



Global Anti-Bribery and Corruption Policy

Policy Owner: MHS Legal & Compliance Department

Revision History

Date	Change Log
06/27/2018	Policy Release; Version 1.0
09/20/2018	Review; Version 1.1
12/02/2019	Update Section 8; Version 1.2

A Message from the Chief Executive Officer:

MHS Holdings, Inc. and its subsidiaries (collectively “MHS” or “we”) are committed to doing business consistent with the highest ethical standards and legal requirements everywhere we operate, and expect all employees and other persons acting on MHS’ behalf to uphold this commitment. Consistent with this commitment, MHS has adopted this Global Anti-Bribery and Corruption Policy (the “Policy”), which outlines MHS’ responsibilities to comply with the anticorruption laws and regulations of the United States, the United Kingdom and all countries in which it operates, including the applicable provisions of the U.S. Foreign Corrupt Practices Act of 1977, as amended and UK Bribery Act of 2010. All directors, officers, employees, associates, agents, and third-party representatives are responsible for understanding and complying with the terms of this Policy in the performance of their duties.

Corruption can take many forms, and MHS has designed this Policy and the internal controls described herein to prevent bribery, avoid the appearance of wrongdoing, and enable MHS to respond promptly and effectively to any inquiries about its conduct. This Policy supports and should be read in connection with MHS’ other policies.

Compliance is a shared responsibility, and those who violate this Policy are subject to disciplinary action, up to and including termination. The pages that follow provide a general guide to anticorruption compliance but do not address every potential scenario that may implicate issues bearing on compliance with this Policy. Therefore, any persons who have any questions concerning the requirements of this Policy should consult with the Legal & Compliance Team.

MHS requires all directors, officers, employees, associates, agents, and third-party representatives to report any conduct that may violate this Policy, including inaccurately recorded transactions in the MHS’ financial books and records. As described below, you may raise any questions about potential unethical or illegal activity to the MHS Legal & Compliance Department or the Chief Compliance Officer.

Thank you for your attention to this important matter.

Scott R. McReynolds, CEO

A handwritten signature in black ink, appearing to read "Scott R. McReynolds". The signature is fluid and cursive, with a large initial "S" and "M".

December 2, 2019

Table of Contents

1.	Policy Statement.....	4
2.	Scope	4
3.	Prohibited Behavior.....	4
4.	Gifts, Hospitality and Entertainment (GHE).....	6
5.	Using Third Party Intermediaries.....	7
6.	Books and Records.....	9
7.	Consequences of Non-Compliance	9
8.	Mandatory Reporting; Whistleblowing.....	9
9.	Risk Assessment.....	9
10.	Training	10
11.	Certification of Compliance	10
12.	Publication.....	10

1. POLICY STATEMENT

MHS Holdings, Inc. and its subsidiaries is committed to conduct all of its business in an honest and ethical manner. MHS takes a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all of our business dealings and relationships, and strictly complying with all anti-corruption laws applicable to the countries wherever we operate, including but not limited to the U.S. Foreign Corrupt Practices Act of 1977 (“FCPA”) or the UK Bribery Act of 2010 (“the UKBA”).

- **WE DO NOT BRIBE.**
- **WE DO NOT ALLOW THIRD PARTIES TO BRIBE ON OUR BEHALF.**
- **WE DO NOT ENGAGE IN ACTIVITIES THAT CREATE THE APPEARANCE OF BRIBERY.**

2. SCOPE

This Policy applies to all officers, employees, consultants, trainees, interns, agents, suppliers, subcontractors, service providers and other representatives of MHS (collectively “MHS Representatives”), wherever located. This Policy extends to all of MHS domestic and foreign operations.

3. PROHIBITED BEHAVIOR

3.1 General Prohibition on Bribery

The MHS rule about corruption is simple: all forms of bribery and corruption are prohibited. All MHS Representatives are strictly prohibited from offering, promising, paying, requesting, receiving or agreeing to receive anything of value:

- i. for the purpose of obtaining or retaining business or a business advantage;
- ii. for the purpose of securing an improper advantage;
- iii. with the intention of influencing a person (who need not be the recipient of the advantage) to perform their function improperly; or
- iv. in circumstances where the acceptance of such an advantage would itself be improper.

Bribes can take many forms, including without limitation, cash, gifts, gift cards, travel and entertainment, reimbursement of educational or living expenses, job offers for family members, secret commissions or kickbacks.

A bribe does not necessarily have to take place for a violation of anti-corruption laws to occur – just promising to give a bribe or agreeing to receive one is prohibited under this Policy.

MHS prohibits bribery when dealing with any individual, regardless of whether that individual is a public official or a private party. Any requests or demands for improper payments to a public official or private party should be rejected and reported immediately to the MHS Legal & Compliance Department.

3.2 No Facilitating Payments

A facilitating payment or “grease” payment is a small payment typically paid to a public or governmental official to speed up or complete certain existing governmental services, to which MHS is entitled even without the payment.

An example of a facilitating payment is illustrated in the following scenario. MHS requires a permit from the local building department prior to onsite installation. A local officer is offered a facilitating payment to “fast track” the permitting process, while the local building laws do not provide for any form of legitimate “fast track” or expedited process.

Facilitating or “grease” payments are prohibited under certain anti-bribery laws applicable to MHS and also tend to encourage and perpetuate corruption. MHS is committed to maintaining the highest ethical standards, and is determined to avoid even the appearance of wrongdoing. **Therefore, MHS prohibits any type of facilitating payment.** The fact that a facilitating payment is common or customary in a particular area is not sufficient to justify a violation of this Policy or applicable law.

3.3 No Donations to Foreign Charities

Donations to foreign-based charities and other recipients are often used to disguise illegal payments to foreign officials in violation of applicable law, for example, theca and UKBA, or used as a conduit to fund illegal activities in violation of U.S., UK or any other anti-money laundering laws or other regulations. Therefore, unless otherwise pre-approved in writing by MHS Chief Compliance Officer, we do not allow any employee to donate MHS funds to foreign charity or community. If you plan on making a charitable donation on behalf of MHS in the U.S., you must contact MHS Legal & Compliance Department prior to taking any action.

This Policy, however, is not intended to discourage or prohibit employees from voluntarily making personal donations to a foreign charity or community at their own expense.

3.4 No Political Donations

MHS recognizes employees’ rights to participate in political activities as an individual. However, such activities by an employee should be undertaken in his or her personal capacity outside of working hours.

Similar to the risk presented by charitable contributions, there is a clear concern if contributions are made to a political candidate or party, including at the direct request, suggestion or recommendation of a government official or commercial partner. Therefore, any political contribution by or on behalf of MHS is prohibited.

3.5 Limited Exceptions

3.5.1 Personal Safety

Personal safety is our primary concern. This Policy does not affect a situation in which an employee is required to make a payment to avoid a risk to personal life, health or liberty. However, in the event of such payments, MHS employees must communicate immediately the circumstances and the details of the payments to MHS Legal & Compliance Department.

3.5.2 Discretionary Expediting Fees

Discretionary expediting fees are such extra fees charged by the applicable governmental authority in exchange for expedited services. By way of example, MHS requires a permit from the local building department prior to onsite installation. The local department offers two types of review processes: regular and expedited. MHS pays to the local department an extra service charge to expedite the review.

4. GIFTS, HOSPITALITY AND ENTERTAINMENT (GHE)

Giving or receiving over-generous gifts or invitations may compromise our reputation for fair competition and create the appearance of corruption. Giving gifts to or otherwise covering entertainment or travel expenses for non-U.S. Government Officials with corrupt intent to obtain or retain business can violate anti-corruption laws.

Without prior written approval by the Legal & Compliance Team, MHS Representatives are prohibited from offering a gift to a non-U.S. Government Official or any private party that has a value of more than USD \$50. “Government Official” means any official, employee or other representative who works for a government, a public international organization, a governmental agency or instrumentality, including state-owned entities, a political party or office, regardless of what level they are. Employees of any state-owned or government-owned or controlled companies are considered Government Officials.

Regardless of written approval requirements, all GHE expenditures must be:

- In accordance with applicable local laws;
- Given openly and with complete transparency;
- Properly recorded in MHS books and records;
- Reasonable with a modest value; and
- Not made with a corrupt purpose or to secure an improper business advantage.

MHS Representatives **MUST NOT** give:

- Cash or cash equivalent (such as gift vouchers that may be converted to cash);
- Lavish gifts taking into consideration costs and prices in the local economy;
- Non-business travel; or
- Extravagant meals.

Promotional items bearing MHS logos are generally considered to have less commercial value and to be more reasonably related to MHS business. You are encouraged to select a MHS

branded gift when you wish to give a gift. Other types of low-value gifts are less likely to be considered improper under anti-corruption laws, such as:

- Coffee;
- Taxi fares;
- Low-value meals

However, even these low-value items must be related to a business purpose. For example, meals should be for discussion of business and should be in line with what is considered reasonable in the local economy.

Employees should keep appropriate documentation, such as receipts, for any GHE so that the expenses can be properly recorded in MHS’ books and records. MHS maintains a register of all GHE given to non-U.S. Government Officials and of any GHE valued at more than \$50 to private parties. Employees must inform the Legal & Compliance Team of any GHE you intend to give to non-U.S. Government Officials or to private parties when valued at more than \$50 prior to the giving of such.

MHS Representatives also **MUST NOT accept** from third parties, such as vendors or customers:

- Cash or cash equivalent (such as gift vouchers that may be converted to cash);
- Lavish gifts taking into consideration costs and prices in the local economy;
- Payment of non-business travel expenses; or
- Extravagant meals.

Any gifts valued at more than USD \$50 should be immediately returned and reported to the Legal & Compliance Team. If immediate return is not practical, the gift should be given to MHS for charitable disposition.

5. USING THIRD PARTY INTERMEDIARIES

Third Party Intermediaries (“TPI”) cannot be used to circumvent applicable laws or this Policy. All TPI conducting business with, for, or on behalf of MHS are required to comply with this Policy. Using TPI may pose the highest risks as MHS can be held under applicable laws responsible for the actions of such intermediaries in giving or accepting bribes, whether or not MHS was actually aware of the alleged improper conduct.

TPI can take many forms. Below is a non-exhaustive list of the type of TPI that are subject to this Policy.

- Agents	- Subcontractors
- Distributors	- Consultants
- Customs brokers	- Vendors
- Suppliers	- Contract manufacturers
- Independent contractor	- Joint venture partners

When dealing with TPI, please follow the following principles:

- Mere ignorance does not justify an improper payment. An MHS employee must never turn a “blind eye” to suspected violations by TPI or otherwise disregard suspicious behavior.
- All MHS Representatives are required to communicate the zero-tolerance approach to bribery and corruption and to provide a copy of the terms of this policy to all TPI at the outset of any business relationship.
- An integrity due diligence review of the TPI should be performed in accordance with the pertinent procedures prior to onboarding.
- All engagements with a TPI must be in writing. Such a written engagement will include an express prohibition on committing bribery or corruption and a right for MHS to terminate any agreement immediately if such bribery or corruption occurs. In certain limited circumstances involving the purchasing of goods or services from a supplier, the written agreement may take the form of a purchase order, which also must include appropriate anti-corruption provisions.
- Look out for the following, or any other, red flags when dealing with TPI, or any other person, and contact MHS Legal & Compliance Department if you become aware of any such warning signs:
 - ⊗ The country where the TPI is operating has a history of corruption.¹
 - ⊗ The “consultant” provides little or no obvious added value.
 - ⊗ There are rumors of, or a reputation for, corrupt practice.
 - ⊗ TPI has family or business ties to a relevant Government Official.
 - ⊗ TPI refuses to certify compliance with this Policy.
 - ⊗ TPI requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.
 - ⊗ Commission or payment is unusually large in relation to the service provided.
 - ⊗ TPI requests reimbursement for poorly documented, or questionable, expenses.
 - ⊗ TPI requests that payment is made to a country or geographic location different from where TPI resides or conducts business.

The above list is non-exhaustive and is intended for illustrative purposes only.

¹ See Transparency International Corruption Perceptions Index’s - <https://www.transparency.org/research/cpi>

All MHS Representatives must contact the Legal & Compliance Team if they have any questions or if they are unsure as to whether any particular act constitutes bribery or corruption.

6. BOOKS AND RECORDS

MHS is committed to maintaining records that accurately reflect its business transactions. MHS Representatives who conduct business on MHS behalf must ensure that all transactions, no matter how small, are recorded promptly and accurately, contain sufficient detail, and are supported by sufficient, accessible documentation. Never misconstrue or mislabel a transaction in our books and records.

7. CONSEQUENCES OF NON-COMPLIANCE

Any employee who violates this Policy and/or the applicable laws may be subject to disciplinary action up to and including termination of employment for cause. MHS will immediately terminate contracts with any TPI that is in violation of this Policy.

In addition to internal disciplinary action and contractual remedies, the FCPA, UKBA or any other applicable anti-corruption laws of other countries may result in criminal and civil liability on individuals and corporations in addition to damaging the good reputation of MHS in the marketplace. For example, a violation under the FCPA can result in fines and penalties amounting to multiple millions of U.S. Dollars and can include terms of imprisonment for the individuals responsible. Moreover, in addition to these penalties, a person or company found in violation of the FCPA may be disqualified from U.S. government contracts, export licenses, and other government financing and insurance programs. Similar consequences may arise in other countries where MHS does business.

8. MANDATORY REPORTING; WHISTLEBLOWING

If you have questions or problems concerning this Policy, interactions with foreign officials, or payment practices, or if you have information about a possible violation of this Policy, you should contact your supervisor, any member of MHS Legal & Compliance Department in person or via Compliance@mhsglobal.com. If you prefer to remain anonymous, you may use MHS Compliance & Ethics Hotline. Please refer to MHS Compliance & Ethics Hotline Policy. You must report any instance where you are asked to make, or are offered, any improper payment or gift.

MHS is committed to ensuring that employees can speak up with confidence if they have any concerns or need to ask for help. We do not allow any form of retaliation against anyone who reports suspected violations in good faith. Please refer to the general Whistleblowing Policy for additional guidance.

9. RISK ASSESSMENT

The MHS Legal & Compliance Team is responsible for coordinating regularly scheduled audits and assessments of the Company's compliance with this policy.

A review of MHS bribery and corruption risks will be undertaken on an annual basis, or whenever circumstances indicate that the risk assessment may not accurately reflect the bribery and corruption risks faced by MHS.

10. TRAINING

All MHS employees will receive anti-bribery and corruption training at onboarding and all relevant employees will be provided with further appropriate training

11. CERTIFICATION OF COMPLIANCE

MHS requires periodic certification of compliance from the following MHS personnel:

- All corporate officers;
- All management-level personnel; and
- All other employees as designated by MHS Legal & Compliance Department. This would include those whose roles carry a high risk of bribery, or whose duties place them in a position to detect improper payments.

This certification shall be completed at least annually and from time to time as determined by MHS Legal & Compliance Department. The Certification shall be in a form substantially similar to Exhibit A.

12. PUBLICATION

This Policy is posted on MHS Employee Central and is also part of the Employee Handbook. Please refer to the latest electronically approved version. Any questions regarding this Policy should be directed to the Legal & Compliance Department.

EXHIBIT A

CERTIFICATION OF COMPLIANCE

I (print name) _____ acknowledge that I have received, read, understand and agree to comply with MHS Global Anti-Bribery and Corruption Policy (“Policy”).

I certify that, after due inquiry and investigation, I am not aware of any fact or circumstance that indicates that a violation of this Policy has occurred as of the date of this Certificate. I further certify that I will promptly report any non-compliance or potential violations in accordance with this Policy.

Signature: _____

Date: _____