



WIRECO WORLDGROUP INC.

ANTI-CORRUPTION POLICY

Wireco WorldGroup Inc. and its subsidiaries, affiliates and controlled companies (collectively, the "Company") take compliance with anti-corruption laws very seriously and stress that violations of United States and foreign laws aimed at preventing both **public and private corruption will not be tolerated**. Employees who do not comply with the mandate of this policy and the related anti-corruption legislation will be subject to disciplinary measures within the Company and/or legal repercussions. **To protect your own personal interests, as well as the interests of the Company, read this policy carefully and be certain to follow it at all times.** If you have any questions about whether a particular action would violate this policy or the law, ask before acting.

Ensuring Company-wide compliance with this policy is the responsibility of all directors, officers, employees, agents, and all other persons acting on behalf of the Company. To provide consistency in its application and for purposes of internal compliance, the Company has asked the Chief Financial Officer and the General Counsel to share day-to-day responsibility for management and enforcement of this policy. If you have any questions about the policy, its application, or the relevant laws please contact the General Counsel or the Chief Financial Officer. You may also send an email to wirecolegal@wireco.com.

A. The Foreign Corrupt Practices Act, the UK Bribery Act, the Mexican Federal Law Against Public Corruption and Related Laws

The Foreign Corrupt Practices Act ("FCPA") was enacted in 1977. It governs the behavior of US citizens, residents and companies ("US persons"), as well as foreign subsidiaries of US companies and foreign corporations that operate in the United States. It also applies to conduct taken by third parties outside the United States acting on behalf of any US person. Non-US citizens can be, and have been, prosecuted for violating the FCPA; all employees regardless of their citizenship are bound by this policy.

The FCPA consists of two distinct sets of provisions—the antibribery provisions and the internal control provisions.

The antibribery provisions of the FCPA **prohibit giving anything of value to foreign officials** (including foreign governmental officials and employees; employees of entities owned or controlled by foreign governments; and foreign political parties, party officials and candidates) **for the purpose of influencing an act or decision** to obtain, retain, or direct business. Bribery is not limited to the giving of money but can include giving gifts, opportunities, entertainment, or services that have some value.

The internal control provisions of the FCPA require public companies to keep accurate books and records and to establish and maintain a system of internal controls adequate to ensure accountability for its assets. It is the Company's policy to comply with the internal control provisions of the FCPA.

The UK Bribery Act (UKBA) also prohibits bribery, but it expands this prohibition beyond the public sector to include all transactions. **Under the UKBA, it is a crime to pay a bribe to any person**, regardless of his or her status as a government official, to receive a bribe, to bribe a foreign official, or to fail to prevent a bribe. The UKBA expressly prohibits bribery in all sectors of society, public and private, including government officials, customers and suppliers. Under the UKBA, a bribe is defined as giving or promising to give someone a financial or other advantage, in exchange for improper performance of a function or activity they control or perform. The UKBA governs all corporations that carry on business, or at least part of their business, in the UK including the Company.

Likewise, Mexico's Ley Federal Anticorrupción en Contrataciones Públicas or Federal Law Against Corruption in Public Procurement prohibits corrupt conduct. In much the same manner as the FCPA, it focuses on **prohibiting corrupt payments to government officials**—either Mexican government officials or officials of other nations. It applies to both Mexican and non-Mexican individuals and corporations, including the Company.

Finally, many individual US states prohibit commercial bribery—that is bribery of private persons—just like the UKBA. Moreover, the United States Department of Justice (DOJ) has used a federal statute called the Travel Act to successfully prosecute state commercial bribery laws as a separate offense. The DOJ has also used other related statutes, including the mail and wire fraud statutes, to prosecute related corrupt behavior.

There are serious individual and corporate criminal and civil penalties for violation of the FCPA, the UKBA, the Mexican anti-corruption legislation, and other related laws. Corporations breaching these laws can be prevented from doing business with the applicable government and can be sanctioned with fines of millions of US dollars. Employees who violate this policy will be subject to appropriate disciplinary measures, including dismissal for cause, and could face governmentally imposed sanctions, including criminal prosecution.

B. Anti-Corruption Policy

The Company prohibits corruption in all of its forms. **No director, officer, employee, agent, or other person working on behalf of the Company may offer or give any person a bribe or other inducement to corruptly obtain a business opportunity for the Company**, regardless of whether that person is employed in the public or private sector, in the United States or abroad.

1. Corruption of Government Officials Prohibited

The Company prohibits directors, officers, employees, agents or other persons acting on behalf of the Company, and the directors, officers, employees, agents or other persons acting on behalf of each of its joint ventures, from **giving anything of value** to any **government official** for the **purpose of influencing** the foreign official to obtain, retain, or direct business to any person, **corruptly**, that is, in any manner which would violate the FCPA or other anti-corruption law.

Government Officials, for purposes of this policy, are defined to include any officer or employee of any nation's government (including its political subdivisions) or any of its departments, agencies or instrumentalities such as government

owned companies that operate as a private company.¹ It also includes any non-US political party or candidate for public political office and public international organizations and their employees.

Giving Anything of Value, for purposes of this policy, means to offer to pay, promise to pay, to make a payment, or to provide the authorization to make a payment or to give or authorize a gift of anything that has value.

For the Purpose of Influencing, for purposes of this policy, means to have an effect on any decision or act by the government official in his or her official capacity, or to induce the official to omit or to do a particular act in violation of the law, or to secure any improper advantage in obtaining, retaining, or directing business to any person.

2. Non-Government Corruption Prohibited

In addition, the Company prohibits its directors, officers, employees, agents or other persons acting on behalf of the Company, and the directors, officers, employees, agents or other persons acting on behalf of each of its joint ventures, from giving anything of value to any official, officer, employee, or agent of any **non-government entity or any private person** for the purpose of corruptly influencing that person to (1) breach their duty of good faith to his or her employer, (2) violate any position of trust that person may occupy, or (3) engage in any improper performance of his or her duties, to gain an improper business advantage for the Company or other person or entity.

3. Transparent, Reasonable, Documented Hospitality Permitted

Nothing in this policy or the law prohibits appropriate reimbursement for travel of third parties to view operations, to provide reasonable hospitality, or to engage in marketing so long as those expenditures are accurately recorded, are reasonable, and are not intended to give a personal benefit to corruptly influence a decision to award or direct business to the Company. Of course, such expenditures must comply with all other applicable Company policies.

C. Procedures and Internal Controls

The Company has established systems, controls, and records for authorizing, executing, and recording transactions involving its assets and liabilities. The Company also controls access to assets and periodically reconciles recorded and existing assets. Following is a summary of the internal policies and controls intended to ensure compliance with this policy:

1. **Compliance.** No officer, employee, or other person acting on behalf of the Company will engage in any activity that circumvents the Company's systems of internal controls. Nor shall any officer, employee, or other person acting on behalf of the Company offer, make,

¹ Often telecommunication companies are owned in whole or in part by foreign national governments; similarly energy companies are often owned in whole or in part by foreign local or provincial governments.

or cause to be offered or made, in any manner, any illegal payment, contribution, or gift of any kind or engage in any act that violates this policy.

2. **Compliance Review.** Periodically, the Company will review its compliance with this policy, including an assessment of the risk that corrupt activity has occurred or may occur within its operations, and the risk that such corrupt activity will not be detected. This periodic review will analyze the nature and extent of the Company's exposure to potential internal and external corruption risk by examining personnel, business partners, locations for business operations, procedures in place for detection of corrupt payments, controls placed on assets of the Company and its joint ventures, and due diligence procedures. This review will be periodic, informed, documented, and will be conducted at the direction of the Chief Financial Officer, the General Counsel, or his or her designee. When each periodic review is complete, it will be shared with the Audit Committee so that appropriate steps can be taken, if necessary, to address any issues or risk identified.
3. **Facilitating Payments.** In certain countries, anti-corruption laws allow an exception for payments of a nominal amount made to ensure or speed the proper performance of a government official's routine governmental duties or actions to which the payor is otherwise entitled under the laws of that country. For example, a single payment to a clerk for the clerk's personal benefit intended to speed a ministerial act over which he has no discretion, such as filing a claim, is likely to be viewed as a "facilitating payment" which does not constitute a violation of the FCPA. But other applicable laws, such as the UKBA, prohibit such payments. In light of these conflicting approaches and the Company's view that these payments do not meet the threshold of ethics and integrity that it wishes to maintain, **the Company prohibits making facilitating payments of any kind on its behalf or on the behalf of any of its joint ventures.** This policy does not prohibit paying lawful, published rates for expedited services for visas or related items, so long as those payments go to a government entity and not to an individual for his or her personal benefit.
4. **Extortion.** The Company values the safety of all directors, officers, employees and agents. In cases where an individual is in immediate physical danger or his or her personal liberty is illegally jeopardized, certain limited actions may be taken—using the individual's best judgment under the circumstances—to avoid immediate physical danger or risk to liberty. In situations where a threat of immediate danger is not present, the Company will analyze the level of risk posed to the Company, its directors, officers, employees, or agents and take the necessary actions to protect them without providing any payments. If a payment is made, it will be reported to the Chief Financial Officer and the General Counsel (preferably before the payment is made) and it will be accurately recorded as a payment made to protect the life or liberty of a threatened employee.
5. **Duty to Inquire Regarding Government-Ownership.** When engaged in international activities, every officer, employee, agent, or other person acting on behalf of the Company is responsible for inquiring whether a proposed activity could involve a foreign official or an entity owned or controlled by a foreign government, and should consult with the Chief Financial Officer or the General Counsel when questions about status arise.
6. **Transacting Business with Publicly Owned Entities or Government Officials.** When conducting business with any publicly owned entity or government agency, every director, officer, employee, or agent acting on behalf of the Company shall maintain receipts and records of every expense including the costs of travel, meals, entertainment, and any other

transaction or service provided to any employee of the publicly owned entity or government agency.

7. **Transacting Business with Non-Governmental Entities or Private Persons.** No corrupt payment or gift may be made in exchange for improper performance of a private individual's duties. All persons in direct contact with nongovernmental customers shall maintain receipts and records of every expense including the costs of travel, meals, entertainment, and any other transaction or service provided to any employee of the private customer.
 8. **Disbursements.** Company policy prohibits cash disbursements. All checks will be drawn only to the ultimate payee. No checks will be made payable to cash or bearer. Exceptions to this policy can only be made with the prior approval of the Chief Financial Officer.
 9. **Foreign Consultant Review Procedure.** The use of consultants, agents and business partners who perform services outside the United States can be sources of FCPA issues and must be reviewed by a Senior Vice President and coordinated with the General Counsel. Such review shall include screening the organization and its principals through the Company's export compliance software program to ensure they are not listed as debarred, denied or specially designated nationals. No such parties can be hired without the prior written approval of a Senior Vice President and the General Counsel. Before this approval will be granted, the proposed written contract must be submitted and the Senior Vice President must make a determination that the foreign party has the skill and experience to perform the desired services and that the fees paid are appropriate for the services rendered. Each contract must have an appropriate anti-corruption compliance provision.
- The following "red flags" are a representative list of the types of transactions that may suggest a potential violation or questionable transaction with a consultant, agent or business partner:
- a. requests for unusual payments or financial arrangements, such as: payments to third parties; payments to accounts in countries other than where the agent is located; or cash payments;
 - b. unusually high commission rates or seemingly inflated invoices;
 - c. a history of or reputation for corruption in the country;
 - d. a lack of transparency in expense and accounting records; or
 - e. a close relationship between the agent, consultant or business partner and the foreign government or contracting individual.
10. **Reporting and Review Procedure.** Any director, officer, employee, agent, or other person acting on behalf of the Company who has any question as to whether any actual or proposed procedure or transaction is consistent with this Policy or applicable anti-

corruption laws should bring the matter to the attention of the Chief Financial Officer and the General Counsel. If the reporting person, Chief Financial Officer or General Counsel believe a review of the procedure or transaction is necessary, they may request such a review by writing to the Chairman of the Audit Committee of the Board of Directors.

11. **Training on the FCPA and this Policy.** The Company offers periodic training on this policy for all directors, officers, and affected employees of the Company who transact business on behalf of the Company with any entity outside of the United States. Each person who transacts business with entities outside of the United States on behalf of the Company—whether that business is conducted in person or by means of mail or electronic communication—shall complete this online training on a regular basis as scheduled by the Chief Financial Officer or General Counsel.
12. **Certification by Employees.** Certain officers and employees of the Company will be asked to certify that they have completed their training, acknowledge they are aware of and understand this policy, and indicate whether they are aware of any violations.