

Title:	<b>Anti-Corruption Policy</b>	Number:	01-01.0
Originator:	Pascal Budge	Effective Date:	23-MAY-2016
Approver:	Chief Executive Officer (original approved by D. Kitani)	Revision:	01

## SUMMARY OF CHANGES:

- New

(Note: This new policy consolidated related policies and business processes which will be archived. The following documents have been consolidated and will be archived: Compliance with Foreign Corrupt Practices Act Policy 01-21.0, Antitrust Monitoring and Compliance Policy 01-11.0)

## POLICY STATEMENT

IAP Worldwide Services, Inc. (together with its subsidiaries, “IAP” or the “Company”) is committed to conducting business in accordance with all applicable laws, rules and regulations and the highest ethical standards as described in IAP’s Code of Ethics and Business Conduct Handbook.

IAP, its officers, directors, employees and agents (collectively “IAP Personnel”) will comply with all applicable anti-bribery or anti-corruption laws, rules and regulations in all of its operations worldwide, including without limitation the following important and overarching laws:

- U.S. Foreign Corrupt Practices Act of 1977, as amended (“FCPA”)
- United Kingdom Bribery Act of 2010 (“UKBA”)
- Anti-Kickback Act of 1986, 41 U.S. Code, Sections 51-58 (“Anti-kickback Act”)
- Local anti-bribery and anti-corruption laws to the extent that they don’t conflict with the foregoing regulations, which take precedence.

This Policy furthermore applies to all subsidiaries and joint ventures in which IAP owns more than 50% of the equity interest, directly or indirectly, or as to which IAP exercises management control regardless of the percentage of equity interest, and to all IAP employees seconded to a non-controlled subsidiary, JV or partners. As to companies and employees of companies in which IAP owns 50% or less of an entity, and does not exercise management control, a case-by-case determination by IAP Ethics and Compliance shall be made as to whether this Policy applies.

IAP maintains a zero tolerance policy against any form of corruption or bribery. Corruption is defined as “the abuse of entrusted power for private gain.”

Bribery is defined as the offer, promise, or payment of cash, gifts, entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person’s views or conduct or to obtain an improper advantage. Bribery and corruption can take many forms, including the provision or acceptance of improper:

- Cash payments;
- “Consulting” relationships devised to conceal bribery
- Kickbacks;
- Political contributions;
- Charitable contributions; or
- Gifts, travel, hospitality, and reimbursement of expenses

For avoidance of doubt, IAP's policy prohibits bribery in all forms including offering, promising, or paying cash, providing gifts, entertainment, or an inducement of any kind, to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage, whether the individual is a foreign government official, U.S. government official or in the private sector. Furthermore, it is prohibited to make any entry in the Company's books and records that conceals or disguises the true nature of a transaction; any entry that fails to provide sufficient detail of the true nature of the transaction, including the purpose of the transaction and the identity of the recipient of anything of value; and to create any "slush" funds or "off-book" accounts.

IAP's Policy is a commitment to win business on the merits and consistent with IAP's Values Charter and Honor Code with its prohibition against, lying, cheating, stealing or tolerating those who do so.

IAP's Anti-Corruption Policy also requires IAP Personnel to comply with other related anti-corruption regulations including:

- Anti-trust laws (prohibiting illegal or unethical competitive practices or other unfair-dealing to obtain competitive business intelligence)
- Anti-money laundering laws

Guidance on compliance with this Policy should be sought in the case of any doubt from IAP Ethics and Compliance. IAP Personnel who violate the terms of this Policy will be subject to disciplinary action. Any employee who has direct knowledge of potential violations of this Policy but fails to report such potential violations to Company management will be subject to disciplinary action.

Any employee who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action. In all the foregoing cases, disciplinary action may include termination of employment. Any third party agent who violates the terms of this Policy, who knows of and fails to report to IAP potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their transactional document re-evaluated or terminated.