

CLAYCO ANTI-CORRUPTION FCPA COMPLIANCE POLICY

Clayco Inc. and its affiliates are committed to doing business in compliance with all applicable laws, including observing the standards of conduct set forth in the United States Foreign Corrupt Practices Act (“FCPA”) and the applicable anti-corruption and anti-money laundering laws of the countries in which Clayco may conduct business.

No employee or subcontractor of Clayco or any of its affiliates shall offer to pay a bribe, or provide another thing of value for obtain an improper benefit, to any third party, public or private with whom Clayco or its affiliates are doing business.

Compliance with Anti-Corruption Laws. Employee and subcontractors of Clayco or any of its affiliates shall conduct themselves with conduct business ethically and comply with all applicable anti-corruption laws, including the FCPA. *No employee or subcontractors of Clayco or any of its affiliates shall directly or indirectly, promise, authorize, offer or pay anything of value (including but not limited to gifts, travel, hospitality, charitable donations or employment) to any government official or other party to improperly influence any act or decision of such official of the purpose of promising the business interests of Clayco or its affiliates in any respect, or to otherwise improperly promote the business interests of Clayco in any respect. The foregoing applies to any payments to a Government Official to secure or expedite any government action by a Government Official and further prohibits payment of expenses for travel, lodging, gifts, hospitality, or charitable donations to or for Governmental Officials.*

“Government Official” means all of the following: (i) any employee of a government entity or subdivision, including elected officials; (ii) any private person acting on behalf of a government entity, even if just temporarily; (iii) officers and employees of companies that are owned or controlled by the government; (iv) candidates for political office; (v) political party officials; and (vi) officers, employees and representatives of public international organizations, such as the World Bank and United Nations.

Compliance with Anti-Money Laundering Laws. Employee and subcontractors of Clayco or any of its affiliates shall comply with all applicable anti-money laundering laws. *No employee or subcontractors of Clayco or any of its affiliates shall knowingly directly or indirectly disguise or attempt to disguise the sources of illegally obtained funds.*

No Retaliation. Clayco and its affiliates will not tolerate retaliation against anyone who has, in good faith, reported a possible violation of this Policy or refused to participate in activities that violate this Policy.

Enforcement. Clayco and its affiliates reserve all rights and remedies under applicable agreements and applicable law to enforce this Policy and seek damages if appropriate.

Reporting. Reports or concerns about violation of this Policy or related applicable laws should be made to the Clayco Office of General Counsel, 35 East Wacker Drive, Suite 1300, Chicago IL 60601.