

BRIBES AND KICKBACKS

OGP does not permit or condone bribes, kickbacks, or any other illegal, secret or improper payment or receipt. This prohibition applies both to the giving and the receiving of payments or gifts.

No staff shall offer, give, or transfer any money or anything else of value for the personal benefit of any staff or agent of another entity for the purpose of obtaining or retaining any business that would not otherwise be provided; receiving any kind of favored treatment that would not otherwise be provided; or inducing or assisting such staff or agent to violate any duty to his employer or to violate any law.

No outside agent of any kind shall be used to circumvent the prohibition against bribes, kickbacks, or other illegal, secret, or improper payments. Fees, commissions and expenses paid to outside persons or entities must be based upon proper billings, accurate record keeping, and reasonable standards for services rendered.

FOREIGN CORRUPT PRACTICES

Staff may not pay, offer, promise to pay, or authorize anyone else to offer or pay money or anything of value to a foreign official, political party or party official, or any candidate for foreign political office, directly or indirectly, including through agents or intermediaries, with the intent to induce the recipient to misuse their official position to obtain or retain business for OGP or any other member of the OGP Group, or to direct business to any other person.

CONFLICT OF INTEREST

The purpose of this policy is to ensure that OGP's honesty and integrity, and therefore its reputation, are not compromised. The fundamental principle guiding this policy is that no staff should have, or appear to have, personal interests or relationships that actually or potentially conflict with the best interests of OGP.

OGP staff are expected to avoid any conflict between their personal interests and those of OGP. Business dealings that create or appear to create a conflict between the interests of OGP and staff are unacceptable. It is not possible to provide an exhaustive list of situations that might involve violations of this policy. However, the situations that would constitute a conflict in most cases include but are not limited to a staff or member of staff's immediate family:

1. Holding an interest in or accepting free or discounted goods from any organization that does, or is seeking to do, business with OGP, by any staff who is in a position to directly or indirectly influence either OGP's decision to do business, or the terms upon which business would be done with such organization;

2. Holding any interest in an organization that competes with OGP;
3. Being employed by (including as a consultant) or serving on the board of any organization which does, or is seeking to do, business with OGP or which competes with OGP;
4. Profiting personally, e.g., through commissions, loans, expense reimbursements or other payments, from any organization seeking to do business with OGP; and/or
5. Accepting a gift, gratuity or invitations to events valued at over \$50 from any customer, donor, client, vendor, supplier, or other person doing business with OGP, because doing so may give the appearance of influencing business decisions, transactions, or services.

A conflict of interest would also exist when a member of a staff's immediate family is involved in situations such as those above. In addition to the situations set forth above, staff should not engage in any activity where their outside and personal interests might adversely influence their actions and judgments on behalf of OGP or interfere with their ability to act in the best interests of OGP.

A staff involved in any types of relationships or situations described in this policy, or with questions about how this policy may apply to their situation, should immediately disclose relevant circumstances to their immediate supervisor and Management Team member. The Management Team member will work in conjunction with the CFOO or the CFOO's designated head of HR to determine whether a potential or actual conflict exists, on a case by case basis. Failure to disclose conflicts of interests will constitute grounds for disciplinary action, up to and including suspension or termination. When in doubt, consult with the CFOO or the CFOO's designated head of Human Resources or your supervisor.

WHISTLEBLOWER POLICY AND REPORTING SUSPECTED FRAUD

OGP is committed to integrity and ethical behavior. OGP encourages staff who reasonably believe that they are aware of any illegal activity — such as fraud, theft, illegal accounting practices, or the reporting of fraudulent financial information — to disclose such violations, without fear of retaliation.

The following are examples of actions or behavior that staff must report immediately:

- Fraud or deliberate error in, or misrepresentation about, the preparation, evaluation, review, or audit of any financial statement or accounting records of OGP.
- Deviation from full and fair reporting of OGP' financial condition.
- Stealing or misappropriation of OGP assets or the funds or assets of its donors or programs.
- Deficiencies in, or non-compliance with, OGP internal accounting controls.
- Suspected violation of law by any OGP staff.

A person who becomes aware of any act or behavior described above must report such incidents as soon as possible to his or her supervisor or to OGP's CFOO or the designated head of Human Resources. If the subject of the report involves the CFOO, staff may report the concern to the CEO. If the subject of the report involves the CEO, staff may report the concern to the Board Chair.

Reports may be submitted in writing, via telephone, or in person. Reports should be as complete as possible, including the details of the incident(s), names of the individual(s) allegedly involved, date(s), and the name(s) of any witness(s). The report or complaint may be sent by email or by letter (which may be anonymous, at the staff's discretion, taking into consideration the ability to investigate that may be limited). If the subject of the report involves the members of OGP's Board of Directors, staff may report the concern to OGP's CFOO or CEO.

OGP will investigate each complaint and will protect the privacy and confidentiality of all parties involved, to the maximum extent possible, consistent with OGP's obligations to conduct a thorough investigation, to comply with all applicable laws, to protect its interests, and/or to cooperate with law enforcement authorities. If necessary, legal counsel and/or OGP's independent auditing firm will be involved in any investigation. OGP may or may not, at its discretion, report results of the investigation back to the person who made the complaint.

OGP strictly prohibits retaliation against anyone who makes a good faith report of any suspected violation of applicable law. OGP also will not retaliate against any person who participates in an investigation of any such report. OGP prohibits any retaliation against anyone who provides truthful information to law enforcement relating to the suspected violation of any applicable law. Any complaint of retaliation should be submitted to OGP's CFOO (or to the CEO in cases that involve the CFOO). The complaint will be promptly investigated in accordance with the investigation procedures set forth under OGP's policy prohibiting unlawful harassment and discrimination. If a complaint of retaliation, discrimination, or harassment is substantiated, appropriate disciplinary action, up to and including suspension and termination, will result.

Any staff who discourages or prevents other staff or persons from making reports under this policy or participating in any investigation of such a report will be subject to disciplinary action, up to and including suspension and termination.

Nothing in this policy prevents an individual from reporting information to a government or law enforcement agency, when the person reasonably believes that applicable law has been violated.