



**0230**  
**ANTI-BRIBERY AND**  
**ANTI-CORRUPTION**  
**POLICY**

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**Name of Policy**

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## **A. SUMMARY**

Accudyne Industries will compete vigorously and fairly for business, and solely on the merits of its competitive offerings. We will not bribe anyone to obtain or retain business, or secure any other advantage, nor tolerate anyone doing so for our benefit, in any market – public or private – anywhere. Likewise, we will not accept a bribe. We intend this policy to be broadly construed and strictly applied.

## **B. APPLICABILITY**

This policy applies to all Accudyne entities, including subsidiaries, divisions and other controlled business entities, and all employees worldwide (collectively referred to as “Accudyne”).

Accudyne will obligate its business partners to comply with this policy in the conduct of business with, on behalf of or for the benefit of Accudyne, through appropriate contractual agreements, warranties and representations. Accudyne may be legally accountable, and the reasons for our policy are equally implicated, when a third party such as a sales representative, distributor, or joint venture partner makes a payment for a Corrupt Purpose. Careful selection of business partners (including, but not limited to: joint venture partners, subcontractors, distributors, and sales representatives), due diligence, contractual prohibitions and continuing audit and oversight are required to prevent such activities related to Accudyne. Additional requirements are set forth in the company’s policies governing non-employee sales representatives and other third-party intermediaries.

## **C. INTRODUCTION**

In virtually every nation in which Accudyne does business, it is unlawful to make a corrupt payment to a government official for the purpose of obtaining or retaining business or for a competitive business advantage. In many countries, private commercial bribery is also prohibited. Numerous transnational laws and treaties have been adopted in recent years that prohibit a variety of corrupt practices, including transnational bribery. These include the:

- United States Foreign Corrupt Practices Act (FCPA)
- United Kingdom Bribery Act 2010
- United Nations Convention Against Corruption (UNCAC)
- Organization of Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions
- Organization of American States (OAS) Inter-American Convention Against Corruption
- Council of Europe Criminal Law Convention Against Corruption

In a number of countries, public laws address corruption in private markets, and in many countries private rights of action for damages are also available to aggrieved competitors for unfair competition.

For these reasons, Accudyne has chosen a single global policy: we will not bribe anyone, directly or indirectly, to gain a business advantage, and we will not accept a bribe for any reason.

#### **D. DEFINITIONS**

“Anything of Value” includes without limitation cash, cash equivalents, credits, favors, discounts, meals, entertainment, travel expenses, vouchers, employment, charitable contributions, business meals, entertainment, gifts in any form, or any other thing of value.

“Corrupt Purpose” means an attempt to induce the recipient to:

- Misuse his or her position to grant action favorable to Accudyne’s interest;
- Refrain from official action contrary to Accudyne’s interests;
- Use his or her influence to secure action or inaction of a third party to advance Accudyne’s interests; or
- Otherwise obtain an improper business advantage (e.g., a decision to select Accudyne to provide any products or services or to provide Accudyne with more preferential terms, including, but not limited to, providing any confidential, proprietary or competitor information that may provide Accudyne an improper advantage).

“External Party” includes both government officials as well as employees, agents, and representatives of a commercial entity.

#### **E. CONDUCT**

1. Accudyne, its employees, and any person or entity with which it does business will not promise, offer, authorize, make or condone the providing of Anything of Value to any External Party for a Corrupt Purpose.
2. Accudyne, its employees, and any person or entity with whom it does business will not solicit Anything of Value from an External Party.
3. Accudyne, its employees, and any person or entity with whom it does business will not accept Anything of Value when he/she knows or suspects that it is being offered with an expectation that the giver will receive an improper business advantage or if it may be perceived to impair the employee’s judgment or ability to act in Accudyne’s best interests.
4. Accudyne policy permits, and encourages charitable contributions that are consistent with national, state and local laws in an operating unit’s and an employee’s home country. But otherwise legal charitable contributions are prohibited if they are made for a Corrupt Purpose.
5. Contributions to political parties, party officials, candidates for political office, and persons closely related to them can also raise issues under anti-corruption laws. Accudyne will not make campaign or political contributions to any individual or

organization, including any funds, property, equipment or services for the support of any political party, initiative, committee or candidate. Campaign contributions by an individual employee in his/her own individual capacity and made with personal funds are not prohibited, but such payments are prohibited if Accudyne funds are used, if the payments are otherwise attributed to Accudyne or if the contributions are made for a Corrupt Purpose.

6. Accudyne will not use or employ anyone to assist it in its marketing efforts if it would create a conflict of interest that cannot be resolved through disclosure and waiver, recusal or other means consistent with all applicable laws and the Accudyne Code of Ethics.
7. Accudyne will not offer or make any facilitation payments of any kind. "Facilitation payments" are typically small, unofficial payments made to secure or expedite routine government action by a government official such as processing visas or supplying phone or water service.
8. Accudyne will not establish an undisclosed or unrecorded fund or asset for any purpose.
9. No false or artificial entries will knowingly be made in Accudyne's books and records for any reason. No payment on behalf of Accudyne will be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents, books and records supporting that payment. Accudyne employees are prohibited from omitting, mischaracterizing or obscuring the nature or amount of any transaction made by Accudyne or on Accudyne's behalf.

## **F. GIFTS, HOSPITALITY AND ENTERTAINMENT**

Many alleged acts of corruption arise in the context of gifts, hospitality and entertainment. Legitimate business expenses, such as modest meals or entertainment, are meant to create goodwill and sound working relationships, not to gain unfair advantage. Any expenditure for hospitality and entertainment must comply with this policy, Accudyne's policies related to expense reimbursement, and its policy relating to the giving and receiving of business gifts. In addition, regardless of whether the recipient is in the private or public sector, it is never permissible to pay for even modest meals or entertainment for a Corrupt Purpose or to otherwise gain an improper advantage.

Providing gifts, hospitality and entertainment for U.S. Government officials, who are subject to special rules, are addressed in *Business Ethics and Government Contracts*.

Providing gifts, hospitality and entertainment for foreign government officials may also be restricted or prohibited by the laws of the applicable jurisdiction. You must seek advance approval from a Business Practices Officer before providing a gift, hospitality or entertainment to a foreign government official.

## **G. PERMISSIBLE BUSINESS TRAVEL EXPENSES**

Travel expenses incurred by or for an External Party that are directly related to promoting, demonstrating, explaining, or certifying Accudyne's products or services, or that are directly related to executing or performing a contract, may be permissible if allowed by local law and the law of the External Party's home country (see Section H below). But permissible expenses may only include the reasonable cost of transportation, meals, lodging and incidental entertainment for the business guest(s), and only when they are not incurred for Corrupt Purpose. Expenses of family members or third parties not required for the conduct of legitimate business will not be reimbursed. All expenses must be accurately and properly recorded. Consult in advance with Corporate Finance to ensure reimbursement of such expenses is proper.

Payments of expenses for U.S. Government officials, who are subject to special rules, are addressed in *Business Ethics and Government Contracts*.

## **H. CONFLICTS OF LAW**

Local law or regulation may prohibit or limit providing to government officials gifts, entertainment, travel, charitable contributions, or Anything of Value. If local law prohibits or further restricts providing these things, then this policy also prohibits such conduct in that jurisdiction. In fact, local laws could make it a crime to give Anything of Value to a government official without regard to whether it is in connection with an official act, or for the purpose of securing an improper business advantage. And making a prohibited payment to a government official in a foreign country, regardless of that country's laws, can be an offense in your home country. Accudyne Personnel must comply with local laws, in addition to complying with this policy.

## **I. REPORTING**

All Accudyne personnel are personally responsible for reporting any suspected or known violations of this policy or any law or regulation relating to anti-bribery to your management, the Legal Department, the Accudyne Ethics Line, Human Resources, or a Business Practices Officer. Failure to report any incidents may result in discipline, up to and including termination of employment, as permitted under applicable law.

Accudyne will take measures to protect the confidentiality of any report, subject to applicable law, regulation or legal proceedings. Accudyne will not permit or tolerate retaliation of any kind by or on Accudyne's behalf against any personnel who make good faith reports or complaints of violations of this policy.

## **J ANNUAL REPRESENTATION LETTERS**

Each year all designated employees, including those who receive commissions must submit a certification that he/she has read and understands this policy, and (a) to his/her best knowledge and belief, there have been no violations of this policy, or alternatively (b) he/she is aware of matters that may constitute a violation of this policy.

Representations will cover the entire fiscal year and are to be made and effective as of the end of the calendar year. They must be submitted no later than ninety days after the end of the calendar year.