



January 1, 2023

Anti-Bribery and Anti-Corruption Policy

At Victaulic, bribery is never permitted. We will not seek to influence others, either directly or indirectly, by offering, paying, or receiving bribes or kickbacks, or by any other means that is considered unethical, illegal, or harmful to our reputation of honesty and integrity. Bribery and corruption are not only against our company values; they are illegal and can expose both the employee and the company to fines and penalties, including imprisonment and reputational damage. Employees and representatives of the company are expected to decline any opportunity which would place our ethical principles and reputation at risk. While certain laws apply only to bribes to government officials or employees of government agencies (domestic and foreign), this policy applies to non-government business partners as well. We rely on a robust system of policies, procedures, and education and training protocols to adhere to this goal.

Victaulic follows a high standard of integrity in its business conduct, and this begins with our employees. All employees, upon their date of hire and on an annual basis, are trained on our Code of Conduct, which includes anti-bribery and anti-corruption topics. Additional anti-bribery and anti-corruption training is provided to sales teams responsible for regions that we have identified as high risk.

The Compliance Department maintains a collaborative function within the Company and strives to help our sales and other teams appropriately navigate relationships with third parties.

In addition to having established our own rules based on key laws and regulations and thoroughly educating our employees on those rules, we continually work to prevent actions that could be interpreted as bribery and corruption by ensuring compliance with the rules governing external business dealings and partners.

As part of our standard onboarding procedures for new third-party relationships we conduct third-party investigations and continually renew these investigations with varying degrees of frequency based on several risk factors associated with each third party. We provide periodic in-person training for some distributors based on identified risk factors, and require annual online training for others, all with a focus on preventing bribery and corruption within our value chain. In addition, account audits are conducted by the Victaulic Internal Audit department every two years for business partners that fall into our highest identified risk categories.

As part of our compliance program, Victaulic requires our distributors, agents, and significant suppliers to certify, annually, that they have not and will not make any illegal or improper payments or engage in money laundering under applicable laws, including all relevant U.S. laws and any local laws. This certification stipulates that Victaulic business partners, to the furthest extent of their knowledge and under sufficient due diligence, will not participate in any illegal payments or exchanges, or use any payments or exchanges to directly pay or influence public officials.



For a complete Anti Bribery and Corruption Certification Statement including all relevant laws, both U.S. and local, please contact our Compliance Department at Compliance@victaulic.com.

A handwritten signature in black ink, appearing to read "R. Bucher".

Rick Bucher
President and CEO



**ANTI-CORRUPTION
CERTIFICATION STATEMENT**

COUNTRY: UNITED STATES

_____ (“**Distributor**”), located in the United States, is currently a distributor for **Victaulic Company** (“**Victaulic**”). As part of its compliance program, Victaulic requires its distributors, agents and traders to certify that they have not and will not make any illegal or improper payments or engage in money laundering under applicable laws. Therefore, Victaulic requires Distributor sign this Certification Statement below and return to:

Compliance@victaulic.com

CERTIFICATION STATEMENT:

Distributor has not and will not directly or indirectly offer, pay, promise, give or authorize payment of money or anything of value to any governmental or public official or private party for the purpose of influencing any act or decision of such public official in his official capacity or engage in money laundering. In addition, Distributor represents and warrants that all payments, gifts, compensation or benefits made by Distributor in furtherance of its role as a Victaulic distributor will be lawful under the written laws and regulations of all applicable jurisdictions.

Distributor further agrees to comply with the U.S. Foreign Corrupt Practices Act (“**FCPA**”), 15. U.S.C. §§ 78dd-1 et seq., U.S. Travel Act, 18 U.S.C. § 1952 et seq., applicable U.S. mail and wire fraud statutes, 18 U.S.C. §§ 1341-1343 et seq., and local equivalents of such laws, as well as any other applicable laws prohibiting improper payments. The FCPA prohibits corrupt payments through any intermediaries, regardless of whether they are agents, consultants or distributors. It is unlawful to make a payment to any third party while knowing that all or a portion of that payment will go directly or indirectly to a government official. “**Knowing**” includes conscious disregard and deliberate ignorance. Distributor further agrees to comply with the 10/2010 Law of 28 April on Money Laundering and the OECD Convention of 17 December 1997 on “Combating Bribery of Foreign Officials”.



Distributor hereby represents that none of its officers, directors, managers, employees, representatives and agents has made, offered to make or agreed to make any loan, gift, donation or other payment directly or indirectly whether in cash or in kind to or for the benefit of any government official, political party, political party official or candidate for political office in order to obtain or retain business.

Should Distributor learn or have reason to know of any such payment, offer or agreement to make a payment to a government official, a political party official or candidate for the purpose of obtaining or retaining business for Victaulic, Distributor will immediately advise Victaulic of Distributor's knowledge or suspicion.

If Victaulic has reasonable suspicion Distributor has made an improper payment or engaged in money laundering, Victaulic may immediately terminate Distributor (and any applicable agreements) without paying penalty or damages.

Distributor certifies that the person executing this Certification on behalf of Distributor has been authorized and has the authority to enter into this Certification on behalf of Distributor. Distributor further agrees to execute, acknowledge, and deliver such further instruments, and to do all such other acts, as may be necessary or appropriate in order to carry out the purposes and intent of this Certification.

Distributor agrees that any signature page hereto delivered by facsimile machine transmission or electronic transmission, including by e-mail with portable document format (.pdf) file, joint photographic experts group (.jpg) file or otherwise shall be binding to the same extent as an original signature page and may be used in lieu of the signature pages for all purposes. Distributor acknowledges that it has the ability to retain this Certification either by printing or saving it. Distributor agrees to later deliver an original signature page if Victaulic requests it.