed of Conflict of Interest.

Any present Conflicts of Interest must be disclosed to Legal immediately. In some cases, a waiver may be obtainable.

What We Can Do

Providing and receiving Gifts, Meals, Travel, or Entertainment (“Hospitalities”) can be perfectly appropriate and a normal part of a business relationship. But keep in mind, in some cases, overdoing Hospitalities can also be corrupt or appear to be corrupt. To be sure that you are not violating the law or Tricon policy when you provide or receive Hospitalities, you must ensure the following:

- ✓ The Hospitality must be directly related to promoting, demonstrating, or explaining our products or services, or to executing or performing a contract.
- ✓ The Hospitality must not be intended to improperly influence the recipient or be viewed as such.
- ✓ The Hospitality must be permitted under local law and consistent with generally accepted business practices and ethical standards.
- ✓ The cost of the Hospitality must be commercially reasonable and may not exceed what is customary and acceptable given the expense of the country in which the Hospitality is being provided.
- ✓ The Hospitality must not be cash or a cash equivalent (including gift certificates and vouchers).
- ✓ The Hospitality must not be given to family members.

If the Hospitality involves Government Officials, any expense over \$100.00 must be approved in advance by Legal. If you are ever unsure of whether a Hospitality expense meets these guidelines, it is always better to ask Legal and get the OK. In all cases, you must follow Tricon’s Travel Policy and get prior approval for Hospitality expenses. You will need to fill out a form and provide receipts to the Finance Department which clearly identify the recipient of the Hospitality benefits, the company with which the recipient is affiliated and the reasons for the expense.

Receiving or providing gifts, meals and entertainment	Value	Approval Required
Government Officials	Greater than \$100	Approval from General Counsel
Non-Government Officials	Greater than \$1,000	Approval from Chief Accounting Officer

Safety Payments

Personal safety payments may be permitted in very limited circumstances to avoid physical harm or damage to property. We hope you never encounter this kind of situation, but if you do, be aware that personal safety payments may be allowed if you are:

- Stopped by the police or military personnel who demand payment in exchange for the passage of you or your property
- Threatened with imprisonment for a routine traffic or visa violation unless you make a payment
- Asked to pay for avoid an allegedly required medical treatment or other procedure

Note that economic coercion (*e.g.*, demand of moneys on the part of a government official as a price for gaining entry into a market) would not be permitted. Once the danger has passed, immediately report the payment and documents it completely and accurately.

Other Good Things We Can Do

Political Contributions. can make political contributions in their personal capacity only, without the use of TRICON funds or services and not in TRICON’s name. Tricon prohibits Tricon Personnel from making political contributions using Tricon funds, facilities, or services. Employees If the contribution can be seen as made to obtain or retain TRICON business or an improper advantage for TRICON, or to direct business to a third party, then, unfortunately, no, you can’t give a political contribution.

Charitable Contributions. Tricon Personnel can make or solicit personal charitable contributions, except that the contribution cannot be made to gain a business advantage for TRICON. Charitable means charitable. It’s not a payment to get something back, other than the satisfaction of having helped others in need. If you want to make a charitable contributions on behalf of TRICON, it may be possible (TRICON CARES), but talk to your Manager and get the OK first.



APPENDIX A

**ACKNOWLEDGMENT LETTER OF COMPLIANCE WITH
TRICON ANTI-CORRUPTION MANUAL**

I, _____, have read and acknowledge my understanding of TRICON's Anti-Corruption Policy and agree to comply with it.

Name: _____ Title: _____ Date: _____