

TENSAR ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY

KEY POLICY PRINCIPLES FOR BUSINESS ASSOCIATES

A. POLICY STATEMENT

1. Tensar Corporation and its subsidiaries (individually and collectively “**Tensar**”) are committed to upholding high standards of ethics and business conduct. Tensar’s reputation for integrity is one of its most valuable assets. Bribery and corruption are a threat to Tensar’s core values, Tensar employees and to the Tensar business. Therefore, Tensar does not engage in or allow bribery or corruption in the Tensar organisation or in Tensar’s business dealings anywhere in the world.
2. Tensar will comply with all applicable laws which relate to countering bribery and corruption and satisfying related record keeping requirements. These include the US Foreign Corrupt Practices Act 1977 as amended (“**US FCPA**”), the UK Bribery Act 2010 (“**UK Bribery Act**”) and applicable laws in other countries.
3. These Principles apply to all Tensar employees and Tensar also requires that all of its Business Associates worldwide comply with these Principles.
4. These Principles apply not only to dealings with Government Officials but also to dealings with private persons and companies whenever Tensar business is concerned.
5. Honesty and candour are required. Tensar will not tolerate those who conceal relevant information or who seek to achieve results at the cost of violation of law or of these Principles or by sacrificing Tensar’s well-founded reputation for integrity.

DEFINITIONS

In these Principles the following words have the following meanings:

“**bribe/bribery**” is where someone offers, gives, asks for or receives a gift, a payment or some other benefit in order to bring in or retain business, or to obtain a contractual, regulatory, financial or other advantage, or to get someone to improperly perform a role or to influence them in their decision-making process.

“**Business Associate**” means a person, organization or company outside of Tensar who provides products or services on behalf of or for the benefit of Tensar. This potentially includes the distributors, dealers, licensees, sales agents, sales representatives, vendors and others with whom Tensar does business, or with whom we seek to do business, or who seek to do business with Tensar. Companies not controlled by Tensar in which Tensar has a partial ownership interest may also be considered Business Associates.

“**Business Courtesy**” means any item or service in connection with Tensar business which has a monetary value for which fair value is not paid by the recipient. Business Courtesies include but are not limited to: gifts, gift cards, entertainment, meals, drinks, lodging, transportation, recreation, promotional items, tickets for sports or other events, and the like.

“**corruption**” is where someone misuses the power entrusted to them, or where they breach the duties expected of them, for personal gain.

“**facilitation payments**” also known as a “**grease payment**” is a payment or gift made to secure or speed up routine governmental administrative actions such as issuing visas or other immigration papers, work permits, licences or other official documents, releasing goods held in customs or obtaining utility or other services (e.g. electricity, water, gas, telecommunications, security). Such payments are intended to speed up actions that would normally be eventually performed anyway.

“**family member**” means an individual’s (i) spouse, partner or significant other (i.e., domestic partner or other relation where a financial commitment or marital engagement exists), (ii) parent, step-parent, or an individual who acts in the capacity of a parent, (iii) child, step-child, sibling, step-sibling, or dependent, (iv) aunts, uncles or cousins, (v) grandparents, (vi) in-laws, including the same relationships delineated above, or (vii) substantially similar relationships, whether family or personal.

“**Government Official**” means:

- (a) An officer or employee of a government department or agency (e.g. civil servant, local government inspector or engineer, customs or tax official, judge, police, member of the armed forces, etc.).
- (b) An officer or employee of a “public international organisation” or any person acting in an official capacity for or on behalf of such public international organization (e.g. the United Nations, the World Bank, the European Commission).
- (c) An employee of a company or other business entity in which a government body has an ownership interest and/or over which such governmental body may, directly or indirectly, exercise a dominant influence (e.g. a state-owned entity or enterprise, government design institute or government inspection or approval agency).

- (d) A political party, member of a political party, or candidate for political office.
- (e) Any person known or suspected to be a close family member or associate of any of the above or companies who are controlled by close family members or associates of any of the above.

“**kickback**” is where a portion of the revenue from a contract or some other benefit is returned to the person (or his/her designee) who influenced the award of such contract or benefit.

“**Principles**” means the contents of this document, as such may be modified by Tensar from time-to-time and communicated to Business Associates in writing.

B. KEY PRINCIPLES

1. You must not, directly or indirectly through another person, promise, offer or give, or authorize the promise of, offer to or giving to any person (whether a Government Official, family member or other person) of, a bribe, a kickback or any other payment, Business Courtesy or anything of value which is, or could be perceived to be, for the purposes of improperly obtaining or retaining business or obtaining an improper commercial advantage for Tensar.
2. You are not authorized to, nor shall you, seek, accept or agree to receive for Tensar any bribe, kickback or other payment, Business Courtesy or anything of value which is, or could be perceived to be, for any improper purpose in connection with Tensar or otherwise in violation of applicable anti-bribery and anti-corruption laws.
3. You must not authorize, either directly or indirectly through another person, to offer, pay, provide, or promise to pay or provide, or authorize the promise, offer or giving of any money, Business Courtesy or anything of value:
 - (i) to any Government Official or his or her family member or anyone else associated with the Government Official in order to influence any act or decision of such Government Official or to get such Government Official to do or not to do any act in violation of official duties, or
 - (ii) to get such Government Official to use his or her influence with the government or any state-owned enterprise for the purpose of obtaining or retaining business, or obtaining any commercial advantage, for Tensar.
4. You must advise us if you or any of your employees are Government Officials, have been Government Officials or have family members who are Government Officials.
5. You must not authorize, promise, offer or make any facilitation payment on behalf of or for the benefit of Tensar.
6. All gifts, hospitality, travel and other Business Courtesies in connection with the bona fide promotion and education of Tensar products and services must be reasonable, proportionate and recorded in your books and records in a transparent manner. Such gifts, hospitality, travel and other Business Courtesies should not be lavish or extravagant, which determination is made based on reasonable and common sense judgement considering all circumstances involved, including reasonable marketplace practices and the average standard of living in the relevant country. Nor should any of these be offered or given if it is against the policy of the organization the relevant person works for. Careful consideration must be given to the appropriateness of gifts, hospitality, travel, Business Courtesies and other dealings involving Government Officials, including their family members, so as not to be in violation of these Principles. In some countries it will be illegal for such Business Courtesies to be offered or provided to a Government Official or their family member. Please consult with Tensar first before offering or providing such Business Courtesies to a Government Official or their family member in connection with Tensar Business.
7. You must not offer, give, accept or authorize any gift, hospitality, travel or other Business Courtesy, irrespective of value, whenever it could affect or influence, or be perceived to affect or influence, the award or retention of contracts or other business or could otherwise confer an improper commercial advantage to Tensar.
8. You should not solicit gifts, hospitality, or other Business Courtesies or benefits in connection with Tensar-related business, and the giving or receiving of cash or cash equivalent gifts in connection with Tensar business is prohibited.
9. Where you choose to make any political or charitable contributions this must be in your own capacity, not representing Tensar, must not constitute a bribe, and should not be made at a time when negotiating contracts or conducting business on behalf of Tensar which could be influenced by such a contribution.
10. You should maintain books, records and accounts which, in reasonable detail, accurately, fairly and timely record and reflect all of your business transactions. You should not accept or make any cash payments (physical currency) in relation to your Tensar business transactions.
11. You shall comply to the extent applicable to your Tensar-related business with the US FCPA, UK Bribery Act and local anti-bribery and corruption laws. Also, as periodically requested by Tensar, you will also be expected to certify in writing to Tensar that you have complied with such laws and with these Principles.

12. A Business Associate's own written internal policies or procedures may apply in lieu of these Key Policy Principles provided they are substantially equivalent to these Key Policy Principles.

Thank you for your understanding and cooperation.