

# **TENSAR ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY**

## **INDEX**

<b>A.</b>	<b>POLICY STATEMENT .....</b>	<b>1</b>
<b>B.</b>	<b>APPLICATION .....</b>	<b>1</b>
<b>C.</b>	<b>DEFINED TERMS.....</b>	<b>1</b>
<b>1.</b>	<b>AVOIDING BRIBERY AND CORRUPTION .....</b>	<b>3</b>
<b>2.</b>	<b>CONSEQUENCES FOR VIOLATION.....</b>	<b>4</b>
<b>3.</b>	<b>REPORTING REQUIREMENTS.....</b>	<b>5</b>
<b>4.</b>	<b>DEALING WITH GOVERNMENTS AND GOVERNMENT OFFICIALS.....</b>	<b>5</b>
<b>5.</b>	<b>DEALING WITH TENSAR BUSINESS ASSOCIATES .....</b>	<b>6</b>
<b>6.</b>	<b>SCREENING AND DUE DILIGENCE OF BUSINESS ASSOCIATES .....</b>	<b>6</b>
<b>7.</b>	<b>BUSINESS COURTESIES (GIFTS, MEALS, EVENT TICKETS, ETC.).....</b>	<b>7</b>
<b>8.</b>	<b>VISITORS .....</b>	<b>8</b>
<b>9.</b>	<b>POLITICAL DONATIONS .....</b>	<b>8</b>
<b>10.</b>	<b>CHARITABLE DONATIONS .....</b>	<b>8</b>
<b>11.</b>	<b>RECORD KEEPING .....</b>	<b>9</b>
<b>12.</b>	<b>FAIR TREATMENT.....</b>	<b>9</b>
<b>13.</b>	<b>TRAINING AND CERTIFICATION.....</b>	<b>9</b>
<b>14.</b>	<b>MONITORING AND POLICY REVIEW.....</b>	<b>10</b>

**APPENDIX 1 - Red Flags to Help Spot Bribery and Corruption Risks**

**APPENDIX 2 – Tensar Compliance Report Web Portal and Telephone Hotline Service for Reporting Bribery or Corruption Concerns**

**APPENDIX 3 - Tensar Business Associate Background Questionnaire**

**APPENDIX 4 - Key Policy Principles for Business Associates**

# **TENSAR ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY**

## **A. POLICY STATEMENT**

- A.1 **Tensar is committed to upholding high standards of ethics and business conduct. We recognize that our reputation for integrity is one of our most valuable assets. Bribery and corruption are a threat to our core values, to our Employees and to our business. Therefore, we do not engage in or allow bribery or corruption in our organization or business dealings anywhere in the world.**
- A.2 Tensar will comply with all applicable laws which relate to countering bribery and corruption and satisfying related record keeping requirements. These include the US Foreign Corrupt Practices Act, the UK Bribery Act and applicable laws in other countries.
- A.3 This Policy provides guidance to help all Employees adopt a risk management approach to avoid bribery and corruption risks and to deal with such issues appropriately. The intention is that anti-bribery and anti-corruption compliance is an overall organizational responsibility. All Tensar Employees are responsible for the implementation and success of this Policy, not just any one department or function. We should all read it, understand it, comply with it and use it to prevent violations and to report any suspected risks or wrongdoing. This Policy consists of this Policy Statement, plus the attached Appendix 1 - "Red Flags to Help Spot Bribery and Corruption Risks", Appendix 2 - "Tensar Compliance Report Web Portal and Telephone Hotline Service for Reporting Bribery or Corruption Concerns", Appendix 3 - "Tensar Business Associate Background Questionnaire" and Appendix 4 - "Key Policy Principles for Business Associates".
- A.5 This Policy should be read in conjunction with the Tensar Guidelines on Gifts, Hospitality and Other Business Courtesies applicable to the territories in which we operate. These Business Courtesy Guidelines provide specific rules, limits and conditions for giving or receiving gifts, hospitality, meals, tickets to sports or other events, travel and the like. Your compliance with this Policy also requires your compliance with the Business Courtesy Guidelines.
- A.6 For the use of Employees: (i) this Policy Statement, (ii) the list of names and contact details for the Tensar Leadership Team and Tensar Compliance Representatives, (iii) the Business Associate Background Questionnaire, (iv) the Key Policy Principles document to be provided to our Business Associates (v) the Business Courtesy Guidelines, and (vi) other relevant information concerning this Policy are all available on the Tensar Geonet or from the Legal or Finance Department at Tensar Central Office. This Policy is also posted on the Corporate website at [www.tensarcorporation.com](http://www.tensarcorporation.com).

## **B. APPLICATION**

- B.1 This Policy applies worldwide to:
- (a) Tensar Corporation, its immediate shareholder TAC Holdco Inc., and the immediate shareholder of TAC Holdco Inc. which is TAC Acquisition Corp; and
  - (b) all direct and indirect subsidiaries of Tensar Corporation (including partially-owned companies controlled by Tensar and the subsidiaries of such companies); and
  - (c) all employees, executives, officers and directors of the above companies; and
  - (d) any successors and assigns of the above companies.
- B.2 For companies not controlled by Tensar in which we have a partial ownership interest, we will seek in good faith to use our influence to the extent reasonably possible under the circumstances to cause such company to implement and maintain an anti-bribery and anti-corruption compliance policy, a system of internal controls to avoid bribery and corruption risks and to comply with the Key Policy Principles.
- B.3 This Policy applies not only to dealings with Government Officials but also to dealings with private persons and companies.
- B.4 Tensar's Business Associates are also required to comply with anti-bribery and anti-corruption laws including but not limited to the US FCPA, UK Bribery Act and the laws of other countries to the full extent that these laws may apply to them with respect to any Tensar-related business activity. Every Business Associate is to be provided with the Key Policy Principles.

## **C. DEFINED TERMS**

As used in this Policy, the following terms shall have the following meanings:

**"bribery"** is where someone offers, gives, asks for or receives a gift, a payment or some other benefit in order to bring in or retain business, or to obtain a contractual, regulatory, financial or other advantage, or to get someone to improperly perform a role or to improperly influence them in their decision-making process and a **"bribe"** is such gift, payment or other benefit.

**“Business Associate”** means a person, firm or company outside of Tensar who receives products or services from, or provides products or services to, Tensar. This potentially includes the distributors, dealers, licensees, contractors, agents, suppliers, consultants and others with whom Tensar does business, or with whom we seek to do business, or who seek to do business with Tensar. Companies not controlled by Tensar in which we have a partial ownership interest may also be considered Business Associates.

**“Business Associate Background Questionnaire” or “Background Questionnaire”** means the questionnaire set forth in [Appendix 3](#) to be used in screening Business Associates and potential Business Associates with respect to their business credentials and reputation and any potential issues with respect to their compliance with applicable anti-bribery and anti-corruption laws.

**“Business Courtesy”** means any item or service in connection with Tensar business which has monetary value for which fair value is not paid by the recipient. Business Courtesies include without limitation: gifts, entertainment, meals, drinks, lodging, transportation, recreation, promotional items, tickets for sports or other events, and the like.

**“Business Courtesy Guidelines”** means the Tensar written Tensar Guidelines on Gifts, Hospitality and Other Business Courtesies, as amended from time to time, which deal with providing or receiving gifts, hospitality, meals, recreation, event tickets and other Business Courtesies. The Business Courtesy Guidelines include specific rules, limits and conditions applicable to the various territories where Tensar operates. The Business Courtesy Guidelines are available on the Tensar Compliance Report Web Portal and also from the Legal, Finance or Human Resources Department at Tensar Central Office.

**“cash/cash equivalent”** includes but is not limited to physical currency, checks/cheques, pre-paid credit cards, monetary loans and virtual currency.

**“Company”** means Tensar Corporation and its subsidiaries.

**“corruption”** is where someone misuses the power entrusted to them, or where they breach the duties expected of them, for personal gain.

**“Employee”** means any employee, manager, executive, director, officer or member of the board of directors of any Tensar company.

**“facilitation payment”** is a payment or gift made to secure or speed up routine governmental administrative actions such as issuing visas or other immigration papers, work permits, licences or other official documents, releasing goods held in customs, or obtaining utility or other services (e.g. electricity, water, gas, telecommunications, security). Such a payment may be made to speed up actions that would normally be eventually performed anyway. Also known as a **“grease payment”**.

**“family member”** means an individual’s (i) spouse, partner or significant other (i.e. domestic partner or other relationship where a financial commitment or marital engagement exists), (ii) parent, step-parent, or an individual who acts in the capacity of a parent, (iii) child, step-child, sibling, step-sibling, or dependent, (iv) aunts, uncles or cousins, (v) grandparents, (vi) in-laws, including the same relationships delineated above, or (vii) substantially similar relationships whether family or personal.

**“Government Official”** means:

- (a) An officer or employee of a government department or agency (e.g. civil servant, local government inspector or engineer, customs or tax official, judge, police, member of the armed forces, etc.).
- (b) An officer or employee of a “public international organisation” or any person acting in an official capacity for or on behalf of such public international organization (e.g. the United Nations, the World Bank, the European Commission).
- (c) An employee of a company or other business entity in which a government body has an ownership interest and/or over which such governmental body may, directly or indirectly, exercise a dominant influence (e.g. a state owned enterprise, government design institute or government inspection or approval agency).
- (d) A political party, member of a political party, or candidate for political office.
- (e) Any person known or suspected to be a close family member or associate of any of the above or companies who are controlled by close family members or associates of any of the above.

**“Immediate Manager”** means the Tensar Employee(s) you report to and from whom you regularly take your work instructions.

**“Key Policy Principles”** means the document set forth in [Appendix 4](#) which explains the parts of this Policy applicable to Business Associates. The Key Policy Principles are available in multiple languages and can be downloaded from the Tensar Geonet.

**“kickback”** is where a portion of the revenue from a contract or some other amount is returned to the person (or his/her designee) who influenced the award of such contract or benefit.

“lavish or extravagant” in the context of Business Courtesies is difficult to define by means of a specific monetary amount, and so is based on common sense judgment considering all the circumstances involved, the overall standard of living in the particular location, and reasonable marketplace practices. If the fair value or frequency of a Business Courtesy is excessive based on this standard, then it may be considered lavish or extravagant.

“Policy” means this Anti-Bribery and Anti-Corruption Policy, as amended from time to time.

“Red Flag” means a circumstance that can signal a problem or potential violation of the US FCPA, the UK Bribery Act, this Policy or other applicable laws. Red Flags include, but are not limited to, those situations listed in [Appendix 1](#).

“Tensor” means Tensor Corporation and its subsidiaries.

“Tensor Central Office” means the US Headquarters or the Tensor main office located in the United Kingdom (or any successor location).

“Tensor company” means any of the entities referred to in Section B.1(a) and (b) above.

“Tensor Compliance Report Web Portal” means the Company web portal (with instructions in multiple languages) at [www.tensorcorporation.ethicspoint.com](http://www.tensorcorporation.ethicspoint.com) which is arranged through an outside service provider and is dedicated for use by Employees to report any bribery or corruption concerns or questions under this Policy (such reports can be made anonymously if the person so desires).

“Tensor Compliance Representative” means (i) any member of the Tensor Leadership Team, (ii) the Vice President/Corporate Controller at US Headquarters, (iii) the head of the Finance Department or Legal Department at Tensor Central Office, or (iv) any other person listed as a Tensor Compliance Representative on the Tensor Geonet.

“Tensor Geonet” means the SharePoint intranet portal for internal Company information, file sharing, policies and other documents. Under this Policy the Tensor Geonet site is used (i) to post this Policy and any amendments, (ii) to post the names and contact details for Tensor’s Compliance Representatives and Tensor Leadership Team, (iii) to post the Key Policy Principles so that they can be shared with Business Associates, (iv) to download, upload and store the Background Questionnaire used for screening Business Associates, and (v) to access other information about this Policy and other relevant Tensor policies.

“Tensor Leadership Team” means (i) the Chief Executive Officer of Tensor at US Headquarters, (ii) those other Tensor Employees wherever located who report directly to the Chief Executive Officer, (iii) the Tensor Vice-President for Asia Pacific, and (iv) any other person identified as a member of the “Tensor Leadership Team” on either the Tensor corporate website at [www.tensorcorporation.com](http://www.tensorcorporation.com) or the Tensor Geonet.

“UK Bribery Act” means the UK Bribery Act 2010.

“US FCPA” means the US Foreign Corrupt Practices Act, as amended.

“US Headquarters” means the head office for the worldwide group of Tensor companies located in Alpharetta, Georgia in the United States of America (or any successor location).

## 1. AVOIDING BRIBERY AND CORRUPTION

**No Employee, Business Associate or other person in connection with Tensor is authorized to or shall, directly or indirectly through another person, promise, offer or give, or authorize the promise of, offer to or giving to any person (including any private person, Government Official, political candidate or political party, or any of their family members) (i) a bribe (ii) a kickback or (iii) any other payment, Business Courtesy or anything of value which is, or could be perceived to be, for the purposes of improperly obtaining or improperly retaining business or obtaining an improper commercial advantage for Tensor.**

**No Employee, Business Associate or any other person is authorized to, nor shall they, seek, accept or agree to receive any bribe, kickback or other payment or anything of value which is, or could be perceived to be, for any improper purpose in connection with Tensor.**

**Cash (i.e. physical currency) payments and receipts of any kind to or from a third party are prohibited. The only exceptions are the occasional documented petty cash disbursement made in accordance with Tensor Finance processes and procedures.**

**No Employee, Business Associate or other person shall authorize, promise, offer or make any facilitation payment or grease payment on behalf of or for the benefit of Tensor.**

### 1.1 A bribe may include:

- (a) cash or cash equivalent, or
- (b) anything of value to the person being bribed (this can include excessive gifts and other Business Courtesies, charitable or political donations that benefit an individual, personal loans, employment opportunities for relatives, etc.), or

- (c) a kickback; or
  - (d) a facilitation payment or “grease payment”.
- 1.2 Even relatively small items can violate the “anything of value” standard under the US FCPA and UK Bribery Act particularly when Government Officials are involved.
- 1.3 A bribe does not actually have to be paid to violate the law. An offense can occur simply because a bribe has been offered or requested. The person giving a bribe can also be found guilty even if the person receiving the bribe does not improperly perform their role in return for the bribe.
- 1.4 US nationals (individuals and companies) can be prosecuted for violation of the US FCPA, and British nationals (individuals and companies) can be prosecuted for violation of the UK Bribery Act, regardless of where in the world such violation occurs.
- 1.5 Under the UK Bribery Act, there is a separate specific legal duty to have adequate procedures in place to prevent Tensar and Business Associates from committing a bribery violation. Therefore, it is not only the person committing the bribery offense who can be prosecuted, but also the Company and those Employees who failed to prevent such offense from occurring in the first place.
- 1.6 The Company and its Employees can also be liable for a bribe made by a third party even if that party is not subject to the US FCPA or UK Bribery Act, and even if the Company and Employee had no knowledge that the third party was offering a bribe. You can be deemed to have “knowledge” where the relevant circumstances should reasonably alert you of a high probability of the existence of bribery. Therefore, ignoring suspicious circumstances or Red Flags or choosing not to report or look into suspicious activity, can subject the Company and Employees to prosecution. The existence of a Red Flag does not of itself mean that we cannot proceed with a particular transaction or activity but it does mean that the matter requires greater scrutiny and approval as envisaged by this Policy.
- 1.7 Facilitation payments are not to be made even if they are for nominal amounts or are considered “normal” practice in the country in question. However, required administrative fees for fast track or expedited services, for example to expedite the handling of a passport or visa application, are not prohibited facilitation payments, and thus can be made, if such fees are published or otherwise set forth in an open manner, allowed under local laws and you obtain a receipt for such payment.
- 1.8 If a demand for a facilitation payment is accompanied by an immediate threat to personal safety or security, then put safety first and go ahead and make the payment. Then, within two (2) working days of the incident, document the circumstances and the amount of the payment and report it according to the procedures set forth in Section 3.1 below.

## **2. CONSEQUENCES FOR VIOLATION**

- 2.1 Honesty and candour are required under this Policy. The Company will not tolerate those who conceal relevant information or who seek to achieve results at the cost of violation of law or of this Policy, or by sacrificing Tensar’s well-founded reputation for integrity.
- 2.2 Anyone who is found to have given, offered or received a bribe or kickback, to have engaged in other acts of bribery or corruption, to have turned a blind eye in failing to prevent or report such activity, or who otherwise violates this Policy, will be subject to disciplinary action which may ultimately lead to termination of employment or, in relation to a third party, termination of Tensar’s business relationship with such party.
- 2.3 Violation of this Policy or any related applicable law can have other serious consequences including but not limited to:
- (a) Tensar and the Business Associate involved can be prosecuted and have to pay large fines. Fines imposed under the US FCPA have been up to many millions of dollars and are potentially unlimited in the UK.
  - (b) Companies can be prevented from tendering or being awarded public contracts and can be required to pay to the government as a penalty all profits obtained as a result of acts relating to bribery or corruption.
  - (c) Tensar can suffer serious tax and financial audit consequences.
  - (d) Individuals can be prosecuted, fined, imprisoned and disqualified from acting as a company executive for Tensar or another business. Managers and directors can also be held personally liable where they become aware that bribery or corruption is taking place and do not take appropriate measures to prevent it.
  - (e) Tensar and its Business Associates can be criticized by the public and competitors and thereby put at a competitive disadvantage.
  - (f) Tensar’s relationships with its shareholders, auditors, lenders and customers can be negatively affected, particularly if Tensar is seen as a business which is risky to deal with from a compliance perspective.

### 3. **REPORTING REQUIREMENTS**

- 3.1 If you believe there has been a possible violation of this Policy or you have any other concern or suspicion of a bribery or corruption issue (whether within Tensar or with a Business Associate or otherwise), then you are to immediately report the matter either in person, by email, by telephone or via the internet as follows:
- (a) directly to your Immediate Manager, or
  - (b) if for any reason you would prefer not to report the matter to your Immediate Manager, then you are to report it directly to either
    - (i) to a Tensar Compliance Representative which means any one of the following Employees:
      - (A) the Chief Executive Officer of Tensar at US Headquarters; or
      - (B) any member of the Tensar Leadership Team; or
      - (C) the head of the Legal Department or Finance Department at Tensar Central Office; or
      - (D) the Vice President/ Corporate Controller for Tensar at US Headquarters, or
      - (E) any other Employee identified as a Tensar Compliance Representative (names and contact details are posted on the Tensar Geonet and Tensar Compliance Report Web Portal), or
    - (ii) to the Tensar Compliance Report Web Portal or the Telephone Hotline Service which are available worldwide in multiple languages as per the instructions set forth in Appendix 2. Such reports can be provided anonymously if the person reporting so chooses and are forwarded automatically to the head of the Legal Department and Finance Department at Tensar Central Office and to the Vice President/Corporate Controller of Tensar at US Headquarters.
- 3.2 Providing and/or receiving gifts, hospitality, recreation, meals, event tickets and other Business Courtesies are also subject to the specific rules, limits and conditions set forth in the Business Courtesy Guidelines for the territory.
- 3.3 When a bribery or corruption report has been made under this Policy, the person within Tensar who receives the report has a duty to immediately review the matter and to immediately bring into such review process the head of the Legal Department or Finance Department at Tensar Central Office. Whichever of these two Department heads first receive the report shall then promptly consult with (i) the other Department head, (ii) the relevant member of the Tensar Leadership Team, and (iii) other appropriate Tensar Compliance Representatives regarding the proper handling of the matter. Any investigations may take place internally or also involve outside resources. Such investigations will be handled promptly and discreetly with due regard for confidentiality to the extent practically possible and a decision will be made as to what action needs to be taken. An Employee reporting a potential violation or issues under this Policy in good faith shall not be subject to any form of retaliation, regardless of whether a Policy or other violation actually took place. See Section 12 for further information on how such reports are treated.
- 3.4 With respect to partially owned companies controlled by Tensar, the matter should be reported to:
- (i) the Tensar Employee who is the key Tensar point of contact for the partially-owned company, or
  - (ii) any of the Employees, or through the Tensar Compliance Report Web Portal Web Portal or Telephone Hotline Service, identified in Section 3.1 above.
- 3.5 Employees are not to disregard known circumstances or Red Flags, whether involving the Company, a Business Associate or other Tensar-related activity, which could reasonably alert one to potential violations of applicable anti-bribery and anti-corruption laws or this Policy. Instead, such circumstances are to be promptly reported under this Policy.
- 3.6 The head of the Legal Department at US Headquarters is responsible for determining, in consultation with the head of the Finance Department and the Chief Executive Officer at US Headquarters, whether any matter arising under this Policy should be self-reported by the Company to the US, UK or other government regulatory bodies.

### 4. **DEALING WITH GOVERNMENTS AND GOVERNMENT OFFICIALS**

**No Employee, Business Associate or other person is authorized to or shall, either directly or indirectly through another person, offer, pay, provide, or promise to pay or provide, or authorize the promise, offer or giving of money or anything of value (including but not limited to Business Courtesies):**

- (i) **to any Government Official or his or her family member or anyone else associated with the Government Official in order to influence any act or decision of such Government Official or to get such Government Official to do or not to do any act in violation of official duties, or**
- (ii) **to get a Government Official to use his or her influence with the government or any state-owned enterprise for the purpose of obtaining or retaining business, or obtaining any commercial advantage, for Tensar.**

- 4.1 Dealing with Government Officials receives extra scrutiny under the law and by regulators. Employees and Business Associates must therefore be especially careful when engaging with Government Officials including with respect to providing or receiving gifts, hospitality, recreation, meals, event tickets and other Business Courtesies. See the Business Courtesy Guidelines for specific rules, limits and conditions.

## 5. **DEALING WITH TENSAR BUSINESS ASSOCIATES**

**Business Associates are not to give or receive payments or anything of value in connection with Tensar in violation of applicable anti-bribery and anti-corruption laws, this Policy, or the Business Courtesy Guidelines.**

- 5.1 It is the responsibility of those Employees dealing with Business Associates to ensure that they are made aware of this Policy. The Key Policy Principles are to be provided to Business Associates so that they understand our Policy and what is expected of them. Business Associates who are unable or unwilling to comply with Tensar's requirements, or to accept such requirements in their written contracts with Tensar, or to periodically certify compliance with such requirements, must not be engaged by Tensar. The Legal Department at Tensar Central Office will periodically request that Business Associates provide compliance certifications to the Company. Those Employees who manage the relationship with the Business Associates are to assist in collecting these certifications from the Business Associates for submission to the Legal Department, or such Employees are to promptly report to the Legal Department if for any reason a Business Associate will not provide such certification.
- 5.2 Tensar's contracts with Business Associates are to set out in a manner which can be easily understood the services to be provided, the amount to be paid for such services, the payment terms, and the transparent manner in which such payments are to be made in compliance with applicable law. Charges should be consistent with agreed terms and otherwise reasonable in amount. Contracts with Business Associates such as distributors, dealers, licensees, agents and the like are to include: -
- (a) an obligation on the part of the Business Associate to comply with the US FCPA, the UK Bribery Act and any other applicable anti-bribery and anti-corruption laws in connection with their Tensar-related business,
  - (b) an obligation on the part of the Business Associate to cooperate and provide access to related records and accounts (with due regard for the protection of its legitimate confidential business information) in the event of any related investigation by Tensar or government authorities, and
  - (c) a right of immediate termination by Tensar in the event of a breach by the Business Associate of these obligations.

## 6. **SCREENING AND DUE DILIGENCE OF BUSINESS ASSOCIATES**

- 6.1 An important factor in reducing Tensar's bribery and corruption risk is to be careful in choosing those Business Associates with whom we do business. In this regard, Tensar adopts a risk-based approach designed to help identify circumstances that may give rise to potential US FCPA, UK Bribery Act or similar concerns. This includes a due diligence process for evaluating and screening proposed or existing Business Associates. The degree of diligence is based upon the degree of perceived risk.
- 6.2 The first step is to complete the Background Questionnaire under the following circumstances: (i) for new Business Associates, or (ii) when there is a material change of relationship with an existing Business Associate, or (iii) when there is a known change in ownership or control of a Business Associate under circumstances described in Section 6.4(a) or (b) below. This Background Questionnaire can be downloaded from the Tensar Geonet and is also available from the Legal or Finance Department at Tensar Central Office.
- 6.3 The second step is to conduct either a basic screening or an enhanced investigation as follows:
- (a) **Basic Screening.** This consists of verifying the Business Associate's identity and business registration, conducting a credit check, screening against sanctions and watch lists, checking publicly available business references or information available from relevant embassies or consular offices in the country, and performing a general online search.
  - (b) **Enhanced Investigation.** This involves a more comprehensive background check, which may involve using the services of a specialized outside service provider available to Tensar (using its online research or other resources), and may also include an office or facility visit, in person interview and/or other measures.
- 6.4 An enhanced investigation of a Business Associate is to be done in connection with the completion of a Background Questionnaire if the information gathered raises a particular issue or concern. In any case, an enhanced investigation is to be performed under the following circumstance, and any others where there is a perceived heightened risk under this Policy:
- (a) when the Business Associate can reasonably be expected to regularly interact with Government Officials in connection with Tensar business, especially with respect to matters such as public procurement, government contracts or licenses, Company tax matters and other such government affairs; or
  - (b) when the country involved is considered to have a higher corruption risk based on, for example, the Corruption Perception Index of the independent organization known as Transparency International ([www.transparency.org](http://www.transparency.org)); or

- (c) when there is a known change in ownership or control of a Business Associate where the circumstances in 6.4 (a) or (b) above also exist; or
- (d) when a perceived Red Flag in connection with any existing or proposed relationship with a Business Associate or other circumstances cause a reasonable concern or suspicion of a potential violation of this Policy, the US FCPA, the UK Bribery Act or other applicable law.

6.5 The initial risk assessment to determine the appropriate level of diligence is to be made by the Tensar manager(s) with primary responsibility for the relationship with the Business Associate, in consultation with a relevant member of the Tensar Leadership Team. The Legal Department or Finance Department at Tensar Central Office can also assist with such assessment. The Legal Department at Tensar Central Office has resources available from outside service providers (using their online research and other resources) which can be used to assist the relevant Tensar manager with either a basic screening or enhanced investigation. The results of an enhanced investigation are to be evaluated on a collaborative basis by the relevant member of the Tensar Leadership Team in consultation with other relevant Compliance Representatives or managers, and by the Legal Department or Finance Department at Tensar Central Office.

6.6 Completed Business Associate Background Questionnaires (with the relevant Employee and Tensar Leadership Team signatures) are to be uploaded to the Tensar Geonet by the commercial team that handled the Background Questionnaire. The Tensar Geonet will automatically inform relevant Tensar Compliance Representatives that the document has been submitted. If the Background Questionnaire includes an "Approval" signed off by the Tensar Leadership Team member, then the engagement or other action with the Business Associate may proceed, unless the Legal or Finance Department at a Tensar Central Office or another Compliance Representative has a concern or objection. During this diligence and Background Questionnaire process, no action should be taken to implement the planned business arrangement or activity until the process is completed (and subject to any particular condition resulting from the approval process).

6.7 All completed Background Questionnaires, and basic screening and enhanced investigation results, are to be maintained as Company records on the Tensar Geonet or as otherwise determined by the Legal and Finance Department at Tensar Central Office.

## **7. BUSINESS COURTESIES (GIFTS, MEALS, EVENT TICKETS, ETC.)**

**No Employee, Business Associate or other person in connection with Tensar shall offer, give, accept or authorize any gift, hospitality, recreation, meals, event tickets or other Business Courtesy, irrespective of value, whenever it could affect or influence, or be perceived to affect or influence, the award or retention of contracts or other business or could otherwise confer an improper commercial advantage to Tensar.**

**All gifts, hospitality, recreation, meals, event tickets and other Business Courtesies must be reasonable, proportionate and allowed under the Business Courtesy Guidelines applicable to the territory. The associated expenses are to be properly documented and recorded in a transparent manner in the Company's books and records.**

**Employees, Business Associates and other persons in connection with Tensar should not solicit gifts, hospitality, recreation, meals, event tickets or other Business Courtesies or benefits.**

**Giving or receiving of gifts of cash or cash equivalent is prohibited.**

**Extra care must be observed with respect to gifts, hospitality, recreation, meals, event tickets and other Business Courtesies provided to or received from Government Officials.**

7.1 Reasonable and bona fide meals, hospitality and other Business Courtesies, given or received, are part of normal business relationships. There is nothing wrong with getting to know your customer or Business Associate better, or seeking to enhance the image of Tensar and knowledge of our products, services, technologies and people within the industries and communities we serve. However, we need to make sure that Business Courtesies, given or received, do not cross the line in violation of this Policy, the Business Courtesy Guidelines, the US FCPA, the UK Bribery Act or other applicable laws, or the internal policies of our customers and other Business Associates.

7.2 Gifts, hospitality, recreation, meals, event tickets and other Business Courtesies can become of a greater concern from a bribery and corruption perspective depending on their value and frequency, the part of the world, the persons involved and their job level/responsibilities, and other relevant circumstances. The Business Courtesy Guidelines applicable to the territories where we operate provide specific rules, limits and conditions for giving and receiving Business Courtesies.

7.3 Gifts of cash or cash equivalents or payment of personal bills or expenses should never be made or received.

7.4 The giving of Tensar branded gifts of nominal value is allowed. However, when non-Tensar branded gifts are given they should be (i) of nominal value, (ii) given only as a goodwill gesture, a courtesy or as a token of regard or esteem, and (iii) allowed within the rules and conditions in the Business Courtesy Guidelines. For Government Officials the standard is stricter – no gifts other than Tensar branded items or gifts of nominal value as set forth in the Business Courtesy Guidelines should be provided to Government Officials unless a legitimate business case is made and the gift is approved in advance as per the Business Courtesy Guidelines.



- 7.5 The receipt by an Employee of a gift of nominal value from a Business Associate or other third party which includes its business brand, or an unbranded gift which is otherwise of nominal value, is generally acceptable. However, all gifts are subject to the specific rules, limits and conditions in the Business Courtesy Guidelines.
- 7.6 When providing samples of our products, if the Tensar product is potentially of personal use to the recipient, the quantities of such samples should be restricted to an amount that is not sufficient to be practically useful (for example, we would not provide a retaining wall for a person's home as a "sample" or "demonstration").

## **8. VISITORS**

- 8.1 The Company sometimes receives visits from outside visitors and Government Officials. These visits are generally to promote, demonstrate and explain the uses and benefits of Tensar products, services and technologies. Any applicable Company approval process and advance notice required in connection with important visitors, including any additional requirements for visitors taking a factory tour (e.g. signing a secrecy agreement), should be followed. Also, if the Company is requested to assist a Government Official, Business Associate or anyone else who is not an Employee with respect to obtaining a visa or other immigration papers, then this must be justified to and approved by a member of the Tensar Leadership Team. All such decisions should be documented.
- 8.2 In connection with Company visitors, there should be no attempt to influence decisions by offering improper personal benefits to such persons. Normally a visitor would pay for his or her own travel and accommodation when visiting Tensar, especially if sightseeing or side trips are involved. There are sometimes exceptions for expenses related to training sessions, conferences hosted by the Company, and other special circumstances. Any Business Courtesies paid by Tensar for any visitor, but Government Officials in particular, must be reasonable, allowed under the Business Courtesy Guidelines and relate to a legitimate Tensar business purpose.
- 8.3 Tensar normally will not pay the cost of family members accompanying a visitor; and we would not expect family members to participate in Tensar business activities. In the interests of building a professional and business relationship with a business visitor, it is sometimes appropriate for their family members to attend a social event hosted by Tensar during the visit. However, such hospitality given by Tensar must at all times remain reasonable, proportionate and in accordance with the Business Courtesy Guidelines. For Government Officials the standard is stricter as outlined in the Business Courtesy Guidelines.

## **9. POLITICAL DONATIONS**

**Tensar does not make political contributions, whether in cash or in kind, anywhere in the world.**

- 9.1 The use of Tensar's funds or resources to contribute to any political activity, whether to political parties, their representatives, organisations, campaigns or individuals, is prohibited. Bribes can be concealed in the form of political donations and we need to ensure that no Government Officials try to use such contributions as a bargaining tool.
- 9.2 Tensar recognises the right of its Employees and others engaged by Tensar to participate as individuals in the political process and, where expressly allowed under applicable local laws, to make political donations using their personal funds. This is permitted, subject to making it clear that you do not represent Tensar in doing so, and that your views and actions are your own. You should not agree to make any personal political donation when negotiating contracts or conducting business on behalf of Tensar which could be influenced by such a donation. You should ensure that any such payment does not constitute a bribe or a violation of this Policy.
- 9.3 Individuals who are politically active or make donations in their individual capacity must:
- (a) ensure that any contributions of money or services are made in accordance with applicable law,
  - (b) not use Company time, property or equipment to carry out or support their political activity,
  - (c) consider the appearance of any conflict of interest in their professional capacity versus personal political affiliations, and
  - (d) engage in the political process on their own time and using their own resources.
- 9.4 Any exceptions to this Policy must be approved in writing and in advance by the Chief Executive Officer of Tensar at US Headquarters.

## **10. CHARITABLE DONATIONS**

**Tensar will only make charitable donations if they have been approved by the Immediate Manager, the Tensar Human Resources Department at Tensar Central Office and a member of the Tensar Leadership Team, and are in accordance with this Policy.**

- 10.1 Tensar supports local charities from time to time. In doing so, the Company must be certain that the donation is for proper charitable purposes and will not be used in violation of any anti-bribery or anti-corruption laws or this Policy. All Company donations must be approved in advance by (i) your Immediate Manager, (ii) the Human Resources Department at Tensar Central Office and (iii) the relevant local member of the Tensar Leadership Team.

- 10.2 Where charitable donations are approved, Company donations must be given to a charitable organisation registered in accordance with applicable local law, and not given to an individual.

## **11. RECORD KEEPING**

**Tensar will maintain books, records and accounts which, in reasonable detail, accurately, fairly and timely record and reflect all of Tensar's transactions.**

- 11.1 Tensar will maintain a system of internal accounting controls sufficient to reinforce compliance with this Policy as determined and reviewed from time to time by the Chief Financial Officer of Tensar at US Headquarters and to provide reasonable assurance that:
- (a) Transactions are executed in accordance with the Tensar Leadership Team's general and specific authorisation (as may be delegated to others within Tensar).
  - (b) Transactions are recorded as necessary to:
    - (i) permit preparation of financial statements in conformity with generally accepted U.S. (or international or national accounting principles) or other criteria applicable to such statements, and
    - (ii) maintain accountability of Tensar's assets.
  - (c) Access to Tensar's assets and funds is permitted only in accordance with the Tensar Leadership Team's general and specific authorisation (as may be delegated to the Tensar Finance Department or others within Tensar).
  - (d) The accounts recorded on Tensar's balance sheet should be reconciled to the underlying accounting detail at reasonable intervals and, where appropriate, compared to the physical assets. Appropriate action should be taken with respect to significant differences.
- 11.2 All accounts, invoices, memoranda and other documents and records relating to dealings with Business Associates or other third parties should be accurate and complete in all material respects. No payments or transactions shall be kept "off book" to facilitate or conceal improper payments. There should be no false or misleading accounting entries or expense claims relating to any payments.
- 11.3 For avoidance of doubt, these record-keeping requirements apply to all Tensar companies worldwide.

## **12. FAIR TREATMENT**

- 12.1 You are expected to raise concerns about any issue or suspicion of breach of this Policy at the earliest possible stage in accordance with Section 3. You must not ignore your concerns or "turn a blind eye" to an actual or potential issue or risk. When in doubt about the appropriateness of any conduct, you should seek guidance following the same process used for reporting as set forth in Section 3.1 above, before taking any action that might subject Tensar or yourself to potential liability for breach of the US FCPA, the UK Bribery Act or any other applicable law.
- 12.2 Your questions or concerns will be taken seriously and answered or investigated quickly. Reports of bribery or corruption concerns will be handled discreetly with due regard for confidentiality and anonymity (if requested by the reporter) to the extent practically possible.
- 12.3 Individuals who raise concerns or report another's suspected wrongdoing, or are otherwise involved in a Company investigation, are sometimes worried about possible repercussions. The Company encourages openness and will support anyone who raises a genuine concern in good faith under this Policy, even if they turn out to be mistaken. On the other hand, those that knowingly make false reports, or who fail to report known or suspected wrongdoing of which they have knowledge, are subject to disciplinary action which may include termination of employment or, for third parties, termination of Tensar's business relationship with such party.
- 12.4 The Company is committed to ensuring that no one suffers retaliation or other detrimental treatment as a result of refusing to take part in bribery or corruption or because of reporting in good faith their suspicion that an actual or potential bribery or corruption offense has taken or may take place. If you believe that you have suffered any such unfair treatment, you should immediately inform the Human Resources Department at Tensar Central Office. If the matter is not remedied, you should raise it formally using the grievance procedure made available to you by the Human Resources Department.

## **13. TRAINING AND CERTIFICATION**

- 13.1 All Employees will be provided (by email or in another format) with a copy of this Policy. Up-to-date versions of these documents will also be made available on the Tensar Geonet for general access by Employees and on the Tensar Compliance Report Web Portal Web Portal. All Business Associates are to be provided with a copy of the Key Policy Principles via the Employee who manages the relationship with such Business Associate.
- 13.2 Training sessions regarding this Policy and compliance with applicable anti-bribery and anti-corruption laws will be provided to Employees who are selected by management as working in environments or in a role which has particular exposure to these risks. All of management, including senior employees, directors and department heads worldwide (including those in wholly-owned subsidiaries, or partially-owned subsidiaries controlled by Tensar) will be provided with

such training. Business Associates may also receive training at conferences or other gatherings hosted by Tensar, or in another format, from time-to-time.

- 13.3 Tensar's expectations and requirements regarding anti-bribery and anti-corruption must be communicated to all Business Associates before the Company starts a business relationship with them and on a regular basis thereafter. They must commit to complying with applicable anti-bribery and anti-corruption laws and our related requirements in writing prior to implementing a business relationship.
- 13.4 Employees are required to provide a written acknowledgement of receipt of this Policy and to certify in writing from time to time as to their continuing compliance with their obligations under this Policy (which acknowledgement and certification may be provided by email if so indicated in the Company's request). Business Associates will be required to provide a written acknowledgement of receipt of the Key Policy Principles and to certify in writing from time to time as to their continuing compliance with these Key Policy Principles.
- 13.5 The Legal Department at each Tensar Central Office will provide support and guidance in relation to any questions and ongoing training in relation to this Policy and the Finance Department at each Tensar Central Office will do the same with respect to appropriate internal financial controls and other accounting and expense related matters.

#### **14. MONITORING AND POLICY REVIEW**

- 14.1 All Tensar management teams and departments from the top down should regularly consider the actual or potential bribery and corruption risks they face in their part of our business and consult with the Legal and/or Finance Departments at either Tensar Central Office if they feel further risk mitigation advice or measures may be needed.
- 14.2 The Finance Department at each Tensar Central Office has implemented, and will continue to implement, appropriate internal controls throughout all Tensar companies worldwide. These are to ensure that there is transparency and accuracy in detecting and reporting on matters relevant to this Policy, and also in accurately recording all payments made by the Company. The Finance Department at each Tensar Central Office, and the Company's external independent auditors, will also conduct certain reviews from time to time to ensure compliance with the Company's internal financial controls and other aspects of this Policy.
- 14.3 The Legal Department and Finance Departments at each Tensar Central Office, in conjunction with other Tensar Compliance Representatives, will review the Tensar Compliance Report Web Portal Web Portal and Telephone Hotline Service from time-to-time to assess their utility and effectiveness.
- 14.4 The Legal Department at each Tensar Central Office will also keep abreast of legal and regulatory developments in order to keep this Policy up to date and in compliance with applicable laws.
- 14.5 This Policy supersedes any prior Tensar policy covering the same subject matter. This Policy may be amended from time to time by Tensar in which case the amendments will be distributed in the same manner as this Policy. This Policy may be translated into multiple languages and, in the event of any conflict, the English language version shall prevail.

## **APPENDIX 1**

### **TENSAR ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY**

#### **RED FLAGS TO HELP SPOT BRIBERY AND CORRUPTION RISKS**

The following is a list of circumstances (“Red Flags”) that may indicate a potential problem or violation under this Policy, the US FCPA, UK Bribery Act or other law. There may be circumstances, other than these examples, which also raise a heightened concern about a Business Associate or potential Business Associate.

- (a) Person or his/her business is on a government or international sanctions list or watch list for improper activities (customs, exports/imports, terrorism, money laundering, fraud, corruption, other violations)
- (b) Person has been the subject of media or internet attention, suspicious rumours, or law enforcement scrutiny for criminal activities, improper business practices or other issues related to business or personal integrity
- (c) Person refuses to cooperate in providing reasonably requested information regarding that person’s business, the ownership of the business, relationships with Government Officials, or other relevant information, or to allow reasonable inspection of relevant records
- (d) Person was suggested by a Government Official, is related to or is known to have a “special relationship” with a Government Official or the political elite
- (e) Person appears to rely on political and government contacts, as opposed to knowledgeable staff and investment of time, to promote Tensar business
- (f) Person rejects the inclusion of anti-bribery/anti-corruption provisions in a contract with Tensar
- (g) Person refuses to certify compliance with the Tensar Key Policy Principles in [Appendix 4](#)
- (h) Person does not appear qualified, or to have sufficient business background, or to have adequate resources, offices or facilities, to provide relevant support to and/or services for Tensar
- (i) Person appears to deliver business and generate sales with little apparent time, effort or investment
- (j) Person appears to operate through a “shell” company or the business address is only a post office box
- (k) Person wants to keep the relationship with Tensar a secret or to conceal a transaction
- (l) A person has an unexplained termination or suspension of a relationship with another business or loses an important government permit or business license
- (m) Person requests a commission or fee payment, or having expenses paid in advance, before committing to sign up to a contract with Tensar or before carrying out a government function or process for Tensar
- (n) Person requests payment in cash for services
- (o) Person requests a success or contingency bonus or fee for performance, or an unexpected additional fee or commission to “facilitate” a service, or there is an abnormally high fee or cost for service
- (p) person requests or expects a fee or gift in connection with providing routine and expected services such as providing utilities, building security, customs clearance or the like
- (q) An invoice for a commission or fee payment appears large given the service stated to have been provided or in excess of the contract value without reasonable cause
- (r) Person refuses to submit an invoice, or submits an invoice that appears customized or non-standard, or submits an invoice or expense reimbursement with vague, non-specific or incorrect description of services or expenses
- (s) Person requests that a payment be split into two or more accounts, or made to a country or geographical location different from where the person resides or conducts business relevant to Tensar, or requests payment be made to another person or company (other than a bank) that has no contractual relationship with Tensar
- (t) Lavish or extravagant entertainment or gifts are provided to or by an Employee, Government Official or Business Associate in connection with a Tensar contract negotiation or other Tensar business
- (u) Person requests that a payment be made to “overlook” a potential legal, tax, customs or other issue or possible legal violation
- (v) Person requests that Tensar provide, or arrange for someone else to provide, employment or other advantage to a friend or relative

- (w) Government official requests that Tensar use a particular third party in connection with the award of a contract or business
- (x) Person insists on, or generally prefers, dealing with specific contractors or suppliers him/herself, or has a particular closeness to them, or seeks to avoid Employees interacting with them
- (y) Person requests to make a contract or business relationship subject to other unrelated transactions (e.g. person A is in the geogrid sales business but requests that all Tensar office supplies be purchased from person B)
- (z) Person appears to bypass normal tendering/contract procedure, or barriers are raised around specific roles or departments involved in the tendering process, or the decision-maker appears to be otherwise abusing the formal decision-making process
- (aa) Unexplained preference for dealing with certain bidders or contractors during the tender process, or private meetings with these select persons during the tender process, or unexpected or illogical decisions are made on accepting or rejecting bids or contracts
- (bb) Person with whom Tensar does or may do business, or a government person or politician that can affect Tensar business or any permitting or approval Tensar may need, requests a political or charitable donation, or requests some free or discounted products or services on a personal project (e.g. retaining wall for personal residence)
- (cc) Person uses general purpose or miscellaneous accounts that can be used to hide payments, or engages in undocumented transactions
- (dd) The results of a basic screening or enhanced investigation undertaken by the Company raise concerns under this Policy.

## **APPENDIX 2**

### **TENSAR ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY**

#### **TENSAR COMPLIANCE REPORT WEB PORTAL AND TELEPHONE HOTLINE SERVICE FOR REPORTING BRIBERY OR CORRUPTION CONCERNS**

The Tensar Compliance Report Web Portal and Telephone Hotline Service is administered by an independent outside service provider which offers such services not only to Tensar but to many companies around the world. The Tensar Compliance Report Web Portal is available worldwide at all times and instructions are provided in multiple languages. The Telephone Hotline Service is currently offered at all times in local language in the following countries: United States, United Kingdom, Germany, China, Russia and the United Arab Emirates.

#### **Web-Based Reporting**

Use the following web address to create a report online (instructions are available in multiple languages):

[www.tensarcorporation.ethicspoint.com](http://www.tensarcorporation.ethicspoint.com)

#### **United States Telephone Reporting**

Dial toll free (855) 867-7896.

#### **United Kingdom Telephone Reporting**

Dial toll free 0808-234-2958.

#### **Germany Telephone Reporting**

1. From an outside line dial the direct country access code 0-800-225-5288.
2. At the English prompt dial the U.S. toll free number 855-867-7896.

#### **Russian Federation Telephone Reporting**

Dial toll free 800-555-4778.

#### **Republic of China Telephone Reporting**

Dial toll free 400-842-7044.

#### **UAE Telephone Reporting**

1. From an outside line dial one of the following direct country access codes:  
8000-555-66  
8000-021  
8000-051 (U.S. Military Bases)  
8000-061 (U.S. Military Bases)
2. At the English prompt dial the U.S. toll free number 855-867-7896.

### APPENDIX 3

## TENSAR ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY

### Tensar Business Associate Background Questionnaire

**Purpose:** This Background Questionnaire is used in connection with business relationship due diligence under the Tensar Anti-Bribery and Anti-Corruption Compliance Policy (“**Policy**”). For further information on the purpose and use of this Questionnaire, see Policy Section 6.1.

**Tensar Central Office Procedure:** The Employee who is expected to interact on a regular basis with the Business Associate is to complete Parts 1, 2 and 3 below and then provide the completed Background Questionnaire to a relevant member of the Tensar Leadership Team. That person is to review the information and determine, under the circumstances, whether a further enhanced investigation should be undertaken. The “Tensar Approval” section below is to be completed and signed once a final decision is made by the relevant Tensar Leadership Team member whether or not to proceed with the engagement of the Business Associate. The completed and signed Background Questionnaire is to be uploaded to the Tensar Geonet where it can be viewed by other Compliance Representatives and maintained as a Company record. See Policy Section 6 for further information

### TENSAR APPROVAL

Was an Enhanced Investigation Undertaken in Connection with This Business Associate? (Briefly describe below the reason for this decision, e.g., the country involved is considered a higher risk or low risk - see Policy Section 6.3)	
<input type="checkbox"/> Yes	
<input type="checkbox"/> No, because the information provided in the Questionnaire, the results of the Basic Screening, and other known circumstances do not suggest that an Enhanced Investigation is necessary.	
Further Comment (if any):	
Tensar Leadership Team Decision to Appoint Business Associate	Approved (circle as appropriate) Rejected (if rejected state reason)
Tensar Leadership Team Member [ <i>print name</i> ]	
Tensar Leadership Team Member Signature	
Date	

### PART 1: BUSINESS ASSOCIATE BASIC INFORMATION

Tensar Business Unit		
Tensar Employee [ <i>print name</i> ]		
Date		
1.	Full Legal Name of Business Associate	
2.	Trading/Business Names of Business Associate (if different from legal name)	
3.	Previous Names of Business Associate (if any or if known)	
4.	Number of Years the Business Associate has been Trading (Approx.)	
5.	Street Address and Telephone Number of Business Associate	
6.	Business Associate Website	
7.	Country or State of Formation or Incorporation	
8.	Company Identification (Commercial License Number, Govt-Issued Company ID, etc.)	
9.	Number of Employees of the Business Associate (Approx.)	

10.	First and last names of key contacts within the Business Associate whom Tensar will deal with on a day to day basis stating their job titles and brief description of their background/qualifications	
11.	Name of Head of the Business Associate (Chairman, Managing Director, CEO or President)	
12.	Name of the Finance Head of the Business Associate (Chief Financial Officer or Controller)	
13.	Identify those whom you believe are the Owners/ Shareholders who control the Business Associate. Indicate if you believe there is any state or other governmental ownership of the Business Associate	
14.	Business Associate's Bank details where payments to or by Tensar will be made	
	Name of Bank	
	Location of Bank	
	Name on Bank Account	

**PART 2: INFORMATION ABOUT PROPOSED WORKING RELATIONSHIP WITH TENSAR**

15.	Tensar Product Lines and/or Services to be Offered by Business Associate	
16.	Countries/Territories/States in which Business Associate will conduct Tensar-Related Business Activities	
17.	Indicate whether the Business Associate will be given either exclusive or non-exclusive rights in any of the above Product Lines or Territories.	
18.	What form of Agreement do you propose Tensar entering into with this Business Associate (e.g. Distributor, Dealer/Stockist, Licensee, Agent, Business Promotion Consultant, Other.)?	
19.	Describe the Compensation Arrangements to be entered into with this Business Associate.	
<input type="checkbox"/> Distributor who will purchase products from Tensar and resell to its customers <input type="checkbox"/> Licensee who will pay Tensar a royalty on its sale or installation of Tensar Systems <input type="checkbox"/> Sales Representative or Agent who will receive commission based on sales it introduces to Tensar <input type="checkbox"/> Business Promotion Consultant to Tensar <input type="checkbox"/> Other (and explain why this arrangement is commercially reasonable)		
Identify any additional compensation arrangements proposed with this Business Associate (bonus, rebate, discount, reimbursement or other arrangements and explain why this arrangement is commercially reasonable:		
20.	What are the current business activities of the Business Associate? Describe the Business Associate's qualifications for selling or providing Tensar products or services in the proposed country/territory/state.	



21.	How were you referred to or come to know this Business Associate?

**PART 3: BACKGROUND CHECKS**

Please answer this section to the best of your knowledge based on any background checks undertaken or discussions you have had with the proposed Business Associate.

22.	What Background Checks have been undertaken on this Business Associate in general and to complete this Part 3 of the form and what information have you obtained? <i>(attach copy of any search results obtained)</i>
23.	Has the Finance Department at Tensar Central Office undertaken a Credit Check in relation to the proposed Business Associate? (If yes, provide details)
24.	To your knowledge, does any current or former government official, political party official, candidate for political office or any relative of such person have a direct or indirect ownership interest in this Business Associate? (If Yes, provide details)
25.	To your knowledge, is any current or former government official, political party official, candidate for political office or any relative of such person an employee, executive officer or director of the Business Associate? (If Yes, provide details)
26.	To your knowledge, does the Business Associate or any employee, executive officer or director of the Business Associate have any business, family relationship or other association with any current or former government department, government official, political party official, candidate for political office or any relative of such person? (If Yes, provide details)
27.	To your knowledge, has the Business Associate, any company associated with the Business Associate, any past company associated with the Business Associate or any former or present employee, executive officer or director of such companies:
(i)	been suspended from doing business in any capacity (including being prevented from being a director in any jurisdiction)? (If Yes, provide details)
(ii)	been put on any Sanctions or Watch List? (If Yes, provide details)
(iii)	been charged with any criminal act or been the subject of any allegation involving fraud, misrepresentation, bribery, corruption or similar conduct? (If Yes, provide details)
28.	To your knowledge, are there any Red Flags or other surrounding circumstances which would lead you to suggest that Enhanced Due Diligence should be undertaken on the Business Associate or any of its key employees, officers, directors or owners? (If Yes, provide details)

29.	Has the Business Associate been provided with a copy of the Key Policy Principles and what was their response (if any)?
30.	Has the Business Associate indicated that it would be prepared to sign a certification concerning Anti-Bribery and Anti-Corruption Compliance and that it will update/re-execute such form on a periodic basis, if requested, during the term of its engagement with Tensar?

## APPENDIX 4

### TENSAR ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY

#### KEY POLICY PRINCIPLES FOR BUSINESS ASSOCIATES

##### A. POLICY STATEMENT

1. Tensar Corporation and its subsidiaries (individually and collectively “**Tensar**”) are committed to upholding high standards of ethics and business conduct. Tensar’s reputation for integrity is one of its most valuable assets. Bribery and corruption are a threat to Tensar’s core values, Tensar employees and to the Tensar business. Therefore, Tensar does not engage in or allow bribery or corruption in the Tensar organisation or in Tensar’s business dealings anywhere in the world.
2. Tensar will comply with all applicable laws which relate to countering bribery and corruption and satisfying related record keeping requirements. These include the US Foreign Corrupt Practices Act 1977 as amended (“**US FCPA**”), the UK Bribery Act 2010 (“**UK Bribery Act**”) and applicable laws in other countries.
3. These Principles apply to all Tensar employees and Tensar also requires that all of its Business Associates worldwide comply with these Principles.
4. These Principles apply not only to dealings with Government Officials but also to dealings with private persons and companies whenever Tensar business is concerned.
5. Honesty and candour are required. Tensar will not tolerate those who conceal relevant information or who seek to achieve results at the cost of violation of law or of these Principles or by sacrificing Tensar’s well-founded reputation for integrity.

##### DEFINITIONS

In these Principles the following words have the following meanings: -

“**bribery**” is where someone offers, gives, asks for or receives a gift, a payment or some other benefit in order to bring in or retain business, or to obtain a contractual, regulatory, financial or other advantage, or to get someone to improperly perform a role or to influence them in their decision-making process and a “**bribe**” is such gift, payment or other benefit.

“**Business Associate**” means a person, firm or company outside of Tensar who receives products or services from, or provides products or services to, Tensar. This potentially includes the distributors, dealers, licensees, contractors, consultants, advisors, agents, suppliers and others with whom Tensar does business, or with whom we seek to do business, or who seek to do business with Tensar. Companies not controlled by Tensar in which Tensar has a partial ownership interest may also be considered Business Associates.

“**corruption**” is where someone misuses the power entrusted to them, or where they breach the duties expected of them, for personal gain.

“**courtesy**” or “**courtesies**” means items or services in connection with Tensar business which has a monetary value for which fair value has not been paid by the recipient. These can include, without limitation: gifts, entertainment, meals, drinks, other hospitality, lodging, transportation, recreation, promotional items, gift cards, tickets for sports or other events, and the like.

“**facilitation payments**” are payments or gifts made to secure or speed up routine governmental administrative actions such as issuing visas or other immigration papers, work permits, licences or other official documents, releasing goods held in customs or obtaining utility or other services (e.g. electricity, water, gas, telecommunications, security). Such payments are intended to speed up actions that would normally be eventually performed anyway. They are also known as “**grease payments**”. They are not express service fees which are open and transparently displayed and for which receipts are given.

“**family member**” means an individual’s (i) spouse, partner or significant other (i.e., domestic partner or other relation where a financial commitment or marital engagement exists), (ii) parent, step-parent, or an individual who acts in the capacity of a parent, (iii) child, step-child, sibling, step-sibling, or dependent, (iv) aunts, uncles or cousins, (v) grandparents, (vi) in-laws, including the same relationships delineated above, or (vii) substantially similar relationships, whether family or personal.

“**Government Official**” means:

- (a) An officer or employee of a government department or agency (e.g. civil servant, local government inspector or engineer, customs or tax official, judge, police, member of the armed forces, etc.).
- (b) An officer or employee of a “public international organisation” or any person acting in an official capacity for or on behalf of such public international organization (e.g. the United Nations, the World Bank, the European Commission).

- (c) An employee of a company or other business entity in which a government body has an ownership interest and/or over which such governmental body may, directly or indirectly, exercise a dominant influence (e.g. a state owned enterprise, government design institute or government inspection or approval agency).
- (d) A political party, member of a political party, or candidate for political office.
- (e) Any person known or suspected to be a close family member or associate of any of the above or companies who are controlled by close family members or associates of any of the above.

“**kickback**” means a situation where a portion of the revenue from a contract or some other amount is returned to the person (or his/her designee) who influenced the award of such contract or benefit.

“**Principles**” means the contents of this document, as such may be modified by Tensar from time-to-time and communicated to Business Associates in writing.

## B. **KEY PRINCIPLES**

1. You must not, directly or indirectly through another person, promise, offer or give, or authorize the promise of, offer to or giving to any person (whether a Government Official, family member or other person) of, a bribe, a kickback or any other payment, courtesy or anything of value which is, or could be perceived to be, for the purposes of improperly obtaining or retaining business or obtaining an improper commercial advantage for Tensar.
2. You are not authorized to, nor shall you, seek, accept or agree to receive for Tensar any bribe, kickback or other payment, courtesy or anything of value which is, or could be perceived to be, for any improper purpose in connection with Tensar or otherwise in violation of applicable anti-bribery and anti-corruption laws.
3. You must not authorize, either directly or indirectly through another person, to offer, pay, provide, or promise to pay or provide, or authorize the promise, offer or giving of any money, courtesy or anything of value:
  - (i) to any Government Official or his or her family member or anyone else associated with the Government Official in order to influence any act or decision of such Government Official or to get such Government Official to do or not to do any act in violation of official duties, or
  - (ii) to get such Government Official to use his or her influence with the government or any state-owned enterprise for the purpose of obtaining or retaining business, or obtaining any commercial advantage, for Tensar.
4. You must advise us if you or any of your employees are Government Officials, have been Government Officials or have family members who are Government Officials.
5. You must not authorize, promise, offer or make any facilitation payment on behalf of or for the benefit of Tensar.
6. All gifts, hospitality, travel and other courtesies in connection with the bona fide promotion and education of Tensar products and services must be reasonable, proportionate and recorded in your books and records in a transparent manner. Such gifts, hospitality, travel and other courtesies should not be lavish or extravagant, which determination is made based on reasonable and common sense judgement considering all circumstances involved, including reasonable marketplace practices and the average standard of living in the relevant country. Nor should any of these be offered or given if it is against the policy of the organization the relevant person works for. Careful consideration must be given to the appropriateness of gifts, hospitality, travel, courtesies and other dealings involving Government Officials, including their family members, so as not to be in violation of these Principles. In some countries it will be illegal for such courtesies to be offered or provided to a Government Official or their family member. Please consult with Tensar first before offering or providing such courtesies to a Government Official or their family member in connection with Tensar Business.
7. You must not offer, give, accept or authorize any gift, hospitality, travel or other courtesy, irrespective of value, whenever it could affect or influence, or be perceived to affect or influence, the award or retention of contracts or other business or could otherwise confer an improper commercial advantage to Tensar.
8. You should not solicit gifts, hospitality, or other courtesies or benefits in connection with Tensar-related business, and the giving or receiving of cash or cash equivalent gifts in connection with Tensar business is prohibited.
9. Where you choose to make any political or charitable contributions this must be in your own capacity, not representing Tensar, must not constitute a bribe, and should not be made at a time when negotiating contracts or conducting business on behalf of Tensar which could be influenced by such a contribution.
10. You should maintain books, records and accounts which, in reasonable detail, accurately, fairly and timely record and reflect all of your business transactions. You should not accept or make any cash payments (physical currency) in relation to your Tensar business transactions.
11. You shall comply to the extent applicable to your Tensar-related business with the US FCPA, UK Bribery Act and local anti-bribery and corruption laws. Also, as periodically requested by Tensar, you will also be expected to certify in writing to Tensar that you have complied with such laws and with these Principles.

Thank you for your understanding and cooperation.