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| Anti-corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | Anti-Corruption Policy |
| Effective Date: | Revised September 2018 | Prepared By: | Marvin Dee, CFO |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

WILSON TOOL ENTERPRISES, INC.
ANTI-CORRUPTION POLICY & SUB-POLICIES

I. Purpose

The purpose of this document is to describe the Policy of Wilson Tool Enterprises, Inc. and its subsidiaries ("Wilson Tool" or the "Company") against all forms of bribery, kickbacks and corruption.

This Anti-Corruption Policy and Sub-Policies (hereafter "Anti-Corruption Policy" or "Policy") is to help ensure compliance by Wilson Tool with the U.S. Foreign Corrupt Practices Act ("FCPA"), and laws applicable in other jurisdictions in which the Company does business to countering bribery and corruption in all jurisdictions in which it operates. The FCPA, and similar laws in other jurisdictions in which the Company does business, make it illegal for the Company, its officers, employees, agents, and anyone acting on its behalf to bribe foreign officials or to receive a bribe. Wilson Tool will remain bound by the FCPA in respect of its conduct in all jurisdictions in which it does business. This Policy should be read in conjunction with the Company's Code of Business Conduct.

Compliance with this Policy is a condition of employment for all Company employees, officers and directors, and a condition of doing business with the Company for all of its independent consultants, representatives, brokers, agents and distributors. All Company personnel are expected to conduct Company business legally and ethically. The Company's Policy is to conduct every international business transaction with integrity, regardless of differing local customs and traditions, and to comply with applicable laws and regulations, particularly the provisions of the FCPA, and the anti-corruption laws of each foreign country in which the Company operates (unless and except to the extent inconsistent with U.S. law).

II. Application

This Anti-Corruption Policy applies to all officers, employees and associated persons of the Company (including all Wilson Tool subsidiaries), both within and outside the United States. It also applies, by written agreement, to all distributors and all independent consultants, representatives, brokers, agents or other persons or firms of U.S. or any other nationality who have or are likely to have contact with a foreign customer or foreign government agency or official on the Company's behalf ("Third-party Contractors"). This prohibition applies to all Representatives

and Third-party Contractors, whether inside or outside the United States who are engaged in business related to Wilson Tool. Additionally, because Wilson Tool does business in other jurisdictions, such as the United Kingdom and China, we have included with this policy, sub-policies for those jurisdictions.

The board of directors and management have overall responsibility for ensuring this Policy complies with the Company's legal and ethical obligations, and that all those under the Company's control comply with it.

The CEO of Wilson Tool, or the person designated by the CEO (in the case of the Company's foreign subsidiaries, the designated person will be the country manager or other person designated by the CEO), has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and implementing appropriate auditing of internal control systems and procedures to ensure they are effective in countering bribery and corruption.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it. All employees are responsible for following the policy and complying with its terms.

III. Policy

A. Prohibited Conduct Under the FCPA and Under this Policy

This policy applies to all persons working for the Company or on the Company's behalf in any capacity, including Representatives, at all levels, officers, agency workers, seconded workers, volunteers, interns, agents, external consultants, third party representatives, sponsors and all other Third-Party Contractors, wherever the Company is located.

The FCPA prohibits giving, offering, or authorizing a payment of anything of value to a foreign government official for the purpose of obtaining or retaining business, or gaining any improper business advantage. Other applicable U.S. state and federal anti-corruption laws prohibit making such payments to any government official in the U.S. This Policy also expressly prohibits corruptly giving, offering or authorizing a payment of anything of value to a commercial customer for the purpose of obtaining or retaining business, or gaining any improper business advantage. Finally, this Policy prohibits not only giving bribes, but also receiving bribes or kickbacks of any kind.

This Policy prohibits you from making payments indirectly if you cannot make them directly. In other words, you may not make a payment to any third party if you know or suspect that the third party, in turn, is likely to make an improper payment to a foreign government official, U.S. government official, or commercial customer. Similarly, you may not simply turn a blind eye to indications that a third party might have made or intend to make such improper payments.

The Company and its officers, employees, contractors and agents are also required to comply with the provisions of all applicable anti-corruption laws in force in the jurisdictions where the Company does business.

Additional limits on payments are established in the following Company Sub Policies: Facilitation Payments; Charitable Donations; Gifts; Hospitality & Entertainment; and Travel.

What is prohibited under the FCPA and this Policy? It is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;
- (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.
- (e) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your manager;
- (f) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (g) engage in any other activity that might lead to a breach of this Policy.

B. Definitions

Business Advantage: For purposes of this Policy, a "business advantage" includes not only securing a contract opportunity or purchasing decision, but other advantages as well if connected in any way to Company business. A few examples include: obtaining a license or permit, avoiding a tax payment, avoiding an audit, or obtaining a waiver of customs requirements.

Payment: For purposes of this Policy, a "payment" includes not just cash payments, but also includes discounts, rebates, free product or services, favors, gifts, meal, travel, entertainment, or any other benefit of any amount. Any payment to a foreign official is prohibited if the payment is made with the intent to influence a foreign official to use his or her position or authority improperly in order to gain business or a business advantage.

Foreign Government Official: For purposes of this Policy, you should consider any individual who works for or on behalf of a foreign (non-U.S.) government agency, department or institution, political party, or government-owned or controlled business to be a "foreign government official," regardless of the rank, title or position held by the individual. Foreign political parties, political party candidates, and employees and agents of public international organizations (such as the World Bank, United Nations, International Finance Corporation, the International Monetary Fund and the Inter-American Development Fund) are also considered "foreign government officials."

Government Official: For purposes of this Policy, you should consider any individual who works for a U.S. government agency, department, political party, or government-owned or controlled entity to be a U.S. "government official," regardless of the rank or position held by the individual. For example, this includes employees of municipalities and other U.S. government agencies that purchase Company products. Political party candidates are also considered U.S. "government officials."

Commercial Customer: For purposes of this Policy, you should consider any individual who works for a business that is not owned or controlled by a government entity to be a "commercial customer," regardless of the rank or position held by the individual.

An Advantage: includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value, or a Business Advantage.

A person acts improperly where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organization of any kind.

Corruption: For the purposes of this Policy, is the abuse of entrusted power or position for private gain.

IV. Enforcement

Violations of this Policy, the FCPA and similar laws in other countries in which the Company does business, can result in serious consequences for the Company, its officers, employees and agents, including incarceration, criminal or civil fines, disgorgement of profits, and preclusion from doing business with the U.S. government. Other possible consequences include denial of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation.

All officers, employees, and Third-Party Contractors are expected to become familiar with and to strictly comply with this Policy, to participate in training as directed by management, and to periodically certify their compliance with the Policy.

It is the individual responsibility of each officer, employee, and third-party contractor, by action and supervision as well as continuous review, to ensure strict compliance with this Policy. Violations of this policy by officers and employees may result in severe disciplinary action against, up to and including dismissal. Third party contractors who violate this Policy will be subject to termination according to the terms of their contracts with the Company.

Any officer or employee who suspects or becomes aware of a violation of this Policy must report the violation to his or her supervisor, who will immediately advise the CEO. If the violation involves the supervisor, then the officer or employee may report the violation to the manager of the Company subsidiary or directly to the Company's CEO. Any officer or employee who wishes to make an anonymous report may do so by calling the Lighthouse Services hotline at 1-833-610-0010, or by using the Lighthouse Services Wilson Tool reporting website at www.lighthouse-services.com/wilsontool. The anonymous reporting hotline provided by Lighthouse Services. The Company expressly prohibits retaliation against any officer or employee who makes such a report in good faith.



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| Anti-Corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | Expense Reporting & Review Policy |
| Effective Date: | Revised as of September 2018 | Prepared By: | Marvin Dee, CFO |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

WILSON TOOL EXPENSE REPORTING & REVIEW POLICY

Officers and employees of Wilson Tool and each of its subsidiaries are required to fill out and submit the Company's expense report form in order to obtain reimbursement for all business-related expenses. Requests for reimbursement that are not accompanied by receipts (originals where available; otherwise copies or other evidence), invoices, or other adequate supporting documentation will not be approved, except that receipts will not be required for expenses under \$20.00 USD, or the equivalent in local currency, if the expense involves a payment for which no receipt is typically available (e.g., reimbursement for tipping a hotel concierge).

I. OBJECTIVE

To establish uniform corporate policy and procedures regarding reimbursement to employees for expenses incurred in connection with company business.

II. POLICY

Officers and employees of Wilson Tool and each of its subsidiaries are required to fill out and submit the Company's expense report form in order to obtain reimbursement for all business-related expenses. Requests for reimbursement should be submitted to the employee's manager and should be accompanied by the original receipts where available, but in the event that the original receipts are not available, photocopies, cancelled checks, credit card statements or other evidence of the expense acceptable to the IRS, or if being reported to a Company foreign subsidiary, then evidence acceptable to the taxing authority in the foreign jurisdiction, will be accepted. Additional documentation may be required if requested by the Company. Reimbursements for expenses under \$20.00 USD, or the equivalent in local currency, if the expense involves a payment for which no receipt is typically available (e.g., reimbursement for tipping a hotel concierge).

Any expense reimbursement request for a, meal, event or gift that includes or benefits another person must conform to the Company's other policies on such expenditures (including, but not limited to, Wilson Tool Anti-Corruption Policy and policies on Gifts, Hospitality, Entertainment, and Travel), and must also include the following additional information:

- A description of the business purpose of the expense; and
- The names of all individuals who attended the meal or event or received the gifts, their titles, and the identity of their employers. (If the expense is for small

promotional items distributed to all visitors at a trade show booth (i.e. caps, t-shirts, pens and the like), the identity of each recipient does not need to be recorded and submitted.)

Employees must submit their expense reports and supporting documentation to their immediate supervisor or manager for review and approval. Officers' expense reports must be reviewed and approved by another officer or designated direct report.

Falsification of expense reports, invoices or receipts is strictly prohibited and will be grounds for discipline, up to and including termination.

Reimbursement of employee's out-of-pocket expenses that benefit the operations of Wilson Tool Enterprise, Inc. shall be limited to those that are authorized and reasonable. "Reasonable" means making the expenditures as though the funds were personal and to duplicate the standard of housing and meals on a basis comparable to that maintained at home. It does not mean luxurious accommodations and it is not meant to supplement your income. It is our expectation that you treat this company's funds as if they were your own.

Reimbursable expenditures generally comprise of transportation and living expenses incurred by employees away from their home offices which are not part of their normal living costs. Certain expenditures will vary with location, and this conforms to what will be considered "reasonable." Following are the most common reimbursable expenditures, but this list is not intended to be all-inclusive:

A: Cost of transportation by plane, taxi, personal car, railroad, or other form of conveyance (excluding normal transportation between the employee's home and the employee's home office.)

Economy class accommodations, when available, should be used for domestic flights. Business class can be used for international flights having a duration of 8 hours or more, upon the prior approval of the President, CEO, or the designated manager in a Wilson Tool subsidiary. Exceptions may be made when an individual's physical condition precludes sitting comfortably in the seat, as with leg cast, braces or such, or when customer relations dictate it. Exceptions in these and other less obvious circumstances may be made with the approval of the appropriate supervisor or manager.

Expenditures for personal insurance while traveling on company business are not reimbursable.

B: Cost of meals (including tips not to exceed 20 percent) when overnight travel is involved and also when:

1. Entertaining customers or other authorized guests.
2. Attending authorized business meetings or conferences.

C: Cost of hotel room when traveling or when company business requires use of hotel rooms in home office city. Most hotels have special commercial rates for employees traveling on business, and such rates should be requested at the time reservations are made. The responsibility for reasonableness as previously defined is on the individual.

D: Laundry and valet services when traveling. Employees are required to be away from their home office for a period in excess of five (5) days.

E: Telephone, cellular telephone, internet and fax expenses incurred on behalf of the Company. If business calls are made from an employee's home or cell phone, the expense for the calls should be submitted for reimbursement by the Company. If the call is charged on the home or cell phone bill, to be reimbursed, the employee must submit the first page of the bill, together with the page or entry for which reimbursement is requested, as well as a note identifying the name and business affiliation of the person or company called.

F: Gratuities, tips and coat checking fees for reasonable amounts and paid in accordance with local custom.

G: GIFTS & ENTERTAINMENT:

Employee or Company gifts to Company employees and employee-only entertainment must have a legitimate business purpose (e.g., official employee recognition events) and must be pre-approved for reimbursement by an appropriate supervisor or manager who is at or above the level of a director. If the approval is sought by someone at the director level, the approval should come from the President, CEO, or the designated manager in a Wilson Tool subsidiary.

Employee or Company gifts and entertainment of customers, business associates, and others outside the Company must comply with the Wilson Tool Policies on Gifts, Hospitality, Entertainment, and Travel.

H: AUTOMOBILE EXPENSES:

OBJECTIVE: To establish a uniform corporate policy and procedure regarding the reimbursement of expenses for the business use of personally owned/leased vehicles: to reduce redundant record keeping and to comply with current the U.S. IRS Code, as well as the tax laws and regulations of all jurisdictions in which the Company does business.

I. POLICY. For the authorized use of an employee's own car on Company business, allowance of current IRS mileage rate per business mile domestically (or similar government-set mileage rates in other countries in which the Company does business), will be paid by the company: in addition, out-of-pocket tolls, parking fees and garage storage fees are reimbursable. The mileage allowance includes for the expense of comprehensive business automobile insurance (the Company recommends limits of at least \$100,000 USD per person, \$300,000 USD per occurrence for bodily injury, liability and \$50,000 USD for property damage. Liability insurance on the vehicle used shall be required for the allowance. The mileage allowance also includes reimbursement for any loss or damage to the vehicle, and no additional reimbursement for such loss or damage will be made. Insurance coverages are to be validated every two years.

For the authorized rental of cars on company business, payments to renting agencies are reimbursable. However, when renting a car in the U.S., optional payments for additional collision damage insurance are not reimbursable: the company assumes this risk and will reimburse for uninsured damages, on the basis of an invoice rendered to the company, with report to the insurance division. Employees on Company business outside of the U.S. will

be reimbursed for and should obtain collision damage insurance from the rental agency for cars rented outside of the U.S.

J: Spouses and other members of employees' families are not permitted to accompany employees at the Company's expense unless authorized by an appropriate corporate officer or the head of an operating division or a subsidiary, and in the interest of Company business. The employee should maintain a detailed record of additional expense attributable to the family member's presence on the trip — for possible inquiries from the IRS (or tax-authorities in other countries in which the Company does business). The expense report is to bear the following statement: "Includes expenses of [Name of Family Member] incurred on Company business in accordance with Company policy."

K: Luncheon club and association membership dues may be reimbursed when the memberships are used for company business and the President, CEO, or the designated manager in a Wilson Tool subsidiary of the Company has given advance approval.

L: UNALLOWABLE EXPENSES

The following items are considered to be personal in nature and, therefore, generally not chargeable to the company. Barber, hairdresser, personal entertainment, (in-room movies, shows, sporting events, magazines or subscriptions to any publications for personal use, etc.), insurance on personal property, travel insurance, baby-sitting, charges incurred as a result of lost personal credit cards, purchase of clothing or toiletries, commuting to and from work at headquarters, parking or garage charges at employee's regularly assigned place of business, loss of personal property, loss of personal funds or tickets, fines for traffic violations, damage to business cars (other than as provided for in (H) 2 on page above), cost of side trips for personal reasons, living expenses applicable to days by which the duration of a trip is extended for personal reasons, and, unless approved in writing in advance, gifts to employees, cost of functions or entertainment of company employees, and maintenance or repair of personal property (home, grounds, etc.) while away from headquarters.

The terms "miscellaneous" and "incidentals" should not be used. If reimbursement is sought for traveling and home office expenses not specifically dealt with above, complete details as to amount and prior authorization must be given.

III. PROCEDURE

REIMBURSEMENT OF EXPENSE –

Requests for reimbursement shall be submitted with original receipts on appropriate company forms directly to the employee's manager. If originals are not available, the employee shall provide a copy of the receipt, a credit card statement showing the charge, or other evidence requested by the employee's manager or the accounting department. All accounts should be itemized and substantiated. Additional documentation may be required if requested by the Company.

THE SUBSTANTIATION NEEDED IS AS FOLLOWS:

| Type of Travel | Substantiation Needed |
|---|--|
| 1. Travel | Amount Time of departure Number of days spent on business Place Business purpose |
| Transportation (air, train, rental car) | Receipts |
| Meals | Receipts |
| Lodging | Receipts |
| 2. Entertainment (including meals) | Amount Date Place Type of entertainment Business purpose Nature of business discussion Time, place, participants in business discussion Business relationships to persons entertained |
| 3. Business Gifts | Cost Date Description of item Business purpose Business relationship with recipient Receipt |

The original receipts should be submitted to the employee's manager or the accounting department, but in the event that the original receipts are not available, photocopies, cancelled checks, credit card statements or other evidence of the expense acceptable to the IRS or, if incurred by an employee of a Company foreign subsidiary, then the taxing authority in the applicable foreign jurisdiction, will be accepted. Additional documentation may be required if requested by the Company.

Employees who travel regularly should submit weekly reports promptly. Other employees should submit reports promptly upon completion of trip or assignment and settle their advance account, if any, at that time.

Employee expenses incurred in the course of business must be reported on the appropriate employee's expense statement, and direct charges to the Company will not be permitted except for charges incurred through the use of the authorized credit cards or telephone credit card.

EXPENSE ADVANCES —

Expense advances, temporary or permanent, may be made to employees to provide funds for authorized expenses.

Temporary advances are based on estimated expenditures during an agreed period and are returnable at the end of that period unless previously cleared through submission of an expense report.

Permanent advances are made when employee's duties regularly require them, the amount to be determined by the employee's supervisor or manager.

APPROVAL OF EXPENSE —

All expense reports must be approved by the person to whom the individual rendering the report is responsible. The act of approving expense accounts is not simply an authorization to pay; it is a representation by the person approving that the expenditures are in full accordance with Company policy.

MILEAGE POLICY —

The Company will provide for a monthly reimbursement for miles driven on personal vehicles for business purposes. Reimbursement will be provided in the form of a flat rate based on the current IRS regulations for U.S. purposes, or if reimbursement is being sought from a Company foreign subsidiary, then reimbursement will be based upon the rates applicable in that foreign jurisdiction. This amount varies from year to year. This amount will be paid by submitting the charges on the expense report. (Daily records of business and personal use shall be submitted on weekly expense reports.) This payment will be made in return for: an automobile used and recapped on the monthly auto report for business, which shall:

- ◆ Be suitable for four people to ride comfortably.
- ◆ Be covered with the minimum recommended insurance as described earlier in this policy under Automobile Expenses.
- ◆ The automobile shall be in condition required by law of the Country/State/Province in which it is registered.
- ◆ It shall be insured for that driver as required by law in the Country/State/Province where it is registered.
- ◆ Neither you nor any other person shall drive the car at any time when not the holder of a current license to drive that is valid in the Country/State/Province concerned.
- ◆ The car will be maintained in a **SAFE, CLEAN, ORDERLY RUNNING MANNER**. A supervisor or manager of the Company shall have the right to inspect the automobile upon reasonable notice to the employee.
- ◆ THE TYPE OF AUTOMOBILE TO BE USED FOR BUSINESS WILL BE DETERMINED AT THE DISCRETION OF THE COMPANY'S MANAGEMENT. To eliminate any confusion about what kind of automobile you can rent or lease, consult with your Regional Manager, the National Sales Manager, or your designated supervisor or manager.
- ◆ The age and miles on a car may be a determining factor.

- ◆ Unless unusual circumstances dictate, it is expected that employees will rent or lease non-luxury, compact to mid-sized sedans.

GENERAL —

To safeguard Company interests and reputation, every effort must be made to encourage a wise and conservative use of Company funds. Those responsible for ensuring that Company policies are administered properly must see that they are understood and properly respected by all concerned. Furthermore, each supervisor or manager is responsible for the issuance of whatever procedural instructions are necessary to supplement and administer general corporate policy.



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| Anti-corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | Expense Auditing Policy |
| Effective Date: | Revised as of September 2018 | Prepared By: | Marvin Dee, CFO |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

WILSON TOOL EXPENSE AUDITING POLICY

On a regular basis as defined by our audit standards, but at least annually, the CFO, an employee or audit firm acting under the CFO's direction, will request and review supporting documentation for a sample of at least five expense reports submitted by employees of Wilson Tool. The selection will be taken from a random sample of employees at all levels of Wilson Tool.

The CFO, an employee or audit firm acting under the CFO's direction, will conduct random audits of any petty cash accounts held by the Company or any of its subsidiaries. Such audits will be conducted at least twice a year.

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| Anti-Corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | “Facilitating Payments Policy” |
| Effective Date: | Revised as of September 2018 | Prepared By: | Marvin Dee, CFO |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

WILSON TOOL FACILITATING PAYMENTS POLICY

Facilitating and expediting payments are small payments made to a foreign official in order to expedite (speed up) or secure the official’s performance of a routine, non-discretionary duty that he or she is required to perform, such as issuing certain routine permits, providing police protection, providing phone service or providing mail pick-up and delivery. Payments made to a government official to secure a decision on whether, or on what terms, to award new business or continue a business relationship are not considered facilitating payments, and such payments are strictly prohibited under the Wilson Tool Anti-Corruption Policy.

Although facilitating and expediting payments may be legal in very limited circumstances, they are illegal under the laws of many of the foreign countries in which the Company does business. **For this reason, facilitating and expediting payments are prohibited under this Policy.**



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| Anti-corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | “Political and Foreign Charitable Donations Policy” |
| Effective Date: | Revised as of September 2018 | Prepared By: | Marvin Dee, CFO |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

WILSON TOOL
POLICY ON POLITICAL & FOREIGN CHARITABLE DONATIONS

Political Donations: The contribution of Company funds or assets to any political party, candidate, political action committee or other political organization (whether in the United States or any other country) is prohibited.

Charitable Donations: The Company only makes donations to charities that are legal and ethical under local laws and practices and does not offer or make any such donations without the prior approval of the CEO or designated country manager for the Company’s foreign subsidiaries.

Foreign Charitable Donations: From time to time, employees or departments of the Company may wish to use Company funds or assets to donate to charities in locations outside of the United States. Because of the potential risk that donations to foreign charities may disguise illegal payments, these donations must be preapproved. To obtain preapproval, submit a written request to the CEO or designated country manager for the Company’s foreign subsidiaries, using the Foreign Charitable Donation Request form attached hereto as Exhibit A. To obtain preapproval, submit a written request to the Wilson Tool International, Inc. President, or the Wilson Tool CEO or CFO, as appropriate, with the following information:

- The name of the employee requesting approval to make the donation;
- A brief description of the purpose of the charity;
- A description of any affiliation the charity may have with any Wilson Tool customer, any foreign government or any foreign government official;
 - The name, position, company and any government affiliation of any individual outside the company who encouraged or requested that the donation be made;
 - A brief statement of reasons for making the donation;
 - The donation amount requested;
 - Supporting documentation about the charity (e.g., brochures or reports); and
 - A certification that the requesting employee is not expecting or requesting any contract, referral, or other business advantage in exchange for the donation.



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| Anti-Corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | "Gifts, Hospitality & Entertainment and Travel Policy" |
| Effective Date: | Revised as of September 2018 | Prepared By: | Marvin Dee, CFO |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

WILSON TOOL POLICIES ON GIFTS, HOSPITALITY & ENTERTAINMENT, AND TRAVEL

Gifts

Officers and employees of Wilson Tool and each of its subsidiaries are permitted to give gifts to customers and other business associates on appropriate occasions (holidays, birthdays, weddings, etc.) as a gesture of appreciation, goodwill, or friendship. However, the following restrictions on gift-giving apply:

- Gifts above \$200.00 USD or its equivalent in local currency in value on a cumulative basis (i.e. any series of gifts taken together cannot exceed \$200.00 USD or its equivalent in local currency) must be pre-approved in writing by the immediate leader or director of the person seeking approval. If the person seeking approval is a leader or director, then approval should be requested of the CEO or President of the Company.
- Gifts given on more than one occasion to the same customer in the same fiscal year must be pre-approved in writing by the immediate leader or director of the person seeking approval if the total value of the gifts given in that year exceeds \$200.00 USD or its equivalent in local currency. If the person seeking approval is a leader or director, then approval should be requested of the CEO of the Company.
- Giving gifts to customers or government officials for the purposes of influencing a purchasing decision, contract negotiation or contract terms, or to gain some other business advantage, is strictly prohibited.
- Gift expenses must be accurately recorded and submitted for reimbursement in compliance with the Company's Expense Reporting and Review Policy.
- Gifts must not violate the local laws, rules or customs of the country or territory where the gift is given.
- Do not give a gift if it creates the appearance of undue influence or conflict of interest, or if it might embarrass the company if publicly disclosed.

Hospitality & Entertainment

Officers and employees of the Company may provide hospitality (snacks, beverages, meals) or entertainment to customers in connection with business meetings, trainings; trade shows, networking events, and similar occasions. However, the following restrictions on hospitality and entertainment apply:

- Hospitality and entertainment expenses must be moderate in value for the location in which they are incurred. Mid-tier venues are appropriate; top-tier, luxury venues are not. Meal expense reimbursements will be limited to \$30.00 USD or its equivalent in local currency for breakfast, \$40.00 USD or its equivalent in local currency for lunch, and \$80.00 USD or its equivalent in local currency per person for dinner, unless a reasonable justification for exceeding these limits is provided and pre-approved by the immediate leader or director of the person seeking approval. If the request is from a member of the leader or director, then the request should be directed to the CEO or the President.
- At least one Company employee must attend and participate in the hospitality or entertainment for the expense to be approved under this Policy. Tickets to events in which Company employees do not participate will be considered gifts, and will be subject to annual approval limits under the Company's Gifts policy.
- Hospitality and entertainment expenses will be approved only if incurred in connection with a business meeting, training, trade show, networking event or similar occasion with a clear business purpose. The business meeting must be the primary purpose of the event. A description of the related event and its business purpose must be clearly and accurately documented in the expense reimbursement request.
- Providing hospitality or entertainment to customers or government officials for the purposes of influencing a purchasing decision, contract negotiation or contract terms, or to gain some other business advantage, is strictly prohibited.
- Hospitality and entertainment expenses must be accurately recorded and submitted for reimbursement in compliance with the Company's Expense Reporting and Review Policy.
- Hospitality and entertainment must not violate the local laws, rules or customs of the country or territory where provided.
- Do not provide hospitality or entertainment if it creates the appearance of undue influence or conflict of interest, or if it might embarrass the Company if publicly disclosed.

This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

The giving and accepting of gifts are allowed if the following requirements are met:

- (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it is given in the Company's name, not in your name;
- (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in many countries it is customary for small gifts to be given at Christmas;
- (e) it is given openly, not secretly; and
- (f) it complies with any applicable local law.

Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

The Company appreciates that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

Travel

On occasion, there may be a business need for the Company to host customers for business meetings at a Company facility or at another venue off-site. Using Company funds to pay for customers' travel expenses is appropriate only under the following conditions:

- (g) Customer travel expenses may be paid with company funds only in connection with a business meeting or event sponsored for legitimate training, product demonstration, or promotional purposes, or in connection with the performance of a contract.
- (h) Employees requesting support for customer travel must submit a written request for pre-approval to immediate leader or director of the person requesting approval, including the customer's name and employer, the dates of travel, and the dates, times, venues and legitimate business reason for any meetings or events the customer is

expected to attend. If the request is from a member of the leader or director, then the request should be directed to the CEO, President, Vice President, or the designated manager of a Company subsidiary.

- (i) If Hotel, airfare, and/or car rentals are booked on a customer's behalf, the employee handling the booking should obtain pre-approval from their direct manager and should submit the charges for reimbursement consistent with the reimbursement procedures described in this policy.
- (j) Expenses for meals, taxi fare and necessary incidentals will be reimbursed to customers only upon presentation of valid supporting receipts that are consistent with the pre-approved travel request.
- (k) Expense reimbursements for customer travel will be paid by wire transfer or check. Cash reimbursements are prohibited.
- (l) Cash advances and per diem payments to customers for travel expenses are prohibited.
- (m) The Company will not pay extra costs incurred for customers' spouses or other guests, or for stays longer than necessary for the business purpose of the trip. Any such extra costs must be paid by the customer out-of-pocket.
- (n) First-class airfare, luxury ground transportation and luxury accommodations will not be approved. Business class airfare is acceptable for international flights of longer than 6 hours.
- (o) Meal expense reimbursements will be limited to \$30.00 USD or its equivalent in local currency for breakfast, \$40.00 USD or its equivalent in local currency for lunch, and \$80.00 USD or its equivalent in local currency per person for dinner, unless a reasonable justification for exceeding these limits is provided and pre-approved by the immediate leader or director of the person seeking approval. If the request is from a member of the leader or director, then the request should be directed to the CEO or President, or to the designated manager if involving a Company subsidiary.
- (p) Providing vacation travel to customers or government officials in order to influence a purchasing decision, contract negotiation or contract terms, or to gain some other business advantage, is strictly prohibited. Any entertainment provided during sponsored travel must be moderate in cost and secondary in purpose and time spent to the business meeting(s) for which the travel takes place.
- (q) Travel benefits must not violate the local laws, rules or customs of the country or territory where the customer resides.
- (r) Do not provide travel benefits if it creates the appearance of undue influence or conflict of interest, or if it might embarrass the company if publicly disclosed.



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|-------------------------------|--------------------------------------|---------------------|-------------------------------------|
| Anti-Corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | "Books & Records Policy" |
| Effective Date: | Revised as of September 2018 | Prepared By: | Marvin Dee, CFO |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

WILSON TOOL BOOKS & RECORDS POLICY

This Policy requires all Representatives and Distributors to maintain accurate books and records in connection with Company business. The knowing falsification of any entry in the books, records, or any accounting documents of Wilson Tool or any of its subsidiaries is prohibited. The officers and employees of Wilson Tool and its subsidiaries are also prohibited from circumventing, or attempting to circumvent, any Wilson Tool accounting controls, requirements or policies. This includes, but is not limited to, the misrepresentation of information on expense reports or time reports, the falsification of invoice or receipts, the use of substitute invoices or receipts that were not obtained in connection with the expense for which reimbursement is claimed, and the inclusion of misinformation in computerized financial records or any other document or record submitted to or maintained by Wilson Tool or any Wilson Tool subsidiary for reimbursement or accounting purposes.

The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.

You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with the Company's expenses policy and record the reason for expenditure.



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| Anti-Corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | "Policy on Retaining Third Party Contractors" |
| Effective Date: | Revised as of September 2018 | Prepared By: | Marvin Dee, CFO |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

**WILSON TOOL POLICY ON RETAINING
THIRD PARTY CONTRACTORS**

In many instances the use of local sales agents, consultants, brokers, distributors or joint venture partners is an essential element of doing business in a foreign country ("Third Party Contractors"). Payments to Third Party Contractors can violate the Company's Anti-Corruption Policy, however, if any portion is passed on to foreign government officials in order to improperly influence an act or decision affecting the Company and its business operations. Because payments made to Third Party Contractors can be significant, there is a need to be sensitive to such potential abuses. It is much better not to hire a Third Party Contractor than to conduct business with a Third Party Contractor who makes questionable payments related to Company business.

Therefore, prior to retaining any Third Party Contractor who acts on behalf of the Company with regard to foreign government agencies or international business development or retention, the Company employee charged with executing the contract must obtain written pre-authorization from his or her supervisor, establish a business justification for the relationship, perform proper and appropriate anti-corruption related due diligence, and obtain certain assurances of compliance with the Company's policies.

Business Justification:

Before entering into any agreement with a Third Party Contractor for services outside the U.S., employees should evaluate why the proposed contract is necessary. If the only potential value a proposed contractor adds to the business is the ability to interact with customers or foreign government officials in ways that might violate the law or Company Policy if done directly by Company employees, then the proposed contractor should not be retained. For this reason:

- All Third Party Contractor agreements must be supported by a written statement of business necessity explaining the business justification for the agreement.

- All Third Party Contractors must be identified and selected on the basis of objective evaluation criteria (e.g., experience, financial stability, capacity, quality of work, etc.), which the employee charged with executing the contract must document in writing. A Third Party Contractor should be selected on the basis of identifiable commercial and technical competence and not because the contractor is a friend or relative of an important government official, or because a customer requests that a particular contractor be retained.

Due Diligence:

Before entering into any agreement with a proposed Third Party Contractor for services outside the U.S., the employee charged with executing the agreement must conduct appropriate anti-corruption due diligence. Such due diligence should include:

- Checking public sources of information, including any websites or published press reports concerning the proposed contractor, the Office of Foreign Assets Control (OFAC) list of Specially Designated Nationals, the commercial attaché at the foreign embassy in the relevant foreign country, and/or relevant country desk officers at the U.S. Department of State and U.S. Department of Commerce;
- Checking with at least three business references provided by the proposed Third-Party Contractor;
- Interviewing the proposed Third Party Contractor; and
- Obtaining information from institutions (banks, accounting firms, lawyers) or other documents in the proposed Third-Party Contractor's country of operations verifying the proposed contractor's financial stability.

If the proposed Third Party Contractor's anticipated work involves direct negotiations with a foreign government agency on the Company's behalf, or sales to foreign government-owned customers, then due diligence should also include conducting a standard background check through the company's Due Diligence Services Provider. Please ask the CFO if you need information on how to contact the Due Diligence Services Provider to conduct this check. See the Third Party Contractors Approval and Background Check checklist attached hereto as Exhibit B, which can be used when conducting background checks.

Due Diligence Results:

If diligence results in a finding that a proposed Third Party Contractor has violated applicable anti-corruption laws or made improper payments to officials in the past, or is likely to do so in the future, then that contractor must not be retained.

Examples of red flags to be aware of when retaining and doing business with Third Party Contractors are set forth on Exhibit C attached to this Policy. The presence of any of the red flags should be brought to the attention of the CEO (or the Board in a situation involving the CEO). You should not retain or continue to do business with any Third Party Contractor where

any of the listed red flags are present without first consulting with and obtaining the written approval of the Company's CEO.

Documentation:

The employee responsible for executing the agreement must maintain a file documenting the business justification, qualifications, and due diligence efforts undertaken in relation to the retention of each and every Third Party Contractor.

A written agreement must be entered into before doing business with any Third Party Contractor. Each agreement shall have a definite term and date of expiration upon which the agreement may be revised or renewed, or the relationship ended as appropriate. Although the terms of such agreements may vary based on the relationship between the parties, the transaction at hand, and the local jurisdiction, each written agreement shall attach and incorporate the Wilson Tool Code of Business Conduct and the Wilson Tool Anti-Corruption Policy, and each Third Party Contractor must agree in writing to abide by them. Each agreement shall also state that a violation of these Codes and Policies constitutes grounds for immediate termination of the relationship. Where possible, Third Party Contractor agreements should also state that if the Company receives any credible evidence or report of a violation of anti-corruption laws by the Third Party Contractor, the Contractor will allow the Company to audit all books and records pertaining to transactions involving Company business in order to investigate the evidence or report.

YOUR RESPONSIBILITIES

You must ensure that you read, understand and comply with this Policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under the Company's control. You are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

You must notify your manager as soon as possible if you believe or suspect that a conflict with this Policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with the Company, or indicates to you that a gift or payment is required to secure their business.

HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this Policy has occurred or may occur, you must notify your manager as soon as possible.

If you are unsure about whether a particular act constitutes bribery or corruption, raise it with the CEO, the President, or the designated manager in the Wilson Tool subsidiary.

PROTECTION

Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

The Company is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the CEO, President, or the designated manager in a Wilson Tool subsidiary.

TRAINING AND COMMUNICATION

Training on this Policy forms part of the induction process for all individuals who work for the Company, and regular training will be provided as necessary.

The Company's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of the Company's business relationship with them and as appropriate thereafter.

BREACHES OF THIS POLICY

Any employee who breaches this Policy will face disciplinary action, which could result in dismissal.

The Company may terminate its relationship with other individuals and organizations working on the Company's behalf if they breach this Policy.

EMPLOYEE CERTIFICATION

I have reviewed and understand the contents of this Anti-Corruption Policy and applicable Sub-Policies attached to this Anti-Corruption Policy. I agree to comply with this Policy and the Sub-Policies and understand that a failure to comply could lead to discipline, up to and including termination.

Name (Printed)

Job Title (Printed)

Signature

AGENT, SALES REPRESENTATIVE OR DISTRIBUTOR CERTIFICATION

I have reviewed and understand the contents of this Anti-Corruption Policy and Sub-Policies attached to the Anti-Corruption Policy. I agree that I and all others acting at my direction will comply with this Policy and Sub-Policies and understand that a failure to comply could lead to termination of our business relationship with Wilson Tool and subsidiaries. I further certify that I have distributed a copy of this Policy and Sub-Policies to all employees and other representatives of my company who conduct business related to Wilson Tool and subsidiaries, and that each such person has agreed to comply with it. The undersigned Agent, Sales Representative or Distributor agrees that the Company shall have the right upon reasonable request to audit the Agent, Sales Representative or Distributor at the Company's expense to confirm compliance with this Policy and the Sub-Policies. The Agent, Sales Representative or Distributor further agrees to provide reasonable access to the Company or its representatives or contractors to Agent, Sales Representative or Distributor's records during normal business hours to conduct such audit.

ACKNOWLEDGED AND AGREED:

Name (Printed)

Company Name (Printed)

Job Title (Printed)

Signature

Date



EXHIBIT A
FOREIGN CHARITABLE DONATION REQUEST

Requested by:

Date:

Please fill in the following and forward to a member of Wilson Tool's Executive team for approval.

1. Who would you like to make the donation to?
2. Name and location of organization?
3. Type of organization (i.e. school, charity, business, etc.)?
4. Purpose of donation:
5. Amount of donation:
6. Department and cost center to be charged for donation:

Approved by: _____
Name of Wilson Tool Officer

Date: _____

File signed copy of approval in the Wilson Tool Compliance Drive for quarterly and annual auditing.

Signed copy of approval returned back to person submitting request.



EXHIBIT B

THIRD PARTY FOREIGN CONTRACTORS APPROVAL AND BACKGROUND CHECK

Contractor Requested by: _____

(Note: Contractor defined as sales agents, consultants, brokers, distributors, or joint venture partners)

Date: _____

1. Why is the relationship needed?
2. Justification provided:
3. Is there any preexisting relationship as a (select all that apply)?
 - Friend
 - Immediate Family
 - Relative
 - Business colleague
 - Government official
3. Background check provided (i.e. financial stability, foreign “do not ship” or “do business with” LIST, ...)
5. At least 3 business references are to be provided by the contractor:
 - Business reference #1:
 - Business reference #2:
 - Business reference #3:
 - Have each of these been checked?
6. Has another WT senior leader, other than the hiring leader, conducted an interview? Who?
7. Is a written agreement in place?
 - Yes, a formal agreement is available inclusive of beginning date, duration, and exit clause and appropriate terms



EXHIBIT C
US DEPARTMENT OF JUSTICE RED FLAGS

1. The contracting party has a history of improper practices.
2. The transaction or the contracting party is in a country where there is widespread corruption.
3. The transaction or the contracting party is in a country that has a history of bribes and kickbacks.
4. The transaction or the contracting party is involved in or with an industry that has a history of violating the Company's Anti-Corruption Policy and/or the FCPA.
5. The contracting party refuses to agree to comply with the Company's Anti-Corruption Policy and/or the FCPA.
6. The contracting party has a family or business relationship with a government official.
7. The contracting party has a poor business reputation.
8. The contracting party insists that its identity remain confidential or refuses to divulge the identity of its owners.
9. A government customer recommends or insists on use of a particular intermediary or consultant.
10. The contracting party does not have an office or a staff.
11. The contracting party does not have significant experience.
12. The contracting party insists on unusual or suspicious contracting procedures.
13. The fee or commission to be paid to the contracting party is unusually high.
14. The payment mechanism to be utilized is secretive or unusual.
15. The contracting party submits inflated or inaccurate invoices.

16. The contracting party requests cash or bearer instrument payments.
17. The contracting party requests payment in a jurisdiction outside its home country that has no relationship to the transaction or the entities involved in the transaction.
18. The contracting party asks that a new customer be granted an excessive credit line.
19. The contracting party requests unusual bonus or special payments.
20. The contracting party requests an unusual advance payment.



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| Anti-Corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | Sub-Policy UK Bribery Act |
| Effective Date: | Revised as of September 2018 | Prepared By: | Colin Blackwell, Managing Director European |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

WILSON TOOL ANTI-CORRUPTION POLICY

SUB-POLICY FOR THE UNITED KINGDOM
THE UK BRIBERY ACT 2010

Because the Company does business and has operations in the United Kingdom, in addition to being subject to the requirements of the U.S. Foreign Corrupt Practices Act (the “FCPA”), the Company and its employees, contractors, and agents must also comply with the UK Bribery Act 2010. While there are many areas of overlap in the provision of the FCPA and the UK Bribery Act 2010, there are some important differences as well. Following is a brief overview of the prohibitions under the UK Bribery Act 2010.

The UK Bribery Act 2010 prohibits:

- (a) the promise, offer or giving of a financial or other Advantage to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them or to reward them for acting improperly (Active Bribery); or
- (b) requesting, agreeing to receive or accepting a financial or other advantage (Passive Bribery); or
- (c) bribing a foreign public official with the intention of influencing that person in that capacity, or a failure by a commercial organization to prevent active bribery (the Corporate Offence).

The Company does not make, and will not accept, facilitation payments or “kickbacks”; or any kind. Kickbacks are typically payments made in return for a business favor or advantage. Facilitation payments also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official to issuing certain routine permits, providing police protection, providing phone service or providing mail pick-up and delivery). They are not common in the UK, but are common in some other jurisdictions in which we operate. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by the Company or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked

to make a payment on the Company's behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Managing Director of Wilson Tool Europe, or the CEO of the Company.

Payments made to a government official to secure a decision on whether, or on what terms, to award new business or continue a business relationship are not considered facilitating payments, and such payments are strictly prohibited under the Wilson Tool Anti-Corruption Policy.

This Policy prohibits you from making payments indirectly if you cannot make them directly. In other words, you may not make a payment to any third party if you know or suspect that the third party, in turn, is likely to make an improper payment to a foreign government official, U.S. government official, UK government official or commercial customer. Similarly, you may not simply turn a blind eye to indications that a third party might have made or intend to make such improper payments.

Under UK law, it is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer, if the Company fails to prevent bribery the Company can face an unlimited fine, exclusion from tendering for public contracts, and damage to its reputation. The Company therefore takes its legal responsibilities very seriously.

It is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;
- (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.
- (e) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your manager;
- (f) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this Policy; or
- (g) engage in any other activity that might lead to a breach of this Policy.

The Company's foreign subsidiaries, employees, contractors and agents must comply with the Company's Anti-Corruption Policy in general, as well as with the provisions of the FCPA, and where applicable, with the provisions of the UK Bribery Act 2010.



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| Anti-Corruption Policy | Wilson Tool Enterprises, Inc. | Subject: | Sub-Policy: China Anti-Bribery Law of 2011 |
| Effective Date: | Revised as of September 2018 | Prepared By: | Fredrikson & Byron, P.A. |
| Version: | 2 | Approved By: | Brian Robinson, CEO |

WILSON TOOL ANTI-CORRUPTION POLICY

SUB-POLICY FOR THE CHINA ANTI-BRIBERY LAW OF 2011

Because the Company does business and has operations in the People’s Republic of China, in addition to being subject to the requirements of the U.S. Foreign Corrupt Practices Act (the “FCPA”), the Company and its employees, contractors, and agents must also comply with the China Anti-Bribery laws. China has several laws which prohibit both commercial and public bribery. The commercial anti-bribery laws include Article 8 of the Anti-Unfair Competition Law, and Article 164 of the Criminal Law. The public anti-bribery law is set forth in Articles 385 and 389 of the Criminal law.

I. The Commercial Anti-Bribery laws.

a. Article 8 of the Anti-Unfair Competition Law (“AUCL”) prohibits business operators from “giving bribes in the form of money and or anything of value or other means for the purpose of influencing the sale or purchase of products.” The State Administration for Industry & Commerce (“SAIC”) enforces the AUCL. Article 2 of the SAIC Provisional Rules of Prohibition of Commercial Bribery Activities, further define commercial bribery as “an activity by which a business operator bribes the other party, whether an entity or individual, to a transaction, with money, property or anything of value for the purpose of selling or obtaining products or other economic benefits.” Under Article 20 of the AUCL, violators of Article 8 of the AUCL may be held liable to persons damaged as a result of the bribery. Article 8 expressly provides that any off the book kickback shall also be treated as a bribe. Moreover, Article 22 of the AUCL provides that violators shall be investigated pursuant to the PRC Criminal Law.

Violations of the AUCL can result in administrative action, including:

- Order to cease violation;
- Confiscation of illegal income;
- Fines between RMB10,000 and RMB200,000.

- Criminal prosecution if the violation is also a violation of the criminal law.

Civil action can include:

- Order to cease violation;
- Indemnifying losses and damages of the victims of the action.

II. The Criminal Law.

Article 164 of the Criminal Law prohibits “official bribery”, which involves giving money or anything of value to a government official or “state functionary”, or an entity, and “commercial bribery”, which involves giving money or anything of value to a non-state functionary. State functionary is defined broadly to include civil servants, official who work for state-owned companies or organizations, and people who are assigned to non-state-owned entities to perform public duties (can include teachers, factory managers in state-owned enterprises, doctors, etc.). In general bribery of a state functionary carries more severe punishment than bribery to a non-state functionary. It is important to note that both offering and receiving bribes constitutes a violation of the law in China. Violations can include:

- Offering a bribe to a state functionary;
- Offering a bribe to a non-state functionary;
- Offering a bribe to a foreign official;
- Offering a bribe to an entity;
- Offering a bribe by an entity;
- Offering a bribe to a relative, or a person close to a, current or former state functionary;
- Facilitating a bribe to a state functionary;
- Acceptance of a bribe by an entity, a current or former state functionary, or someone close to a current or former state functionary.

A violation of Article 164 can result in:

i. Criminal Penalty for Crime of Bribery to Government Official:

- crime of bribery *by an entity*: fine to the entity; the responsible person may be sentenced to criminal detention or fixed-term imprisonment of not more than five years;
- crime of bribery *by an individual*: may be sentenced to criminal detention, fixed-term imprisonment or even life imprisonment; and may also be sentenced to confiscation of property.

ii. Criminal Penalty for Crime of Bribery to Non-Governmental Official:

- crime of bribery *by an entity*: fine to the entity; the responsible person may be sentenced to criminal detention or fixed-term imprisonment of not more than ten years;
- crime of bribery *by an individual*: may be sentenced to criminal detention or fixed-term imprisonment of not more than ten years; and may also be sentenced to confiscation of property.

iii. Thresholds Triggering Prosecution Under the Criminal Law for Bribes:

• Threshold for Crime of Bribery to Government Official:

- crime of bribery by an entity: offering bribe of RMB200,000 or more; or offering a bribe, for securing illegitimate benefits, between RMB100,000 and RMB 200,000 and falling into statutory circumstances.
- crime of bribery by an individual: offering bribe with the amount being RMB10,000 or more; or offering bribe less than RMB10,000 and falling into statutory circumstances.

• Threshold for Crime of Bribery to Non-Governmental Official:

- crime of bribery by an entity: offering bribe of RMB200,000 or more; or
- crime of bribery by an individual: offering bribe of RMB10,000 or more.

• Crime of Taking Bribes:

- threshold for the crime: RMB5,000 or less;
- criminal liabilities: sentenced to either fixed-term or unfixed-term imprisonment, and simultaneous confiscation of properties; if the circumstances are especially serious, life in prison or the death penalty, and simultaneous confiscation of properties.

• Crime of Making Use of Influence to Take Bribes:

- threshold for the crime: if the amount is comparatively large or there exists other severe circumstance.
- criminal liabilities: sentenced to either fixed-term imprisonment or criminal detention, and simultaneous fine or confiscation of properties.

• Crime of Non-Governmental Officials Taking Bribe:

- threshold for the crime: RMB5,000;

- criminal liabilities: if the amount is comparatively large, fixed-term imprisonment no more than 5 years and simultaneous confiscation of property.

The Company's foreign subsidiaries, employees, contractors and agents must comply with the Company's Anti-Corruption Policy in general, as well as with the provisions of the FCPA, and where applicable, with the anti-corruption provisions of the China Anti-Unfair Competition Law, and Article 164 of the China Criminal Law. If you become aware of any violation of the Company's Anti-Corruption Policy, the FCPA, or of the China Anti-Unfair Competition Law or China Criminal Law, you should report the violation immediately to the designated Manager of the Company's China subsidiary, or to the CEO of Wilson Tool.