**Introduction**

Priority Worldwide (PWW) is committed to conducting business ethically and with integrity. We have zero tolerance for corruption and bribery in any form. This policy outlines our commitment to preventing corruption and bribery and provides guidance to ensure compliance with anti-corruption laws and regulations.

**Scope**

This policy applies to all employees, directors, officers, contractors, consultants, and any other third parties acting on behalf of PWW, regardless of location.

**Anti-Corruption Commitment**

PWW is dedicated to:

* Upholding all applicable anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and other relevant legislation.
* Prohibiting all forms of bribery and corruption, whether direct or indirect, in all business dealings and transactions.
* Conducting worldwide business in accordance with the highest ethical standards and in full compliance with all applicable laws.
* PWW does not seek to gain any advantage through the improper use of inducements to any actual or prospective commercial suppliers, customers or other firms or individuals with whom we may have business dealings.

**Definitions**

* Bribery: Offering, giving, receiving, or soliciting something of value to influence a business decision or gain an unfair advantage.
* Corruption: Abuse of entrusted power for private gain, including bribery, extortion, fraud, and embezzlement.
* Anti-Corruption Compliance Officers: Individuals tasked with fulfilling the obligations as outlined in this policy. This role will typically be performed by the Empowered Officials and Export Control Officers.
* Core Anti-Corruption Personnel: Persons within the organization that are most likely to interface with agents, representatives, international intermediaries, customers, suppliers and government officials. Such personnel may include representatives from Marketing/Business Development, Finance, Contracts, and Supply Chain.
* Government Official:
  + Anyone acting in an official capacity for or on behalf of:
    - A national, regional or local government, including collective groups or partnerships of governments (*e.g*., European Union);
    - Any agency, department or instrumentality of a national, regional or local government, including collective groups or partnerships of governments (*e.g*., European Union);
    - A government-owned or government-controlled enterprise, such as a state-owned airline; or
    - A public international organization, such as The World Bank or International Monetary Fund; or
    - Any foreign political parties, party officials, or candidates for a foreign political party or political party office.
* Gift: Any gratuity, favor, benefit, alcohol other than as part of a meal, seasonal gift, conference fee, honoraria, transportation, loan, discount not generally available to the public, forbearance, charitable contribution, or other tangible or intangible item having monetary value for which market value is not paid. Gifts also include, but are not limited to, airline upgrades for personal use, passes, services, and use of a donor’s time, materials, facilities and equipment.
* Hospitalities: Include such things as meals, tickets, golf outings, sporting events, or other entertainment.
* International Intermediaries: All sales representatives, distributors, consultants, agents, brokers, contractors, offset service providers, joint-venture partners, and any other individuals or companies acting on behalf of PWW or working on PWW business whose business-related activities are likely to involve any contact or dealings with Government Officials.
* Politically Exposed Person: An individual with close connections to a Government Official, including advisors and consultants to foreign governments, members of a royal family, close business associates of Government Officials, and family members of Government Officials (including spouses, parents, siblings, children, uncles, aunts, first cousins, grandparents, spouses of these individuals, and anyone else living in the same household as a Government Official).

**Policy Statement**

Priority Worldwide prohibits:

* **Bribery**: No employee or third party acting on behalf of the company shall offer, promise, give, or receive any bribe or improper advantage.
* **Facilitation Payments**: Small payments made to expedite routine governmental actions are prohibited.
* **Gifts and Hospitality**: Employees must not accept or offer gifts, hospitality, or entertainment that could be perceived as a bribe or conflict of interest.
* **Political Contributions**: The company does not make donations to political parties or candidates to obtain or retain business or gain any improper advantage.
* **Charitable Donations**: Any charitable contributions must be legal, ethical, and not used as a substitute for improper payments.

These prohibitions are not limited to cash payments, and include, without limitation, corrupt:

* In-kind contributions.
* Business, employment or investment opportunities.
* Personal discounts or credits.
* Assistance to or support of Politically Exposed Persons.
* Gifts or Hospitalities; and
* Other benefits, both tangible and intangible.

**Responsibilities**

* Management: Ensure compliance with this policy, provide resources for its implementation, and foster a culture of integrity.
* Employees: Understand and comply with this policy, avoid any activities that could lead to, or imply, a breach of this policy, and report any suspicions or violations.
* Third Parties: Adhere to the principles of this policy when acting on behalf of PWW.

**Risk Assessment and Due Diligence**

* Conduct regular risk assessments to identify and mitigate corruption risks in our operations and supply chains.
* Perform due diligence on business partners, suppliers, and third parties to ensure their compliance with anti-corruption standards.

**Training and Communication**

* Provide regular training and resources to employees on anti-corruption laws and ethical business practices.
* Communicate this policy to all employees, contractors, and relevant stakeholders.

**Reporting and Whistleblowing**

* Encourage employees and third parties to report any concerns or suspicions of corruption or bribery through Priority’s confidential whistleblower channels.
* Ensure that reports are taken seriously, investigated promptly, and that there is no retaliation against whistleblowers.

**Recordkeeping and Internal Controls**

All payments by and transactions of the Company must be recorded in the Company’s books and records in reasonable detail, such that the Company’s books and records accurately, fairly, and transparently reflect its transactions and the disposition of its assets. This requirement applies to all transactions and expenses, whether they are “material” in an accounting sense.

All PWW Employees must comply with established PWW procedures regarding recordkeeping and internal controls. Each SBU will be responsible for collecting data on all payments by the SBU to International Intermediaries and all payments approved under this Policy. The SBU shall report such payment data quarterly to the office of the Corporate Controller. That data shall be available for review upon request by appropriate PWW audit and other compliance personnel.

**Monitoring and Review**

* Regularly monitor and review our anti-corruption compliance program to ensure its effectiveness.
* Conduct audits and assessments to detect and prevent corruption and bribery.
* Review and update this policy as necessary to reflect changes in laws, regulations, and business practices.

**Consequences of Non-Compliance**

* Violations of this policy may result in disciplinary action, including termination of employment or business relationships.
* PWW will cooperate with law enforcement authorities in the investigation and prosecution of any acts of bribery or corruption.

This Anti-Corruption Statement and Policy underscores Priority Worldwide’ s commitment to ethical business practices and zero tolerance for corruption and bribery. By adhering to this policy, we aim to maintain the highest standards of integrity and compliance in all our business activities.