

**CORNERSTONE BUILDING BRANDS, INC.  
ANTI-CORRUPTION AND TRADE COMPLIANCE  
POLICY STATEMENT AND COMPLIANCE GUIDE**

**ANTI-CORRUPTION**

**Introduction and Policy Statement**

It is the policy of Cornerstone Building Brands, Inc. (formerly known as “NCI Building Systems, Inc.”) and its subsidiaries and affiliates (collectively, “Cornerstone”) to comply with the U.S. Foreign Corrupt Practices Act (“FCPA”) and all other applicable anti-bribery and anti-corruption laws. Cornerstone prohibits bribery and other corrupt practices in any form, whether committed directly or indirectly, and whether involving government officials or private parties.

This Policy Statement and Compliance Guide (“Policy”) is not designed to be all encompassing, but to expand upon the provisions of Cornerstone’s existing Code of Business Conduct and Ethics, which addresses international operations. This Policy clearly sets forth Cornerstone’s policy prohibiting any activity in support of prohibited practices. Additionally, by providing a basic understanding of the relevant laws, the Policy provides guidance to assist in identifying situations that risk violating the FCPA or other applicable anti-corruption laws and therefore ensure that appropriate action is taken. If you have any questions about the information contained in this Policy or if you have any questions about a particular business transaction, you should contact the Legal or Compliance Departments.

Worldwide compliance with this Policy is mandatory. No employee has the authority to act contrary to or inconsistently with the provisions of this Policy or to authorize, direct or condone violations of it by any other employee. Similarly, because Cornerstone can be held liable for payments made on its behalf by third parties, no Cornerstone employee may authorize, direct or condone any representative, distributor, affiliate, or other third party to make such payments. Cornerstone will require third parties who represent Cornerstone (such as agents, consultants, independent sales representatives, etc.) to conduct themselves consistently with this Policy, including by complying with all applicable anti-corruption laws.

No employee shall engage in providing, offering, soliciting, receiving, or accepting any bribe, kickback, or improper payment or benefit to or from any employee or representative of any government, vendor, supplier, competitor, or other person or entity in any matter that has to do with Cornerstone. This prohibition is global in nature – it applies to Cornerstone’s employees, agents, representatives and operations everywhere in the world.

Any employee who has knowledge of facts or incidents which he or she believes may be in violation of this Policy has an obligation, promptly after learning of such fact or incident, to review the matter with the Legal or Compliance Departments.

Any employee who violates this Policy, who orders another to violate this Policy or who knowingly permits a subordinate, agent, sales representative or consultant to violate this Policy will be subject to appropriate disciplinary action, up to and including termination.

## **The FCPA**

The United States and many other countries prohibit bribery, whether of government officials, commercial counterparties, or others. The FCPA was enacted to (1) prohibit bribes and other illegal payments to officials of any foreign government (including any government instrumentality, such as a state-owned or state-controlled company), public international organization or foreign political party to obtain or retain business or to secure any improper advantage; and (2) require companies to keep detailed books, records and accounts accurately reflecting corporate payments and transactions as well as institute and maintain internal accounting control systems designed to assure management's control over the company's assets. The FCPA carries severe penalties for corporations and individuals who violate its provisions. Such penalties can include fines and imprisonment.

The anti-bribery provisions of the FCPA make it unlawful to offer, pay or promise to pay or give anything of value to officials of a foreign government, public international organization or foreign political party, or – with knowledge or belief that it will go to someone in any such class of recipients – to any person for purposes of influencing official acts (including failures to act) in order to assist in obtaining or retaining business or to secure an improper advantage.

### **Prohibited Practices**

Briefly, the elements of a violation of the anti-bribery provisions of the FCPA include the following:

1. The use of the mails or any means or instrumentality of interstate commerce (unless the prohibited act is committed outside of the United States by a U.S. person)
2. corruptly in furtherance of
3. an offer, payment, promise to pay, or authorization of the payment of anything of value
4. to any foreign official, foreign political party or candidate thereof, any officials of a public international organization, or any intermediary while knowing or believing that any portion of such payment will be offered, given, or promised to such person
5. for the purpose of inducing such person to do any act or make any decision in his official capacity, or use his influence with any foreign government, instrumentality or official thereof, to effect or influence any act or decision of such government, official or instrumentality
6. in order to assist such company or person in obtaining or retaining business for or with, or directing business to, any company or person or to secure any improper advantage.

Each of these elements, including the definitions they rely on, should be interpreted to apply broadly so as to prohibit a wide variety of payments to any of the various categories of individuals.

## **Definitions**

Important concepts embodied in the FCPA include the following:

1. Corrupt Intent. The word “corruptly” means having the intent to wrongly influence the recipient. The offer, payment, promise or gift must be intended to induce the recipient to misuse his official position to the payor’s benefit. This does not require that the official actually misuse his position, only that the payor intended such a result in return for a thing of value given. It is therefore likely that a payment or an offer to pay any amount made for the purpose of influencing official action might be found to show an intent to “corruptly” influence the recipient.

2. Foreign Official. The term “foreign official” is defined broadly. It means any officer or employee of a foreign government or governmental department, agency, or instrumentality, and includes any person acting in an official capacity on behalf of a governmental entity. “Foreign official” also includes officers of government-owned corporations (such as housing authorities, oil companies, electric utilities, hospitals), members and candidates of a foreign political party and the officials of certain public international organizations. Because this term is interpreted broadly, any doubts about whether a particular person is a government official should be resolved by assuming that the individual is a “foreign official” for FCPA purposes.

3. Knowing. One cannot do indirectly that which he or she cannot do directly. As a result, this element was introduced primarily to cover payments for illicit purposes to intermediaries or foreign agents who would in turn make payment to foreign officials. A company or person has knowledge of prohibited conduct if the company or person is (a) aware that such person (to whom company resources are given) is engaging in such conduct, that such circumstance exists, or that such result is substantially certain to occur *or* (b) has a firm belief that such circumstance exists or that such result is substantially certain to occur. A company or person is also deemed to have knowledge of a particular circumstance if the company is “aware of a high probability of the existence of such circumstance, unless the person actually believes that such circumstance does not exist.” Thus, a U.S. corporation can be held liable if its actions indicate a conscious disregard or deliberate ignorance of circumstances that should reasonably alert the company to the high probability of illegality – circumstances sometimes referred to as “red flags.” A U.S. corporation cannot turn a blind eye to suspicious activities of its foreign finders, agents, representatives or partners, hoping not to learn of prohibited activity.

4. Anything of Value. The anti-bribery provisions of the FCPA prohibit giving “anything of value” to a foreign official. As with the elements of the FCPA, “anything of value” is defined broadly so as to include not just outright cash payments, but also anything else that has value and can be given, including gifts, meals, entertainment, transportation, lodging, business opportunities, employment or a promise

of future employment, or any other benefit, to the foreign official or relative of the foreign official. There is no minimum dollar value.

## **Penalties**

Penalties for violating the FCPA can be severe. For violations of the anti-bribery provisions of the FCPA, corporations are subject to criminal fines of up to \$2,000,000 and civil fines up to \$10,000 per violation. Individuals are subject to criminal fines up to \$250,000, imprisonment for up to five (5) years, or both. Willful violations of the accounting provisions of the FCPA can expose corporations to up to \$25 million in criminal fines. Individuals can face up to \$5 million in fines and imprisonment for as much as twenty (20) years. In addition, corporations and their officers, directors, employees and agents may face substantial civil penalties. Violations of the FCPA are not covered by Directors and Officers Insurance, and individuals cannot be indemnified by Cornerstone for such violations.

Cornerstone takes its obligations to comply with the FCPA seriously. Accordingly, employees who fail to follow Cornerstone's FCPA policy and procedures, whether expressly stated in this Policy or otherwise, may be subject to adverse employment action, including, when warranted, dismissal.

## **Permissible Payments**

1. Threats of Violence. It is not a violation of the FCPA to make a payment that is extorted under imminent threat of physical violence. Nevertheless, no payments should be made under threat of violence unless expressly approved by the Chief Compliance Officer or their designee (if the circumstances have made it impossible to obtain such approval beforehand, as in the case of a threat of immediate violence, the incident should be reported to the Legal or Compliance Departments as soon as possible). Threats of even severe economic harm are *not* considered extortion and therefore, payments in response to such threats remain subject to the FCPA. For instance, payments in response to a demand by a government tax auditor for a personal payment of cash in order to cause a multi-million dollar tax audit to "go away" would violate the FCPA.

2. Lawful Payments. The FCPA permits payments that are "lawful under the written laws and regulations" of the official's country. Such laws must not only be written, but also unambiguous. The mere absence of written laws prohibiting certain activity does not meet this requirement. Further, the fact that foreign officials may routinely ask for and receive bribes does not make the payment of such bribes acceptable for Cornerstone or permissible under the FCPA. Bribery or facilitating payments of any kind are not permitted under this policy even in jurisdictions where it might be legal; prior written approval must be obtained from the Chief Compliance Officer or their designee before any payment may be made under this provision.

3. Payment of Reasonable and Bona Fide Expenses. Companies may pay bona fide and reasonable expenditures (including travel and lodging) incurred by or on behalf of a foreign official if the payments are directly related to either (a) the promotion, demonstration or explanation of products or services, or (b) the execution or performance

of a contract with a foreign government or agency. Such expenditures also should be consistent with Cornerstone's policy on gifts, travel, and entertainment, as discussed below.

### **Possible Signs of Corruption Risk**

You cannot evade – and, in fact, will often incur – liability under the FCPA or other applicable anti-corruption laws by ignoring suspicious conduct. Certain situations arise which may indicate a potential violation of such laws. The following “red flags” are merely a representative list of the types of circumstances that may suggest a potential violation and require follow up with the counter-party/intermediary. Employees should always be alert to signs that a transaction is “wrong.”

1. Payments greater than “normal”. These may be finders' fees, agents' fees or payments for goods or services which are more than normal.

2. Third-party payments. Payments to persons outside the normal scope of the transaction. This includes payments made to accounts or persons in third countries. There may be reasonable explanations for making third-party payments, but such reasons must be documented and approved before such payments are made.

3. Large bonuses. Although not inherently illegal, large bonuses which are success-based require careful scrutiny since the recipient of such a bonus may be tempted to share a portion of the bonus with a government official if the government official agrees to exercise his influence to secure an order for Cornerstone.

4. Over-invoicing. Invoices which are unreasonably higher than normal and inadequately documented as to products or services delivered or received compared to prices charged or paid can be a sign that money is being siphoned for inappropriate uses. In addition to an auditing concern, such invoices can be a sign of FCPA problems as well.

5. Lack of standard invoices. Abbreviated, “customized” or non-industry-standard invoices can be an indication of efforts to hide or disguise payments for unauthorized purposes. Insist on standard invoices (and understand what they are), or demand a satisfactory and credible explanation for any variations.

6. Unusual credits granted to new customers. Pre-payments, extensions of credit and cash advances to new and unfamiliar customers must be avoided. Such conditions are sometimes a sign that money must be placed in the hands of local officials before an order can be completed.

7. Checks drawn to “cash”. Any transaction that is not adequately documented as to its true commercial purpose could not only indicate an FCPA problem, it could also subject Cornerstone to additional sanctions for violations of its accounting standards and record-keeping obligations. Carefully, clearly and accurately document all payments to or from Cornerstone customers, finders and other parties with whom Cornerstone does business.

## **Selecting Local Parties**

Finders, customers, agents, business partners, contractors and venture partners (collectively, “local parties”) all can be sources of corruption risks. Before retaining a local party, Cornerstone must conduct risk-based due diligence. Such due diligence should consider, among other things: (i) the services that will be provided; (ii) where the services will be rendered; (iii) the experience, credentials, qualifications, and reputation of the local party, including whether any information suggests a history of or potential for corrupt activity; and (iv) the potential for the local party to interact with government officials, especially if within a country presenting an elevated corruption risk. The level of due diligence that is needed will vary, depending on the risks presented.

Once a local party (such as a finder) has been selected, it is important that Cornerstone retain control over that local party’s activities involving Cornerstone and its products. Attached as Appendix A to this Policy is sample contract language that should be used whenever the company engages a local party that may interact with foreign officials on behalf of Cornerstone. The contract language for each such engagement may be tailored to the particular circumstances at the discretion of the Legal Department or the Chief Compliance Officer or designee, but should be substantively similar to the sample language in Appendix A.

## **Possible Red Flags Regarding Local Parties**

The following are indicators of potential risks with respect to anti-corruption compliance by local parties:

1. The local party is doing business in a country with a history of or reputation for corrupt activity. Transparency International’s “Corruption Perceptions Index,” available online, is a useful resource when assessing the perceived corruption risk of a particular country.
2. The local party has a reputation for paying bribes or engaging in other improper activity.
3. The local party requests excessive fees or commissions.
4. The local party requests payment in cash.
5. The local party requests that payments be made to third parties or to bank accounts in countries other than the country in which the local party is acting on Cornerstone’s behalf.
6. The local party has a special relationship to the foreign government (e.g., any of the local party’s relatives, partners, owners, principals, or staff members are officials, officers, or representatives of a foreign government or political party or candidates for political office).
7. The local party refuses to provide representations with respect to its conduct (such as the form anti-corruption representations in Appendix A).

8. The local party requests payment of exorbitant travel and entertainment expenses or gifts for foreign officials, or requests reimbursement of such expenses not approved in advance.
9. The local party requests that its relationship with Cornerstone be kept secret.
10. The local party misrepresents its background, history or experience in our industry or in the foreign jurisdiction in which it operates.

## **Gifts, Travel, and Entertainment**

A government official, whether foreign or domestic, should not be given anything of value, in any context, unless: (i) advance approval, in writing, is requested and received from the Chief Compliance Officer or their designee; or (ii) Cornerstone's Corporate Legal Department previously has issued a standing written policy that the particular item may be given to a government official without requiring independent approval (*e.g.*, a meal below a certain threshold).

Furthermore, all of the following conditions must be met:

1. The government official is permitted under applicable laws to accept what he or she has been offered;
2. The transaction does not involve giving cash or a cash equivalent, such as a gift card, pre-paid card, check, loan or discount;
3. The transaction will be provided in connection with the promotion, demonstration, or explanation of Cornerstone products, services or initiatives; and
4. The transaction is conducted openly and transparently, and is promptly, accurately and fully recorded in Cornerstone's books and records.

In addition, no government official may receive anything of value totaling more than \$200 in a twelve-month period from employees or others acting on behalf of Cornerstone without the prior written approval of the Chief Compliance Officer or their designee. Additionally, payment for travel, lodging, or associated expenses for a government official is prohibited without the prior written approval of the Chief Compliance Officer or their designee. Where such approval is provided, any payments must be directly related to a legitimate business purpose and provided directly by Cornerstone to the provider of the travel, lodging, or associated service. Cash payments and cash per diems are prohibited.

Payment of any expenses of a spouse or other relative of a government official is likewise prohibited unless approved in advance by the Chief Compliance Officer or their designee.

When something of value is provided to a government official, the responsible Cornerstone employee is required to report accurately the expense. The employee must identify the government official beneficiaries; the government entities or agencies with which they are affiliated; the amount, date, and purpose of the expenditure; and whether Cornerstone has any business currently pending or anticipated before the government official.

## **Political and Charitable Contributions**

This Policy also applies to political and charitable contributions, in any form, that may directly or indirectly benefit a foreign official. Such contributions present potential FCPA risk.

As indicated in Cornerstone's Code of Business Conduct and Ethics, no company funds may be given to political candidates, whether in the U.S. or elsewhere. No company funds may be given to any foreign political party without the prior written approval of the Chief Compliance Officer or their designee. You may engage in political activity with your own resources on your own time, but you may not violate the FCPA or this Policy.

No company funds may be used to make charitable contributions to any organization that is based outside the U.S. without the prior written approval of the Chief Compliance Officer or their designee.

### **Questions and Concerns**

Employees with questions about how to comply with this Policy should contact the Legal or Compliance Department. Similarly, any employee who believes that Cornerstone or one of its officers, employees, finders, agents or associates is acting in violation of the FCPA or this Policy should report such concerns to the Legal or Compliance Department or Cornerstone's Integrity Helpline.

## TRADE COMPLIANCE

### **Introduction and Policy Statement**

Cornerstone is committed to complying with all applicable economic and trade sanctions laws and regulations, including all U.S. sanctions.

Specifically, the U.S. government maintains economic and trade sanctions against:

- certain foreign countries (including, for example, Iran, Cuba, Sudan and Syria) that have policies opposed by the United States;
- certain organizations and their members that sponsor, finance or engage in terrorism;
- certain persons and entities that present threats to U.S. national security; and
- international drug traffickers.

These sanctions are implemented, administered and enforced by the U.S. Treasury Department's Office of Foreign Assets Control ("OFAC").

All U.S. persons (including U.S. citizens and permanent residents and businesses incorporated in the United States) must comply with U.S. sanctions and generally must refrain from doing business with or otherwise participating in transactions that involve U.S. sanctioned persons, entities or countries.

Importantly, the U.S. sanctions restrictions apply to U.S. citizens whether based in the United States or traveling abroad. Thus, for example, a Cornerstone employee who is a U.S. citizen cannot do business with a sanctioned person even if that employee is on a business trip outside the United States. These U.S. restrictions likewise apply even if the laws of the foreign country in which the employee is located do not prohibit or restrict the transaction.

OFAC maintains lists of those persons, entities and jurisdictions that are subject to U.S. sanctions restrictions. Individuals and entities subject to sanctions may be named on the OFAC list of Specially Designated Nationals and other Blocked Persons (the "OFAC SDN List"). This list is long and changes frequently; a searchable database of OFAC's lists, including the SDN List, is found at <https://sdnsearch.ofac.treas.gov>.

OFAC also maintains other lists, including a list of jurisdictions subject to U.S. sanctions, which is reproduced in Appendix B to this Policy.<sup>1</sup> The scope and type of sanctions

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<sup>1</sup> In addition to OFAC sanctions, the U.S. government maintains export control restrictions that limit the ability of U.S. persons to export certain goods and services (such as certain military or dual-use technology and products) abroad. The Legal Department will advise Cornerstone employees if these restrictions are applicable to any of Cornerstone's businesses.

applicable to the various jurisdictions differs considerably. Some of these jurisdictions are subject to comprehensive embargoes that prohibit nearly all transactions with related persons and entities (for example, Iran), while other countries are subject to more limited sanctions.

Failure to comply with U.S. sanctions can result in severe civil or criminal penalties applied against Cornerstone and individual employees who are involved in violations. In addition, failure to comply with OFAC sanctions can result in damage to Cornerstone's good name and reputation. For this reason, Cornerstone may impose disciplinary measures up to and including termination of employment and forfeiture of benefits for failure to abide strictly by this Policy.

### **The Prohibition on Dealing with Sanctioned Parties**

To comply with U.S. sanctions, Cornerstone requires the following steps to be undertaken.

#### **1. Watch for Red Flags**

In dealings with a counterparty that is based outside the United States, or when engaging in transactions that otherwise involve non-U.S. third persons, Cornerstone personnel should be alert to possible sanctions-related issues, including the following situations, which describe commonly-encountered "red flags":

- (a) a counterparty is based in or has operations in any of the countries listed in Appendix B;
- (b) a counterparty has a bank account in any of the countries listed in Appendix B;
- (c) Cornerstone receives wires or funds transfers from, or requests to remit money to, any of the countries listed in Appendix B;
- (d) any principals or beneficial owners of a counterparty are based in any of the countries listed in Appendix B;
- (e) any counterparty does not want to reveal its beneficial owners or principals, or displays suspicious secrecy about itself and its business;
- (f) any counterparty asks questions, raises concerns about or requests an exemption from Cornerstone's trade sanctions policy and compliance procedures.

As described further below, if an employee believes he or she has identified a sanctions-related "red flag," the issue should be immediately brought to the attention of a supervisor or the Legal Department. All transactions and other dealings related to the "red flag" should be ceased until further guidance from the Legal Department is provided.

#### **2. Conduct Due Diligence**

Prior to entering into a contract with any counterparty or conducting a transaction that may involve a non-U.S. person or entity, Cornerstone personnel shall consider whether adequate due diligence has been conducted on such persons to ensure that none are subject to U.S. sanctions. Appropriate diligence should involve, at a minimum, ensuring that such persons, including their principals and

beneficial owners, are not found on any of OFAC's lists, including the SDN List. A searchable database of OFAC's lists, including the SDN List, is found at <https://sdnsearch.ofac.treas.gov>. Those Cornerstone personnel with responsibility for the contract are required to contact the Legal Department to ensure that such diligence has been conducted.

In addition, Cornerstone has compliance obligations with respect to all joint ventures and other strategic business partners. Before entering into any joint venture, merger or acquisition, Cornerstone shall conduct due diligence on the other parties to the proposed joint venture, merger or acquisition. This due diligence, including how Cornerstone reasonably confirmed the lack of any U.S. sanctions issues, should be prepared and kept in Cornerstone's files for an appropriate period of time.

3. Ensure Appropriate Contract Provisions

The Legal Department is responsible for ensuring that contracts with counterparties, as appropriate, should include (a) representations from the counterparty that neither it nor its principals or beneficial owners are subject to OFAC sanctions, and (b) covenants that, as part of fulfilling its contractual obligations to Cornerstone, the counterparty will not engage in conduct that violates U.S. sanctions, including, for example, by using sub-contractors who are subject to U.S. sanctions.

Any standard or model contracts that Cornerstone uses for international sales should include OFAC compliance language.

4. Report Issues and Transactions

Any transaction that an employee believes may raise a sanctions problem should be immediately brought to the attention of a supervisor or the Legal Department. As noted above, all transactions and other dealings with the counterparty should be ceased until further guidance from the Legal Department is provided.

If a prohibited counterparty to a transaction is identified, engaging in or otherwise furthering the transaction is illegal. Depending on the particular facts involved, Cornerstone will be obligated at that time either (a) to reject the illegal transaction or (b) to block (*i.e.*, freeze) any property, including currency, of the sanctioned counterparty that is under Cornerstone's possession or control, establish a blocked account to hold such property, and report the transaction and blocked account to OFAC within ten days. Failure to reject or block and report an illicit transaction as required could result in severe civil and criminal penalties, even if another person or institution involved in the transaction has taken the required steps and reported the transaction.

In addition, if Cornerstone learns that it has in the past violated OFAC sanctions, it may determine to self-report such violations to OFAC. OFAC gives substantial credit to persons who self-report violations, which credit may significantly lessen penalties and other adverse consequences. Thus, employees should inform the Legal Department, even if the conduct or transaction at issue has already

occurred. Cornerstone, in consultation with the Legal Department, ultimately will make a decision about self-reporting any violation.

5. Responding to Inquiries

Any inquiry about a rejected/blocked transaction, Cornerstone's sanctions policy or any past sanctions issues/violations should be directed to the Legal Department.

## APPENDIX A

### Anti-Corruption Contract Provision Language<sup>2</sup>

- **Local Party** represents and covenants to the Company that neither **Local Party** nor any of its officers, directors, employees, agents or other representatives has performed or will perform any of the following acts in connection with this Agreement, any sale made or to be made hereunder, any compensation paid or to be paid hereunder, or any other transactions involving the business interests of the Company: pay, offer or promise to pay, or authorize the payment of, any money, or give or promise to give, or authorize the giving of, any services or anything else of value, either directly or through a third party, to any official or employee of any governmental authority or instrumentality, or of a public international organization, or of any agency or subdivision thereof, or to any political party or official thereof or to any candidate for political office for the purpose of (i) influencing any act or decision of that person in his official capacity, including a decision to fail to perform his official functions with such governmental agency or instrumentality or such public international organization or such political party; (ii) inducing such person to use his influence with such governmental agency or instrumentality or such public international organization or such political party to affect or influence any act or decision thereof; or (iii) securing any improper advantage.
  
- If **Local Party** breaches any of the representations and covenants set forth in clause (a), above, (i) this Agreement shall become void; (ii) without limiting any other rights of action available to it, the Company shall have a right of action against **Local Party** for at least the amount of any monetary payment or thing of value made or given by **Local Party** in breach of any of such representations and covenants; (iii) all obligations by the Company to pay any Fee or other compensation to **Local Party** shall cease immediately; and (iv) the Company may, at its sole discretion, rescind this Agreement and **Local Party** shall immediately return to the Company any Fee paid to **Local Party** arising from any transaction in violation of clause (a), above.

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<sup>2</sup> These provisions are provided for purposes of guidance and illustration only. Contracts involving Cornerstone's interests in international transactions should always be coordinated with Cornerstone's Corporate Legal Department.

## APPENDIX B

### U.S. Sanctions Programs

As described in the Policy, if persons or entities located or established in any of the below countries are involved in a transaction or other business dealing, Cornerstone employees should immediately cease involvement in the transaction and consult with the Legal Department before further engagement.

Balkans (States of the former Yugoslavia)  
Belarus  
Burundi  
Cuba  
Central African Republic  
Democratic Republic of the Congo  
Iran  
Iraq  
Lebanon  
Libya  
Nicaragua  
North Korea  
Russia  
Somalia  
South Sudan  
Sudan (North)  
Syria  
Ukraine  
Venezuela  
Yemen  
Zimbabwe

*[Not all transactions involving each of these countries are prohibited. Applicable sanctions vary and, depending on the facts, it may be possible to structure a transaction that fits with legal requirements. The Legal Department will advise as to what is permissible.]*

**APPENDIX C**

**Cornerstone Anti-Corruption and Trade Compliance Policy Statement and Guide**

**Acknowledgement**

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Department: \_\_\_\_\_

Location: \_\_\_\_\_

Supervisor: \_\_\_\_\_

I have received, read, and understand the Cornerstone Anti-Corruption and Trade Compliance Policy Statement and Compliance Guide (the “Policy”). I certify that I will comply fully with the Policy. I have not directly or indirectly violated the Policy, nor will I take any action in the future that may violate the Policy. I also am unaware of any act by Cornerstone or anyone acting on Cornerstone’s behalf that violated or may have violated the Policy. If I learn of such an act, I will promptly report such information to the Chief Compliance Officer or their designee. I understand the potential consequences of violating the Policy. I know where a copy of the Policy is located and to whom I should refer questions should issues or questions arise.

\_\_\_\_\_  
Signature/Date