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**SUBJECT: ANTI-CORRUPTION AND ANTI-BRIBERY**

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**POLICY STATEMENT:**

As a key part of the Project HOPE Code of Conduct, the Project HOPE – People-to-People Health Foundation (“Project Hope”) Board of Directors explicitly adopts, and requires that all wholly owned subsidiaries adopt, a zero tolerance policy for acts of bribery and corruption.

Working through the Audit Committee and the Chief Legal and Compliance Officer, Project HOPE, led by the Senior Leadership Team, will ensure compliance with the anti-bribery and anti-corruption laws, regulations, requirements and standards of the US, the UK, and the laws of the jurisdictions in which Project HOPE has operations through funder relationships, technical assistance, registered offices and subsidiaries.

This policy sets forth the organizational approach to fighting corruption, and is also intended to ensure compliance with the US Foreign Corrupt Practices Act (the "FCPA"), the UK Bribery Act 2010 (the "Bribery Act") and all other applicable anti-bribery and anti-corruption laws, rules and regulations (together the "ABC Laws" collectively the "Policy"). This Policy is supplemented by Guidelines issued by the Chief Legal and Compliance Officer (“Legal”). Definitions are located at the end of the Policy.

This Policy and the Guidelines recognize the complexities resulting from the fact that the FCPA and the Bribery Act have extensive extra-territorial reach, and the scope of countries in which Project HOPE acts. The ABC Laws apply to all interactions and activities carried out, anywhere in the world, either by Project HOPE, or by others acting on behalf of Project HOPE. HOPE Team Members must apply the same high legal and ethical standards in all of Project HOPE's interactions, operations and programmatic work worldwide.

**GUIDELINES/PROCEDURES:**

**A. Applicability**

This Policy applies to all officers, directors, employees and volunteers, including employees and volunteers of the US offices, representative or liaison offices and branch offices, and must be adopted by all Project HOPE wholly owned subsidiaries (“HOPE Team Members”). All consultants, agents and programmatic and operational partners must have a contractual obligation to adhere to ABC Laws approved by Legal. HOPE Team Members have a responsibility to ensure this obligation in monitored and discrepancies or violations are reported in accordance with this Policy.

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**SUBJECT: ANTI-CORRUPTION AND ANTI-BRIBERY**

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HOPE Team Members have an obligation to ensure that the fundamental obligations of this Policy are met in all of Project HOPE's programs, as well as in all operations in the US offices, representative or liaison offices, branch offices and wholly owned subsidiaries and other business ventures in which Project HOPE exerts control over operations.

The level of control Project HOPE has or exerts over a third party and the level of knowledge Project HOPE has of improper payments may be relevant in mitigating the penalty, but it is possible for Project HOPE and HOPE Team Members to be held liable for a Bribe paid on behalf of Project HOPE by a third party, without knowledge or control by Project HOPE. This underscores the importance of contractual obligations for ABC Law compliance.

## **B. Purpose**

The purpose of this Policy is to promote:

- Compliance with the Bribery Act and the FCPA and all related laws, rules, and regulations, including the laws of the jurisdictions in which we do business;
- Honest and ethical conduct in our business operations and program activities;
- Prompt and responsible reporting of potential red flags and information concerning possible violations of this Policy; and
- Accountability for compliance with all ABC Laws.

## **C. The Project HOPE Policy statement (“ABC Statement”)**

The Project HOPE Board of Directors has adopted a zero-tolerance approach to bribery and corruption and is committed to implementing and enforcing effective systems to counter it throughout the world.

Project HOPE Team Members shall:

- Consistently use only sound ethical business practices while conducting Project HOPE programmatic and operational activities.
- Uphold all laws, rules, regulations, requirements and policies relevant to countering bribery and corruption in all jurisdictions in which Project HOPE visits or operates.

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**SUBJECT: ANTI-CORRUPTION AND ANTI-BRIBERY**

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Project HOPE team members shall **not**:

- Seek to influence funding or donation opportunities, agreements, contracts, business or to promote Project HOPE's programs, operations or mission through illegal payments, bribes, kickbacks, or other unethical or questionable inducements.
- Promise, offer or grant benefit of any kind (or anything of value) to person or entity if such benefit is intended to or is likely to induce such person or entity to perform a function or activity improperly or to reward such improper performance.
- Request, offer to receive, or accept any benefit of any kind (or anything of value) from any person or entity if such benefit is intended to or is likely to induce Project HOPE or Project HOPE personnel to perform a function or activity improperly or to reward such improper performance.
- Offer or make facilitation payments or kickbacks of any kind or authorize others to make such payments on behalf of Project HOPE.
- Accept or provide gifts or hospitality unless it is in accordance with Project HOPE Guidelines (Finance Policy FIN 500.1) and other policies.
- Provide gifts or hospitality that are known, or should be known, to conflict with policies applicable to the recipient.
- Engage in any activity that would be in breach of this Policy or Guidelines.
- Threaten or retaliate against any HOPE Team Member who has or may refuse to violate this Policy or who has or may raise concerns about potential breaches of this Policy.

**ABC Laws are the strictest when applied to Public Officials.** Even a nominal payment or gift may be illegal or improper in certain circumstances. Moreover, giving or offering any money or thing of value to an agent, while knowing that it is to be offered to a public official to obtain or retain business, is prohibited. Project HOPE and HOPE Team Members may be presumed to have such "knowledge" even if attempts have been made to insulate the organization through willful blindness, deliberate ignorance of, or a conscious disregard of suspicious actions on the part of Project HOPE's agents. Even limited "knowledge" is not always required for being convicted of a bribery offense with public officials.

## **SUBJECT: ANTI-CORRUPTION AND ANTI-BRIBERY**

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HOPE Team Members are prohibited from giving or proposing to give money or anything of value, directly or indirectly, to a Public Official to:

- influence any act or decision of such official in his official capacity;
- induce such official to do or omit to do any act in violation of a lawful duty of such Public Official; or
- induce such Public Official to use his influence with a government or instrumentality to affect or influence any governmental decision or act,

for the purpose of obtaining or retaining business, directing business to any particular person or securing an improper advantage for Project HOPE, its affiliates, or those with whom it does business. There is a very limited exception when the written law specifically allows such payments. Please consult the Chief Legal and Compliance Officer before making any determination that this exemption might apply.

### **D. Project HOPE Commitment:**

The fact that improper payments may be tolerated or customary in a particular country is not a defense to a charge of bribery, and is not a justification for failing to comply with this Policy. Likewise, HOPE Team Members may not use personal or other non-HOPE funds to engage in activity prohibited under this Policy.

HOPE Team Members have an obligation to ensure that all individuals who act on behalf of, or otherwise represent Project HOPE, anywhere in the world, uphold the same high standards, and that Project HOPE has contractual protections and robust monitoring in place to ensure compliance. Project HOPE's zero-tolerance approach to bribery and corruption will be communicated (on a risk-based approach) to all agents, partners and third parties as advised by the Chief Legal and Compliance Officer.

### **E. Duty to Disclose Violations**

HOPE Team Members must immediately report any red flags as discussed in the Guidelines, or any concerns of possible or attempted violations, by either internal or external entities, of Policy, Guidelines, or any other concerns to:

1. Chief Legal and Compliance Officer or
2. Project HOPE's Business Hotline  
Within the US: Toll Free 1-877-888-0002  
Outside the US: Call Collect 1-770-810-1147  
Online: <https://iwf.tnwgrc.com/projecthope>

**SUBJECT: ANTI-CORRUPTION AND ANTI-BRIBERY**

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Project HOPE has a zero tolerance for retaliation towards individuals who report known or suspected violations in good faith.

Failure to adhere strictly to this Policy will lead to serious disciplinary action up to and including termination, as well as potential criminal sanctions in certain circumstances.

## F. Definitions

**Bribe.** A Bribe is:

- (a) An offer, promise, authorization or provision of anything of value, either directly or indirectly, to a person or entity (whether in the public or private sector), as an inducement or reward for any commercial, contractual, regulatory or personal advantage;
- (b) A request, invitation, or incentive for anything of value, either directly or indirectly, from a person or entity (whether in the public or private sector), as an inducement or reward for preferential treatment by Project HOPE or a personal advantage to HOPE Team Members or a third party.

In addition to cash, "anything of value" can include, by way of example, gifts, travel, entertainment, commissions, payment of expenses, discounts, providing services of any type, the assumption or forgiveness of any indebtedness, transfer of stock, bonds or any other property, goods or services that accrue to the benefit of the ultimate recipient or promotes his or her interest. Making contributions to, providing assistance to, or sponsoring political parties or officials to obtain their support for executive, legislative, administrative or other actions that may be favorable to Project HOPE may also constitute prohibited payments.

The mere offer, promise, or authorization of a bribe, even if never completed, is sufficient to violate the law. In addition, HOPE Team Members are not protected, nor is Project HOPE protected, if personal or third party funds are used to otherwise engage in a Bribe.

**Bribery Act.** The UK law prohibits the offering, promising or giving of a bribe to anyone, whether in the public or the private sector, as well as the requesting, agreeing to receive or acceptance of a bribe. The Bribery Act also prohibits the bribing of foreign public officials and introduces an offense of failing to prevent bribery by associated persons, such as employees, agents, subsidiaries and joint venture partners. This makes Project HOPE potentially responsible for bribes paid by anyone who performs services for, or on behalf of Project HOPE.

**SUBJECT: ANTI-CORRUPTION AND ANTI-BRIBERY**

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**FCPA.** The Foreign Corrupt Practices Act is the US federal law that prohibits giving, directly or indirectly, anything of value to a foreign government official to obtain or retain business or favorable treatment for Project Hope or its subsidiaries, joint ventures, or the organizations to which it provides support, tools or services. The FCPA further requires that Project HOPE maintain accurate and complete books and records, including adequate internal accounting controls.

**Guidelines:** Detailed and specific guidance, easily updated, provided by the Chief Legal and Compliance Officer that provide additional information on:

- Facilitation / Kickbacks
- Gifts and hospitality
- Political donations
- Recordkeeping and accounting provisions
- Due diligence / Dealing with agents
- Reporting
- Responsibility, monitoring and review

**Public Official:** Includes:

- Representatives, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a territory or country;
- Any person who performs public functions in any branch of the national, local or municipal government of such country or territory or any subdivision thereof;
- Any person who exercises a public function for any public agency or public enterprise of that country or territory, such as professionals working for public health agencies and officers exercising public functions in state owned enterprises;
- Representatives of any businesses or agencies that are owned or operated by a government, such as hospitals and other medical facilities, public schools, and financial institutions;
- Any official of a political party, a candidate for political office or a political party;
- Officers or employees of any public international organization, such as World Health Organization, the World Bank or the United Nations.

Payments made through an agent or any other third party to a Public Official will be treated as if made directly to the Public Official by Project HOPE. Use of agents to work with Public Officials can only be contemplated after conversations with The Chief Legal and Compliance Officer. Any payments to agents working with Public Officials require the approval of the Chief Legal and Compliance Officer.