

# **CODE OF BUSINESS CONDUCT AND ETHICS**

## **INTRODUCTION**

Movado Group, Inc. (which, together with each of its subsidiaries, is referred to in this document as “the Company”) has established and maintains an effective compliance program which has been designed and implemented and is enforced for the purposes of preventing and detecting violations of law. There are many facets to the Company’s overall compliance program. Among the most significant of these is the Company’s commitment, as reflected in this Code of Business Conduct and Ethics (this “Code”), to a set of standards that goes beyond merely avoiding what is unlawful. Rather, these guidelines are meant to provide a clear statement of ethical and moral standards for all the Company’s employees and members of the Board of Directors to follow in all their business-related activities so as to eliminate even the appearance of impropriety.

## **GENERAL**

This Code of Business Conduct and Ethics is intended to govern the business relationships of all officers, directors and employees of the Company including, without limitation, the chief executive officer, chief financial officer and controller. This Code relates to all dealings between the Company’s officers, directors and employees on the one hand, and the Company’s customers, fellow employees, suppliers, competitors, representatives of government at all levels, and the public on the other hand. In these relationships, a high standard of ethical conduct is required.

It is recognized that in many situations and for many issues it may be difficult to determine the right course of action with certainty. In such instances, you should be guided by common sense and ask yourself if you would be uncomfortable to have your conduct reported in detail on the front page of tomorrow’s newspaper or if the conduct could result in harm to the Company. If so, don’t do it. If you still require guidance or if you need to report any violation (or what you believe may be a violation) of the Code, see “Administration and Reporting Violations of the Code” below.

## **HONEST AND ETHICAL CONDUCT**

The Company is proud of its standards of honesty and integrity in all business practices. It is a part of our obligation as officers, directors and employees to maintain the highest sense of integrity. Our standards require all officers, directors and employees to avoid any activity that might reflect unfavorably upon their own, or the Company’s, integrity or reputation.

## **FAIR DEALING**

Directors, officers and other employees should endeavor to deal fairly with the Company’s customers, suppliers and employees. Directors, officers and other employees should not take unfair advantage of anyone through the manipulation, concealment or abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## CONFLICTS OF INTEREST

Conflicts of interests by Company officers, directors and employees are expressly prohibited. Even the appearance of a conflict of interest is to be avoided. No officer, director or employee should have a direct or indirect financial interest in any business enterprise which is doing or seeking to do business with the Company, or which is a competitor of the Company, if that interest may create any conflict of interest, or the appearance of a conflict. An indirect interest will be deemed to exist where the direct interest is held or received by the spouse or other member of the immediate household of an officer, director or employee.

A financial interest or any other individual private interest is improper if the combination of your position with the Company, the amount of your investment, and the particular company in which you invested could - when viewed objectively by another person – be thought to influence your actions or compromise your judgment on behalf of the Company.

In the case where you have anything to do, either directly or indirectly, with deciding whether or how much business the Company does with any given enterprise, you should not have any financial interest (or any other individual private interest) at all in that enterprise.

These prohibitions are not intended to preclude officers, directors or employees from certain types of investment that, from a common-sense point of view, should not interfere and that could not reasonably be expected to interfere with one's impartial judgment. To determine whether a conflict of interest exists, ask yourself the following questions:

- What is the extent of the competition or the nature of the relationship between the Company and the other enterprise?
- What is the size of my investment in relation to my personal assets, salary and other family income, including income from other investments? Is it significant enough to cause me to take some action as an officer, director or employee of the Company to protect or enhance my investment?
- Given the nature of my position with the Company, could my actions as an officer, director or employee of the Company affect the value of my investment in the other enterprise? Could my actions significantly enhance my investment even if it is a relatively modest one?

All customers, vendors and competitors should be treated even-handedly, and all transactions conducted on an arm's length basis. The receiving or giving of gifts or entertainment not normal or customary considering the position of the recipient and the related business purpose and that may influence or reasonably give the appearance of influencing the recipient's impartial judgment is prohibited. If you are uncertain as to the value of a gift and/or you want to make certain that there is no violation of this policy in giving or receiving a gift, you should discuss the matter with the General Counsel.

No officer, director or other employee, nor any family member of any of them, may request or accept a loan from or any payment of any nature from any existing or potential customer, vendor or competitor. The Company may not lend money to, or guaranty the repayment of money loaned by another person to, any director or executive officer.

Employees other than executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, their direct supervisor. Before granting approval, the supervisor must obtain approval from a committee consisting of the General Counsel, the CFO and the Senior Vice President of Human Resources after providing the committee with a written description of the activity.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee of the Board of Directors. The matter should be brought to the attention of the General Counsel, who will arrange for consideration of the matter by the Audit Committee. In its consideration of the matter, the Audit Committee will review the transaction under both this Code and the Company's separate Related Party Transactions Policy applicable to executive officers and directors.

## **CORPORATE OPPORTUNITIES**

Employees, officers and directors are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information, or position; (b) using corporate property, information, or position for personal gain; and (c) competing with the Company. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Whether any of the foregoing actions have been taken to the material detriment of the Company will be determined by the Board of Directors or the appropriate committee thereof in the case of an executive officer or director or the Company's General Counsel in the case of any other employee, based on all relevant facts and circumstances, including whether the Company has previously declined to pursue such proposed opportunity for its own benefit.

## **CONFIDENTIAL INFORMATION**

Officers, directors and employees may have knowledge of and practical access to confidential information with respect to the Company's business or the personal affairs of its customers or employees. It is important that such information be treated confidentially and not be disclosed to persons outside the Company unless such disclosure is legally mandated. "Persons outside the Company" include family, friends, vendors, customers, competitors and the news media.

Confidential information includes, among other things: strategic plans, sales and financial data and reports, products and pricing, internal email, identity of customers and vendors and/or sales to or from them, personnel information, forecasts, information contained in or relating to reports,

spreadsheets, analyses, recommendations, schedules, ads, prototypes, or other materials prepared for internal use, information pertaining to any legal matters or any audits involving the Company, information regarding any internal systems or controls or procedures and any other information that has not already been generally disclosed to the public by the Company.

Whether or not certain information is confidential, officers, directors and employees are not to use such information in any way that might be detrimental to the interests of the Company or its employees or customers. For example, after leaving your position with the Company, if you accept a new position at a competitor of the Company, you may not use the information known to you by virtue of your former position with the Company such as the names, contact information and performance history of the Company's key sales employees to contact those persons on behalf of your new employer.

In addition, officers, directors and employees are not to use any such information, unless it has already become public in a lawful manner, for their own direct or indirect benefit, or for the direct or indirect benefit of any associate or any other recipient of the information.

With respect to confidential information about the Company and its business, officers, directors and employees are responsible for maintaining its confidentiality not only during their association with the Company but also after any termination of that association.

## **COMPETITION LAW**

The laws of the United States and other countries regarding competition and competitors are extremely important. A wide range of transactions or practices is prohibited under those laws. No agreement or understanding may be made with competitors to fix or control prices, to allocate products, markets or territories or to boycott certain customers or suppliers. Nor may any agreement be discussed or made with any customer to fix retail prices. Other activities that create antitrust problems are discrimination on terms and services offered to customers. The provisions of the antitrust statutes apply to both formal and informal communications.

Employees involved in trade association activities or in other situations allowing for less formal communication among competitors, customers or suppliers must be especially alert to the requirements of the law. Anyone in doubt as to the application of the antitrust laws in the United States or overseas should immediately consult the Company's General Counsel in the Legal Department.

## **SECURITIES TRADING POLICY**

If a director, officer or other employee of the Company has material non-public information relating to the Company, neither that person nor any related person:

- may buy or sell securities of the Company (other than pursuant to a pre-arranged trading plan that complies with Rule 10b5-1 under the Securities Exchange Act of 1934 ("Rule 10b5-1"))

or engage in any other action to take advantage of that information, or

- may pass that information on to any person outside the Company or suggest or otherwise recommend that any such person outside the Company buy or sell securities of the Company or engage in any other action to take advantage of that information.

In addition, no director, officer or other employee may effect transactions in the securities of any other company while in possession of material nonpublic information concerning such company that was obtained in the course of employment/directorship with the Company.

“Material information” is any information that a reasonable investor would consider important in a decision to buy, hold or sell securities.

“Nonpublic information” is information that has not been broadly disclosed to the marketplace, such as through a press release or SEC filing, with sufficient time having passed for the marketplace to absorb the information. As a general rule, information should not be considered fully absorbed until the end of the first business day after it is released. However, information contained in a regular quarterly earnings release issued prior to the opening of the market on a given day is deemed to have been released by the beginning of the next business day.

The restrictions set forth above also apply to your spouse, minor children and anyone else living in your household; partnerships in which you are a general partner; trusts of which you are a trustee; and estates of which you are an executor (collectively “Related Parties”). Directors, officers and other employees are expected to be responsible for compliance with this policy by their Related Parties.

### **Additional Prohibited Securities Transactions**

Because we believe it is improper and inappropriate for any personnel of the Company to engage in short-term or speculative transactions involving the Company’s securities, it is the policy of the Company that directors, officers and other employees, and their Related Parties, should not engage in any of the following activities with respect to securities of the Company:

1. Purchases of stock of the Company on margin. (Although you may pledge Company securities, including as part of a margin account, you should be aware that sales of such securities could have securities law implications for you, including under Section 16 of the Securities Exchange Act.)
2. Short sales (*i.e.*, selling stock you do not own and borrowing the shares to make delivery).
3. Buying or selling puts, calls or other derivatives in respect of securities of the Company.

### **Additional Trading Restrictions Applicable only to Directors, Officers and Certain Other Personnel with Access to our Results**

To avoid even the appearance of trading while aware of material nonpublic information, certain

persons who are or may be expected to be aware of quarterly financial results will be subject to the additional restrictions described below. These additional restrictions apply to:

- Directors
- Officers
- Certain management-level employees and employees in the accounting and finance departments who have been notified by the General Counsel that they are subject to these additional restrictions (“**Designated Employees**”)

#### Blackout Periods

In addition to the general prohibition on trading while in possession of material nonpublic information, directors, officers and Designated Employees, and their Related Parties, may not effect transactions in Company securities during the two-week period preceding the end of the Company’s fiscal quarter through the first business day following the public release of earnings for that quarter (or through the day of release if the earnings release is issued prior to the opening of the market). By way of example, if the Company’s quarterly earnings release for the quarter ending July 31 is released prior to market open on September 4, then the associated blackout period will begin on July 18 and end on September 4, with the trading window reopening on September 5. The blackout periods described above may be modified by the Company at any time. In addition, the Company may from time to time determine that trading in the Company’s securities is inappropriate at a time that is outside the blackout period and, accordingly, may reinstate a blackout period at any time. For example, a short blackout period may be imposed shortly before issuance of interim earnings guidance. Those subject to these blackout requirements will receive notice of any modification by the Company of the blackout period policy or of any prohibition on trading during a non-blackout period.

Directors, officers and Designated Employees who terminate their employment with the Company during a blackout period will remain subject to the restrictions until the end of such period.

#### Pre-clearance of Trades

In addition, all transactions in securities of the Company by directors, officers and Designated Employees, and their Related Parties, must be pre-cleared by the General Counsel or his or her designee. Clearance, if granted, will be valid only for three business days. If a transaction for which clearance has been granted is not effected (i.e., the trade is not placed) within the three business days following approval, the transaction must again be pre-cleared.

The Company will treat the creation, modification or termination of a pre-planned trading program or arrangement established to meet the requirements of Rule 10b5-1 as a transaction subject to pre-clearance and blackout period restrictions at the time the plan is established, modified or terminated. Directors, officers and Designated Employees should coordinate any

such plans or arrangements with the General Counsel.

To the extent that a material event or development affecting the Company remains nonpublic, persons subject to pre-clearance will not be given permission to effect transactions in Company securities. Such persons may not be informed of the reason why they may not trade. Any person that is made aware of the reason for an event-specific prohibition on trading should in no event disclose the reason for the prohibition to third parties, and should avoid disclosing the existence of the prohibition, if possible. Caution should be exercised when telling a broker or other person who suggested a trade that the trade cannot be effected at the time.

## **MAINTENANCE OF BOOKS, RECORDS AND DISCLOSURE PROCEDURES**

All Company records must be complete and must accurately record and properly describe the transactions they reflect, and all transactions involving Company funds must be accurately reflected on the books of account. All assets, liabilities, revenues and expenses shall be recorded in compliance with generally accepted accounting principles. Directors, officers and other employees are expected to cooperate fully with our internal and external auditors.

The Company requires cooperation and open communications with its internal and external auditors. It is illegal to take any action to fraudulently influence, coerce, manipulate or mislead any independent public or certified public accountant engaged in the performance of an audit of our financial statements.

As a publicly traded company, the Company is required to make full, fair, accurate, timely and understandable disclosure in reports and documents it files with the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (“SEC”). Officers, directors and employees are required to assist the Company in fulfilling these obligations.

The laws and regulations applicable to filings made with the SEC, including those applicable to accounting matters, are complex. While the ultimate responsibility for the information included in these reports rests with senior management, numerous other employees participate in the preparation of these reports or provide information included in these reports. The Company maintains disclosure controls and procedures to ensure that the information included in the reports that it files or submits to the SEC is collected and communicated to senior management in order to permit timely disclosure of the required information.

If you are requested to provide, review or certify information in connection with the Company’s disclosure controls and procedures, you must provide the requested information or otherwise respond in a full, accurate and timely manner. Moreover, even in the absence of a specific request, you should report any information that you believe should be considered for disclosure in our reports that is not being appropriately considered to the Company’s senior management.

If you have questions or are uncertain as to how the Company’s disclosure controls and procedures may apply in a specific circumstance, promptly contact your supervisor or a more

senior manager. The Company wants you to ask questions and seek advice. Additional information regarding how to report your questions or concerns (including on a confidential, anonymous basis) is included below in this Code under the heading “Administration and Reporting Violations of the Code”.

## **AVOIDING SELECTIVE DISCLOSURE AND DEALING WITH THE MEDIA**

The Company is required under Regulation FD to avoid the selective disclosure of material nonpublic information and has established procedures for the release of material information, including the designation of company spokespersons, to achieve broad public dissemination of that information. Accordingly, no officer, director or other employee of the Company may disclose material nonpublic information to any person outside the Company, except in accordance with those procedures. This prohibition extends to discussions concerning the Company and its business in Internet chat rooms or similar forums.

Statements to the media or responses to inquiries from the media must be coordinated through the Chief Financial Officer or the Vice President of Public Relations.

## **PROTECTION AND USE OF COMPANY ASSETS**

Officers, directors and employees have the responsibility to protect the Company’s property, are accountable for any funds or property entrusted to their care and must ensure that all such property is used properly and only for the Company’s benefit. This includes not only property entrusted to you, but also Company property which you may discover is being misused by others. If any Company property in your possession (i.e. laptops, cell phones, fax machines, watches, etc.) is lost, stolen or damaged, you are responsible for repairing or replacing it.

No officer, director or other employee may take, sell, lend, misuse or give away Company property or services, regardless of their condition or value, without authorization.

The Company will take appropriate action to safeguard its assets, facilities and materials against loss due to fraud, theft, vandalism, etc., and to protect its confidential information from unauthorized use or disclosure.

## **SANCTIONS COMPLIANCE**

The Company is committed to full compliance with all applicable economic and trade sanctions laws and regulations, including those administered by the U.S. Department of the Treasury’s Office of Foreign Assets Control (OFAC), the European Union, the United Nations, and other relevant authorities. No Company employee or representative may engage in any transaction, directly or indirectly, that violates applicable sanctions laws or involves restricted persons, entities, or jurisdictions.

The Company prohibits the following unless specifically authorized by law:



- Engaging in business with individuals, entities, or countries subject to sanctions or embargoes.
- Facilitating or approving transactions that are intended to circumvent sanctions laws.
- Exporting or re-exporting goods, services, or technology to prohibited destinations or parties.

All business partners, distributors, and significant transactions must be screened against applicable sanctions lists (e.g., OFAC's SDN List) prior to engagement. The Credit and Collections Department has primary responsibility for such screening, and no commitments may be made with any third party until Credit & Collections has opened an account for such party in the Company's enterprise resource planning system. For additional details, please consult the Company's OFAC Compliance Policy.

## **COMPLIANCE WITH OTHER APPLICABLE LAWS**

The Company is subject to numerous other laws, rules and regulations in addition to those discussed in this Code, including laws concerning employment practices, reporting of cash transactions involving in excess of \$10,000, tax laws, customs rules, election law rules, and laws concerning payments to domestic or foreign government officials, to mention only a few. Some of these laws are addressed to an extent in other Company policies (e.g., the Company's Anti-Corruption Policy, which is set forth in a supplement to this Code, and the Company's Anti-Money Laundering Policy), while other laws are not specifically addressed in any formal Company policy. Regardless, it is the Company's policy to comply in all respects with all applicable laws, rules and regulations, and it is the obligation of every officer, director and employee to do the same. You should consult with the Legal Department in the event you are uncertain as to what or whether any particular legal considerations apply to any matter you are dealing with.

## **ADMINISTRATION AND REPORTING VIOLATIONS OF THE CODE**

The Company's General Counsel is responsible for interpreting this Code, and the Legal Department is available to respond to specific questions from directors, officers and other employees about its application. In cases where you are unable to decide whether a course of conduct is permissible, you are encouraged to contact the Legal Department for guidance. All confidential inquiries will be kept confidential to the extent possible, and questions may be submitted on a "no-names" basis.

Officers and other employees are required to report actual or suspected violations of this Code to their immediate supervisor, the Legal Department, the Human Resources Department, or the Company's Compliance Hotline:

### Compliance Hotline Reporting Methods

- Online reporting: <https://report.syntrio.com/movadogroup>
- Calling from North America:
  - English-speaking USA and Canada: 888-836-5280
  - Spanish-speaking USA and Canada: 800-216-1288
  - French-speaking Canada: 855-725-0002
  - Spanish-speaking Mexico: 800-681-5340
- Calling from outside North America:

#### **Toll Free Direct Dial**

<b>Country/Area</b>	<b>Direct Dial</b>
Mainland China	400 120 1853
Hong Kong	800-906-523
India	000 800 0501 552
Malaysia	1-800-81-9795
Mexico	800-681-5340
Philippines	1-800-1-322-0072
Singapore	8004922583
UAE	800 0320692

**Universal International Freephone Number (UIFN):** Dial your local exit code, then dial 800 31 26 4001

<b>Country/Area</b>	<b>Local Exit Code</b>
Australia	0011
Colombia	00 followed by 1 or 3 digit carrier code
Israel	00 or 01x
Japan	010
Russia	8~xx (dial 8, wait for dial tone, and dial international carrier selection code)
South Korea	00xyy (where xyy is the international carrier selection code)
Taiwan	002, 005, 006, 007, 009
If not specifically listed:	00

Directors should report violations to the Chief Executive Officer or the Company's General Counsel.

In the event that you are aware of a violation that you believe could materially harm the Company, its shareholders, or others that is not being properly addressed, you are encouraged to contact any member of senior management, including the Company's General Counsel. All violations of this policy must be reported immediately after the incident or discovery of the

incident. No reprisals will be made against any employee, officer or director making a good-faith allegation, and requests for confidential treatment will be honored to the greatest extent practicable and consistent with the Company's legal obligations. The Company will take appropriate action to investigate all reported violations of the Company's policies, including this Code. All employees with knowledge relevant to any such investigation are required to cooperate with the Company in such investigation.

The reporting mechanisms described above are not intended to replace existing grievance procedures and our open-door policy for day-to-day issues or personnel concerns. Employees should continue to address routine work matters and interpersonal concerns through supervisory channels or local HR unless the circumstances dictate an alternative grievance channel. In addition, Hotline use must abide by local laws regarding the scope of reportable topics, who may be the subject of a report, and the use of anonymous reporting. For example, in France you are permitted to report anonymously but are not encouraged to do so.

Nothing in this Code shall be deemed to alter any employment at will or other status of an employee or to otherwise create for an employee an enforceable right against the Company, its directors or its officers or against any other employee or third party.

Although this Code attempts to deal with many types of business conduct considered to be unethical, improper or detrimental to the Company's reputation or interests, no Company policy could ever anticipate every situation that arises. You are, therefore, advised to use good judgment in dealing with issues that confront you in applying the Code to unusual situations not specifically covered by the Code.

While most Code policies must be strictly followed, exceptions may be possible. For example, a minor conflict of interest situation can sometimes be resolved simply by disclosure of the possible conflict to all interested parties. If you believe that an exception to any of the policies is appropriate, you should first contact your supervisor. If the immediate supervisor agrees that an exception is appropriate, the approval of the Legal and/or Human Resources Department shall then be sought.

Exceptions to the Code for directors and executive officers may be made only by the Company's Board of Directors, and exceptions for directors or the Company's chief executive officer, principal financial officer, principal accounting officer, controller or other executive officers, or persons performing similar functions, must be immediately disclosed on Form 8-K or, if permitted by applicable securities laws, the Company's website; it being understood that actions by the Board of Directors or a committee of the Board of Directors taking appropriate disciplinary measures in response to a failure to comply with this Code shall not be deemed to be a waiver of or exception to this Code.

## Global Anti-Corruption Policy

### Supplement to Movado Group, Inc. Code of Business Conduct and Ethics

#### 1. Introduction.

Movado Group, Inc. (which, together with its subsidiaries, is referred to in this document as the "**Company**") operates in a wide range of legal and business environments, many of which pose challenges to our ability to conduct our business operations with integrity. Throughout our operations, we continually seek to avoid even the appearance of impropriety in the actions of our directors, officers, employees and agents as we strive to conduct ourselves according to the highest standards of ethical conduct. Those standards are set forth in the Company's Code of Business Conduct and Ethics, to which this Global Anti-Corruption Policy ("**Policy**") is a supplement.

Accordingly, this Policy reiterates our commitment to integrity and explains the specific requirements and prohibitions applicable to our operations under anti-corruption laws, including without limitation the US Foreign Corrupt Practices Act ("**FCPA**"). The Policy contains information intended to prevent corruption and bribery from occurring in the Company's activities. The Company strictly prohibits all forms of bribery and corruption and will take all necessary steps to ensure that it does not occur in its business activities.

Under the FCPA, it is illegal for US persons, including US companies and their subsidiaries, officers, directors, employees and agents, to bribe foreign public officials. The concept of prohibiting bribery is simple. However, understanding the full scope of the FCPA is essential as this law directly affects everyday business interactions between every employee, agent or other representative of the Company and persons acting on behalf of foreign governments and government-owned or government-controlled entities.

Violations of the FCPA can also result in violations of other US laws as well, including anti-money laundering laws, mail and wire fraud and conspiracy. The penalties for violating the FCPA are severe. In addition to being subject to Company disciplinary policies, individuals who violate the FCPA may also be subject to imprisonment and fines.

Aside from the FCPA, the Company may also be subject to other foreign anti-corruption laws, in addition to being subject to the local laws of the countries in which the Company conducts business. For example, the UK Bribery Act applies to our activities in the UK. This Policy generally also sets forth the expectations and requirements for compliance with those other laws.

This Policy is applicable to all of the Company's operations worldwide and applies to all the Company's directors, officers and employees. This Policy also applies to the Company's agents, consultants, joint venture partners and any other third-party representatives that have or are likely to have contact with foreign customers or suppliers.

## 2. Prohibited Payments to Government Officials.

Company employees and representatives are prohibited from directly or indirectly making, promising, authorizing or offering anything of value to a foreign government official on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties knowing that the third party will use any part of the payment for bribes.

- (a) **Cash and Non-Cash Payments: "Anything of Value."** Payments that violate the FCPA may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. The FCPA prohibits giving "anything of value" for an improper purpose. This term is very broad and can include, for example, the following:
  - (i) Gifts.
  - (ii) Travel, meals, lodging, entertainment, gift cards.
  - (iii) Loans, non-arms length transactions.
  - (iv) Charitable donations.
- (b) **Foreign Government Official.** The FCPA broadly defines the term "government official" to include:
  - (i) Officers or employees of a foreign government or any department, agency or instrumentality thereof.
  - (ii) Officers or employees of a company or business owned in whole or in part by a government ("state owned or controlled enterprises").
  - (iii) Officers or employees of a public international organization (such as the United Nations, World Bank or the European Union).
  - (iv) Foreign political parties or officials thereof.
  - (v) Candidates for political office.

The term also includes spouses or other immediate family members of foreign officials.

## 3. Permitted Payments to Government Officials.

The law does not prohibit all payments to foreign government officials. In general, the following categories of payments are permitted provided that in all cases they are given openly, properly recorded, permissible under local law, not conditioned on the recipient undertaking any activity and otherwise consistent with the Company's policies.

- (a) **Promotional Hospitality and Marketing Expenses.** The Company may pay for the reasonable cost of a foreign government official's meals, lodging or travel if, and only if, the expenses are bona fide, reasonable, and directly related to the promotion, demonstration or explanation of Company products or services, or the execution of a contract with a foreign government or agency.
- (b) **Promotional Gifts.** Promotional gifts of nominal value may be given as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear a trademark owned by or licensed to the Company or associated with its products.

4. Commercial Bribery.

Bribery involving commercial (non-governmental) parties is also prohibited under this Policy. To this end, Company employees and agents shall not offer, promise, authorize the payment of, or pay or provide anything of value to any employee, agent, or representative of another company to induce or reward the improper performance of any function or any business-related activity. Company employees and agents also shall not request, agree to receive, or accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity. The giving or receiving of gifts or entertainment is prohibited if not normal or customary considering the position of the recipient and the related business purpose or if such giving or receiving may influence or reasonably give the appearance of influencing the recipient's impartial judgment. If you are uncertain as to the value of a gift and/or you want to make certain that there is no violation of this policy in giving or receiving a gift, you should discuss the matter with the Legal Department.

5. Political Contributions.

Contributions to candidates for foreign political office are prohibited.

6. Record Keeping.

All expenses involving foreign government officials must be recorded accurately, providing the purpose and amount of the expenditure.

7. Cash Payments.

Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks shall not be written to "cash," "bearer" or anyone other than the party entitled to payment except to replenish properly used petty cash funds.

8. Representatives.

All third-party Company representatives must fully comply with this Policy, the FCPA and all

other applicable laws.

9. Compliance.

Employees must be familiar with and perform their duties according to the requirements set out in this Policy. Employees who violate this Policy are subject to disciplinary action, up to and including dismissal. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with the Company. The Company's Business Controls/Internal Audit group will monitor and audit for compliance with this Policy.

Any employee who suspects that this Policy may have been violated must immediately notify the Company as specified below under "Reporting Policy Violations" below. Any person who, in good faith, reports suspected legal, ethical or policy violations will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of any conduct, the Company requires that you seek additional guidance before taking any action that may subject the Company to potential anti-corruption liability.

10. Duty to Cooperate.

The Company may at times undertake a more detailed review of certain transactions. As part of these reviews, the Company requires all employees and third-party representatives to cooperate with the Company, outside legal counsel, outside auditors or other similar parties. The Company views failure to cooperate in an internal review as a breach of your obligations to the Company, and will deal with this failure severely in accordance with any local laws or regulations.

11. Questions About the Policy.

If you have any questions relating to this Policy, please contact the Legal Department.

12. Reporting Policy Violations.

To report potential violations of this policy, immediately notify your supervisor or the Legal Department, or contact the Company's compliance hotline using one of the mechanisms specified in the "Administration and Reporting Violations of the Code" section of the Company's Code of Business Conduct and Ethics.

(Suppl. Last revised 2025 08-26).