

ANTI-CORRUPTION, ANTI-MONEY LAUNDERING, GIFTING, AND GOVERNMENT ETHICS POLICY (“AAGG POLICY”)

Purpose

The purpose of this **Anti-Corruption, Anti-Money Laundering, Gifting, and Government Ethics Policy (“AAGG Policy”)** is to ensure that the business of Clayco Inc. and its affiliates (collectively, the “**Company**”) is conducted in a legal, responsible and ethical manner *by employees, independent contractors, subcontractors, affiliates of Clayco and/or representatives acting on behalf of Clayco*, regardless of their employment or contractual position with the Company (“**Representative Parties**”) in transactions with Government Officials and in private commercial transactions in the United States and worldwide.

No Representative Parties shall offer to pay a bribe, or provide any thing of value to obtain an improper benefit, to any third party, public or private with whom the Company is doing business.

Under this AAGG Policy, the Company is 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 any and all applicable anti-corruption and anti-money laundering laws in the United States and in the countries in which Clayco may conduct business.

Compliance with Anti-Corruption Laws. Representative Parties shall conduct themselves ethically and comply with all applicable anti-corruption laws, including the FCPA. No Representative Parties shall directly or indirectly, promise, authorize, offer or pay anything considered a Gift or Favor to any Government Official or third-party (i.e., a family or staff member, significant other, etc.) to improperly influence any act or decision of such official for the purpose of promoting the business interests of Clayco or its affiliates in any respect.

The foregoing prohibits any payments to a Government Official to, secure or expedite any government action (*including without limitation permits, variances, zoning approvals, inspections etc.*) by a Government Official, to thank a Government Official for assistance on a project, or to garner a closer relation with a Government Official in order to obtain favor on future projects.

In accordance with this AAGG Policy, any Representative Party conducting business on behalf of Clayco is prohibited from giving a **Government Official (including any Government employees) anything of value worth more than \$75.00 (USD)**. **Exemptions may be requested in writing, in advance of incurring expenses in excess of this amount, from the Clayco Compliance Officer (“Compliance Officer”)**. Please note that when providing anything involving cash, stored-value cards, or charitable donations to a Government Official pre-approval is always required regardless of the amount.

All Representative Parties must maintain records and report any potential violations of this AAGG Policy in accordance with the record keeping requirements set forth below.

Compliance with Anti-Money Laundering Laws. All Representative Parties shall comply with all applicable anti-money laundering laws at all times when doing business for or on behalf of Clayco and no Representative Parties shall knowingly directly or indirectly disguise or attempt to disguise the sources of illegally obtained funds in any business transactions. Written contracts with counterparties must accurately and transparently reflect the business and economics of the agreement.

Relevant Definitions. Below is a list of definitions relevant to the interpretation of this AAGG Policy:

“Government Official” shall be interpreted broadly and includes but is not limited to: (i) **any officer or employee of a foreign or domestic national, provincial, or local government entity or subdivision, including elected officials**; (ii) any private person acting on behalf of any government entity, even if just temporarily; (iii) officers and employees of companies that are owned or controlled by any government Clayco either does business with or plans to do business with; (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; (vii) any person with the responsibility to allocate or influence expenditures of government funds including persons serving in unpaid, honorary, or advisory positions.

“Bribery” means offering, giving, promising, soliciting or accepting anything of value (financial or non-financial) to a Government Official or any other person, directly or indirectly through a third party, to improperly influence that person in the performance of a duty or to obtain or retain business or any undue business advantage. This definition includes facilitating payments and/or “kickbacks.” A “Kickback” for example occurs when a seller returns part of an item’s purchase price to the buyer or the buyer’s representative to induce the purchase of the item or influence future purchases. These are considered corrupt practices. “Corruption” is the abuse of entrusted power for personal or financial gain. All Clayco employees, independent contractors, subcontractors, and affiliates are prohibited from engaging in any acts of bribery or corruption, either directly or through a third party.

“Gift or Favor” is anything of value which includes, but is not limited to: goods; services; money either in the form of cash, stored-value cards, gratuities, commissions, rebates, loans, loan guarantees, payment of debts, or charitable donations; providing or allowing the use of real or personal property; supplying non-local transportation; securing/paying for medical treatments or prescription medication; arranging and/or furnishing entertainment, accommodations, or non-local travel; providing internships (paid or unpaid), employment opportunities, non universally available admission opportunities to clubs or universities. This list is not all inclusive but serves as an example of what may be deemed a gift or favor in the absence of proper consideration or authorization. If you have questions on what may be considered a gift or favor, please ask your supervisor or the Compliance Officer.

Failure to Comply. Failure to abide by the AAGG Policy and law(s) set forth herein may result in discipline, up to and including discharge, as well as civil or criminal

charges. Individuals who work in both the government and private sectors must clearly understand the different rules, regulations and procedures that apply in each sector to ensure compliance. Clayco will provide training on the AAGG Policy on a regular basis through the AXIS system. Anyone with questions or concerns should contact their supervisor or the Compliance Officer.

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

Ethical Business and Gifting Policy for Non-Government Private Entities and Persons (“EBG Policy”)

Transactions with non-Government Officials, such as when entertaining potential private clients, existing private clients, and third parties such as suppliers or vendors, are subject to generally accepted standard legal business practices. However, Representative Parties must not compromise or appear to compromise the Company’s ability to make objective and ethical business decisions. If others believe that a business decision was made because of a gift or business courtesy and not purely on the basis of merit and sound business judgment, the Company’s reputation will be harmed.

Common business courtesies that are usually acceptable and do not ordinarily require prior approval include: occasional meals with outside business associates, occasionally attending sports and other cultural events with business associates, occasionally accepting or giving reasonable and customary marketing gifts, and accepting promotional items of nominal value such as shirts, golf balls, or coffee mugs. *For purposes of this policy, any non-executive management employees must obtain prior written approval of the Clayco Compliance Officer for any expenditures in excess of \$500 per person.*

When excessive gifts are received from suppliers of goods and services, the item must be returned to the supplier with a clear explanation that the gift violates Clayco’s EBG Policy. Consult your supervisor or the Clayco Compliance Officer for guidance.

Failure to Comply. Failure to abide by this EBG Policy may result in discipline, up to and including discharge. Anyone with questions or concerns about the EBG policy or any of its contents should contact their supervisor or the Compliance Officer. Clayco and its affiliates reserve all rights and remedies under applicable agreements and law to enforce this EBG Policy and seek damages if appropriate.

Approval, Record Keeping, Reporting, and Investigation Procedures

Approval. Representative Parties (acting on behalf of Clayco) who wish to provide a meal, entertainment, or gift valued above the relevant threshold under the AAGG Policy or the EBG Policy must submit a Gift and Entertainment Pre-Approval Form to the Compliance Officer. The Compliance Officer will either approve or deny the request and a copy of the approved or denied request will be kept by the Compliance Officer in accordance with the record keeping procedure below.

Record Keeping Requirements. Clayco, in its commitment to adhere to the FCPA and any and all applicable rules and regulations maintains and requires compliant record keeping practices. In order to comply with these requirements, it is imperative

that Company employees, agents and others acting on the Company's behalf maintain complete and accurate records with respect to all transactions and dispositions undertaken on behalf of the Company pursuant to either the AAGG or EBG Policy set forth above.

Reporting. Reports or concerns about violation of either the AAGG Policy, the EBG Policy, or related applicable laws should be made to Clayco's Compliance Officer, 2199 Innerbelt Business Center Drive, St. Louis, MO 63114.

If after you have raised a concern with the contacts suggested and/or are uncomfortable about using one of the other resources identified here, or you wish to raise an issue anonymously, contact the Compliance and Ethics Hotline at:

- **Telephone:**
 - English speaking USA and Canada: (877) 472-2110 (not available from Mexico)
 - Spanish speaking North America: (800) 216-1288 (from Mexico user must dial 001-800-216-1288)
- **E-mail:** reports@lighthouse-services.com (users to include your company name with their complaint)

Investigation. The Compliance Officer upon receiving a report of a potential violation of either the AAGG or EBG Policy will convene the Compliance Committee who will conduct a review of the report brought to their attention assessing the source, credibility, and charges and decide whether an investigation is warranted. All employees, independent contractors, or subcontractors of Clayco and its affiliates are required to participate in the investigation as requested. The investigation shall remain confidential to the extent possible with information only being provided on a "need to know" basis. After receiving the final report from the investigator, the Compliance Committee will refer the matter to Executive Management to approve any recommended corrective action, as necessary.

No Retaliation. Clayco and its affiliates will not tolerate retaliation against anyone who has, in good faith, reported a possible violation of the AAGG Policy or the EBG Policy, participated in an investigation pursuant to either policy, or refused to participate in activities that violate either policy. Any suspected retaliation should be reported in accordance with the above Reporting procedure. Should you have questions or concerns about what retaliation may be, please ask your supervisor or the Compliance Officer.