GLOBAL ANTI-CORRUPTION

Purpose

To set forth the Company's policy for conducting its global business ethically and without corruption.

Scope

This Policy applies to McWane, Inc. and its divisions and subsidiaries ("McWane" or "Company"); to all officers, directors, managers, supervisors and team members of McWane, regardless of nationality; and to all agents and third parties working on McWane's behalf, including consultants, suppliers and business partners, regardless of nationality (referred to in this Policy as a "Party" or the "Parties"). This Policy applies to all forms of bribery and corrupt activities, regardless of where they might occur (inside or outside the United States) or who might be involved (public officials or individuals in the private sector).

Policy Statement

McWane is committed to the highest level of ethical behavior and compliance with the law. As such, the Company expects that all team members and business partners will operate with integrity, adhere to the "McWane Way," and conduct themselves in accordance with all applicable foreign and domestic laws relating to bribery and corruption, including the U.S. Foreign Corrupt Practices Act ("FCPA") and the U.K. Bribery Act of 2010 ("UKBA"). Simply put: McWane will always do the right thing and will not tolerate corrupt activities of any kind.

1. ESTABLISHMENT OF A GLOBAL ANTI-CORRUPTION POLICY

1.1. Administration of the Policy. Senior McWane management, in particular the Chief International Trade Compliance Officer ("CITCO") in conjunction with the Compliance and Legal Departments, are responsible for enforcing compliance with this Policy and ensuring that all Parties are aware of this Policy and the need for compliance. This goal is to be accomplished by regular compliance monitoring, audits and training. This Policy supplements, but does not replace, McWane's overall Code of Ethical Conduct in the Workplace (the "Code of Conduct") and other McWane policies that touch on issues of bribery and corruption, including but not limited to the Company Gifts, Travel and Hospitality Policy and Policy on Political Contributions and Political Activities of Foreign National Team Members, and should be read in conjunction with these policies. In the case of any inconsistency between these or any other McWane policies and this Policy, the provisions of this Policy shall govern.

1.2. Enforcement of the Policy. All Parties have a duty to understand and strictly comply with this Policy. All Parties must educate themselves about the Policy, seek clarification as needed, attend required anti-corruption trainings and execute periodic certifications of Policy compliance. Parties having information or knowledge of any conduct inconsistent with this Policy must promptly report (anonymously if the Party wishes) such information using the reporting mechanisms set out in the Code of Conduct. While information relating to international matters should be reported to the CITCO, information relating to domestic/U.S. matters should be reported directly to the Legal Department.

Parties wishing to engage in transactions or activities that might affect this Policy should contact either the International Trade Compliance or Legal Department, as appropriate, before engaging in the transaction or activity. McWane will not permit retaliation of any kind against a Party who in good faith reports suspected misconduct or seeks guidance regarding a proposed transaction.

1.3. Penalties. Violations of this Policy can result in criminal, civil and administrative penalties (including imprisonment, fines and the loss of government contracting rights) for McWane and/or any McWane officer, director, manager, team member or agent involved in the violation. McWane cannot, and will not, be responsible for any fine or penalty imposed on an individual for violations of this Policy. **In addition to any penalty imposed by law, violations of this Policy will result in disciplinary action, up to and including termination of employment or business relationship**.

2. PROHIBITED CONDUCT

2.1. Corrupt Payments to Officials Prohibited. No Party, directly or indirectly through a third party, shall offer, pay, promise to pay or authorize the payment of money or anything of value to a government official in order to corruptly influence any act or decision of the official in his/her official capacity or to secure any other improper advantage in order to obtain, retain or direct business.

2.1.1. "Official" Defined. McWane prohibits bribery of both domestic (U.S.) and foreign (non-U.S.) officials regardless of rank or level of responsibility (*e.g.,* clerks, security guards and administrative employees can be officials). A domestic official is (1) any person holding an elected or appointed public office in federal, state or local government or (2) any person acting on behalf of the federal, a state or a local government or any of their departments, agencies or branches. A foreign official is any person employed by, or acting in an official capacity on behalf of: (1) a foreign government; (2) any department, agency or instrumentality of a foreign government (including state-owned businesses or private businesses that are in effect controlled by the state); or (3) a public international organization (such as the World Bank or World Trade Organization). Foreign political parties, foreign party officials and candidates for foreign offices are also considered foreign officials.

2.1.2. "Anything of Value" Defined. The term "anything of value" is interpreted broadly to include anything that a person might subjectively consider valuable—there is no minimum monetary threshold. Cash and tangible, high-dollar items such as furs, jewelry, houses and cars are things of value, but less obvious gifts like services, favors, political or charitable donations, scholarships, discounts, promises of future employment, entertainment and the payment of medical or travel expenses are also things of value. Certain commission, consulting or profit sharing arrangements may also constitute a thing of value.

2.1.3. Facilitation or "Grease" Payments Prohibited. In many countries, officials expect, and other companies routinely pay, small amounts of money to expedite or secure the performance of routine, non-discretionary governmental actions, such as obtaining a permit or license, processing government papers, providing police protection, scheduling an inspection or receiving utility services (*i.e.,* payments designed to simply move a routine matter along).

These facilitation or grease payments are prohibited by the anti-corruption laws of many countries in which McWane operates, including the UKBA. Therefore, facilitation or grease payments are prohibited under this Policy with one exception: a Party is permitted to make a facilitation or grease payment if, and only if, the payment is necessary to avoid death or physical harm. All such payments should be immediately reported to the International Trade Compliance and/or Legal Departments. The Company will not permit retaliation against a Party for refusing to make a facilitation payment, even if it results in McWane losing business or otherwise negatively impacts Company operations.

2.2. Corrupt Payments to Private Parties Prohibited. No Party, directly or indirectly through a third party, shall offer, pay, promise to pay or authorize the payment of money or anything of value to any individual in order to induce (or reward) that person to improperly or unethically perform a business, professional or public function or activity.

2.3. Accepting Corrupt Payments Prohibited. No Party shall request, agree to receive or accept anything of value in order to include (or reward) a person to improperly or unethically perform any function or activity in connection with McWane's business operations.

3. THIRD PARTIES

Anti-corruption laws do not always differentiate between McWane's conduct and the conduct of a third party acting on behalf of McWane. Therefore, it is our obligation to know our partners and to require that any third parties with and through whom McWane conducts business acknowledge and agree to comply with this Policy. To ensure that such third parties comply with the Policy, McWane, under the guidance of the International Trade Compliance and Legal Departments, will, as appropriate (1) conduct pre-engagement or pre-deal due diligence on third parties, (2) utilize formal, written contracts to engage third parties, (3) offer third party anti-corruption training, (4) secure third party anti-corruption certifications and (5) engage in continual monitoring of third party relationships. All Parties are obligated to follow all McWane policies and procedures related to third party engagements and contracting, including the Guidelines for Dealing with Independent Contractors, the Policy on Purchasing Goods and Services, the Policy on Public Procurement and Relationships with Governmental Entities and the Gifts, Travel and Hospitality Policy.

4. FINANCIAL DOCUMENTATION REQUIREMENTS AND STANDARDS

McWane is committed to: (1) conducting its business transactions in an open and transparent manner; (2) maintaining financial books, records and accounts that accurately, fairly and reasonably reflect the transactions and (3)complying with all applicable laws and regulations, including those governing money laundering, tax evasion and exchange controls. Therefore, all Parties must maintain financial and other records which accurately reflect transactions with McWane and with others on McWane's behalf, as required by the Company's Policy on Recording and Reporting of Information.

Suspicious transactions without prior approval are prohibited, including any transactions that might appear to involve money laundering, tax evasion or exchange control violations**.** Money laundering is a generic term used to describe the process of hiding the criminal origins of money or money's worth (*i.e.,* the proceeds of crime)

within legitimate business activities and transactions. Tax evasion is the process of improperly concealing taxable funds from taxing authorities such as the Internal Revenue Service for the purpose of avoiding taxes. Exchange controls are laws governing how foreign or domestic currency can be exchanged in a particular jurisdiction. The following transactions may give rise to suspicions regarding money laundering, tax evasion or exchange control violations:

- Transactions involving unknown parties or conducted through unknown or unnecessary intermediaries;
- Transactions involving abnormal, unexplained or unnecessary transactions or settlement methods;
- Transactions using shell companies and/or companies in tax havens or jurisdictions known for money laundering activities;
- Cash transactions or transactions using bank drafts, money orders or cashier's checks;
- Transactions involving payments sent to a country other than the country where the transaction is taking place or the services are being performed;
- Transactions involving payments to persons or companies who are not directly related to the transaction or the services performed.

Parties are prohibited from engaging in transactions on McWane's behalf involving the above without prior written approval from the International Trade Compliance and/or Legal Departments and only in exceptional cases where there is an identifiable legitimate business need for the transaction.

5. COOPERATION WITH AUDITORS, INVESTIGATORS AND LAW ENFORCEMENT

In order to ensure that McWane can properly monitor its compliance with this Policy, all Parties must be honest, accurate and transparent when responding to requests for information from McWane's internal and external auditors regarding relevant transactions and from McWane personnel and advisors investigating allegations of potential misconduct. Potential violations of this Policy may also be investigated by law enforcement or other regulatory authorities. Any oral or written requests for information from any law enforcement body or any other regulatory authority should be referred immediately to the Legal Department. McWane will cooperate fully with all law enforcement and regulatory authorities having legitimate grounds to request information.

6. POLICY INTERPRETATION AND GUIDANCE

6.1. Policy to Be Construed Broadly. This Policy is not intended to cover the specific provisions of every applicable law or be an exhaustive list of prohibited activities and practices. It is designed to assist Parties in "doing the right thing." Parties should construe this Policy broadly and give effect to the letter and spirit of the Policy. This Policy does not prevent McWane team members and agents from

conducting legitimate business with private parties and the government, as long as they comply with McWane's policies, procedures and all applicable laws and regulations.

6.2. Questions. For questions or issues related to the interpretation or implementation of this Policy, Parties must seek guidance from McWane's CITCO (at 205-241-4213) or Legal Department (at 205-414-3113).

McWane reserves the right to modify, amend, supplement or replace this Policy at any time with or without prior notice.