

**Introductory Note to
DreamWorks Animation SKG, Inc.
Code of Business Conduct and Ethics
(amended as of October 24, 2013)**

On October 24, 2013, the Board of Directors of DreamWorks Animation SKG, Inc. (the “Company”) approved an amended and restated version of the Company’s Code of Business Conduct and Ethics (as amended, the “Revised Code”). The Revised Code incorporated various changes from the prior version, including by making explicit reference to the Company’s Anti-Corruption Compliance Policy (a copy of which is also attached to the Revised Code), conforming the language of the Revised Code to changes in the Company’s personnel and making various other changes. The Revised Code is applicable to all of the Company’s employees.

DreamWorks Animation SKG, Inc.

Code of Business Conduct and Ethics

(Adopted as of October 24, 2013)

Introduction

This Code of Business Conduct and Ethics of DreamWorks Animation SKG, Inc. (the “Company”) summarizes the values, principles and business practices that guide our business conduct. This Code sets out basic principles to guide the Company’s employees regarding the minimum requirements expected of them; however, this Code does not provide a detailed description of all employee policies.

It is the responsibility of all employees to maintain a work environment that fosters fairness, respect and integrity; and it is our Company policy to be lawful, highly-principled and socially responsible in all our business practices. All employees are expected to become familiar with this Code and to apply these guiding principles in the daily performance of their job responsibilities. All employees of the Company are responsible for complying with this Code. This Code should also be adhered to by every agent, consultant, contractor, intermediary, or other third-party representative of the Company.

Employees are expected to seek the advice of supervisor, manager or other appropriate persons within the Company when questions arise about issues discussed in this Code and any other issues that may implicate the ethical standards or integrity of the Company or any of its employees. Compliance procedures are set forth in Section 18 of this Code. The Company’s Legal Department oversees the ethics and compliance effort and serves as a resource to employees by providing information and guidance regarding legal compliance and ethical conduct issues. If you have any questions or concerns regarding the specifics of any policy or your legal or ethical obligations, please contact your supervisor or someone in the Company’s General Counsel at 818-695-5000.

Taking actions to prevent problems is part of our Company’s culture. If you observe possible unethical or illegal conduct you are encouraged to report your concerns. If you report, in good faith, what you suspect to be illegal or unethical activities, you should not be concerned about retaliation from others. Any employees involved in retaliation will be subject to serious disciplinary action by the Company. Failure to abide by the guidelines addressed in this Code will lead to disciplinary actions, including dismissal, where appropriate. *If you are in a situation which you believe may violate or lead to a violation of this Code, you are urged to follow the guidelines described in Section 18 of this Code.* **For purposes of this Code, references to “employees” include employees (whether permanent, fixed-term, or temporary), officers, directors, managers, trainees, seconded staff and interns of the Company.**

1. Compliance with Laws, Rules and Regulations

We have a long-standing commitment to conduct our business in compliance with applicable laws and regulations and in accordance with the highest ethical principles. This commitment helps ensure our reputation for honesty, quality and integrity.

2. Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when an employee or a member of his or her family, receives improper personal benefits (including personal loans, services or payment for services that the person is performing in the course of Company business) as a result of his or her position in the Company or gains personal enrichment through access to confidential information. Conflicts of interest can arise in many common situations, despite one’s best efforts to avoid them. Employees are encouraged to seek clarification of, and discuss questions about, potential conflicts of interest with someone in the Company’s Legal Department. Any employee who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate persons within the Company.

3. Outside Directorships and Other Outside Activities

Although activities outside the Company are not necessarily a conflict of interest, a conflict could arise depending upon your position within the Company and the Company’s relationship with your new employer or other activity. Outside activities may also constitute a conflict of interest if they cause you, or are perceived to cause you, to choose between that interest and the interests of the Company. The Company recognizes that the guidelines in this Section 3 are not applicable to directors that do not also serve in management positions within the Company (“Outside Directors”).

Outside Directorships

Employees of the Company may not serve as directors of any outside business organization unless such service is specifically approved by the Legal Department. There are a number of factors and criteria that the Company will use in determining whether to approve an employee’s request for an outside business directorship. For example, directorships in outside companies are subject to certain legal limitations. Directorships in outside companies should also satisfy a number of business considerations, including (1) furthering the interests of the Company and (2) not detracting in any material way from the employee’s ability to fulfill his or her commitments to the Company. The Company will also take into consideration the time commitment and potential personal liabilities and responsibilities associated with the outside directorship in evaluating requests.

Other Outside Engagements

We recognize that employees often engage in community service in their local communities and engage in a variety of charitable activities and we commend employees’ efforts in this regard. However, it is every employee’s duty to ensure that all outside activities, even charitable or pro bono activities, do not constitute a conflict of interest or are otherwise inconsistent with employment by the Company.

4. Gifts and Entertainment

Business gifts, entertainment, and other courtesies are designed to build goodwill and sound working relationships among business partners. A problem would arise if (1) the receipt by one of our employees of a gift, entertainment, or other business courtesy would compromise, or could be reasonably viewed as compromising, that individual's ability to make objective and fair business decisions on behalf of the Company or (2) the offering by one of our employees of a gift, entertainment, or other business courtesy appears to be an attempt to obtain business through improper means, use improper means to gain any special advantage in our business relationships, or induce or reward improper performance, or could reasonably be viewed as such an attempt. The Company's Anti-Corruption Compliance Policy sets forth the additional standards for allowable gifts, entertainment, or other business courtesies, including the pre-approval requirements for certain categories of business courtesies. The onus is on the individual employee to use good judgment and ensure there is no violation of these standards. If you have any question or uncertainty about whether any gifts, entertainment, or other business courtesies are appropriate, please contact your supervisor, manager or other appropriate persons within the Company or someone in the Company's Legal Department.

5. Insider Trading

There are instances where our employees have information about the Company, its subsidiaries or affiliates or about a company with which we do business that is not known to the investing public. Such inside information may relate to, among other things: plans; new products or processes; mergers, acquisitions or dispositions of businesses or securities; problems facing the Company or a company with which we do business; sales; profitability; negotiations relating to significant contracts or business relationships; significant litigation; or financial information. If the information is such that a reasonable investor would consider the information important in reaching an investment decision, then the Company employee who holds the information must not buy or sell Company securities, nor provide such information to others, until such information becomes public. Further, employees must not buy or sell securities in any other company about which they have such material non-public information, nor provide such information to others, until such information becomes public. Usage of material non-public information in the above manner is not only illegal, but also unethical. Employees who involve themselves in illegal insider trading (either by personally engaging in the trading or by disclosing material non-public information to others) will be subject to immediate termination. The Company's policy is to report such violations to the appropriate authorities and to cooperate fully in any investigation of insider trading. The Company has additional, specific rules that govern trades in Company securities by directors, certain officers and certain employees. Employees may need assistance in determining how the rules governing inside information apply to specific situations and should consult the Company's Legal Department in these cases.

6. Corporate Opportunities

Subject to the provisions of our Restated Certificate of Incorporation, employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees are prohibited (without the consent of the Board of Directors or an appropriate committee thereof) from (1) taking for themselves personally opportunities that are discovered through the

use of corporate property, information or their position, (2) using corporate property, information or their position for personal gain and (3) competing with the Company directly or indirectly.

7. Antitrust and Fair Dealing

The Company believes that the welfare of consumers is best served by economic competition. Our policy is to compete vigorously, aggressively and successfully in today's increasingly competitive business climate and to do so at all times in compliance with all applicable antitrust, competition and fair dealing laws in all the markets in which we operate. We seek to excel while operating honestly and ethically, never through taking unfair advantage of others. Each employee should endeavor to deal fairly with the Company's customers, suppliers, competitors and other employees. No one should take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices. The antitrust laws of many jurisdictions are designed to preserve a competitive economy and promote fair and vigorous competition. We are all required to comply with these laws and regulations. Employees involved in marketing, sales and purchasing, contracts or in discussions with competitors have a particular responsibility to ensure that they understand our standards and are familiar with applicable competition laws. Because these laws are complex and can vary from one jurisdiction to another, employees should seek the advice of someone in the Company's Legal Department when questions arise.

8. Discrimination and Harassment

The Company is committed to providing a work environment that values diversity among its employees. All human resources policies and activities of the Company intend to create a respectful workplace in which every individual has the incentive and opportunity to reach his or her highest potential. We are firmly committed to providing equal employment opportunities to all individuals and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on age, race, gender or ethnic characteristics and unwelcome sexual advances or comments. This policy applies to both applicants and employees and in all phases of employment, including recruiting, hiring, placement, training and development, transfer, promotion, demotion, performance reviews, compensation and benefits, and separation from employment. All levels of supervision are responsible for monitoring and complying with the Company's policies and procedures for handling employee complaints concerning harassment or other forms of unlawful discrimination. Because employment-related laws are complex and vary from state to state and country to country, supervisors should obtain the advice of someone in the Company's Legal Department in advance whenever there is any doubt as to the lawfulness of any proposed action or inaction.

9. Health and Safety

The Company strives to provide each employee with a safe and healthy work environment. Each employee has a responsibility to ensure that our operations and our products meet applicable government or Company standards, whichever is more stringent. All employees are required to be alert to environmental and safety issues and to be familiar with environmental, health and safety laws and Company policies applicable to their area of business. Since these laws are complex and subject to frequent changes, you should obtain the advice of someone in the

Company's Legal Department whenever there is any doubt as to the lawfulness of any action or inaction. Threats or acts of violence and physical intimidation are not permitted. The use of illegal drugs in the workplace will not be tolerated.

10. Record-Keeping and Retention

Many persons within the Company record or prepare some type of information during their workday, such as time cards, financial reports, accounting records, business plans, environmental reports, injury and accident reports, expense reports, and so on. Many people, both within and outside the Company, depend upon these reports to be accurate and truthful for a variety of reasons. These people include our employees, governmental agencies, auditors and the communities in which we operate. Also, the Company requires honest and accurate recording and reporting of information in order to make responsible business decisions.

We maintain the highest commitment to recording information accurately and truthfully. All financial statements and books, records and accounts of the Company must accurately reflect transactions and events and conform both to required legal requirements and accounting principles and also to the Company's system of internal accounting. As a Company employee, you have the responsibility to ensure that false or intentionally misleading entries are not made by you, or anyone who reports to you, in the Company's accounting records. Regardless of whether reporting is required by law, dishonest reporting within the Company, or to organizations or people outside the Company, is strictly prohibited.

All officers and employees of the Company that are responsible for financial or accounting matters are also required to ensure the full, fair, accurate, timely and understandable disclosure in all periodic reports required to be filed by the Company with the Securities and Exchange Commission. This commitment and responsibility extends to the highest levels of our organization, including our chairman, chief executive officer, chief financial officer and chief accounting officer. Properly maintaining corporate records is of the utmost importance. To address this concern, records are maintained for any required periods as required by any applicable law, policy or instruction of the Legal Department. In the event of litigation or governmental investigation involving you or your records, please consult the Company's Legal Department regarding compliance with any retention obligations. The Company recognizes that the guidelines in this Section 10 are not applicable to the Company's Outside Directors.

11. Confidentiality

Information is one of our most valuable corporate assets, and open and effective dissemination of information is critical to our success. However, much of our Company's business information is confidential or proprietary. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or our customers, if disclosed. Employees must maintain the confidentiality of confidential information entrusted to them by the Company, except when disclosure is authorized by the Company's Legal Department or required by laws or regulations. It is also our Company's policy that all employees must treat what they learn about our customers, joint venture partners, vendors and suppliers and each of their businesses as confidential information. The protection of such information is of the highest importance and must be discharged with the greatest care for the Company to merit the

continued confidence of such persons. Confidential information to such person is information it would consider private, which is not common knowledge outside of that company and which an employee of the Company has learned as a result of his or her employment by the Company. No employee may disclose confidential information that contains confidential or personal information of customers or that is owned by someone other than the Company to non-employees without the authorization of the Company's Legal Department, nor shall any such person disclose the information to others unless a legitimate basis has been established. Employees of the Company should guard against unintentional disclosure of confidential information and take special care not to store confidential information where unauthorized personnel can see it, whether at work, at home, in public places or elsewhere. Situations that could result in inadvertent disclosure of such information include: discussing confidential information in public (for example, in restaurants, elevators or airplanes); talking about confidential information on mobile phones; working with sensitive information in public using laptop computers; and transmitting confidential information via fax. Within the workplace, do not assume that all Company employees, contractors or subsidiary personnel should see confidential information. The obligation not to disclose confidential information of the Company and our customers continues with an employee even after you leave the Company. As such, the Company respects the obligations of confidence Company employees may have from prior employment, and asks that employees not reveal confidential information obtained in the course of their prior employment. Company employees must not be assigned to work in a job that would require the use of a prior employer's confidential information.

12. Proprietary Information

Our Company depends on intellectual property, such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports, for its continued vitality. If our intellectual property is not protected, it becomes available to other companies that have not made the significant investment that our Company has made to produce this property and thus gives away some of our competitive advantage. All of the rules stated above with respect to confidential information apply equally to proprietary information. Certain employees are required to sign a proprietary information agreement that restricts disclosure of proprietary, trade secret and certain other information about the Company, its joint venture partners, suppliers and customers. The policy set forth in this Code applies to all employees, without regard to whether such agreements have been signed. It is the responsibility of every Company employee to help protect our intellectual property. Management at all levels of the Company is encouraged to foster and maintain awareness of the importance of protecting the Company's intellectual property.

13. Protection and Proper Use of Company Assets

Collectively, employees have a responsibility for safeguarding and making proper and efficient use of the Company's property. Each of us also has an obligation to prevent the Company's property from loss, damage, misuse, theft, embezzlement or destruction. Theft, loss, misuse, carelessness and waste of assets have a direct impact on the Company's profitability and may jeopardize the future of the Company. Any situations or incidents that could lead to the theft,

loss, misuse or waste of Company property should be reported immediately to the security department or to your supervisor or manager as soon as they come to your attention.

14. Relationships with Government Personnel

Employees of the Company should be aware that practices that may be acceptable in the commercial business environment (such as providing certain transportation, meals, entertainment and other things of nominal value), may be entirely unacceptable and even illegal when they relate to government employees or others who act on the government's behalf. Therefore, you must be aware of and adhere to the relevant laws and regulations governing relations between government employees and customers and suppliers in every country where you conduct business. It is strictly against Company policy for employees to promise, give, offer, or authorize the provision of money, gifts, or anything of value to any official or any employee of a governmental entity if doing so could reasonably be construed as improperly influencing any act or decision of a government official in connection with the Company's business. Such actions are generally prohibited by law. We expect our employees to refuse to make questionable payments. Any proposed payment or gift to a government official is subject to the pre-approval requirements set forth in the Company's Anti-Corruption Policy. Employees should be aware that they do not actually have to make the payment to violate the Company's policy and the law — merely offering, promising or authorizing an improper payment is sufficient.

In addition, many jurisdictions have laws and regulations restricting business gratuities which may be accepted by government personnel. For example, business courtesies or entertainment, such as paying for meals or drinks, are frequently considered inappropriate by local laws when working with government officials. Gifts or courtesies that would not be appropriate even for private parties are in all cases inappropriate for government officials. Please consult the Company's Anti-Corruption Compliance Policy and the Legal Department for more guidance on these issues. Contributions to political parties or candidates in connection with elections are discussed in Section 15.

15. Political Contributions

Election laws in many jurisdictions generally prohibit political contributions by corporations to candidates. Many local laws also prohibit corporate contributions to local political campaigns. In accordance with these laws, the Company does not make direct contributions to any candidates for federal, state or local offices where applicable laws make such contributions illegal. Contributions to political campaigns must not be, or appear to be, made with or reimbursed by Company funds or resources. Company funds and resources include (but are not limited to) Company facilities, office supplies, letterhead, telephones and fax machines. Company employees who hold or seek to hold political office must do so on their own time, whether through vacation, unpaid leave, after work hours or on weekends. Additionally, all persons must obtain advance approval from the Company's Legal Department prior to running for political office to ensure that there are no conflicts of interest with Company business. Employees may make personal political contributions as they see fit in accordance with all applicable laws. The Company recognizes that the guidelines in this Section 15 are not applicable to the Company's Outside Directors.

16. Waivers of the Code of Business Conduct and Ethics

Any change in or waiver of this Code for executive officers (including our chief executive officer, chief financial officer, controller or principal accounting officer) or directors may be made only by the Board or a Board committee and will be promptly disclosed as required by law or stock exchange regulation.

17. Failure to Comply

No Code can address all specific situations. It is, therefore, each employee's responsibility to apply the principles set forth in this Code in a responsible fashion and with the exercise of good judgment and common sense. If something seems unethical or improper, it likely is. **Always remember: If you are unsure of what to do in any situation, seek guidance before you act.** A failure by any employee to comply with the laws or regulations governing the Company's business, this Code or any other Company policy or requirement may result in disciplinary action up to and including termination, and, if warranted, legal proceedings. All employees are expected to cooperate in internal investigations of misconduct.

18. Reporting Illegal or Unethical Behavior; Compliance Procedures

As an employee of the Company, you are expected to conduct yourself in a manner appropriate, and are also expected to be sensitive to and respectful of the concerns, values and preferences of others. Whether you are an employee, contractor, vendor, supplier or otherwise a member of our Company family, you are encouraged to promptly report any practices or actions that you believe to be inappropriate. We have described in each section above the procedures generally available for discussing and addressing ethical issues that arise. Speaking to the right people is one of your first steps to understanding and resolving what are often difficult questions. As a general matter, if you have any questions or concerns about compliance with this Code or you are just unsure of what the "right thing" is to do, you are encouraged to speak with your supervisor, manager or other appropriate persons within the Company. If you do not feel comfortable talking to any of these persons for any reason, you should contact the Company's Legal or Human Resources Department. Each of these departments has been instructed to register all complaints, brought anonymously or otherwise, and direct those complaints to the appropriate channels within the Company. Complaints concerning accounting or auditing issues also can be directed to Michael J. Montgomery, Chairman of the Audit Committee c/o DreamWorks Animation SKG, Inc. 1000 Flower Street Glendale, CA 91201 Email: auditcommitteechair@dreamworksanimation.com.

In addition, we also have in place procedures for individuals to confidentially and anonymously submit their concerns or complaints, including issues relating to accounting or audits. You may report any matters relating to this Code or any accounting or auditing issues by calling the toll-free DreamWorks Animation SKG, Inc. Ethics Hotline at (800) 273-0094 or by filing a report at the DreamWorks Animation SKG, Inc. Ethics and Compliance Webpage at <https://www.compliance-helpline.com/dreamworksanimation.jsp>. The Company's Hotline and Website are staffed 24 hours a day, seven days a week by trained personnel. As a reminder, if you report in good faith what you suspect to be illegal or unethical activities, you should not be concerned about retaliation from others. Any employees involved in retaliation will be subject to

serious disciplinary action by the Company. Furthermore, the Company could be subject to criminal or civil actions for acts of retaliation against employees who “blow the whistle” on U.S. securities law violations and other federal offenses.

DREAMWORKS ANIMATION SKG, INC.
ANTI-CORRUPTION COMPLIANCE POLICY

Effective: October 1, 2013

1.0 INTRODUCTION

DreamWorks Animation SKG, Inc. (the “Company”) is committed to maintaining the highest ethical standards and conducting business in compliance with all applicable laws and regulations worldwide. This Anti-Corruption Compliance Policy (the “Policy”) sets forth our minimum practices with regard to anti-corruption laws and ethical conduct, and provides guidance to help protect you and the Company. This Policy applies to all directors, officers, managers, employees (whether permanent or temporary), trainees, loaned-out and “seconded” staff and interns of the Company and subsidiaries it controls (collectively, “Employees”). Further, this Policy applies to any third party acting for or on behalf of the Company, such as agents, intermediaries, consultants or other contractors (collectively, “Representatives”).

Corrupt business practices go against our values and will not be tolerated. It is the Company’s policy not merely to comply with applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act 2010, but also to avoid even the appearance of questionable conduct. Violations of anti-corruption laws expose both the Company and those involved to serious criminal and civil penalties. Even suspected violations can harm our reputation and business. The Company’s management fully supports any Employee or Representative who declines a business opportunity or refuses to make a payment that could harm the Company’s ethical standards or reputation.

Each Employee has an affirmative obligation to read, understand, and follow this Policy and advise appropriate Representatives of its existence. Certain categories of Employees and Representatives designated by the Company’s Legal Department may be required to sign a Certification Form acknowledging that they have read and understand the Policy, will follow the Policy, and understand that any failure to comply with the Policy may lead to disciplinary action.

If you have any questions about the meaning or application of this Policy or concerns regarding applicable anti-corruption laws or regulations in any country, please contact the Legal Department at 818-695-5000.

2.0 HELPFUL DEFINITIONS

Anything of Value is not limited to tangible items of monetary value, but may include anything that offers a benefit to a recipient or that the recipient would find interesting or useful, including mere promises or potential opportunities. Anything of Value can include, but is not limited to

- cash and cash equivalents
- gifts
- training
- personal favors
- loans
- benefits for family members
- inflated contract prices
- personal funds or other assets
- political and charitable contributions
- medical, educational, or living expenses
- entertainment, meals, and travel expenses
- free use of materials, facilities, or equipment
- ownership rights in any enterprise
- discounts on products or services
- promises or offers of employment, business, or internships (even non-paid)

Bribe or Kickback: Anything of Value offered or received in an attempt to gain or maintain a business deal or advantage with a Public Official.

Facilitation Payments: Something paid to a Government Official to facilitate or expedite the performance of routine governmental duties. These are typically small, unofficial payments made to a Government Official to encourage quicker action, such as processing visa applications, providing police protection, providing phone service, power, and water supply, or processing permits or licenses to which the payor is already entitled.

Government Official is defined broadly and may include, regardless of the person's rank, title, duties, or responsibilities:

- any officer and employee of, and any other person (including consultants and other third parties) working in an official capacity for or on behalf of,
 - a government or any of its departments or agencies;
 - a wholly or partially state-owned, state-controlled, or state-operated enterprise (including commercial enterprises); or
 - a public international organization (e.g., the United Nations or the World Bank);
- a foreign political party, any employee or official of a foreign political party, and any candidate for foreign political office;
- members of royal or ruling families; and
- any close relatives (e.g., parents, children, spouses, and in-laws) of such individuals.

3.0 POLICY

The use of Company assets for any illegal, improper, or unethical purpose is never permitted. Employees and Representatives must comply with all applicable anti-corruption laws at all times, and they are expected to avoid activities that may involve the Company, either directly or indirectly, in a violation of this Policy, the Company's Code of Business Conduct and Ethics, or any applicable law or regulation. Employees and Representatives also may not promise, give, offer, or authorize the provision of Anything of Value to a Government Official, directly or indirectly (including through a third party), to improperly influence any act or decision of a Government Official in his or her official capacity, to induce a Government Official to use his or her influence to facilitate any governmental act or decision, or to secure any improper advantage or favorable treatment for or with any third party. Applicable law also requires the Company to maintain accurate books and records, and the use of fictitious or misleading documentation, including those relating to any transaction involving a Government Official, is prohibited.

3.1 Bribes, Kickbacks, and Facilitation Payments

Employees and Representatives should not make or authorize any Bribes, Kickbacks or Facilitation Payments of any kind. If you are unsure whether certain payments represent Facilitation Payments, please contact the Legal Department.

3.2 Indirect Improper Payments

Employees and Representatives may not provide Anything of Value to a third party while knowing, believing, or being aware of any circumstances or "red flags" that should reasonably alert them to a risk that all or a portion of the thing of value will be provided to another person, including a Government Official or other intermediary, for an unlawful purpose. If you have any reason to believe that all or a portion of Anything of Value provided to a third party will be used for an unlawful purpose, proceeding with that transaction is a violation of this Policy.

3.3 Gifts, Entertainment, and Hospitality

Employees and Representatives should not provide gifts, meals, entertainment, lodging, transportation or other hospitality to, or receive them from, a Government Official without prior approval from the Legal Department in each instance. As there are circumstances in which providing business courtesies to a Government Official is unlikely to result in an improper advantage, please contact the Legal Department and request a Business Courtesy Pre-Approval Form at least 10 days prior to any proposed expense. For each approved expense, you must maintain complete, accurate, and timely documentation to comply with this Policy.

3.4 Political Community and Charitable Contributions

You are not allowed to make political contributions from Company funds without authorization from the Legal Department. As set forth in the Company's Code of Business Conduct and Ethics, Employees and Representatives may make personal political contributions as they wish in accordance with applicable laws. The Company must take reasonable steps to ensure that its charitable contributions (and those made by Employees on its behalf or otherwise connected to the Company's business) are legal and ethical under local laws and are not intended for an improper purpose. Charitable contributions must be made to a bona fide organization, and may not be made to improperly influence a Government Official, or in exchange for improper favors or benefits. If you have any reason to believe a proposed charitable contribution to be made by you or on behalf of the Company is affiliated with a Government Official, please contact the Legal Department and request a Charitable Contribution Pre-Approval Form at least 10 days prior to the contribution.

3.5 Recordkeeping

All transactions involving the Company's funds or assets must be described and recorded accurately and in reasonable detail in the Company's books and records. The use of fictitious or misleading documentation to support the Company's transactions, including requests for reimbursement relating to travel and entertainment, is prohibited. The Company prohibits any undisclosed or unrecorded payments, funds, or bank accounts.

4.0 DEALING WITH REPRESENTATIVES

The Company and its Employees can face liability based on the improper conduct of our Representatives if we know or should reasonably know that a Representative's actions for or on behalf of the Company violate applicable laws. The Company and its Employees must take steps to ensure that Representatives do not raise a significant risk of violating anti-corruption laws. As a result, certain Designated Representatives present higher risks and must be screened before retention for their reputation for integrity and for the reasonableness and scope of their services and charges.

For purposes of this Policy, a **Designated Representative** includes the following:

- a Representative that will interact with Government Officials on the Company's behalf relating to proposed or existing business arrangements, regulatory certifications or approvals and/or similar transactions; and/or
- a Representative that poses heightened risks due to red flags (examples below).

Potential circumstances or red flags that may indicate that a Representative presents heightened risk that may require heightened due diligence include but are not limited to:

- the Representative has a negative reputation for honesty and integrity;

- the Representative lacks the skills, facilities, and/or resources to perform the requested service (including intermediaries or shell companies);
- the Representative requests unusual payment terms, such as cash, payments to third parties, or payments to banks or entities in countries where the Representative is not located or will not perform services, or requests compensation that exceeds reasonable market rates; and/or
- the Representative has close ties to a Government Official and/or the Representative's involvement was requested or required by a Government Official.

A Designated Representative may not be retained to perform services for or act on behalf of the Company unless the Employee proposing the engagement has requested, completed and submitted a Designated Representative Due Diligence Checklist maintained by the Legal Department.

5.0 COMPLIANCE WITH THE POLICY

Compliance with this Policy is mandatory for all Employees and Representatives. Employees who violate the Policy may be subject to disciplinary action, up to and including dismissal. Representatives who violate the Policy may be subject to termination. The Company also may take appropriate remedial action against Employees and Representatives who fail to detect or report violations of the Policy, as well as those who retaliate against anyone who has refused to violate this Policy, has in good faith reported a concern, or has participated in an investigation related to potential misconduct.

Employees and Representatives are expected to immediately report any known or suspected violations of this Policy and/or requests for a prohibited payment or benefit. As set forth in Section 18 of our Code of Business Conduct and Ethics, you may anonymously submit concerns or potential violations of this Policy at any time.