

Contractor Foreign Corrupt Practices Act Policy

Anti-Bribery Provisions of the FCPA

The direct or indirect payment, offer, gift, promise or authorization to pay or give anything of value to a foreign official, foreign political party or any person, while knowing that all or any part of the item of value will be offered, given or promised, directly or indirectly, to a foreign official or foreign political party to corruptly influence an official governmental act or decision or to secure any improper advantage.

All Root Capital contractors and agents (including Specified International Consultants and Agents, as defined herein) (collectively, “Subject Persons”) must comply with the Foreign Corrupt Practices Act (the “FCPA”). The FCPA is a US law that prohibits bribery of foreign officials and officials of public international organizations for the purpose of influencing an official decision, violating official duties or securing any improper advantage. Any attempt at a bribe, including an offer, is a violation of the FCPA, regardless whether it succeeds in influencing a favorable decision or improper advantage. The prohibition applies both to offers and to payments made directly by Root Capital, as well as to any made indirectly through intermediaries such as marketing agents, joint venture partners, and similar parties. Directors, officers, and employees of government-owned or controlled companies, members of royal families, and political party officials are foreign officials subject to these restrictions. Prohibited offers or payments may include excessive entertainment, gifts, and anything of value, not just money.

Actions that violate the FCPA and similar US state and federal laws may violate local laws of the countries in which Root Capital does business. Many countries have laws that prohibit bribery of government officials. Notably, most of these laws do not include exceptions for facilitating payments as provided in the FCPA, as discussed below. In addition to complying with the FCPA, all Subject Persons must follow local laws, which may impose additional requirements.

The elements of the anti-bribery provisions of the FCPA are as follows:

The direct or indirect payment, offer, gift, promise or authorization to pay or give anything of value

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- Cash or cash equivalents
- Travel expenses
- Services
- Entertainment
- Loans
- Gifts
- Charitable donations

... to a foreign official, foreign political party ...

- “Foreign Official” may be any officer or employee of a foreign government or a state-owned enterprise or any department, agency or instrumentality of a foreign government or a state-owned enterprise. The definition of “Foreign Official” also includes officials or employees of public international organizations including, without limitation, the World Bank, the International Monetary Fund, the United Nations, and the European Union.
- “Foreign Political Party” may be any foreign political party, a party official of a foreign political party or a candidate for foreign political office.



...or any person, while knowing that all or any part of the item of value will be offered, given or promised, directly or indirectly, to a foreign official or foreign political party ...

- Any “Person” means any person, whether affiliated or unaffiliated with a foreign government, official or political party.
- The phrase “knowing” includes:
 - Direct knowledge on the part of any Subject Person;
 - Constructive institutional knowledge based on the totality of the knowledge of all Subject Persons, even if each element of the violation is committed by a different individual;
 - A “firm belief” that the transaction is unlawful;
 - If knowledge of a particular circumstance is required for an offense, awareness of a “high probability” that the circumstance exists, unless the person actually believes that the circumstance does not exist; or
 - Willful ignorance or disregard of information suggesting improper conduct (“don’t tell me” or “head in the sand”).

...to corruptly influence an official governmental act or decision or to secure any improper advantage.

- Influencing any act or decision of a Foreign Official or Foreign Political Party in their/its official capacity;
- Inducing a Foreign Official or Foreign Political Party to do or omit to do an act in violation of the lawful duty of such Foreign Official or Foreign Political Party;
- Securing any improper advantage; or
- Inducing a Foreign Official or Foreign Political Party to use their/its influence with a non-US government or instrumentality thereof to affect or influence any act or decision of such non-US government or instrumentality.

The Root Capital Policy

The FCPA applies to all Subject Persons, both in the US and abroad. FCPA violations may result in civil and criminal penalties. In addition to complying with the FCPA, all Subject Persons must follow local laws, which may impose additional requirements.

Any proposed payments or gifts to a Foreign Official or Foreign Political Party must have prior review by and approval from the General Counsel of Root Capital, even if such a payment or gift is common in that country. Keep in mind that Foreign Officials, under the FCPA, can include executives and employees of government-owned corporations, universities, and other entities. Always ask if you have any doubt regarding government ownership or affiliation.

In countries where local customs call for giving gifts to clients or others on special occasions, Subject Persons may, with prior approval from the General Counsel of Root Capital, present gifts that are lawful, appropriate, and of nominal value, provided the action may not be seen as seeking special favor.

While not prohibited by the FCPA, Root Capital prohibits improper payments to commercial counterparties. Root Capital policy strictly prohibits making any payment to individuals employed by current or prospective Root Capital clients, suppliers or other business partners for the purpose of obtaining or retaining business or any other favorable business action. Root Capital policy also prohibits the acceptance of any payment, gift or entertainment intended to influence, or that appears to influence, business decisions of Root Capital. (See the **Contractor Conflict of Interest Policy**.)



Philanthropic Contributions

Root Capital may contribute to various charitable activities, including cultural, educational, civic, and social welfare organizations. Root Capital charitable contributions are only permitted to nonprofit or nongovernmental organizations. No Subject Person may make a contribution on behalf of Root Capital to any US or foreign charitable organization without the prior written approval of the General Counsel of Root Capital. All US and international charitable contributions made on behalf of Root Capital must be made in compliance with applicable local laws and regulations.

Political Contributions

Subject Persons are free to participate as individuals in civic and political activities to the extent they wish to do so. However, corporate contributions of money, property or services to political candidates or parties raise issues of compliance with federal, state and local election laws. Therefore, except as expressly authorized by law and established Root Capital policy, neither Root Capital nor any Subject Person acting on behalf of Root Capital is authorized to pay any fee, commission or questionable payment to any public official at any level in any country for the purpose of influencing any act or decision by the official, whether related to the business of Root Capital or otherwise. In addition, neither Root Capital, nor any Subject Person acting on behalf of Root Capital, shall make, or reimburse any person or firm for making, any contribution, expenditure or loan of money, property or services, directly or indirectly from Root Capital's resources, to, or for the use or benefit of, or in support or opposition to any political party or candidate or any political, legislative or civic issue, including lobbying activities. Where corporate political contributions are legal, contributions by Root Capital shall be made only from funds allocated for such a purpose and must be authorized by the General Counsel. Root Capital cannot reimburse Subject Persons for any money they personally contribute to political candidates or campaigns. Direct any question about the propriety of any political activity or contribution to the General Counsel.

International Business Hospitality

Subject Persons should only provide or accept business entertainment to or from anyone doing business with Root Capital if the entertainment is infrequent, modest, and intended to serve legitimate business goals. Social amenities, reasonable entertainment, and other courtesies within Root Capital policy may be extended to Foreign Officials, Foreign Political Parties or commercial counterparties only to the extent customary and proper in the jurisdiction in which offered. Expensive gifts or lavish entertainment may not be offered or furnished to any Foreign Official, Foreign Political Party or commercial counterparty. All Subject Persons must consult with the General Counsel before offering any gift, entertainment or travel to any person or entity who might be considered a Foreign Official, a Foreign Political Party or a commercial counterparty.

Root Capital will not reimburse any gift to, or entertainment or travel expenses of, Foreign Officials (or any relatives of Foreign Officials), Foreign Political Parties or commercial counterparties unless this policy is followed.

All Subject Persons wishing to arrange travel for, entertain or give a gift to any Foreign Official (or any relatives of a Foreign Official), Foreign Political Party or commercial counterparty involving expenditures of more than US\$50 (or the equivalent in the applicable currency) must obtain written pre-clearance for such travel, entertainment or gift from the General Counsel of Root Capital.

No entertainment expenses of any amount will be authorized unless a Root Capital employee will be present during such entertainment.



As a general rule, if spouses and other family members of Foreign Officials, those affiliated with Foreign Political Parties or commercial counterparties participate in entertainment or visits, they should do so at their own expense, and Root Capital will not reimburse such expenses.

All requests for pre-clearance of international business hospitality expenditures must include:

- a statement setting forth the business purpose of the travel, gift or entertainment;
- a description of the proposed travel, gift or entertainment, including the name and title of the recipient(s), the approximate amount of the proposed expenditure, and the date and location of proposed travel or entertainment; and
- a statement explaining why this international business hospitality expenditure is a professional benefit to Root Capital and not a personal benefit to the specific attendees.

In general, gifts are discouraged. If culture or custom dictate a gift is expected, every effort must be made to ensure that any such gift is of nominal value only.

Notwithstanding pre-clearance of travel, gifts or entertainment, no expenses related thereto will be reimbursed unless the expense report contains full contemporaneous documentation of all events and an explanation of why the costs of such travel, gifts or entertainment were reasonable under the circumstances. Every effort shall be made to pay expenses directly to the vendor providing the services (such as a hotel or airline) rather than to a Foreign Official (or relative of a Foreign Official), an affiliate of a Foreign Political Party or commercial counterparty.

All expenses incurred must be reasonably related to the immediate business purpose of the travel or entertainment.

All travel, gift, and entertainment expenses of any amount must be recorded in the books and records of Root Capital, identifying the date and amount in question, the recipient's name, the business need for the expense, and including documentation of the Root Capital pre-approval process referenced above, if applicable.

Facilitating Payments or Expediting Payments under the FCPA

Facilitating payments to a Foreign Official or Foreign Political Party are prohibited unless prior written approval of the General Counsel is granted. Generally, there is no exception under local law for facilitating payments, so extreme care should be exercised. Approved facilitating payments can be used only for the purposes of expediting or securing the performance of routine governmental action ordinarily performed by a Foreign Official or Foreign Political Party where no discretion is involved.

Routine governmental actions include the following:

- obtaining permits, licenses or other official documents to qualify to do business in a foreign country;
- processing government papers such as visas and work orders;
- providing police protection, mail pick-up and delivery or scheduling inspections associated with contract performance or inspections related to transit of goods across country; or
- providing phone service, power and water supplies, loading and unloading cargo or protecting perishable products or commodities from deterioration.

Facilitating payments are NOT permitted if the purpose is to obtain a substantive decision or to violate the Foreign Official's or Foreign Political Party's duties or if such payment violates local law.



If you have received permission to make a facilitation payment, it is important to disclose the transaction (using a form that the General Counsel of Root Capital can provide) and to ensure that the transaction is accounted for in Root Capital's books and records. Please coordinate for all needed arrangements through your Root Capital employee point of contact for your contract ("Point of Contact") who will coordinate with the General Counsel of Root Capital prior to completing the transaction.

Specified International Consultants and Agents

A "Specified International Consultant or Agent" is any person or entity providing business, professional, lobbying, technical or similar advice to Root Capital hired to facilitate relationships by and between or by and among Root Capital and Foreign Officials or Foreign Political Parties, or whom Root Capital expects will interact with Foreign Officials or Foreign Political Parties on Root Capital's behalf.

No Subject Person may make a written or oral contractual commitment to any prospective or current Specified International Consultant or Agent who will interact with Foreign Officials or Foreign Political Parties until after the General Counsel of Root Capital has approved the hiring decision in writing. Subject Persons are responsible for notifying their Point of Contact, who will coordinate with the General Counsel of Root Capital, in advance of consenting to the hiring processes involving Specified International Consultants or Agents, and for following the General Counsel of Root Capital's instructions concerning appropriate due diligence investigations relating to any Specified International Consultant or Agent, including for any potential Specified International Consultant or Agent to complete an appropriate due diligence questionnaire, a sample of which is attached for reference.

Reporting Suspected or Actual Violations

Contractors are expected to report to their Point of Contact immediately a suspected or actual violation of this Policy by contacting one of the following persons:

- General Counsel – Alice Burke
- Comptroller – Jean Forrester
- Chief Human Resources Office – Soledad Villarruel Larre

Under no circumstances will Root Capital or any of its directors, officers or employees retaliate against any Root Capital contractor for reporting suspected violations of Root Capital's Foreign Corrupt Practices Act Policy.



Root Capital Inc.
Due Diligence Questionnaire for Specified International Consultants or Agents (to be completed by applicant)

Date: _____

Application for retainer of [Applicant Name] by Root Capital Inc. ("Root Capital") as a consultant in connection with [project name] in [country name].

- 1. Applicant's legal name (individual or entity):
2. Contact Name (if different):
3. Country(ies) where work will be performed:
4. Does the Applicant currently represent Root Capital, or has it done so in the past? If "yes," explain.
5. Contact Information:
Address:
Telephone:
Mobile Phone:
Email address:
Website address:

6. Legal form (circle one):
Individual Corporation Partnership Other

7. Place and Date of Incorporation (if applicable):

8. Owners/Principals:
(Ownership percentages must total 100%. For publicly traded companies, shareholders holding more than five percent (5%) must be listed separately, but shareholders holding only publicly issued shares representing less than five percent (5%) of the Applicant may be listed as a group.)

Table with 2 columns: Name, % Ownership. Contains 5 rows of blank entries for listing owners.

9. Ownership of Parent Company(ies):
For any companies/business entities listed in # 8 above, please provide information on each such parent company, up through as many corporate layers as necessary, until individuals or government entities owning a total of 100% of each parent company are identified. Please do so on a separate sheet of paper for each parent company, and attach those separate sheets to this Application.



10. List any person or entity not mentioned in # 8 and # 9 above, including any government or government agency, that has any financial interest or exercises any management right in the Applicant's business, and describe that interest or right, using a separate sheet of paper, if necessary:

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11. Subsidiary Companies: _____

Jointly Owned Companies: _____

12. Members of the Applicant's Board of Directors (if applicable):

Name: _____

Name: _____

Name: _____

Name: _____

Name: _____

13. Management Information (if applicable):

Chairman/President: _____

Managing Director: _____

14. List any key employees other than those identified in # 13 above (including their names and titles) who will actively contribute to this project.

15. List any criminal convictions or involvement either as a plaintiff or defendant in any civil or administrative litigations for any person or entity listed in Nos. 8, 9, 10, 11, 12, 13 and/or 14 above.

16. Briefly describe the experience and qualifications of the management and other key personnel of your business and how this relates to this position.

17. Business References (including contact information):

(a)

(b)

(c)



18. Banking/Credit References (including contact information):

- (a)
- (b)
- (c)

19. Percentage of Applicant's time which will be devoted to this project: _____

20. Historical Background:

- (a) Years company has been in business:
- (b) How long have you been involved in the specific business of [specialty] that is relevant to this project?
- (c) Briefly describe your business, including its primary areas of business activity, major changes in ownership, changes in areas of concentration, facilities, growth plans, potential new markets, etc.:

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(d) Please list other companies, in particular U.S. companies, which Applicant currently represents and has represented in the past five years:

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21. Please attach financial statements (audited, if available) for the past three years, including balance sheets, and profit and loss statements.

22. Please attach any additional information which you feel may be relevant to your qualifications for this position.

23. Does any government, government agency or instrumentality, government-owned or government- controlled company, public international organization or political party have an ownership interest, direct or indirect, in the Applicant?

Yes No

If "Yes," please provide details:

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24. Does any current or former government official, official of a public international organization, political party official, candidate for political office, or relative of such a person, have an ownership interest, direct or indirect, in the Applicant?

Yes No

If "Yes," please provide details, including the name, title, and official responsibilities of each such official or candidate, and the family relationship, where applicable:

25. Is any former or current government official, official of a public international organization, political party official, candidate for political office, or relative of such a person, a key employee, officer or director of the Applicant?

Yes No

If "Yes," please provide details, including the name, title, and official responsibilities of each such official or candidate, and the family relationship, where applicable:

26. Other than the relationships described in # 23 through # 25, is there any benefit that a government or political party official or political candidate or official of a public international organization could gain as a result of [company name]'s proposed engagement of the Applicant?

Yes No

If "Yes," please explain:



27. Will any part of your fee, commission or other funds paid to you in connection with this project be shared with any other person?

Yes No

If "Yes," please explain:

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Witness Signature

Type name of witness

Applicant Signature

Type name and title of Applicant

Company

Date



**Root Capital Inc.
Form Letter to Applicant's Reference**

Date
Name
Address

Re: Name of Applicant

Dear :

We are considering engaging *[Applicant name]* as a consultant in *[location]*. *[Applicant]* has given us your company's name as a reference, and has indicated you are the appropriate person to contact for information.

We would greatly appreciate your assistance in answering the questions set forth below in connection with our background check of *[Applicant]*, which is, as a matter of internal corporate policy, routinely conducted by Root Capital when retaining international consultants like *[Applicant]*. Any information you choose to provide will remain confidential. Please feel free to return this verification form with your comments or to call me at the number below. Thank you again for your assistance.

Sincerely,

Name
Title
Contact information



Background Verification of [Applicant]

1. In your opinion, does [Applicant] have a reputation in the business community for honesty and integrity?

Yes No No Knowledge

Please explain:

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2. What was the duration of your relationship with [Applicant], and why was the relationship terminated?
3. Please add any further comments regarding your opinion concerning [Applicant's] reputation.



**Root Capital Inc.
Foreign Corrupt Practices Act Policy Acknowledgment Form**

Name: _____
(please print)

I acknowledge that I have received a copy of the Foreign Corrupt Practices Act (FCPA) Policy of Root Capital Inc. ("Root Capital"), as originally adopted as of June 17, 2010, and as modified thereafter from time to time (the "FCPA Policy"). I further acknowledge that I have read and understand the terms of the FCPA Policy, and I agree to abide by its terms. I understand that Root Capital is a charitable organization, and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I agree to follow the dictates of the FCPA Policy as well as local laws, which may impose additional requirements. I also agree to disclose any proposed payments or gifts to a foreign official, political party or candidate to Root Capital's CFO and General Counsel for approval, even if such payment is common in that country.

Signature

Date