

Anti-Corruption Policies and Applicable Laws

Anti-bribery and anti-corruption laws vary from country to country. There is also considerable overlap between “Anti-Bribery” and “Anti-Corruption.” Adherence to anti-bribery guidelines will serve to enable your compliance with anti-corruption regulations. While these laws are often fundamentally similar, their differences can be material.

As part of a global company, Celerity employees must adhere to all policies applicable to the company for which they work and its subsidiaries or parents. This is particularly applicable to employees who are working with the parent company or in the country of the parent company or with stakeholders in parent company country.

The Company and its management are committed to conducting global operations honestly, ethically and in compliance with all laws, wherever we do business. This particular policy focuses primarily on U.S. anti-bribery and anti-corruption laws (i.e., those contained in the Foreign Corrupt Practices Act (FCPA)) because of the prominence and "long arm" that legislation has on our operations in the international marketplace.

The FCPA has two primary components: (i) the anti-bribery provisions, and (ii) the books and records and internal controls provisions. The latter is often referred to for simplicity as the "accounting provisions."

Scope of the Policy: This Policy applies to all directors, officers, and employees of the Company and of each domestic and foreign subsidiary, partnership, venture, or other business association. It is also the Company's policy to educate our stakeholders and others with whom we do business of the Company's commitment to compliance with all laws and best practices involving avoidance of bribery and corruption.

Anti-Bribery: The FCPA prohibits Company employees (as well as third-party intermediaries, such as sales agents, joint venture relationships, distributors, business partners and certain other stakeholders) from corruptly offering, promising, authorizing or paying anything of value to any foreign official, any foreign political party or official thereof, or any candidate for foreign political office, in order to influence the official for the purpose of obtaining or retaining business, or securing some other improper advantage.

Accounting; Books and Records and Internal Controls: The FCPA also requires that the Company maintain a system of internal accounting controls and make and keep accurate books and records which, in reasonable detail, fairly reflect transactions and dispositions of assets. False, misleading, or incomplete entries in such records or in other documents are prohibited as a matter of Company policy and may violate law. No undisclosed or unrecorded fund or account may be established for any purpose.

Definitions Under the FCPA:

Foreign Official is an officer or employee of a non-U.S. government (or any department, agency, or instrumentality thereof), or a “public international organization” or any person acting in an official capacity for or on behalf of any such government (or department, agency, or instrumentality thereof) or public international organization. Public international organizations include such organizations as the International Monetary Fund and the European Bank for Reconstruction and Development. Note that foreign officials also include employees of government owned or controlled commercial entities, such as government owned/controlled energy companies.

The term *corruptly* as used in the FCPA generally means that the offer, promise, authorization or payment must be intended to induce the recipient to misuse his or her official position in order to wrongfully direct business to the payer, or to obtain preferential treatment or otherwise secure an improper advantage.

Knowledge under the FCPA is broader than “actual” knowledge. Under the FCPA, knowledge exists when a person is aware that a "result is substantially certain to occur" or a person has a "firm belief that such circumstance exists." Conscious disregard, deliberate ignorance, and willful blindness will not avoid liability.

Note that the books and record provisions of the FCPA contain no knowledge requirement. Thus, even unintentional, immaterial misstatements can potentially create liability.

Transactions Involving Government Officials

Payments, including hospitalities and gifts, to government officials may be made only in compliance with this policy and any procedures implemented pursuant to this policy. Prior to any such payment being made to an official, the local legal department must determine that such payment complies with the FCPA and local law. Such payments must be accurately recorded and are subject to regular review by the Company.

Retaining a government official (as an agent, lobbyist, consultant, etc.) may be permissible in very limited circumstances, but must be handled with great caution. Such relationships must be structured so that they meet the requirements of the FCPA and local law. No such relationship may be negotiated without the input and approval of the local legal department.

Similar caution must be exercised where a potential employee or agent is affiliated with an organization which could be deemed to be a government instrumentality, has a familial relationship with a government official or was previously engaged in government service. If you face any of these circumstances, you should consult the local legal department.

Transactions with Intermediaries and Partners

Payments to all third-party intermediaries or partners where such intermediaries or partners subsequently make illegal payments pose great danger to the Company and violation of this Policy. In order to minimize this risk, the Company requires that an investigation be conducted of the intermediaries and partners with whom the Company intends to do business when any “red flags” or other suspicious circumstances are believed to exist. The local legal department will work with you in performing a due diligence investigation tailored for new intermediaries, as well as for retaining existing intermediaries.

Such investigations may include a review of reputation, expertise, experience and past performance of potential intermediaries or partners; their connection, if any, to government officials; the reasonableness of the proposed payment arrangements under the circumstances; and the business purpose for entering into the transaction. In certain situations, it may be necessary to hire private investigators to verify the reputation, credibility, and financial stability of an intermediary or partner.

Red Flags When Dealing with Intermediaries

If there are “red flags” that raise questions or concerns about the intermediaries, then there is a duty to inquire. In an intermediary situation, typical issues that may trigger red flags include the following non-exhaustive list of concerns:

- Is the relationship of the intermediary to the governmental entity or contracting party?
- Is the intermediary him/herself a government official or closely related to a government official?
- Is the intermediary’s company owned in part by a government official or his/her family?
- The size of the payment to the intermediary - does it seem excessive?
- Is the payment excessive in light of payments made by the Company elsewhere for similar services?
- Is the payment excessive in light of local custom or local law for legitimate services?
- The nature of the payment to the intermediary - why is the intermediary being paid, and for what services?
- Has the intermediary made comments to the effect that a particular amount of money is needed in order for him to “get the business,” “make the necessary arrangements,” etc.?
- Are there strong indications that business in that country can only be done by bribing officials?
- Is it legal for the intermediary to act as such in that country and with relation to that contract?

- Are the services of the intermediary really necessary, or were they suggested merely to provide cover for a prohibited payment?
- What is the method and manner of the payment to the intermediary?
- Will the payment be all or partly in cash or a bearer instrument?
- Will the payment be made partly to another person or company?
- Will the payment be made in a country other than the one where the services were rendered?
- Has the intermediary requested any false documentation (e.g., false invoicing or failure to report the payment to host country fiscal authorities)?
- What is the reputation of the intermediary? And is that reputation for honesty and effective service?
- Are there business references available to confirm the expertise, experience, and integrity of the intermediary?

If you are aware of any such "red flags" involving an intermediary, contact the local legal department. Pursuant to Company policy, further investigation may be required before contracting with the intermediary. No such investigation should be undertaken without the prior approval of the local legal department. Certain standard provisions designed to ensure compliance with the requirements set forth in the FCPA and which have been developed by the local legal department shall be included in all such agreements.

Charitable Contributions and Support for Social Projects

Monetary and other contributions to charities, social projects, and funds, including schools, educational funds, and infrastructure projects, should be handled with caution because they can be conduits for corrupt payments. In order to minimize this risk, the Company requires an appropriate investigation be conducted into such charities and projects. Any such contributions require prior approval of the local legal department.

Hospitalities and Gifts

Under certain circumstances and consistent with the standards of the FCPA, certain hospitalities such as transportation, accommodations, meals, entertainment, and nominal gifts may be extended to government officials. All such hospitalities and gifts must (i) have a clear business purpose which is directly related to the Company's commercial objectives; (ii) be reasonable in amount and bona fide; and (iii) be offered only in connection with the promotion, demonstration, or explanation of the Company's products or services or the execution or performance of a contract with a non-U.S. government or agency thereof.

The provision of any such hospitalities and gifts should be infrequent since the cumulative effect of regular hospitalities or gifts may create the appearance of improper conduct. In addition, hospitalities and gifts may not be lavish or extravagant. **No hospitalities should be extended or gifts given to family members or relatives of government officials without the prior approval of the Legal Department.** It is usually advisable that the Company pay for hospitalities itself, rather than reimbursing the recipient. Further, such hospitalities and gifts must be permitted under local law and should conform to generally accepted local customs.

Our employees are required to consult with the local legal department before proceeding to assume responsibility for payments which would fall within this category of permissible expenses.

Improper Benefits: Our Anti-Bribery and Anti-Corruption Policies & Guidelines

General Information

Celerity does not engage in bribery or corrupt behavior, nor provide or authorize improper benefits or payments. We also avoid the appearance of bribery and corruption (any act which might seem dishonest, illegal or could create a breach of trust, or otherwise create undue influence is unacceptable). We are prohibited from using third parties, directly or indirectly, to avoid following this Policy. We only offer a gift, hospitality or anything of value that avoids the impression of undue influence or the appearance of inappropriate behavior. Providing, offering, or accepting anything of value which deviates from this Policy is considered an

improper benefit. Improper benefits and payments – bribes and facilitating payments – are prohibited.

Facilitating payments are small payments made directly to a government official to secure or expedite routine government actions to which you are entitled (e.g. visa, permit or license, port clearance, telephone connection, etc.). Requests for facilitating payments are more common in certain global regions than in others. Facilitation payments may seem innocent, but are a form of corruption. Celerity forbids making facilitating payments and promotes measures to eliminate such practices.

Q. Can you give an example of a bribe?

A. A bribe is anything of value (not only money) that provides a benefit to the recipient, such as cash or cash equivalents (for example gift vouchers), the purchase of property or services at inflated or discounted prices, extravagant hospitality, cars, jewelry, home improvements, intangible benefits, travel and shares, individual financing, or discounts not generally available, a scholarship for a relative, and sometimes even an internship for a relative.

Using Intermediaries, Agents, and the Like

The use of agents, intermediaries, service providers, representatives, and consultants to get business with customers or services from any government authority is an area that is at particularly high risk of involving bribes. Although such use is not common within Celerity, extra care needs to be taken if such service providers are (going to be) used – they cannot be appointed without the prior written approval of Celerity. If you already use such agent, intermediary, representative or consultant you are required to contact Celerity in order to obtain written approval of that arrangement.

Q. I want to appoint an external consultant to ensure I get the required licenses from the local authority quickly. Any delays will cause harm to the customer's and Celerity's business. The consultant that is recommended to me is said to be quick and knows the relevant authorities very well. Can I contract this external consultant?

A. You will have to ensure that the external consultant is a reliable party that will follow all legal requirements to obtain the license. This requires proper screening of the consultant (reputation, references, conflict of interest, website, commitment to anti-bribery, etc.). The contract with the consultant must include very precise wording on the services that are to be provided and has to be explicit on the fees to be paid in relation to the license and the costs charged by the consultant. If any bribes or facilitation payments are involved this is very harmful to Celerity, Randstad, and to society in general. Always get prior approval from Celerity and Randstad.

Sponsoring, Charity & Foreign Travel

Where international travel and accommodation are given by Celerity in exceptional circumstances (e.g. in relation to international business travel or specific sponsoring activities), appropriate procedures must be implemented to ensure that legal requirements are met.

Travel expenses of any public officials or government employees are not to be paid or reimbursed by Celerity, regardless of whether such individuals are acting in an official capacity. Individual exceptions may be made in writing in advance by Celerity, and will be subject to strict limitations. All travel reimbursements for public officials and government employees must be fairly and accurately recorded.

For all sponsoring and charitable donations, please follow the below:

- Check limitations under the law in your country and make sure the charity is bona fide;
- Have received the prior written approvals of Celerity's CFO after mandatory consultation with Randstad;
- Give openly and directly to those who benefit, and not via third-party intermediaries, agents, service providers, representatives, and the like;
- Avoid conditions being attached or tangible benefits received in return and do not give to charity as a reward afterwards;
- Avoid even the impression of undue influence and make sure that any request for charity is not an attempt to bypass our prohibition on bribery and corruption (check family associations with the recipients, for example);
- Be cautious when a donation or sponsorship is requested or hinted at in relation to a business transaction; avoid real sponsorship being used for wrong purposes;
- Do so transparently and keep detailed records; and
- Exercise professional judgment and take responsibility for your decision.

No Political Contributions

Consistent with our Business Principles, employees and our third parties may not make contributions to any candidate for public or private office, political party, or public international organization or other political interests, on behalf of or for the benefit of Celerity, either directly or indirectly.

When in Doubt

When in doubt, talk to your manager, People Care, or to the Local Integrity Officer. You may always reach out to the Central Integrity Officer as well.

Transparency is part of the Celerity culture, part of the way we look after each other, and part of preventing you or your colleague(s) from getting into a difficult or even criminal situation. You are obliged to raise your concerns in case you suspect that a Celerity employee violates this policy in any manner in accordance with the Celerity's Misconduct Reporting Procedure. Do not hesitate to make use of the Integrity Line if unsure how to address your concerns.

Sanctions

Non-compliance with this policy may result in disciplinary actions being taken.

In case stricter requirements in relation to gifts and hospitality apply to you (e.g. rules contained in an employment contract applicable to local law), such stricter requirements prevail over those indicated within this policy.

Contact Details

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People Care – Maria Litman, mlitman@celerity.com or hr@celerity.com, 703-848-1900