

Principal Asset Management Company Limited



Anti-Bribery and Corruption Policy

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Document Version No.	:	1.2
Last Updated Date	:	24 June 2022
Approved By	:	Board of Directors
Approved Date	:	18 June 2024
Principal Group Policy	:	Yes

Anti-Bribery and Corruption Policy

Purpose

This Policy establishes principles that must govern our conduct in order to: a) conform to the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, and similar anti-corruption laws worldwide and b) more broadly, reinforce our intention and obligation to act honestly and ethically in all of our business dealings.

“People want to work with companies they can trust. Principal has built a strong reputation for being an ethical, trustworthy company. Each of us has a responsibility to protect that reputation by demonstrating honesty and integrity as we interact with customers, business partners and each other.”

Dan Houston, chairman, president and CEO

Scope

This policy applies to all employees in wholly and majority-owned entities of Principal.

Responsibility for Policy

The Board of Directors are the final authority to this policy. Head of Compliance is the policy owner of this policy.

The Compliance Committee oversees the assessment of bribery and corruption risks across the enterprise, as well as, evaluating controls, consulting, and reporting to senior management and the board of directors regarding anti-bribery and corruption (AB&C) risks.

Policy Statement

Bribery and corruption are not only against our Company values; they are illegal and can expose both the employee and company to fines and penalties, including imprisonment and reputational damage.

At Principal, bribery is never permitted. We will not seek to influence others, either directly or indirectly, by offering, paying, or receiving bribes or kickbacks, or by any other means that is considered unethical, illegal, or harmful to our reputation of honesty and integrity.

Employees and representatives of the company are expected to decline any opportunity which would place our ethical principles and reputation at risk. While certain laws apply only to bribes to government officials (domestic and foreign); this Policy applies to non-government business partners as well.

What is Bribery and Corruption?

Bribery is offering, giving, or receiving anything of value with the intention of inducing a person to act or to reward a person for having acted. This includes kickbacks – giving a payment to someone who helps facilitate a transaction. It is important to understand that a corrupt act has occurred even if:

- A bribe does not succeed.

- A person authorizes or provides direction for a bribe, but no bribe is ultimately offered or paid.

“Anything of value” includes, but is not limited to:

- Cash, cash equivalents (such as gift certificates/cards), stock, personal property, and assumption or forgiveness of a debt.
- Gifts, meals, entertainment, and travel – any corporate travel, gifts, entertainment, and meals must be proportionate to the occasion and comply with the gift & entertainment policy/standards applicable to your location.
- Political contributions.
- Charitable contributions – if made to a charity at the direct request of a government official or private business partner, it could be considered an indirect bribe made to obtain or retain business or to secure other improper business advantage.
- Job offers or internship awards – offers to government officials (or their relatives) can present a risk of violating anti-bribery or anticorruption laws and regulations. Compliance must be consulted prior to making such offers.

Corruption is dishonest or fraudulent conduct by those in power, typically involving bribery.

Third Parties

Companies cannot avoid liability by using a third party to give or receive a bribe. A third party includes, but is not limited to consultants, agents, representatives, subcontractors, and subadvisors.

We must clearly convey to third parties representing the company that we expect them to comply with our Anti-bribery and corruption policy. In some jurisdictions, the company can be convicted of a criminal offense if it fails to prevent bribery carried out on its behalf by a third party even if no one in the company had actual knowledge of the bribe.

Whenever the company seeks to engage a third party in which the third party may interact with a government official for or on behalf of the company, the following guidelines apply:

- Due diligence should be performed to ensure that the third party is a bona fide and legitimate entity; is qualified to perform services for which it will be retained; and maintains standards consistent with the legal, regulatory, ethical, and reputational standards of the company.
- Agreements with third parties must be in writing and should contain provisions related to the following, based on corruption risk present in the third-party relationship:
 - A representation that the third party will remain in compliance with all relevant anti-corruption laws, including the FCPA.
 - A provision that requires the third party to respond to reasonable requests for information from the company regarding the work performed under the agreement and related expenditures by the third party.

Government Officials

Laws and regulations are strict when dealing with government officials. Reasonable corporate hospitality that is acceptable with other business associates might not be allowable when government officials are involved.

Before such expenses are incurred, obtain approval from your compliance director/legal contact.

A government official is any:

- individual elected or appointed to a governmental entity,
- official or employee of a government,
- official or employee of a company wholly or partially controlled by a government (such as state-owned companies),
- candidate for political office,
- political party or official of a political party, or
- person acting in an official capacity for any of the above regardless of rank or position.

The definition of what could constitute a bribe to a government official is broad and can occur even when the benefit being offered is small, such as gifts, entertainment, and even business meals.

Some laws allow expenses which relate to reasonable and bona fide travel, accommodation, and meal expenses in connection with a contract between the company and the third party, or the demonstration of company capabilities relating to proposed business with the third party.

Facilitation Payments

“Facilitation or grease payments” are payments that facilitate a normal governmental function, such as to expedite processing paperwork. While these types of payments may be accepted as “a cost of doing business” in some cultures, they are illegal and counter to our values. They are not allowed under the U.K. Bribery Act and they are prohibited by this policy.

Reporting Violations

Employees and representatives should seek clarification on any questions or concerns regarding activities under consideration or the interpretation of any law. If you are offered a bribe from a person or entity doing business with or seeking to do business with the company, report it immediately to your business area’s compliance director/legal contact. If you are offered something of value and are uncertain whether you are allowed to accept it, refer to the gift and entertainment policy and standards applicable to your location, or check with your leader or your business area’s Compliance Director/legal contact. Violations can be reported anonymously by using the [online reporting form](#) (available on the Internet). Our Whistleblower Policy protects employees who report concerns in good faith.

See Appendix 6 for **Bribery Red Flags** information.

Effective November 2021
Supersedes September 2019

Bribery Red Flags

Accounts for Review:

- Commissions
- Consulting Fees
- Promotional and Marketing Expenses
- Travel, Hospitality and Entertainment
- Charitable Contributions
- Political Contributions
- Sales Discounts/Rebates
- Miscellaneous
- Petty Cash

Red Flags – For review of Ledger Accounts and associated review of payment details:

- Multiple payments with unusual trends
 - Round dollar amounts
 - Aggregated entries with no itemization
 - Vague or questionable descriptions
 - Payments that are out of pattern/unusually high payment (e.g., commission %)
- Follow-up or questions on details of the items results in discovery that supporting documentation is not available

Red Flags – For interviews or training of staff involved in invoice review/approval:

- Unusual line items on invoices/items or amounts that cause suspicion
- Request from a vendor that is poorly documented (unusual format, invoice number if very low – e.g., #101) or is unknown or not a common vendor
- Management override / input insisting payment be made immediately and/or they push back if any questions are raised about the legitimacy of supporting documents
- Requests for reimbursements for amounts that seem very high for services provided
- Payment not in line with contract provisions
- Payment to government official or employee of state-owned enterprise
- Payment to bank account in another country