

# Instant Brands™

## Anti-Corruption Compliance Policy

Instant Brands  
Made for together.

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## Policy

This Policy expressly prohibits improper payments in all business dealings, whether with the government or in the private sector. In particular, this Policy prohibits offering, promising, paying, giving or authorizing the paying or giving of money or anything of value, directly or indirectly (through a third party), to a Government Official to influence official action or to anyone (whether or not a Government Official) to influence a business or official decision and/or obtain or retain business or any other improper advantage. Instant Brands Acquisition Holdings Inc. (including its subsidiaries, collectively “**Instant Brands**” or the “**Company**”) will and requires its directors, officers, and employees to conduct business transactions with integrity, regardless of differing local manners and traditions, and, in addition to complying with the Company’s Code of Business Conduct and all relevant internal policies, comply with the laws and regulations of the United States and of every country in which the Company operates, including, without limitation, any law and regulation that prohibits bribery of Government Officials.

If there is a real or apparent inconsistency between the requirements of U.S. and non-U.S. law, the matter must be resolved by the Chief Legal Officer/General Counsel (or another member of the Legal Department) before the applicable transaction is undertaken.

In addition to this Anti-Corruption Compliance Policy, Instant Brands’ Travel and Other Business Expense Policy (which, among other things, limits the giving of gifts and the payment of travel and entertainment expenses for third parties) and Code of Business Conduct (which, among other things, requires that pre-approval be obtained prior to providing anything of value to a Government Official) contain processes and controls that are essential to mitigating corruption risk and comprise key elements of the Company’s anti-corruption compliance program.

## Definitions

“**Anything of value**” shall refer to any item of tangible or intangible value, broadly defined, in any form, including but not limited to cash, cash equivalents (such as gift cards, gift certificates and merchandise discounts), loans, gifts, travel, lodging, entertainment, meals, expense reimbursements, per diems, favors, business or employment opportunities, compliance with a request to provide a thing of value to a third person (such as a relative of a Government Official), contributions to a charity or other non-profit organization and promotional sponsorships.

“**Consultants**” shall refer to any and all third parties engaged by the Company or any entity owned or controlled by the Company who are expected to interact with non-U.S. Government Officials on behalf of the Company or any venture in which the Company has an economic interest, such as distributors, consultants, agents, representatives, brokers, intermediaries, advisors, representatives, joint venture partners, co-investors, franchisees, licensees, travel agents, freight forwarders, customs agents, tax advisors, law firms, finders, lobbyist, and accountants.

“**Government Official**” shall refer to (i) any public or elected official, officer, employee (regardless of rank), or person acting on behalf of a national, provincial, or local government, department, agency, instrumentality, state-owned or state-controlled company, public international organization, political party or entity that is financed in large measure through public appropriations, is widely perceived to be performing government functions, or has its key officers and directors appointed by a government and (ii) any party official or candidate for

political office or any person acting on behalf of such party official or candidate for political office. Examples include: issuers of government permits, approvals or licenses; airport authorities; state-owned factories or other businesses; customs; immigration or tax officials or ministers or representatives of foreign governments.

## **Implementation and Applicability**

**This Policy applies to all directors, officers, employees, and Consultants of the Company, and it is the responsible of each to comply with these requirements. The Company does not tolerate corrupt activities, and may take severe disciplinary action, up to and including dismissal, against any director, officer, employee or Consultant who violates this Policy.**

The Legal Department is responsible for furnishing advice with respect to the interpretation and application of the any anti-corruption laws and of this Policy. The Legal Department also will assist each business area in ensuring that affected personnel are fully informed of the prohibitions of relevant anti-corruption laws and the requirements of the Company's Code of Business Conduct and this Policy. A director, officer, employee or Consultant that desires to provide anything of value to a Government Official must obtain the prior written approval of the Legal Department.

Management of each business area is responsible for ensuring that all of its affected personnel are fully informed of the requirements of this Policy. In addition, management of each business area is responsible for adopting and enforcing appropriate controls, including (in consultation with the Legal Department) conducting appropriate due diligence in connection with the retention of any Consultants, and taking the steps necessary to effect compliance with this Policy by all officers, employees and Consultants of the Company in the business area. Written agreements with Consultants must be reviewed by the Legal Department, which is responsible for ensuring that such agreements contain anti-corruption provisions, including a provision expressly confirming and requiring compliance with relevant anti-corruption laws (such as the U.S. Foreign Corrupt Practices Act (the "FCPA")<sup>1</sup>).

The Internal Audit Department is responsible for reviewing and assessing questionnaires from and other due diligence regarding Consultants and raising any concerns with business unit stakeholders and the Legal Department as may be warranted.

Exceptions to this policy must have prior written approval of the Chief Legal Officer/General Counsel, which may be conditioned on obtaining an opinion from outside counsel where appropriate (and, in any event, will not be granted absent an assurance that there would be no violation of law).

### **Annual Certifications**

The Company requires every director, officer and employee to read this Policy annually, and commit to and confirm compliance with the principles and requirements hereof. This certification can be made either electronically or by signing the Certificate included at the end of this policy and returning it to your Human Resources representative.

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<sup>1</sup> A brief description of the FCPA is included as Exhibit A to this Policy.

## Reporting Violations

Any director, officer or employee who suspects or becomes aware of any violation of this policy must report the violation to either (i) the Chief Legal Officer/General Counsel (or another member of the Legal Department), who will cause an investigation of the reported matter to be conducted, or (ii) the Company's ethics and compliance hotline, which can be accessed in one of the following manners:

- **Website:** <https://www.lighthouse-services.com/instantbrands>
- **Toll-Free Telephone:**

Australia (Optus)	1-800-551-155
Australia (Telstra)	1-800-881-011
Canada: English	844-280-0005
Canada: French	855-725-0002
Canada: Spanish	800-216-1288
China (North, Beijing CNGC)	108-888
China (South, Shanghai – China Telecom)	10-811
Japan (KDDI)	00-539-111
Japan (NTT)	0034-811-001
Japan (Softbank Telecom)	00-663-5111
Malaysia	1-800-80-0011
Mexico	01-800-681-5340
Singapore (SingTel)	800-011-1111
Singapore (StarHub)	800-001-0001
Korea, Republic (KT)	00-729-11
Korea, Republic (LGU+)	00-369-11
Korea, Republic (Sejong Telecom)	00-309-11
Korea, Republic (US Military Bases KT)	550-HOME
Korea, Republic (US Military Bases Sejong Telecom)	550-2USA
Taiwan	00-801-102-880
United Kingdom	0-800-89-0011
USA: English	844-280-0005
USA: Spanish	800-216-1288
Any Other	800-603-2869 (must dial country access code)

- **E-mail:** [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)
- **Fax:** (215) 689-3885 (must include company name with report)

## **Exhibit A: Description of the Foreign Corrupt Practices Act**

One of the most relevant anti-corruption statutes that Instant Brands must comply with is the U.S. Foreign Corrupt Practices Act (the “FCPA”). This document sets out a brief summary of the key provisions of the FCPA and its potential application to the Company, including the FCPA’s substantive prohibitions, jurisdictional scope, penalties for violation and potential bases for entity-level and individual liability.

### **1.0 Anti-Bribery Provisions (Prohibitions)**

The relevant provisions of the FCPA are its anti-bribery provisions<sup>2</sup>, which, generally speaking, prohibit offering anything of value to a non-U.S. Government Official in order to influence official action or otherwise obtain an improper business advantage, or offering anything of value to any person in circumstances where there is high probability that some or all of the thing of value will be given, corruptly, to a non-U.S. Government Official.

More specifically, the provisions are violated when:

- A person covered by the FCPA (or a conspirator or aider and abettor)
- Corruptly
- Performs any act in furtherance of
- An offer, gift, promise or authorization of the giving of
- Anything of value
- To a non-U.S. Government Official
- Whether directly or indirectly (i.e., through a third party such as a Consultant)
- To influence or to induce the non-U.S. Government Official to influence any official action (including a decision to omit to do any act in violation of a lawful duty) or decision, or obtain an improper advantage.

The term “anything of value” is broadly defined and includes (among other things) money in any form, goods, services, business opportunities or relationships, travel and entertainment, embedded payments on non-arm’s-length terms (such as a below-market interest rate or excessive or “double dip” expense reimbursements), and benefits paid or given to third parties. Consider these examples of things of value that have been found to be in violation of the FCPA:

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<sup>2</sup> The FCPA also contains accounting provisions applicable to U.S. public companies (i.e., U.S. issuers) that have two main components designed to prevent “off-the-books” accounting that could be used to conceal improper transactions and to ensure transparency for investors regarding a company’s overall financial condition and business strategy. First, U.S. issuers are required to make and keep books, records, and accounts that, in reasonable detail, accurately and fairly reflect their transactions and dispositions of assets. Second, a system of internal accounting controls sufficient to assure management’s control, authority, and responsibility over the firm’s assets must be designed and maintained.

- a trip to Paris for a Government Official and his wife that consisted primarily of touring activities via a chauffeur-driven vehicle.
- millions of dollars in total spent over several years on hundreds of trips for customers, ostensibly for the purpose of training or inspecting facilities but which primarily consisted of sightseeing;
- a trip to Italy for eight Government Officials that consisted primarily of sightseeing and included \$1,000 in “pocket money” for each official; and
- \$10,000 spent on dinners, drinks and entertainment for a Government Official;
- Charitable donations to a small local castle restoration charity headed by a government official.

It is important to note, however, that any amount of spending for travel and entertainment for the benefit of a foreign government official could be perceived as improper and may result in a violation of the FCPA. The examples above are not intended to reflect a minimum amount of value below which there is no exposure to FCPA violations. Further, small payments and gifts are often the focus of enforcement actions when they are viewed in the aggregate as reflecting systemic patterns or long-standing practices of a company.

## **2.0 Applicability**

The FCPA applies to U.S. citizens and to a number of other categories of individuals and entities, including: (1) issuers of U.S. securities; (2) U.S. residents; (3) any businesses organized under the laws of a U.S. state; (4) any company with a principal place of business in the U.S.; and (5) anyone, including non-U.S. individuals or foreign entities, who does any act in furtherance of an improper offer, authorization or payment “while in the territory of the United States.” In addition, a foreign entity (such as a non-U.S. subsidiary or joint venture of the Company) or non-U.S. citizen may also be found liable for aiding and abetting or conspiring to violate the FCPA where at least one conspirator is subject to the FCPA or commits a reasonably foreseeable overt act within the United States. Note that U.S. companies or persons are subject to the FCPA even if they act outside of the United States.

## **3.0 Penalties - Fines and Imprisonment**

For each violation of the anti-bribery provisions, the FCPA provides that companies are subject to a fine of up to \$2,000,000. Individuals, including officers, directors, stockholders and agents, are subject to a fine of up to \$100,000 and imprisonment of up to five years.<sup>3</sup> Other U.S. laws may provide for even more severe fines than those provided under the FCPA, depending on the facts of the case and the value of the benefit sought by the wrongdoer. Fines imposed on individuals may not be paid by their employer.

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<sup>3</sup> For U.S. issuers subject to the accounting and record keeping provisions of the FCPA, the fine for company violations may be up to \$25,000,000 and for individual violations may be up to \$5,000,000 along with imprisonment for up to 20 years.

***Instant Brands***

***Anti-Corruption Compliance Certificate***

I certify that I have read and thoroughly understand the requirements of the Instant Brands Anti-Corruption Compliance Policy (the “**Anti-Corruption Policy**”). As a condition to my membership on the Board or employment with Instant Brands, I agree to abide by the restrictions and other obligations set forth in the Anti-Corruption Policy. To the best of my knowledge and belief, neither I nor any director, officer, employee or Consultant of Instant Brands (or any of its subsidiaries) with whom I am associated is engaged in any activity which is in violation of any element of the Anti-Corruption Policy. I agree that if I become aware of any activity that might be considered a violation of the Anti-Corruption Policy, I will contact the Instant Brands Legal Department or the Company’s Hotline immediately.

Signature:

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Print Name:

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Department or Business Unit:

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Date:

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Once you have reviewed the Instant Brands Anti-Corruption Compliance Policy, please complete and sign this form and return it to your local Instant Brands Human Resources representative.