



## POLICY TO PROHIBIT CONDUCT IN VIOLATION OF ANTI-CORRUPTION AND ANTI-BRIBERY LAWS

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### 1. PURPOSE

The purpose of this policy is to seek to assure that activities engaged in by or on behalf of OTR International, Inc. and its affiliates (collectively, “OTR”) whether by its officers, directors, employees, or independent contractors (“Personnel” and together with OTR, the “Covered Persons”), do not violate the various anti-corruption and anti-bribery laws that may be relevant to the activities of OTR. In its entirety, this policy is referred to as the “Compliance Policy” and the anti-corruption and anti-bribery laws mentioned in this Compliance Policy are collectively referred to as the “Anti-Bribery Laws”.

**What constitutes corruption and bribery under the law is far broader than its plain-English meaning.** Unless you are a trained lawyer in this area, you should not assume you can fully determine what actions might fall within the legal definitions of corruption or bribery. This Compliance Policy will provide guidance on these topics in order to assist you with complying with this Compliance Policy.

### 2. SCOPE

This Compliance Policy applies to all Covered Persons. This statement of scope is to be broadly interpreted. All Personnel should view this Compliance Policy as a **core principle** by which OTR conducts its business and affairs. OTR would rather forego an opportunity than risk a violation of the Anti-Bribery Laws to obtain the opportunity. If any Personnel should ever be in doubt about any matter relating to this Compliance Policy, he or she should immediately seek guidance from their supervisor, and, if such guidance is not provided, then the General Counsel of OTR, or if necessary, the President of OTR should be directly contacted.

### 3. POLICY

It is the policy of OTR that Covered Persons shall not violate or attempt to violate, or assist anyone else in violating any Anti-Bribery Laws in any matter directly or indirectly related to the business and affairs of OTR.

### 4. WHAT ARE THE KEY ANTI-BRIBERY LAWS?

There are two major bodies of law applicable. The first is the United States Travel Act (the “Travel Act”). The second is the United States Foreign Corrupt Practices Act (the “FCPA”). Both the Travel Act and the FCPA apply to OTR’s business. There are also various other international laws involving the prevention of corruption and bribery, including, without limitation, the UK Bribery Act 2010



(Bribery Act 2010) and any applicable legislation implementing the OECD Convention Against Bribery of Foreign Officials in International Business Transactions. In addition to the Travel Act and the FCPA, OTR requires full compliance with such other international laws in accordance with this Compliance Policy.

- The FCPA would pertain to situations involving matters outside the United States, where the Travel Act pertains to matters both inside and outside the United States.
- It is very difficult for a non-lawyer to understand the implications of the FCPA and the Travel Act by merely reading the technical language, because giving the plain-English meaning to the words will likely lead to an incomplete, even erroneous understanding. Therefore, this Compliance Policy will provide plain-English guidance on complying with the Anti-Bribery Laws that OTR expects from Covered Persons.
- The Travel Act makes it illegal to engage in “unlawful activity” in matters crossing State lines. Almost everything we do crosses State lines, for this test is satisfied by merely using the telephone or sending an email or text to another person, even if in the same State. What constitutes “unlawful activity” is very broad and is determined based on the laws of the particular State involved. As particularly applicable to this Compliance Policy, corruption and bribery as viewed under State law is “unlawful activity.” But what may constitute corrupt activity or bribery is far broader than a non-lawyer would think.
- The FCPA prohibits any offer, payment, promise to pay, or authorization of the payment of money or anything of value to any person, while intending that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to a foreign government official to influence the foreign official in his or her official capacity, induce the government official to do or omit to do an act in violation of his or her lawful duty, or to secure any improper advantage in order to assist in obtaining or retaining business for or with, or directing business to, any person.
  - The term “government official” is extremely broad. For example, if an overseas entity is owned or controlled by a national or local government, then everyone in that organization is deemed to be a “government official” for purposes of the FCPA.
  - “Anything of value” means anything. It does not need to be money. Treating a person to an expensive meal, gifts over a nominal amount, contributions to a person’s favorite charity, or offering an internship to a family member are all within the “anything of value” for purposes of the FCPA.
  - Even an offer or promise is covered, where the act does not actually happen.



## 5. HOW TO COMPLY

We expect all Covered Persons to be familiar with the Anti-Bribery Laws and to comply with this Compliance Policy. OTR does not expect Covered Persons to understand the nuances of the Anti-Bribery Laws as a trained lawyer would. However, we do expect Covered Persons to adhere to the following “Assess,” “Refrain,” and “Report” process:

- **Assess:**
  - Are you being asked, whether overtly or by implication, to provide something to someone outside OTR in order to induce them to take some action or to refrain from taking some action that would benefit OTR or would benefit you in terms of your duties with OTR? Alternatively, even if you were not asked, do you feel you need to do this or offer this in order accomplish your goals in your job, or for yourself at OTR?
  - Are you being asked, whether overtly or by implication, or do you feel you need to offer or do something that is outside the regular procedures of OTR?
  - Are you being asked, whether overtly or by implication, to do any of the above things that you would rather not have to ask permission for, or would not wish to be questioned about by your superiors at OTR?
- **Refrain:** If the answers to any of the above assessment criteria is “yes” or even “maybe” then STOP, and refrain from going further.
- **Report:** If for any reason you believe you should refrain from an action, or even if you are unsure whether you should refrain or not, or are merely uncertain about what to do, then report the matter promptly to your supervisors and get guidance. In short, if in doubt, then STOP and ASK.

## 6. IMPLEMENTATION

This Compliance Policy is implemented immediately. OTR, may provide further details, including training, from time-to-time. OTR may also update this Compliance Policy from time-to-time as deemed appropriate.

## 7. CONSEQUENCES FOR VIOLATING THIS COMPLIANCE POLICY

OTR takes this Compliance Policy seriously. Violations of this Compliance Policy, whether intentional or unintentional, may result in disciplinary action, up to and including termination of a violator’s relationship with OTR.



## 8. CONTRACT TERMS

All agreements entered into by OTR that may fall within the Anti-Bribery Laws shall contain the following, or substantially similar, terms as applicable:

[CONTRACT PARTNER] is aware of and familiar with the provisions of the Foreign Corrupt Practices Act of 1977, as amended, 15 U.S.C. 78dd-1, *et seq.*, the United States Travel Act, as amended 18 U.S. Code § 1952 and all other applicable anti-corruption laws or regulations ("Anti-Corruption Laws"), and, as applicable to [CONTRACT PARTNER], will comply with and take no action and make, offer, or receive no payment or other advantage in violation of or that might cause OTR to be in violation of an Anti-Corruption Law. [CONTRACT PARTNER] also represents and warrants that [CONTRACT PARTNER] has never been convicted of any offense involving bribery, corruption, fraud or dishonesty, and that [CONTRACT PARTNER] is not an official of the government of any foreign country, or any subdivision, agency or instrumentality thereof, or an official of a public international organization or a foreign political party, and that no part of any moneys or consideration paid hereunder shall accrue for the benefit of any such official. [CONTRACT PARTNER] further represents and warrants that [CONTRACT PARTNER] will comply with OTR's anti-bribery policies. Notwithstanding anything to the contrary, if [CONTRACT PARTNER] takes any action that could, in the sole judgment of OTR, constitute a violation of an Anti-Corruption Law, OTR may, at its sole discretion, immediately terminate this Agreement.

## 9. RESPONSIBLE PERSONS

The General Counsel of OTR is responsible for implementation of this Compliance Policy and reports to the President of OTR on all Anti-Bribery Laws matters.

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