

# ANTI-CORRUPTION POLICY



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## Anti-Corruption Policy

AZZ Incorporated and its subsidiaries (collectively, “AZZ” or “Company”) are committed to being a responsible corporate citizen and conducting every business transaction with integrity. This Anti-Corruption Policy (“Policy”) supports the Company’s commitment to the highest ethical, professional, and legal standards by providing practical guidance to Company employees on steps we must take to address corruption risks in our daily work.

Living up to these standards of course means that we will not participate in any form of corruption. Neither we, nor outside parties acting on our behalf, will bribe another party to obtain a contract or any other type of benefit. Similarly, we will not accept bribes, or be used by any other party to facilitate bribery. This prohibition on bribery extends to benefits in all forms, including monetary payments and kickbacks, lavish meals, gifts, travel, entertainment, and other items of value. Though these basic requirements may seem straightforward, applicable anti-corruption laws require us to take specific steps to address corruption risks in many of our daily activities – particularly in our interactions with “government officials,” as that term is defined below.

In all cases, we must fully comply with the U.S. Foreign Corrupt Practices Act (“FCPA”) and the anti-corruption laws of all of the jurisdictions in which we operate. We should always act in accordance with the higher standard – ours, as articulated in this Policy, or the most stringent applicable legal requirements.

### WHO MUST FOLLOW THIS POLICY

This Policy applies to all Company employees, regardless of whether they are citizens of the United States or any other country. For the purpose of this Policy, the term “Company employee” shall refer to each Company employee, officer, and director, including all employees of the Company’s subsidiaries and business units globally. Every Company employee is required to read and comply with the most recent version of this Policy.

Outside parties, including the Company’s joint venture partners, agents, consultants, and sales representatives, are expected to comply with all applicable laws and regulations and follow standards consistent with this Policy when acting on the Company’s behalf.

### SEEKING GUIDANCE ABOUT THIS POLICY

The Company’s Chief Legal Officer (CLO) oversees and manages the Company’s anti-corruption compliance efforts, and is responsible for the administration of this Policy. Any questions or concerns regarding topics covered in this Policy may be directed to your supervisor or the CLO.

For a detailed discussion of the FCPA and other anti-corruption laws to which we may be subject, see Annex E.

The Company’s CLO is  
Tara Mackey (email:  
TaraMackey@AZZ.com).

## **PROHIBITION AGAINST BRIBERY**

The Company and applicable anti-corruption laws prohibit all Company employees and other parties working on our behalf (such as joint venture partners, agents, consultants, and sales representatives) from:

- giving, paying, promising, offering, or authorizing
- the payment of anything of value (such as money, gifts, travel, entertainment)
- directly or indirectly (through another party)
- to any party, including any government official (defined below)
- to persuade that party to help the Company (or anyone else) secure an improper advantage (such as preferential treatment in securing a contract, favorable immigration or customs treatment, lower tax assessment, expedited payment for services, etc.).

Any Company employee aware of a past payment or potential future payment that falls under this prohibition must notify the CLO immediately.

## **FOCUS ON GOVERNMENT OFFICIALS AND EMPLOYEES OF STATE-OWNED ENTITIES**

The Company's prohibition on bribery covers dealings with any party. However, interactions with government officials present heightened risk, and thus receive special attention in this Policy and in many international and domestic anti-corruption laws – including the FCPA and other applicable laws. For purposes of this Policy, the term “government official” includes:

- any officer or employee, or elected or appointed official, of a local, state, provincial, regional or national government, at any level;
- anyone “acting in an official capacity” (on behalf of a government to carry out government responsibilities);
- any political party, party official, or candidate for political office;
- any official or employee of a public international organization such as the World Bank or United Nations;
- any officer or employee of a state-owned entity (“SOE”), including any commercial enterprise owned, controlled, or operated by a government, or a government agency, instrumentality, subdivision, or other body, even if it is partially privatized. Any employee or representative of an SOE is therefore a government official for purposes of this Policy. For example, a partially state-owned utility is an SOE, and its employees are government officials, for purposes of this Policy.

Accordingly, we must be especially vigilant in dealing with government entities and government officials, so that any warning signs of corruption are promptly identified and addressed.

## RISK AREAS

The Company's primary corruption risk areas are listed below. Guidance on each area can be found in annexes to this Policy.

- Providing and receiving hospitality, including gifts, meals, entertainment, travel, and other benefits (see Annex A)
- Expenses related to interactions with government officials or entities (see Annex A)
- Expenses related to Factory Acceptance Tests (FATs) (see Annex A)
- Retaining and working with third parties (see Annex B)
- Facilitating payments, i.e., payments made to non-U.S. government officials in order to expedite or secure routine government actions (see Annex C)
- Health and safety payments, i.e., payments made by a Company employee in order to avoid an imminent threat to personal health, safety, or freedom (see Annex C)
- Charitable and political contributions or related in-kind expenses (see Annex D)

Beyond these specific risk areas, Company employees are encouraged to seek guidance from relevant supervisors or the CLO any time questions arise about appropriate interactions with government entities and officials.

## RESPONDING TO REQUESTS FOR IMPROPER PAYMENTS

Company employees receiving a request for an improper payment or a facilitating payment (discussed in Annex C) must:

- immediately refuse to make the payment; explain that the Company does not make such payments;
- if a third party is involved, explain that they are not authorized to make the payment on the Company's behalf, instruct them not to do so and explain that the Company cannot continue to work with them if they make the payment;
- be clear that refusals are absolute and do not come with a "wink and a nod"; and
- immediately report the request to the CLO; wait for guidance on next steps.

## ACCOUNTING AND RECORDKEEPING

Accurate records and strong internal controls are essential to any well-run organization, and they are a key element of the Company's anti-corruption controls. Proper accounting practices ensure that we maintain accurate information and help prevent funds from being used for bribery. It is essential

Requests for bribes may not always be overt – for example, an agent may suggest that a special "fee" will speed up a government approval. In such circumstances, check with the CLO as to whether the "fee" is legitimate.

to ensure that all of the Company's transactions – including third-party transactions, hospitality, and other expenditures – are properly authorized and recorded. Failure to accurately record transactions may also constitute a violation of applicable anti-corruption laws, such as the FCPA.

Company employees must ensure that they record all transactions involving AZZ funds or assets accurately and in reasonable detail as follows:

- The record must completely reflect the transactions and asset dispositions of AZZ wherever they take place; and
- The record must fully comply with all Company requirements applicable to the preparation and submission of expense reports. For example, hospitality expense reports and purchase requisitions must identify:
  - ▶ the amount of the expense,
  - ▶ business purpose,
  - ▶ location of the event,
  - ▶ and all attendees or recipients (including names, job titles, and employer or business affiliation), and
  - ▶ any attendees or recipients who are government officials.

Company employees may not engage in the following types of conduct:

- Participating, directly or indirectly, in any improper transaction (including but not limited to any transaction that violates any aspect of this Policy) or deviation from established AZZ accounting practices, including omitting or falsifying expense reports;
- Maintaining "off-book" funds or accounts, *i.e.*, those not included in the Company's official accounting records; and
- Agreeing to requests for false invoices or for payment of expenses that are unusual, excessive, inadequately described, insufficiently documented, or otherwise raise questions under this Policy or any other Company guidelines on accounts and recordkeeping.

Company employees must immediately notify the CLO if they are aware of any such conduct within the Company.

If you have any questions related to record-keeping, please contact the Finance Department or the CLO.

## **MONITORING AND TESTING**

AZZ's Internal Audit Department will conduct periodic testing and audits to evaluate the Company's adherence to this Policy in accordance with the Company's FCPA Audit procedures. In doing so, the Internal Audit Department will review patterns and trends in conduct, and where necessary, escalate issues to the CLO or other appropriate oversight functions.

## **EXCEPTIONS**

In certain rare circumstances, the Company may allow exceptions to this Policy to ensure effective use of compliance resources to address corruption risks. Any exceptions to this policy require prior written approval from the CLO, explaining the rationale for each such exception.

## **CONSEQUENCES FOR VIOLATIONS**

Participating in bribery can result in serious criminal and civil, as well as reputational, consequences for the Company and for individual Company employees. In addition, any Company employee failing to follow this Policy will be subject to disciplinary action up to and including separation from the Company, and may be punished by government enforcement agencies with large fines and imprisonment.

## **ANTI-CORRUPTION CERTIFICATION**

Upon request, Company employees must submit to the CLO a signed [Annual Anti-Corruption Certification Form](#), certifying that they have read and agree to comply with all provisions of this Policy. Certification records are kept up-to-date with respect to changes over time in Company personnel and employee assignments.

## **REPORTING CONCERNS**

Any concerns regarding topics covered in this Policy should be directed to your supervisor or the CLO. Reports of concerns will be treated confidentially upon request, to the extent permitted by applicable law.

Every Company employee has the right to address ethical concerns in good faith without fear of retribution, including punishment or harassment from co-workers, supervisors, or Company management. The Company forbids retaliation of any kind against employees who in good faith report potential or actual violations of this policy. We highly value your commitment to our ethical and professional standards.

AZZ also maintains a web and telephone-based reporting line capable of collecting and providing support for anonymous inquires and concerns relating to this Policy or activities relating to this Policy. Any Company employee may use this reporting line to raise a concern relating to this Policy, including potential or actual violations of this Policy. An employee using the reporting line does not need to disclose his or her identity.

Date of Revision: April 3, 2017

Organizations charged with corruption violations have suffered serious reputational damage and incurred hundreds of millions of dollars in investigation costs and penalties. Individual defendants have received long prison terms.

The Reporting hotline's phone number and website address are:

*AZZ Compliance Hotline:*  
(855) 268-6428

*AZZ Compliance Alertline website:*  
<https://azz.alertline.com>

# Annex A

## Part I: Providing Hospitality (Gifts, Meals, Entertainment, Travel, and Other Expenses)

### GENERAL GUIDELINES FOR PROVIDING HOSPITALITY

Our prohibition on bribery goes beyond the payment of money. It prohibits giving “anything of value” to gain an improper advantage. Gifts, meals, entertainment, travel-related expenses, accommodations, social outings, event tickets, tourist attractions, and similar expenses (collectively, “hospitality”) are some examples of things of value that can, if provided for an improper purpose, qualify as bribery. We must be careful to ensure that all hospitality provided on behalf of the Company is legitimate (*i.e.*, without a corrupt purpose, reasonable, not too frequent), and does not create bribery concerns.

This policy extends to expenses related to Factory Acceptance Tests (FATs), which are visits to a Company facility by a customer or potential customer to observe and verify that a product or facility that is the subject of a contract with AZZ meets the contractual requirements or specifications.

Hospitality provided on behalf of the Company – to customers, potential customers, foreign government officials, or other parties – must meet the following criteria and approval requirements.

### BASIC REQUIREMENTS

Hospitality provided on behalf of the Company must be:

- openly incurred, that is, there is no effort made to conceal it;
- reasonable (in the context of the local economy where it is to be provided), customary and appropriate;
- consistent with our ethical and professional standards;
- directly related to creating a legitimate opening for explaining our products or services, engaging in contract negotiations or execution of a contract, or building or maintaining relationships in good faith;
- where possible, paid to service providers (e.g., airlines, hotels, or restaurants);
- for travel expenses, consistent with the guidelines for allowable travel expenses for Company employees in any relevant business unit;
- accurately recorded in the Company’s books and records and supported by adequate documentation (e.g., invoices, receipts, descriptions – including participant names); and



- consistent with applicable local standards for hospitality (discussed below) – Company employees are responsible for familiarizing themselves with such requirements.

Hospitality provided on behalf of the Company may not:

- be offered or provided in return for any favor or benefit to the Company or to improperly influence a decision;
- impose a sense of obligation on the recipient;
- be lavish, excessive, or too frequent;
- give any appearance of impropriety (for example, hospitality should not be offered to decision makers in the context of an open or anticipated procurement process);
- consist of or contain cash gifts or advance payments; or
- be provided in violation of local law (including any regulations governing the recipient’s conduct, such as ethics rules or reporting requirements for government officials), or the code of conduct or other policies of the recipient’s employer.



The Company generally discourages hospitality provided to spouses, children, or other close relatives of prospective customers, current customers, and government officials. The Company nevertheless recognizes that there may be circumstances where such hospitality is appropriate. Therefore, the Company allows such hospitality where it is consistent with the criteria above, occasional, and in-line with social custom in the context where it is to be provided. For general questions about circumstances where it may be appropriate to invite such relatives, Company employees should confer with their supervisors or the CLO.

### PROCEDURES FOR OBTAINING APPROVAL

A Company employee considering a hospitality expense (including gifts) must first take the following steps to ensure that the expense receives the proper approval (if required):

## STEP

### 1

#### Identifying a Need and Verifying Basic Permissibility

- A Company employee (“Requestor”) identifies a need for a gift or other hospitality expense included within the scope of this Annex.
- The Requestor must confirm that the proposed hospitality expense satisfies the criteria in the Basic Requirements section above.

STEP  
2

### Determining the Applicable Approval Requirement

- The Requestor must verify whether the recipient (or any of the recipients) of the hospitality expense, is a government official, as this term is defined in the Policy, above.
- The Requestor must refer to the charts in the Required Approvals section, below, to determine the corresponding approval requirements based on the value of the expense (calculating the value in accordance with the clarifying guidance immediately following the charts) and whether any of the recipients is a government official.

STEP  
3

### For FAT-related Expenses: Gathering Necessary Documentation and Information

- If the contemplated hospitality expenses are related to a Factory Acceptance Test (FAT), the Requestor should consult the FAT section, below, to ensure that the contemplate expense satisfies all the criteria for a permissible FAT-related expense. For example, the Requestor must ensure that a preliminary agenda for the FAT visit, with all the requisite information, is in place before seeking approval for the expense(s).

STEP  
4

### Completing the Hospitality Request Form if Necessary

If the charts below require advance approval for the expense, the Requestor must submit the [Hospitality Payment Request Form](#) containing the following information (as well as any other information specified in the [Form](#)) to the CLO to initiate the review and approval process:

- requestor's name and title (as well as the names and titles of any Company employee(s) to act as gift bearer or host)
- name, title/position, and company/organization of all individuals to receive hospitality, as well as those accompanying the recipient(s)
- a detailed description of the proposed hospitality, including activity(ies) involved (e.g., meal, event, entertainment, travel, lodging, etc.), any specific per-person expense(s) to be incurred (including honoraria, registration, etc.), date(s), anticipated location(s), etc.
- the business purpose for the proposed hospitality
- AZZ's relationship with the proposed recipients, including any pending business (e.g., current agent, prospective customer, etc.) or existing contractual obligations (e.g., required site visit)
- anticipated method of payment (e.g., credit card, wire transfer, etc.)

- any additional relevant facts, for instance:
  - ▶ if the hospitality has been proposed or requested by an outside party, stipulate how and by whom (i.e., name, title/position, and company/organization)
  - ▶ if a proposed recipient has received hospitality from AZZ over the last 12 months, describe that hospitality, including the dates, locations, and costs
  - ▶ for FAT-related expenses, the Form requires the inclusion of additional information described below and in the Form

While the information outlined above constitutes the basic information necessary to begin the review process, the CLO may request additional information to assist in the review of the contemplated expense. For example, the CLO may require written confirmation that the proposed recipient's supervisor or employer has authorized him or her to accept AZZ-paid travel and/or related expenses.

## STEP 5

### Obtaining Advance Approval or Other Requirements

- If the contemplated expense does not require prior approval, the Requestor may proceed with the expense, while making sure that he or she complies with all relevant expense recording requirements.
- If advance approval is required based the hospitality value and the nature of the recipient according to the charts below, no Company employee may pay for the expense without first obtaining the approval.
  - ▶ Where unforeseen circumstances make it impossible to obtain the required advance approval for hospitality, the Requestor or the Company employee paying for the expense must report the hospitality immediately thereafter to the CLO using the [Hospitality Payment Request Form](#), with an explanation why obtaining advance approval was not possible.

## STEP 6

### Recordkeeping

- Providing approvers with the most complete information available will help to limit such follow-up requests and expedite the review process.
- To allow sufficient time for review, the Requestor must submit the approval request as far in advance of the proposed expenditure as possible.
- The Requestor must maintain all relevant documentation of the hospitality (e.g., requests, authorizations from recipient's employer,

approvals) for at least five years or consistent with their business unit's standard document retention requirements, whichever is longer.

### REQUIRED APPROVALS

To ensure effective control over significant expenditures, Company employees must get prior approval for hospitality in excess of certain amounts and depending on whether the recipient is a government official, as detailed in the following charts.

If the recipient is a government official:

Type	Value*	Approval Requirements
<b>Gifts</b>	\$0 - \$50	No prior approval necessary but must comply with all expense recording requirements
	Over \$50	Employee must submit the Hospitality Payment Request Form and await prior written approval from the CLO
<b>Other Hospitality (Meals, Entertainment, Travel, etc.)</b>	\$0 - \$100	No prior approval necessary but must comply with all expense recording requirements
	Over \$100	Employee must submit the Hospitality Payment Request Form and await prior written approval from the CLO

If the recipient is not a government official:

Type	Value*	Approval Requirements
<b>Gifts</b>	\$0 - \$100	No prior approval necessary but must comply with all expense recording requirements
	\$100.01 - \$500	(1) Employee must obtain prior verbal approval from the CLO; (2) After payment, Employee must submit the Hospitality Payment Request Form to the Chief Financial Officer for notification and recordkeeping
	Over \$500	Employee must submit the Hospitality Payment Request Form and await prior written approval from the CLO
<b>Other Hospitality (Meals, Entertainment, Travel, etc.)</b>	\$0 - \$500	No prior approval necessary but must comply with all expense recording requirements
	Over \$500	Employee must submit the Hospitality Payment Request Form and await prior written approval from the CLO

\* The values listed in the charts above are per individual recipient, not per event. For example, a \$600 group dinner attended by eight customer personnel and two Company employees would be \$60 per person for purposes of these

charts. The corresponding approval requirements apply regardless of whether a Company employee plans to pay for any portion of the hospitality personally (i.e., without seeking reimbursement).

In addition, the values in the charts reflect the cumulative value of all hospitality expenses provided to the recipient over a calendar year. For example, if a proposed expense is under the \$500 threshold but the Company has paid other hospitality expenses for the same recipient in the same calendar year, then the total, cumulative value of these expenses determines the requisite approval level.

### **FACTORY ACCEPTANCE TESTS (FATs)**

FAT-related visits by customer employees or representatives must be recorded and approved in accordance with the procedures set forth in this Annex.

FAT-related expenses must be consistent with all contractual provisions governing the FAT at issue or FATs by the specific customer, in addition to complying with other provisions of this Policy and all applicable laws. Specifically, all proposed FAT-related expenses must adhere to the following guidelines, unless otherwise approved by the CLO:

- A Company employee (usually, the Company employee coordinating the FAT) should prepare a preliminary agenda for the FAT, including a clear description of the role of each participant, and should obtain the customer's approval or preliminary approval for the agenda.
- The FAT, and each expense item related to it, should have a legitimate business purpose, such as AZZ's contractual obligation under the contract between AZZ and the customer.
- AZZ will not cover expenses related to anyone other than the participants named in the preliminary agenda (such as spouses or children).
- All flights must be economy-class without any unnecessary layovers.
- Participants should not spend more days on the ground than is reasonably necessary to participate in all aspects of the FAT described in the preliminary agenda. If they do, AZZ will not pay for lodging or other expenses associated with the portion of the participant's stay exceeding the reasonably necessary duration of the visit.
- If contractually obligated to do so, AZZ will reimburse the participants' reasonable expenses for the duration of the stay upon a showing of the expenses with official receipts.
- AZZ will not provide per diem expense funds to participants, unless authorized by the CLO.

In addition, all customer contracts that contain a FAT provision must reflect this guidance regarding FATs, and the CLO must sign off on any contract language

that defines the Company's obligations in connection with FATs. For example, a FAT provision in a contract must contain clear language regarding the selection of attendees, number of attendees, permissible length and purpose of the trip, types of meetings and other activities that the attendees will engage in, and an exhaustive list of all expenses the Company will be responsible for in connection with the FAT (including the class and/or cost of airfare, lodging, meals, and additional expenses, if any).

## Part 2: Receiving Hospitality

### GENERAL GUIDELINES FOR RECEIVING HOSPITALITY

When hospitality (including gifts) is offered to us – for example, by a customer, supplier, or vendor – we must meet the same high general ethical standards that apply when we provide hospitality. In particular, no Company employee may accept hospitality if it:

- is offered or provided in return for any favor or benefit to another party, or to improperly influence a decision (for example, hospitality must not be accepted in exchange for awarding a contract to a supplier or vendor);
- imposes a sense of obligation on the Company employee;
- is lavish, excessive, or too frequent;
- gives any appearance of impropriety (for example, hospitality must not be accepted if it could reasonably be expected to affect the outcome of our discussions with a supplier or vendor, or during a procurement process in which the supplier or vendor is participating); or
- is in the form of cash or cash equivalent.



A Company employee may accept and retain gifts or other hospitality of two hundred and fifty dollars (\$250) or less if this value is in line with accepted business practices and could not be construed as improperly influencing good business judgment. Company employees are responsible for determining the value of a gift or other hospitality at the time of acceptance.

As described in the chart below, if a Company employee accepts a gift or other hospitality of more than \$250 on behalf of the Company, the employee must submit a [Report of Hospitality Received](#) to the CLO within thirty days.

Company employees cannot personally accept gifts or other hospitality that exceed \$250 under this policy. AZZ will politely return gifts that exceed this amount or reimburse hospitality expenses over \$250, with an explanation that Company standards do not permit the acceptance of such gifts or hospitality. If refusal, reimbursement at the fair market value, or return would cause offense or embarrassment or would otherwise adversely affect the relationship of AZZ to the gift giver, the Company employee may accept the gift or other hospitality on behalf of AZZ. A tangible gift whose value exceeds \$250 is deemed to have been accepted on behalf of AZZ and, upon acceptance, shall become the property of AZZ.

Company employees may not receive gifts or other hospitality on a regular or frequent basis from the same source.

## REPORTING REQUIREMENTS

To ensure that we meet these standards, the following requirements apply:

Type	Value Per Recipient	Reporting Requirements
<b>Gifts</b>	Over \$250  (cumulatively from the same source per year)	Complete a Report of Hospitality Received and submit it to the CLO within thirty (30) days of receiving the gift
<b>Other Hospitality (Meals, Entertainment, Travel, etc.)</b>	Over \$250  (cumulatively from the same source per year)	Complete a Report of Hospitality Received and submit it to the CLO within thirty (30) days of receiving the hospitality

\* If the employee or a supervisor believes that the gift or other hospitality may create a conflict of interest, he or she must consult with the CLO for guidance.

# Annex B

## Retaining and Working with Third Parties

### COVERED THIRD PARTIES

This component of the Company's Anti-Corruption Policy applies to all "Covered Third Parties," which are the following types of third parties retained by or considered for retention by the Company:

- any person or entity that assists with marketing or sales outside the United States (such as sales representatives, distributors, etc.);
- any person or entity that interacts with government officials (including representatives of SOEs) on the Company's behalf (such as customs brokers, visa processors, lawyers, etc.);
- any person or entity in a consortium, partnership, strategic alliance, or any similar business relationship with the Company that engages in activities outside the United States (such as joint venture partners, etc.);
- any entity in which a government official or a relative of a government official holds a beneficial interest; or
- any person who is a current government official or who is related to a government official.

A "beneficial interest" may be partial or full ownership of a company, including ownership through a third party or a shell company.

### DUE DILIGENCE OVERVIEW

To mitigate third-party risk and ensure we work only with suitable third parties, we carry out "due diligence," a process in which we collect and evaluate information about the qualifications, reputation, and associations of each Covered Third Party. A Covered Third Party may only be retained once approved by the CLO as part of this due diligence process. The process consists of:

- 1) proposing the relationship and stating the business justification for it;
- 2) gathering information from the Covered Third Party;
- 3) gathering information from outside sources;
- 4) approving or rejecting the proposed relationship; and
- 5) ensuring that the written contract contains appropriate terms.

### RED FLAGS

In conducting due diligence and working with Covered Third Parties, we must be sensitive to circumstances that signal corruption risks or suggest a reason to know of an improper payment by a Covered Third Party. Such circumstances



are commonly referred to as “red flags.” If a red flag is identified at any point in the due diligence process, the Internal Sponsor must confer with the CLO to decide what, if any, additional due diligence steps are required. The presence of red flags does not necessarily mean that the relationship cannot go forward, but suggests a need for greater scrutiny and safeguards against a potential violation.

Red flags that warrant further investigation when selecting or working with a Third Party are varied and numerous. The following are a few examples of red flags:

- excessive compensation, or compensation above the “going rate”;
- agreements that include only vaguely described services;
- due diligence reveals that the Covered Third Party is a shell company or has some other unorthodox corporate structure;
- the only qualification the Covered Third Party brings is influence over customers or foreign officials;
- a lack of transparency in the Covered Third Party's expenses and accounting records;
- contemplated transactions with the Covered Third Party involve a country known for corrupt payments or other illicit financial dealings (the Company measures country risk levels based on the respective country's ranking in Transparency International's most recent Corruption Perceptions Index (“TI CPI”): a score of 100 is considered very clean and 0 considered highly corrupt, with scores below 55 indicating a red flag for the purpose of this Policy. The TI CPI is available at: <http://www.transparency.org/research/cpi/overview>); or
- the Covered Third Party:
  - ▶ is in a different line of business than that for which it is being engaged;
  - ▶ has a flawed background or reputation;
  - ▶ is suggested by a customer or government official, particularly one with discretionary authority over the Company's work;
  - ▶ objects to anti-corruption representations in agreements;
  - ▶ has a close personal or family relationship, or a business relationship, with a customer or government official (e.g. an employee of an SOE customer or potential customer), or relative of such individuals;
  - ▶ requests unusual contract terms or payment arrangements that raise local law issues, such as payment in cash, payment in another country's currency, payment to an offshore bank account, or the Covered Third Party is located in an offshore jurisdiction;

The TI CPI rates the perception of corruption in a country based on an aggregation of other indices and the insight of expert organizations and financial institutions. The TI CPI provides a broad but reasonably satisfactory indicator of the level of corruption in each country.

- ▶ requests urgent payment, or payment ahead of schedule;
- ▶ submits invoices in excess of amounts specified in its contract without reasonable cause; or
- ▶ requires that his or her identity (or, if the Covered Third Party is a company, the identity of the company's owners, principals, or employees) not be disclosed.

In general, any circumstance that puts into question whether the Covered Third Party is providing a necessary service at a reasonable market price is a red flag.

## COVERED THIRD PARTY DUE DILIGENCE PROCESS

### STEP

1

#### Identifying a Need and Ensuring a Business Justification

- The responsible Company employee ("Internal Sponsor") identifies the need for an outside party ("Candidate") that meets the definition of a Covered Third Party, above.
- The Internal Sponsor must complete the [Third Party Business Justification Form](#), which provides basic background on the Candidate and the proposed relationship.

### STEP

2

#### Gathering Information from the Candidate

- The Internal Sponsor must send a [Third Party Due Diligence Questionnaire](#) to the Candidate. The [Third Party Due Diligence Questionnaire](#) is designed to gather information on the Candidate's qualifications and associations necessary to assist in the determination of whether the Company may do business with the Candidate.
- The Internal Sponsor must specifically discuss the Company's basic stance on anti-corruption compliance with the Candidate, and obtain the Candidate's certification of compliance on the [Third Party Due Diligence Questionnaire](#).
- The Candidate must complete the [Third Party Due Diligence Questionnaire](#) and return it to the Internal Sponsor.

### STEP

3

#### Gathering Information from Outside Sources and Submitting for Approval

- The Internal Sponsor must complete the Identifying Information section in the [Third Party Due Diligence Checklist](#) ("Checklist") with basic information about the Candidate.

- The Internal Sponsor or his or her designee must check the Candidate's references. The Internal Sponsor must record all information provided by each reference in the corresponding section in the [Checklist](#). If the [Checklist](#) does not provide sufficient space to record all relevant information, the Internal Sponsor should attach additional pages with the information.
- The Internal Sponsor or his or her designee must gather additional information required in the Background Checks section in the [Checklist](#) and attach all relevant reports to the [Checklist](#).
- On the basis of information gathered through the [Third Party Business Justification Form](#), the [Third Party Due Diligence Questionnaire](#), from the Candidates references, and through the Candidate's background checks, the Internal Sponsor must complete the Potential Red Flags section in the [Checklist](#). (A list of red flags, *i.e.*, warning signs of corruption, is included in the section above.)
- If the Internal Sponsor identifies red flags at any point in the review, the Internal Sponsor must contact the CLO to decide what, if any, additional due diligence steps are required and complete any such additional steps, recording the steps and the additional findings in the [Checklist](#) and any attachments.
- The Internal Sponsor must compile all due diligence materials thus far gathered and provide the package to the CLO for final review and an approval decision. The materials provided to the CLO must include at least:
  - ▶ the [Third Party Business Justification Form](#);
  - ▶ the [Third Party Due Diligence Questionnaire](#);
  - ▶ the [Third Party Due Diligence Checklist](#);
  - ▶ documentation of all outside checks, as referenced in the [Third Party Due Diligence Checklist](#); and
  - ▶ any additional documentation of any potential red flags.

## STEP

### 4

#### Approving or Rejecting the Proposed Relationship

- After considering the risks involved in the proposed relationship and any potential red flags identified in the review, the CLO must make a final decision on the approval or rejection of the Candidate for a business relationship with AZZ and mark the [Checklist](#) accordingly.
- At any time during the due diligence process, the CLO may request additional due diligence before approving or rejecting the Candidate.

STEP  
5

## Ensuring Inclusion of Appropriate Terms in the Contract

- The Internal Sponsor must ensure that the Candidate does not begin work before due diligence is approved and the contract is executed.
- If the Candidate is approved, the Internal Sponsor must ensure that the contract with the Candidate includes the basic anti-corruption clauses approved by the CLO. Upon request, the CLO will provide the AZZ's Model Anti-Corruption Contract Clauses to use in a contract with a Covered Third Party.

If a Covered Third Party makes an improper payment, the Company may be held civilly or criminally liable even if it did not authorize the payment.

## ONGOING MONITORING

After the Company retains a Covered Third Party, the Company employees responsible for the retention and oversight of a Covered Third Party must monitor the Covered Third Party's activities and expenses to ensure continued compliance with all applicable laws and Company policies. To guard against such liability, Company employees must:

- require receipts, invoices, and/or other relevant documentation before paying expenses;
- confirm that all charges or fees are supported by the contract or other relevant documentation;
- question unusual or excessive charges;
- refuse to pay the Covered Third Party and notify the CLO if a Company employee suspects that the Covered Third Party has or will make illicit or questionable payments; and
- require each Covered Third Party to complete a [Third Party Anti-Corruption Compliance Certification](#) annually and submit it to the CLO for review.

Compliance Certifications by all Covered Third Parties reinforce our anti-corruption expectations and help ensure that third parties with which we work comply with proper anti-corruption standards.

If due diligence or monitoring uncovers any red flags, the Company Employee(s) who discovered or is aware of the red flag must immediately seek guidance from the CLO. Where appropriate, in light of a specific risk posed by the Covered Third Party, the CLO may direct the Company's Internal Audit department to exercise contractual rights to audit the Covered Third Party's books, records and business activities.

# Annex C

## Facilitating Payments and Health & Safety Payments

### FACILITATING PAYMENTS

A facilitating payment is a payment made to a non-U.S. government official solely to expedite or secure the performance of routine government actions, such as:

- Obtaining licenses, permits and other official documents to qualify to do business in a foreign country;
- Processing governmental papers, such as visas and work orders;
- Providing police protection, mail services and inspection of goods or of contract performance;
- Providing telephone service, utilities, loading or unloading cargo and protecting perishable goods from deteriorating; and
- Actions of a similar nature.

As these examples show, facilitating payments merely expedite actions that should be performed in any event and do not involve discretionary action by a government official. Please note that a payment to a government entity to expedite an action would not qualify as a facilitating payment (because it is not made to an individual official).

The FCPA provides for a very narrow exception for facilitating payments. However, many other anti-corruption laws, such as Brazil's Clean Company Act, prohibit facilitating payments. Because of the many legal and ethical issues they pose, **facilitating payments are prohibited by the Company, without the prior written approval by the CLO.** Company employees must report any requests for facilitating payments to the CLO by submitting the [Facilitating Payment Request Form](#) in order to determine an appropriate response.

### HEALTH & SAFETY PAYMENTS

In very rare circumstances, Company employees may deem it necessary to make a payment to a government official to avoid an imminent threat to personal health, safety, or freedom. Payments demanded in these types of situations are made under duress or extortion and therefore may be legal. Immediately report any payment under these circumstances to the CLO by submitting the [Facilitating Payment Request Form](#).

# Annex D

## Charitable and Political Contributions

### CHARITABLE CONTRIBUTIONS

We may support charities and local government to help the communities where we live and work. If we do, we must have assurances that the contribution will be used for its stated purpose and will not be used as a bribe. In particular, all charitable contributions must be:

- Made to a charity with a track record demonstrating a commitment to its charitable mission or other documented proof of legitimacy, or to a government entity as long as the contribution is be used solely for public purposes.
- Made by check, purchasing card, or wire transfer (not cash), accompanied by a cover letter on AZZ's letterhead confirming the Company's understanding of the contribution's legitimate purpose. Where appropriate, representations and warranties may be required from the recipient concerning the proposed use of donated funds. In addition, monitoring of the donated funds may be required.
- Documented accurately in the Company's records and properly receipted.
- Reviewed and approved in advance by the CLO.

Any request by a customer employee or government official for a contribution to a specific organization is a red flag. It is also a red flag if an owner or executive of the proposed recipient is a customer employee or government official (or relative of such individuals). Such red flags must be reported to the CLO.

To obtain CLO approval for a contemplated charitable contribution, Company employees must submit to the CLO a completed copy of the [Charitable Contributions Request Form](#) in advance of any such payment or expense.

### POLITICAL CONTRIBUTIONS

AZZ does not allow Company employees to make contributions on the Company's behalf or using the Company name, whether cash or in-kind, to political parties, party officials, or candidates for office. Such contributions are restricted by applicable anti-corruption laws to the same extent as payments to government officials. Company employees may, however, make personal contributions, volunteer for campaigns, etc., provided that they do so exclusively on their own personal time and do not involve Company resources

(e.g., a Company computer or email account). Company employees must not engage in any political activities in a private capacity for any purpose related to the Company, or if there is a reasonable expectation for the Company employee's activity to be viewed by others as acting on behalf of the Company.

# Annex E

## The FCPA and Other Anti-Corruption Laws

### APPLICABLE LAWS

As a U.S. company and as a publicly-traded company registered with the SEC, AZZ, as well as every Company employee, is subject to the U.S. Foreign Corrupt Practices Act ("FCPA"). In addition to the FCPA, the Company and its employees may be subject to other anti-corruption laws and regulations, particularly the laws of those countries in which the Company operates or has a physical presence, or where we conduct or seek to conduct any business.

### FCPA

The FCPA was enacted by the U.S. Congress in 1977. The FCPA is aimed at preventing corrupt practices by business organizations and individuals doing or seeking business in foreign countries. The FCPA has two parts. In broad terms, the first part – the anti-bribery provisions – prohibits bribery of non-U.S. public officials. The second part – the accounting provisions – requires accurate record-keeping and adequate internal accounting controls. The U.S. Department of Justice ("DOJ") is responsible for the criminal enforcement of the FCPA. The U.S. Securities and Exchange Commission ("SEC") civilly enforces the FCPA against "issuers," i.e., companies publicly listed in the United States.

In recent years, the U.S. Government has severely penalized a number of large U.S. and foreign companies and imprisoned individuals involved in activity violating the FCPA. Neither the complexity of the FCPA nor costs of compliance (including the loss or potential loss of business) diminishes the responsibility to comply with the FCPA.

### Anti-Bribery Provisions

The FCPA's anti-bribery provisions prohibit certain companies, such as AZZ, and their officers, directors, employees, and representatives, as well as third parties under their control or direction, from:

- Offering, promising, authorizing, or paying
- Anything of value (whether money or gifts, hospitality, etc.)
- Directly or indirectly (e.g., through another party)
- To a foreign official (subject to a broad definition)
- With a corrupt intent to
- Obtain or retain business or an improper advantage (e.g., award of contract, favorable tax or customs treatment, etc.).

### **Accounting Provisions**

The FCPA's accounting provisions require public companies such as AZZ to:

- keep books and records that accurately and with reasonable detail reflect transactions and dispositions of assets; and
- maintain a system of internal accounting controls that is adequate to ensure accountability over assets and includes an anti-corruption component.

### **Penalties and Sanctions**

Under the FCPA, companies are subject to criminal and civil liability, including criminal prosecution (in federal court), criminal and civil fines, disgorgement of profits, and prejudgment interest. Individuals are also subject to criminal and civil liability, including criminal prosecution and incarceration, criminal and civil fines, and other consequences. An individual may be the target of a DOJ or SEC enforcement action under the FCPA independent of any related corporate action.

Additional collateral sanctions for companies include termination of government licenses, debarment from contracting with U.S. and other governments and international organizations (e.g., World Bank). Further, enforcement agencies are increasingly seeking appointment of independent compliance monitors over FCPA corporate violators for multi-year periods, a process that can be very expensive and cumbersome for companies.

### **OTHER ANTI-CORRUPTION LAWS**

In addition to the FCPA, we must also be mindful of the laws of the countries in which we operate or where we seek to conduct any business. Many countries have enacted laws designed to prohibit and penalize acts of corruption and bribery, which apply to us because of our status in those countries. Such laws include, for example, Brazil's Clean Company Act 2014, Law No. 12,846 ("Clean Company Act"), and the laws of People's Republic of China ("PRC" or "China") and the Netherlands, described below. Other countries' anti-corruption laws may also apply to the Company.

Please direct questions about compliance with the following laws or any other anti-corruption laws or regulations to the CLO.

#### **Brazil**

Brazil's Clean Company Act, which went into effect in January 2014 prohibits companies—acting through directors, officers, employees, or third parties—from offering or giving an unjust advantage to a domestic or foreign (i.e., non-Brazilian) public official or to third parties related to officials. The Clean Company Act also prohibits companies from engaging in fraud, manipulation or otherwise interfering with public bids or public contracts; financing, funding, or

sponsoring in any way the offenses listed in the Act; attempting to conceal improper payments through intermediary individuals; or obstructing government investigations. Unlike the FCPA, the Clean Company Act prohibits facilitating payments that otherwise fall under the Act's prohibitions.

While the FCPA requires proof of corrupt intent, Brazil's Clean Company Act is a strict liability statute, meaning that liability automatically attaches at the moment an improper payment is made or offered. Thus, companies must be able to show that payments are legal or unrelated to the award of business.

### **People's Republic of China**

Chinese law prohibits bribery of domestic public officials and private commercial bribery. Specifically, the PRC Criminal Law prohibits offering money or property to domestic public officials for the purposes of securing illegitimate benefits. In addition, the Anti-Unfair Competition Law of the PRC generally prohibits commercial bribery, including the giving of items of value or resorting in other means to bribe counterparties in the purchase or sale of goods. The PRC's laws related to commercial bribery prohibit giving "valuable items," including gifts, travel, and entertainment. There is, however, an exception for promotional gifts of small value offered in accordance with commercial custom. Unlike the FCPA and like Brazil's Clean Company Act, PRC law prohibits facilitating payments that otherwise fall under the Act's prohibitions.

### **The Netherlands**

The Dutch Criminal Code ("DCC") prohibits the bribery of Dutch public officials as well as foreign public officials and those employed by public international organizations, broadly defining "public official" as a person who exercises a public function. The DCC criminalizes the making of a gift or a promise, or the performance of a service, to an official with the intent of inducing the official to act in the course of his or her employment or as reward for past acts of omissions. Dutch law also prohibits the bribery of a person before he or she is appointed as a public official, if that person is expected to be appointed and the appointment subsequently takes place, as well as bribery of former public officials for past acts or omissions. Like Chinese and Brazilian law, and unlike the FCPA, the DCC prohibits facilitating payments.



# Hospitality Payment Request Form

Company employees must use this form to request approval of hospitality expenses (including gifts, travel, entertainment, and other expenses) when the expense exceeds a certain dollar amount, as set forth in Annex A to the Anti-Corruption Policy.

Please complete and submit this form to the CLO (at: TaraMackey@AZZ.com) and/or other recipients specified in Annex A. If advance approval is required, do not proceed with payment until receiving approval.

## I. Requestor Information

Requestor's Name, Title:					
Date of Submission:					
Type of Proposed Transaction:	<input type="checkbox"/> Gift	<input type="checkbox"/> Meal	<input type="checkbox"/> Entertainment <i>(requires presence of AZZ employee(s))</i>	<input type="checkbox"/> Travel/ accommodations	<input type="checkbox"/> Other expenses
Estimated Total Value <i>(in USD; also in local currency, if applicable):</i>					

## 2. Recipient Information

<p>List the name, title/position, company/organization of all individuals to receive the hospitality expenses, as well as those individuals accompanying the recipient(s).</p>	<input type="checkbox"/> Recipient is a government official  <i>The term "government official" in this form has the meaning assigned to it in the Anti-Corruption Policy.</i>
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## 3. Description of Expense

<p>Provide a detailed description of proposed expenses, including activities involved, specific expenses per person, date, and anticipated location.</p> <ul style="list-style-type: none"> <li>For travel expenses, include estimate of each recipient's airfare and lodging. (Please attach any relevant and supporting documentation, and describe any attached documentation here.)</li> <li>For FAT-related expenses, attach the preliminary agenda and specify whether the customer has signed off on the agenda, and explain how each expense item relates to AZZ's contractual obligations related</li> </ul>	<p>(continued on next page...)</p>
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<p>to the FAT.</p> <ul style="list-style-type: none"><li>For entertainment expenses, provide name/title/organization of each participant, including AZZ Employee(s).</li></ul>	
<p>Describe the business purpose of the proposed hospitality expense. For FAT-related expenses, attach a copy of the contract that specifies the parties' agreement regarding FATs and AZZ's corresponding obligations.</p>	
<p>Describe the Company's relationship with the proposed recipients, including any pending or contemplated future business, or existing contractual obligations.</p>	
<p>Anticipated method of payment (e.g., check, credit card, wire).</p>	<p>Intended recipient of the payment (e.g., the store, travel agency, or restaurant, etc.; not the recipient of the gift, travel, or entertainment expense).</p>



If the hospitality expense was proposed by an outside party, please describe how and by whom (including name, title/position, and company/organization).

List any other hospitality expense(s) provided to the recipient(s) over the last 12 months (including dates, location and costs).

Provide any other relevant information.

#### 4. CLO Approval

**Approve**

**Reject**

Signature:

Date:



## Report of Hospitality Received

Company employees must use this form to report the receipt of gifts or other hospitality (including travel, entertainment, and other expenses) that exceed a value of two hundred and fifty dollars (\$250), as required by the Company's Anti-Corruption Policy and its Annex A. Please provide the most complete information possible. Consult with the CLO if you have any questions or concerns.

Please complete and submit this form to the CLO (at: [TaraMackey@AZZ.com](mailto:TaraMackey@AZZ.com)).

### I. Recipient Information

Recipient's Name, Title:					
Date of Submission:					
Type of Expense Received:	<input type="checkbox"/> Gift	<input type="checkbox"/> Meal	<input type="checkbox"/> Entertainment	<input type="checkbox"/> Travel/ accommodations	<input type="checkbox"/> Other incidental expenses
Approximate Total Value <i>(in USD; also in local currency, if applicable):</i>					

### 2. Giving Party's Information

List the name, title/position, company/organization of all individuals that gave the gift or paid for the hospitality, as well as those individuals accompanying the recipient of the gift or hospitality (if applicable).

### 3. Description of Gift / Hospitality Received

Provide a detailed description of the gift or hospitality, including activities involved. (Please attach any relevant and supporting documentation, and describe any attached documentation here.)



Describe the reason that the gift or other hospitality was provided.

Describe the Company's relationship with the giving party, including any pending or contemplated future business, or existing contractual obligations.



## Facilitating Payment Request Form

Company employees must use this form to request prior approval for facilitating payments, as required by the Company's Anti-Corruption Policy and its Annex C. This form is also used to report health and safety payments, also described in the Policy and Annex C. Please provide the most complete information possible. Consult with the CLO if you have any questions or concerns.

Please complete and submit this form to the CLO (at: [TaraMackey@AZZ.com](mailto:TaraMackey@AZZ.com)) and await the CLO's approval before proceeding with the payment.

If the requestor or another Company employee made the payment under threat to personal health, safety, or freedom, or experienced any other duress or was subject to extortion in connection with the payment, please describe those circumstances as noted below and notify the CLO immediately.

### 1. Requestor Information

Requestor's Name, Title:					
Date of Submission:		Date of payment <i>(if already made)</i>		Total Approximate Value	

### 2. Payment Details

Facilitating payments are payments made to expedite or secure the performance of routine government actions, such as obtaining licenses, permits, inspection of goods, or customs clearance. (Please refer to the Anti-Corruption Policy and its Annex C for more information on facilitating payments.)

Business Purpose     Emergency Purpose

Name and title of Government Official requesting the payment.

Describe reasons for payment, including context of request. If the requestor or another AZZ Employee experienced any duress or was subject to extortion in connection with this payment, please describe those circumstances here. (Please attach any relevant and supporting documentation, and describe any attached documentation here.)

### 3. CLO Approval

**Approve**  
 **Reject**

Signature:	
Date:	



## Charitable Contribution Request Form

Company employees must use this form to request prior approval for charitable contributions, as required by the Company's Anti-Corruption Policy and its Annex D. Please provide the most complete information possible. Consult with the CLO if you have any questions or concerns.

Please complete and submit this form to the CLO (at: [TaraMackey@AZZ.com](mailto:TaraMackey@AZZ.com)) and await the CLO's approval before proceeding.

### I. Requestor Information

Requestor's Name, Title:					
Date of Submission:		Total Approximate Value:		<input type="checkbox"/> Monetary	<input type="checkbox"/> In-kind

### 2. Contribution Details

Describe the nature and purpose of the requested contribution and/or related expenses. (Attach any relevant and supporting documentation, and describe the attached documentation here.)

Name and address of the intended recipient (if an organization, also provide the name and title of primary contact):	
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Describe the general activities of the intended recipient, including whether the recipient has any connections to a government official (as that term is defined in this Policy).

Was the contribution requested by a third party other than the recipient? If so, please name the third party and describe the nature of the Company's relationship with the third party, including any pending or contemplated future business, or existing contractual obligations.



Explain whether the contribution is related to or concerns any government entity (including state-owned entities) or a government official (including candidates for political office).

If a monetary contribution is requested, please list payment details (account number, name on account, location, bank name).

### 3. CLO Approval

**Approve**

**Reject**

Signature:

Date:



## Third Party Business Justification Form

**Prior** to retaining any Covered Third Party, its Internal Sponsor at AZZ must complete this form, as required by the Company's Anti-Corruption Policy and its Annex B. Please provide the most complete information possible. Consult with the CLO if you have any questions or concerns.

Please complete and submit this form to the CLO (at: [TaraMackey@AZZ.com](mailto:TaraMackey@AZZ.com)) and await the CLO's approval.

I. Third Party Candidate Information			
Candidate Name:			
Name and Title of Main Contact:		AZZ Internal Sponsor:	
Address:			
Telephone:		E-mail:	
Type of Third Party:	<input type="checkbox"/> Foreign (non-U.S.) Sales Representative <input type="checkbox"/> Other		
Describe the services to be provided by the Candidate.			
Proposed term of relationship:			
Proposed compensation:			
Will the Candidate be reimbursed for expenses related to this agreement? If so, please explain.			



Is the proposed compensation high, average or low for this country?		Has the Candidate previously received payment from the Company?	
<p>Will the Candidate interact with government officials on the Company's behalf?</p> <p><i>The term "government official" in this form has the meaning assigned to it in the Anti-Corruption Policy.</i></p>	<input type="checkbox"/> No <input type="checkbox"/> Yes – describe below:		
<p>Will the Candidate be the Company's exclusive agent (i.e., the Candidate will perform sales or marketing solely on the Company's behalf.</p>	<input type="checkbox"/> No <input type="checkbox"/> Yes		
<p><b>2. Selection Process Used</b></p>			
<p>Why does the Company need to retain the Candidate?</p>			
<p>How did you select the Candidate and why did you select this Candidate?</p>			



What other candidates did you consider? If none, why were no other candidates considered?

How did you arrive at the proposed compensation?

### 3. Ownership/Relationships/Reputation

**Answer if the Candidate is a company.**

To your knowledge, is the Candidate owned (wholly or partly) by a government official (as that term is defined in the Anti-Corruption Policy) or a close relative of a government official? If yes, please provide details.

**Answer if the Candidate is an individual.**

Is the Candidate a government official (as that term is defined in the Anti-Corruption Policy) or a close relative of a government official? If yes, please provide details.



What is the Candidate's reputation? On what basis have you formed this opinion?

Has the Candidate engaged in business with the host country or any other government on other occasions? If so, please describe any inquiries you have made regarding the Candidate's reputation in those dealings and all information learned.

Please describe any reference checks or other due diligence performed on the Candidate and attach any background information (e.g., results of reference checks or negative media hits).

#### **4. Miscellaneous**

Have you consulted with the CLO regarding any local law requirements that would apply to establishing a relationship with this Candidate or the compensation to be paid? For example, registration requirements, currency restrictions, conflicts of interest rules?



Are there any other facts that should be considered in deciding whether to establish a relationship with this Candidate? If so, please explain and attach any pages as necessary.

### 5. Certification

To the best of my knowledge, all information set forth in this Business Justification Form is correct and complete and does not omit any fact that might be important to the Company's evaluation of the qualifications, reputation, and associations of the Candidate.

Name:	
Title:	
Signature:	
Date:	

Once completed, this form and the **Due Diligence Questionnaire** (completed by the Candidate) should be submitted to the appropriate approver along with all supporting documents.



## Third Party Due Diligence Questionnaire

*(To be completed by the proposed third-party candidate)*

Please complete the following form and submit it together with all related documents to your contact at AZZ Inc., retaining copies of all documents for yourself. This form is intended for use in obtaining appropriate compliance approval prior to entering into a relationship with AZZ. Your cooperation in completing this form is important to us and is greatly appreciated.

If any space in the form intended for your answer to any question is insufficient, then please add further detail on additional sheets of paper, making reference to the relevant question. Please explain any answers that you mark “not applicable.” Should you have any questions or uncertainties, please consult with your AZZ contact.

### I. Identifying Information

Name of Candidate (Full legal name of person or entity)				
Registered address				
Contact Name				
Telephone		E-mail		
Website				
Legal Structure	<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Partnership	<input type="checkbox"/> Corporation	<input type="checkbox"/> Individual/ Independent Worker
Country of Incorporation (if applicable):			Registration Number (if applicable):	
Date of Establishment (if applicable):			Principal Line of Business:	
Head Office and other Locations of Business (if applicable):				
Services to be provided to AZZ:				



List any anticipated interactions with government entities (government departments, ministries, agencies, legislatures, political parties, or government-owned or government-controlled companies), or employees or elected or appointed officials of such entities, on AZZ's behalf.

## 2. Candidate Background

Describe briefly the nature of your business.

List all subsidiaries and affiliates (such as branches) in the countries in which you will be performing work for AZZ.

Check the approximate turnover/revenue in the last five years:

<input type="checkbox"/> Less than \$1 million USD	<input type="checkbox"/> \$1 to \$10 million USD	<input type="checkbox"/> \$10 to \$50 million USD	<input type="checkbox"/> Over \$50 million USD
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If your company is a new venture, please provide the estimated turnover/revenue for the next business year.

Please state the approximate number of employees in your company.



If you are an individual, please provide a curriculum vitae.

If you are a company, please provide company brochures, certificates of incorporation, annual reports (if available) and any other promotional material.

Are the materials attached?  Yes  No (If no, please explain why.)

Do you plan to use any other parties (sub-agents, consultants, venture partners, business associates, etc.) to provide services related to the proposed agreement with AZZ? If yes, please identify each such party and describe the role/function they will perform.

List all previous or current relationships, if any, with AZZ.

Do you provide services for other companies in the same industry as AZZ?  Yes  No

If **Yes**, please identify the top three in terms of volume of business.

If **No**, do you anticipate providing services exclusively for AZZ?  
 Yes  No



<p>Are you unable or unwilling to enter into a written contract with AZZ?</p> <p><input type="checkbox"/> Yes</p> <p><input type="checkbox"/> No</p>	<p>If <b>Yes</b>, please explain in the space below.</p>		
<p>If retained, what will be the proposed method of payment (e.g., wire transfer to bank account)?</p>			
Name of Account Holder			
Name of Bank and Branch			
Location and Address of Bank			
Account Name			
Account Number			
Swift Code			
<b>3. Ownership and Management</b>			
If a company, are the shares publicly traded?	<input type="checkbox"/> No	<input type="checkbox"/> Yes	If yes, what percent?
<p>If publicly traded, please identify all major (&gt;5%) shareholders (public and non-public) and their ownership percentage.</p>			



If not publicly traded, please provide the names, nationalities, and ownership percentage of all shareholders, partners, and/or other beneficial owners. (If your direct owner is a company, list the ultimate beneficial owner and any intermediate companies or persons).

List the names, nationalities, and relevant experience of:

Officers, directors, or managers

Each owner of the company

All employees who will be working to generate offers for our products



All employees who are also employed by a government agency or state-owned company	
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**4. References**

List three references (persons or companies familiar with you/your company)

<b>Reference 1</b>	Company:	
Contact Name and Title:		
Address:		
Telephone and Email:		
Background on relationship (including number of years working together):		
<b>Reference 2</b>	Company:	
Contact Name and Title:		
Address:		
Telephone and Email:		
Background on relationship (including number of years working together):		



<b>Reference 3</b>	Company:	
Contact Name and Title:		
Address:		
Telephone and Email:		
Background on relationship (including number of years working together):		
<b>5. Additional Relationship Questions</b>		
<p>Is any owner, director, officer or employee of your company either a present or former government official*?</p> <p><i>* Please note that "government official" means any employee or elected/appointed official of any government department, state-owned entity, government ministry, agency, legislature, political party, or candidate for political office.</i></p>	<input type="checkbox"/> No	<input type="checkbox"/> Yes. Please provide details:
<p>Does any owner, director, officer, or employee of your company have any family relationship with any government official* (as defined above)?</p>	<input type="checkbox"/> No	<input type="checkbox"/> Yes. Please provide details:
<p>Has your company or any present or former director, shareholder, or employee been suspended from doing business, charged with any criminal act, or the subject of any allegation in connection with fraud, misrepresentation, bribery or other related activities?</p>	<input type="checkbox"/> No	<input type="checkbox"/> Yes. Please provide details:



Please use this space to add other comments.

### 6. AZZ's Anti-Corruption Policy

By checking this box, I hereby certify that my contact at AZZ Inc. or his/her designee has shared with me AZZ's position regarding its anti-corruption norms and compliance with those norms by third parties engaged by AZZ.

### 7. Due Diligence Renewal (if applicable)

By checking this box, I hereby certify that I, or the company I represent, previously submitted this questionnaire and that only the information set forth above, if any, has changed since the last submittal.

### 8. Signature

I understand that AZZ will rely on the above information in determining whether to enter into any contractual agreement or other arrangement with me/my company, and that any false or misleading information provided would be grounds for the immediate termination of any such contractual agreement or other arrangement.

I understand the requirements of applicable anti-bribery and anti-corruption laws and AZZ's prohibition on all forms of corruption, and certify that neither I nor/my company have taken, or will take, any action in connection with the proposed relationship with AZZ that would violate any such law or prohibition.

I authorize AZZ and its employees or contractors to contact the references provided in order to complete the due diligence process.

Signature:	
Name:	
Title:	
Date:	



## Third Party Due Diligence Checklist

**Prior** to retaining any Covered Third Party (“Candidate”), its AZZ Internal Sponsor must complete this form in accordance with Annex B to AZZ’s Anti-Corruption Policy. Before completing this form, the Internal Sponsor should review the completed Third Party Business Justification Form and Third Party Due Diligence Questionnaire and all attachments to both documents.

Please complete and submit this form to the CLO (at: TaraMackey@AZZ.com) and await the CLO’s approval.

### I. Identifying Information

Name of Candidate:			
Category of Candidate:	<input type="checkbox"/> Assisting with sales or marketing	<input type="checkbox"/> Interacting with Government Officials	
AZZ Internal Sponsor:		Title:	
Countries in which the Candidate will perform services for AZZ:			
Current ranking and score(s) from the most recent Transparency International's Corruption Perceptions Index ( <a href="http://www.transparency.org/research/cpi/overview">http://www.transparency.org/research/cpi/overview</a> ).			
Country:	Ranking:	Score:	
Country (if applicable):	Ranking:	Score:	
Country (if applicable):	Ranking:	Score:	

### 2. References

Contact at least two references provided by the Candidate and provide comments below:

Reference	Date(s) Contacted	Comments




### 3. Background Checks

Indicate which of the following reports/inquiries were completed, and attach reports:

- Screened U.S. and other government blacklists.
- Searched local media, news databases, and the internet for information regarding the Candidate's past activities and/or government affiliation.
- Site visit/office tour (or other evidence of the Candidate's legitimate operations).

*Additional checks, if deemed appropriate by the CLO in light of specific risks presented by the Candidate:*

- Searched local government records, including corporate registries, and available credit, bankruptcy, and online civil litigation records.
- Dun & Bradstreet (D&B) report.
- U.S. Commercial Services (Department of Commerce) International Company Profile (ICP) report ([http://export.gov/salesandmarketing/eg\\_main\\_018198.asp](http://export.gov/salesandmarketing/eg_main_018198.asp)).
- Review conducted by due diligence vendor.
- Other checks, as directed by the CLO (describe below and attach reports, if applicable):

4. Potential Red Flags		
Any negative references?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Is any of the information provided by the Candidate inaccurate or suspicious (e.g., no local business registration; no letterhead; third party email address; irregular business hours; address same as home address; frequent address or number changes; “shell” offices or website; aliases or fictitious names; other red flags)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Is the Candidate listed on any government blacklists?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Is the proposed compensation unreasonable or outside the normal range for the same country and services (e.g., high costs; payments made through third parties; use of offshore accounts; or in cash)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Does the Candidate lack the qualifications to perform the services (e.g., lacks licenses or sufficient staffing, technical resources, or expertise)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Are there any negative financial indicators or conditions (e.g., recent bankruptcies, poor bank references, poor credit ratings)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Does the Candidate have a relationship to current or former (within the last five years) government officials or any government entities?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Is the Candidate unwilling to make representations and covenants about anti-corruption compliance and make anti-corruption compliance certifications as requested by AZZ?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Does the draft contract with the Candidate lack appropriate anti-corruption terms?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
To the extent not addressed above, describe any other negative information.		



If you answered **yes** to any of the above or entered anything in the field above, identify the basis for the response and, where applicable, explain why the Company should nevertheless consider entering a relationship with the Candidate (including any mitigating factors).

### 5. Internal Sponsor Certification

To the best of my knowledge, all information set forth in this Checklist is correct and complete and does not omit any fact that might be important to the Company's evaluation of the Candidate.

Signature:	
Date:	

### 6. CLO Approval

Based on the information outlined above, I  **approve**  **reject** the proposed relationship with the Candidate for purposes of anti-corruption compliance due diligence.

Signature:	
Date:	



# Third Party Anti-Corruption Compliance Certification

Please complete the following form and submit it together with all related documents to your contact at AZZ Inc.

The purpose of this form is to ensure that individuals and entities engaged by or otherwise representing AZZ comply with applicable anti-corruption laws and AZZ's prohibition on all forms of corruption. AZZ also uses this form to ensure that the individuals and entities it works with do not present any unforeseen risks to AZZ from an anti-corruption perspective.

If any space in the form intended for your answer to any question is insufficient, then please add further detail on additional sheets of paper, making reference to the relevant question. Please explain any answers that you mark "not applicable." Should you have any questions or uncertainties, please consult with your AZZ contact.

## I. Identifying Information

Name <i>(full legal name of person or entity):</i>			
Registered address:			
Contact person <i>(name, title):</i>			
Telephone:		E-mail:	
Nature of relationship with AZZ:			

## 2. Interaction with Government Officials and State-Owned Entities

Note that, for purposes of this form, the term "government official" includes:

- any officer or employee, or elected or appointed official, of a local, state, provincial, regional or national government, at any level;
- anyone "acting in an official capacity" (on behalf of a government to carry out government responsibilities);
- any political party, party official, or candidate for political office;
- any official or employee of a public international organization (such as the World Bank or United Nations);
- any officer or employee of a state-owned entity, including any commercial enterprise owned, controlled, or operated by a government or a government agency, instrumentality, subdivision, or other body of any national, state or local government, even if partially privatized.

Provide a complete list of all government officials and state-owned entities that you have interacted with on behalf of AZZ in the last twelve (12) months. Sales of good or services and business development activities qualify as "interaction" for purposes of this request.

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**NOTE:** If additional space is needed, please attach additional sheets. If you have nothing to disclose, please indicate this by writing "NONE" in the space above.

### 3. Additional Relationship Questions

<p>Is any owner, director, officer or employee of your company either a present or former government official?</p>	<input type="checkbox"/> No	<input type="checkbox"/> Yes – please provide details:
<p>Does any owner, director, officer, or employee of your company have any family relationship with any government official?</p>	<input type="checkbox"/> No	<input type="checkbox"/> Yes – please provide details:
<p>Has your company or any present or former director, shareholder, or employee been suspended from doing business, charged with any criminal act, or the subject of any allegation in connection with fraud, misrepresentation, bribery or other related activities?</p>	<input type="checkbox"/> No	<input type="checkbox"/> Yes – please provide details:
<p>Please use this space to add other comments related to the questions above.</p>		



#### 4. Compliance Certifications

- |                          |  |
|--------------------------|--|
| <input type="checkbox"/> | By checking this box, I certify that AZZ has shared with me its position regarding its anti-corruption norms and compliance with those norms by third parties engaged by AZZ.  |
| <input type="checkbox"/> | By checking this box, I certify that I understand the requirements of AZZ's prohibition on all forms of corruption, and certify that neither I nor my company have taken, or will take, any action in connection with the proposed relationship with AZZ that would violate any such prohibition.  |
| <input type="checkbox"/> | By checking this box, I further certify that my company has complied and will comply with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (FCPA), and that it has not made, offered, or authorized and will not make, offer, or authorize any payment, gift, promise or other benefit, whether directly or through any other person or entity, to any government official (as defined above) or any immediate family member of a government official (such as a spouse, parent, child, sibling, sibling's spouse, or financial dependent), for purposes of influencing official actions or decisions or securing any improper advantage in order to obtain or retain business. |

#### 5. Signature

- |                          |  |
|--------------------------|--|
| <input type="checkbox"/> | By checking this box, I certify that I have the authority to make the representations in this form on behalf of my company, named in the first row of this form. |
|--------------------------|--|

I understand that AZZ will rely on the information in this form in determining whether to enter into or continue in any contractual agreement or other arrangement with me/my company, and that any false or misleading information provided would be grounds for the immediate termination of any such contractual agreement or other arrangement.

Signature:	
Name:	
Title:	
Date:	



# Employee Anti-Corruption Compliance Certification

If requested to do so, please complete and submit this form to Tara Mackey, Chief Legal Officer (CLO) of AZZ Inc. (at: TaraMackey@AZZ.com). Please address any questions or concerns regarding this form, AZZ policies, or applicable anti-corruption laws to your immediate supervisor or the CLO.

## I. Identifying Information

Name:	
Title:	
Location:	

## 2. Certification

I have read AZZ's Anti-Corruption Policy, including its Annexes (collectively, "Policy"), and certify my compliance with the Policy and all applicable local laws. To the best of my knowledge and belief, neither I nor any third party acting on behalf of the Company (including, but not limited to, consultants, sales representatives, joint venture partners, etc.) has:

- A. Given, offered, promised, or authorized anything of value directly or indirectly to any person, including any government official, to influence or persuade that person to help the Company secure an improper business advantage. For purposes of this certification, the term "government official" has the meaning assigned to it in the Policy.
- B. Engaged in any other prohibited conduct or behavior under the Policy, except as described below:

*NOTE: If additional space is needed, please attach additional sheets. If you have nothing to disclose, please indicate this by writing "NONE" in the space above.*

## 3. Signature

I certify that I provided the above statements and related information, if any, to the best of my ability with the intent of cooperating with the Policy. As required by the Policy, should I learn or have reason to know of any suspected or actual improper payment or any other violation of or non-compliance with the Policy, I will immediately notify the Chief Legal Officer and my direct supervisor of my knowledge or suspicion.

Signature:	
Date:	