



*Gates Industrial Corporation plc*

*Anti-Corruption Policy*

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## **1. PURPOSE AND SCOPE**

Gates Industrial Corporation Plc and its relevant affiliates (“Gates” or the “Company”) are committed to maintaining the highest ethical and legal standards. As such, we strive to comply with both the letter and spirit of the growing body of international anti-corruption laws, and to avoid actions that could give rise to even the appearance of impropriety. The purpose of this Gates Anti-Corruption Policy (“Policy”) is to ensure that we meet these standards.

This Policy prohibits offering, promising, giving or authorizing the giving of anything of value to any person, including a government official, in an attempt to influence him or her through bribery in any form. It is also a violation of the Company’s policy to receive or accept anything of value in exchange for exercising influence.

This Policy is designed to provide specific guidance on how to avoid corruption risks and adhere to the Company’s high ethical standards. Whether an action is permissible under this Policy will often depend on the particular facts and circumstances. While this Policy is intended to provide basic guidance, it cannot anticipate all questions that can arise in this area. Therefore, you should seek advice from your manager or from the Gates Law Department if you are unsure whether an action could violate this Policy.

In addition, we all must be vigilant and continue to learn about the corruption risks we face in our various businesses and geographic locations. This Policy is intended to provide a template for further development of policies and procedures specifically tailored to those risks as we identify and confront them.

## **2. ANTI-CORRUPTION LAWS**

The Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act 2010 (the “UK Bribery Act”), international treaties such as the OECD Anti-Bribery Convention and the United Nations Convention Against Corruption, and the laws of various countries are designed to prevent public corruption and commercial bribery. The Company is committed to operating in compliance with them.

### **2.1 Foreign Corrupt Practices Act**

The FCPA prohibits companies and their officers, directors, employees and agents from giving, promising, or offering anything of value, directly or indirectly, to any foreign official with the intention of obtaining or retaining business or obtaining an improper business advantage. “Foreign official” is broadly defined to include employees of government agencies, state-owned enterprises and international organizations. The business obtained or retained does not need to be with a foreign government in order for the FCPA to apply.

The FCPA also requires companies (i) to keep books and records that accurately reflect transactions and dispositions of assets and (ii) to maintain a system of effective internal accounting controls.

## **2.2 UK Bribery Act 2010**

The UK Bribery Act defines four criminal offenses: (1) offering to pay a bribe; (2) requesting or receiving a bribe; (3) bribing a foreign public official; and (4) failure by a company to prevent bribery on its behalf.

The definition of a bribe under the UK Bribery Act is very broad. It covers any financial or other advantage offered or given to someone to induce them to act improperly. Like the FCPA, the UK Bribery Act's prohibitions apply not only to direct payments or gifts, but also to payments or gifts by third persons on behalf of the Company.

## **3. PROHIBITED CONDUCT**

### **3.1 Bribery**

Under no circumstance may any Gates director, officer or employee give (or promise to give, offer to give, or authorize the giving of) anything of value—directly or indirectly—to any person for the purpose of improperly obtaining or retaining business, to obtain an improper business advantage, or to improperly influence any business decision. All employees are also prohibited from accepting or agreeing to accept anything of value given to the employee for the purpose of influencing a business decision or where the employee would be placed under a real or perceived obligation to the giver.

This prohibition is not limited to improper payments to government officials. It applies regardless of whether the recipient or giver works in the public or private sector.

#### **3.1.1 Anything of Value**

“Anything of value” means more than just money. It includes, but is not limited to, stock, charitable donations, political contributions, travel expenses, hospitality, entertainment, gifts, discounts not readily available to the public, offers of employment, assumption or forgiveness of debt, scholarships and personal favors. Giving, offering or accepting anything of value for an improper purpose violates this Policy.

#### **3.1.2 Directly or Indirectly**

The Company cannot do through a third-party intermediary any act that the Company itself is not permitted to do. Accordingly, it is a violation of this Policy if a payment, offer or promise is made to a third-party intermediary when you know or have reason to know that all, or a portion of the payment, will go to any person for a purpose prohibited by this Policy.

Third-party intermediaries include, but are not limited to, agents, consultants, distributors, resellers, brokers, representatives and joint venture partners. A customer's agent is also considered a third-party intermediary for the purposes of this Policy.

Because of the risks under the anti-corruption laws when third parties work on behalf of the Company around the world, Section 5 of this Policy sets forth a number of specific steps designed to prevent and detect corruption-related misconduct by third parties working on behalf of Gates.

### **3.2 Facilitating Payments**

"Facilitating Payments" are small payments to government officials to secure or expedite routine, nondiscretionary government functions. Facilitating Payments do not include government-mandated payments made directly to a government agency. Facilitating Payments are prohibited under this Policy.

### **3.3 Improper Record-keeping**

To ensure compliance with anti-corruption laws, all business transactions must be completely and accurately recorded on the Company's books, records, and accounts in accordance with the Company's standard accounting procedures.

Gates employees are expressly forbidden from: (i) making false or misleading entries in the Company's books, including entries that fail to reflect improper transactions (e.g., kickbacks and bribes); (ii) making entries that are falsified to disguise improper transactions; or (iii) failing to record payments by or to the Company. Receipts used to support the reimbursement of expenses should accurately reflect the expense to be reimbursed.

With the exception of normal and customary petty cash requirements, unrecorded cash transactions in connection with Gates' business are to be avoided. Similarly, the creation of any secret, mislabeled, or unrecorded fund or asset ("slush fund") is prohibited.

## **4. GIFTS, ENTERTAINMENT AND HOSPITALITY**

Occasionally, offering gifts to customers, suppliers, or other business associates may be appropriate to strengthen business relationships. Such gifts are permissible, provided that the gifts meet the following guidelines and comply with the Gift Policy available on the Gates Law Department website and applicable laws and regulations.

## **4.1 Definitions**

### **4.1.1 What are gifts, entertainment and hospitality?**

They include the receipt or offer of gifts, meals, or tokens of appreciation and gratitude, or invitations to or payment for events, functions, travel or other social gatherings. Gifts, entertainment, and hospitality that are for a Proper Purpose (see below) and in connection with matters related to Company business are permitted as provided in this policy.

### **4.1.2 What are Improper Purposes for Giving Gifts, Entertainment and Hospitality?**

In no event may a gift, entertainment, or hospitality be motivated by an “Improper Purpose,” which is a desire to improperly influence any individual or entity (e.g., customer, vendor, supplier, prospective customer, or Government Official (as defined below)) to misuse his or her position to direct business wrongfully, or an expectation that anything will be improperly given in return. It is not acceptable to give a gift, entertainment, or hospitality to an intermediary (such as a contractor, distributor, or third party) for an Improper Purpose in connection with Gates’ business. Similarly, it is not acceptable to arrange for (or reimburse) an intermediary to give a gift, entertainment or hospitality to a customer or Government Official for an Improper Purpose.

### **4.1.3 What are Proper Purposes for Giving Gifts, Entertainment and Hospitality?**

Offering gifts, entertainment, or hospitality to customers, suppliers, or other business associates or receiving such offers is permissible and is considered a “Proper Purpose” if they (a) are in compliance with the other requirements of this policy and Gates’ other policies, *and* (b) are intended to strengthen business relationships or demonstrate Gates’ products or services.

### **4.1.4 Is this Policy limited to Government Officials?**

No. This policy applies to the offering of gifts, entertainment, or hospitality to government officials and non-government entities and their employees, and receipt of such offers by Gates employees. This policy does, however, have further specific requirements regarding such offers to Government Officials in Section 4.3.

## **4.2 General Guidelines**

Gifts, entertainment, and hospitality for all customers are permitted *only* if they are (a) for a Proper Purpose; (b) for a reasonable amount, and (c) properly documented as described below. Gifts, entertainment, and hospitality for Government Officials have additional requirements, which are described in Section 4.3 below.

#### **4.2.1 Assessment of Purpose**

You must assess whether it would appear to an objective third-party that the gift, entertainment, or hospitality is for an Improper Purpose. For example, because of the timing, it is likely that a third party would perceive that the giving of a gift, entertainment or hospitality during the negotiation of a sale is for an improper purpose. Only Proper Purposes are approved purposes for such giving or receiving.

#### **4.2.2 Reasonable Amounts**

Gifts, entertainment, and hospitality must be reasonable under the circumstances, and should not be lavish or extravagant. A gift of cash or a cash equivalent (such as a gift card) is *never* acceptable. Examples of gifts, entertainment, and hospitality that are usually acceptable include:

- a) occasional, modest meals with someone with whom we do business;
- b) occasional attendance at ordinary spectator events such as sports and theater; and
- c) gifts of nominal value (*i.e.* promotional items that include the Company logo).

#### **4.2.3 Documentation**

All costs and expenses must be completely and accurately recorded as relating to gifts, entertainment, or hospitality, and be recorded in accordance with Gates' accounting and reimbursement policies and procedures. When a Travel & Entertainment expense form is submitted, the form must describe the expense, the Proper Purpose, and state the name, and employer of the recipient(s).

#### **4.2.4 Questions and Procedures**

If you have any question as to whether a gift, entertainment, or hospitality to a customer or potential customer is proper or would be prohibited, please consult the Gift Policy or contact the Gates Law Department before offering the gift, entertainment, or hospitality.

### **4.3 Additional Provisions Applicable to Government Officials**

This Policy prohibits the paying of a bribe to anyone—public or private. However, because of the heightened legal and reputational risks of giving anything of value to a Government Official, this Policy sets forth additional procedures applicable to gifts, entertainment and hospitality for Government Officials. Such gifts, entertainment, or hospitality must also comply with all of the provisions in Section 4.2.



### **4.3.1 “Government Official” Broadly Defined**

A “Government Official” is defined as anyone who: (i) holds a legislative, administrative or judicial position of any kind whether elected or appointed; or (ii) performs public functions in any branch of local or national government; or (iii) is an employee, agent, or instrumentality of any government, public agency, or state-owned enterprise (including businesses that are fully or partially state owned enterprises, political parties, and candidates for office); or (iv) is an official for a public international organization.

The following are some examples of “Government Officials” under this Policy:

- Employees of government agencies
- Employees of state-owned enterprises
- Employees of publicly listed companies where there is government control or significant government ownership
- Employees of international organizations such as the World Bank, International Monetary Fund or the United Nations
- Doctors and nurses at government-run health facilities
- Uncompensated honorary officials, if such officials can influence the awarding of business
- Members of royal families who have proprietary or managerial interests in industries and companies owned or controlled by the government
- Political parties and their officials, as well as candidates for political office

If you have any question about whether a person should be considered a “Government Official,” please contact your manager or the Gates Law Department.

### **4.3.2 Gifts, Meals and Entertainment for Government Officials**

#### **4.3.2.1 Permitted Gifts, Meals and Entertainment**

The following provisions govern gifts, meals or entertainment for Government Officials

The meals, gifts and entertainment must comply with Section 4.2 of this policy *and* Gates’ other reimbursement policies.

- Be for a Proper Purpose, and
- Be customary for the country involved, appropriate for the occasion, and provided openly and transparently, and

- Comply with local laws and regulations applicable to Government Officials in that country, and
- For meals, be reasonable under the circumstances, and in no instance should be perceived as being lavish or extravagant, and
- For all other gifts and entertainment, have an aggregate market value of less than \$100 per individual Government Official in any 6 month period, and pre-approved in accordance with the Gift Policy.

Gifts that showcase Gates' business and/or bear Gates' logo (i.e. t-shirts, tote bags, golf balls, umbrellas), are customary for the country involved, are appropriate for the occasion, and are provided openly and transparently are examples of gifts that are appropriate to give to a Government Official, provided they are permitted by local law. Meals and entertainment that are consistent with Gates' other meal and business entertainment expenses policies, and occur at venues that are appropriate for business relationships are appropriate for Government Officials, provided they are permitted by local law.

#### **4.3.2.2 PROHIBITED GIFTS, MEALS OR ENTERTAINMENT**

Under no circumstances, may any gift or meal be given or entertainment provided for an Improper Purpose. In addition, the following are types of gifts, meals or entertainment that are prohibited by this Policy:

- Gifts of cash or any cash equivalent (e.g. gift certificates or gift cards) and stipends or allowances for souvenirs are *prohibited*, regardless of amount. This includes a loan or any advancement of funds to a Government Official, regardless of the Official's intent or ability to repay the loan.
- Gifts, meals or entertainment may not be provided to family members or guests of Government Officials.
- The provisions in this Section 4.3.2.2 apply even if the gifts, meals or entertainment are paid from Gates employees' own funds or frequent flier accounts.

#### **4.3.2.3 Travel and Accommodations for Government Officials**

The Gates General Counsel must approve *all* travel for Government Officials in advance. For additional restrictions on travel and accommodations for Government Officials and the list of the type of information that you will need to provide in your request for approval, please refer to Appendix A.

Do not offer, promise, authorize, or enter into any negotiations or agreement regarding payment or reimbursement of travel expenses before receiving approval from the Gates Law Department and your manager. Oral agreements regarding payment or reimbursement of such expenses are expressly prohibited.

#### **4.3.3 Request for Approval of Other Gifts and Travel**

All gifts and entertainment (other than meals) for Government Officials require pre-approval in accordance with the Gift Policy. Do not provide, offer, promise, or authorize any such gift, or entertainment to a Government Official before receiving such approval. For a list of the type of information that you will need to provide in your request for approval, please refer to Appendix B.

### **5. THIRD PARTIES**

The Company and its employees can be held liable under international anti-corruption laws for the actions of subcontractors, agents, partners, joint venture participants, distributors, agents, resellers, consultants, subsidiaries, acquired companies and others acting on behalf of the Company (collectively "Third Parties"). Accordingly, the guidelines and procedures described below apply to all such relationships.

#### **5.1 Entering Into a Relationship With a Third Party**

Gates will not enter into a business agreement with a Third Party until reasonable due diligence is performed.

#### **5.2 Due Diligence**

Different types of Third Parties pose different levels of risk. Likewise, each business unit will have different risks based on the type of relationship being entered into with the Third Party as well as the geographic location of the relationship. Accordingly, the extent of diligence necessary before entering the relationship – and the corresponding on-going monitoring necessary once in the relationship – will depend on the type of relationship and risks associated with it. The due diligence performed should be proportionate to those risks.

At a minimum, the due diligence process should establish whether:

- The Third Party is a Government Official (or, in the case of a company, whether a Government Official is a key player in that company).
- The Third Party is being used as a means to provide anything of value to a Government Official in exchange of business

- Contracting with the Third Party will serve a genuine and permitted business purpose; and
- The proposed compensation for the Third Party is reasonable and consistent with similar transactions in the region.

The Third Party's credentials and general reputation should be confirmed using independent, reliable sources.

The results of the due diligence process should be documented, and the documentation should be retained in accordance with your business unit's existing document retention policy, regardless of whether Gates ultimately enters into a relationship with the Third Party.

The Company has established certain due diligence forms and questionnaires which must be used in considering the engagement of Third Parties. Please consult the Gates Law Department website for guidance on how to utilize the Gates software tool for third party due diligence.

### **5.3 Written Contracts**

The Gates Law Department has implemented process and procedures in respect of contract management. Please review the Global Contract Risk Management Policy and the Contract Approval and Signature Authority Policy available on the Gates Law Department website for further guidance.

### **5.4 Monitoring Third Parties**

Once the Company has entered into a business relationship with a Third Party, it is important to monitor the Third Party for continued compliance with applicable laws. Under the FCPA and the UK Bribery Act, if a Third Party makes an improper payment or gift, under some circumstances, Gates may be held liable even if it did not authorize the payment. To guard against such liability, if you suspect that the Third Party has made or will make an improper payment, you should insist on documentation or justification before paying expenses, question unusual or excessive expenses, and notify your manager or the Gates Law Department.

### **5.5 "Red Flags"**

During the due diligence and monitoring process, you should be alert for "red flags" that suggest potential corruption concerns. If you become aware of any such red flags, contact the Gates Law Department.

Following are some examples of red flags for corruption:

- The Third Party's lack of qualifications or resources for the required work
- Negative reputation of the Third Party, especially as to business ethics

- Relationship between the Third Party and government officials
- Refusal by the Third Party to certify compliance with anti-corruption laws
- Unusual or overly generous subcontracts
- Unusual or excessive commissions, fees or discounts
- Unusual method of payment to the Third Party
- Requests for payment in cash
- Requests for political or charitable contributions
- Unnecessary intermediaries or Third Parties
- Requests for false invoices, purchase orders, or other documents
- Requests for payment to be made in another country
- Requests for reimbursement of undocumented or poorly documented expenses
- Refusals or failures to provide requested documentation

## **6. CHARITABLE CONTRIBUTIONS**

The Company supports a range of causes and projects and encourages individual employees to do the same.

However, making charitable contributions on behalf of or at the direction or suggestion of Government Officials may have serious consequences for the Company and any involved employees under various anti-corruption laws, including the FCPA and the UK Bribery Act. Therefore, the Company's policy is that donations may not be used as an indirect way of providing a personal benefit to a Government Official or private individual.

## **7. PROCEDURES AND RESOURCES**

### **7.1 Compulsory Compliance**

Every Gates director, officer and employee must comply with this Policy and be familiar with the guidelines contained herein.

### **7.2 Key Contact for Anti-Corruption Matters**

The General Counsel is the key contact for the Company's anti-corruption matters. Any question regarding activities possibly implicated by anti-corruption laws or this Policy should be promptly directed to the Gates Law Department.

### **7.3 Training**

Gates directors, officers and employees may be required to participate in one or more training sessions regarding the FCPA, the UK Bribery Act, and this Policy. These training sessions may be live or via an online meeting process. Additional training may be provided, depending on your geographic location and role in the company.

### **7.4 When in Doubt, Ask**

You should seek advice from your manager or the Gates Law Department if you are unsure whether an action violates this Policy. Anonymous questions may be posed through the Ethics and Compliance Hotline by phone, email or an online form. Please consult the Code of Business Conduct and Ethics available on the Gates Law Department website for details.

When in doubt, ask. It is not your responsibility to make difficult judgment calls alone. Do not stake your reputation and career on assumptions about what is permitted under various laws.

### **7.5 Duty to Report**

If you have information about a violation of this Policy, you must promptly report such matter:

- a) To your manager;
- b) To another person in the supervisory chain or the appropriate Human Resources representative, if for some reason it is not possible or appropriate to speak with your manager on this issue;
- c) To the Gates Law Department ([compliance@gates.com](mailto:compliance@gates.com));
- d) Anonymously through the Ethics and Compliance Hotline. Please consult the Code of Business Conduct and Ethics for details.

### **7.6 No Retaliation**

All Gates directors, officers and employees have a responsibility to help detect, prevent, and report instances of any wrongdoing, including bribery. Employees can report concerns without fear of retaliation. The Company will not permit retaliation against an employee who has in good faith asked a question, raised a concern, or reported questionable activities or the misconduct of others.

### **7.7 Sanction for Breach**

Any breach of this Policy by a Gates director, officer or employee may result in disciplinary action, up to termination. It may also result in civil actions, criminal prosecution or other legal proceedings initiated by Gates, a governmental authority or other competent body, as appropriate. The Company will not directly or indirectly pay any fine imposed on any individual

as a result of violation of the FCPA, the UK Bribery Act, other anti-corruption laws or this Policy.

### **7.8 Zero Tolerance**

Gates will not tolerate any Gates director, officer, or employee achieving or purporting to achieve business results by violating the law or the Company's policies. Conversely, the Company will fully support any Gates director, officer, or employee who loses a business opportunity by refusing to act in a manner that would place Gates' ethical principles or reputation at risk.

## **APPENDIX A**

### **TRAVEL FOR GOVERNMENT OFFICIALS**

#### **Requesting Approval for Travel**

Gates General Counsel must approve *all* travel for Government Officials in advance.

The request for approval should indicate:

- The name, title, and company, agency, or other organization of the Government Official to be sponsored.
- The nature and amount of the expense (including the class of travel).
- The Proper Purpose of the travel.
- Whether any current or potential sale, or other business-related decision, is currently before that official, company, agency, or other organization, or is anticipated for the future.
- Any potential influence that official, company, agency, or other organization might have over another official, company, agency, or other organization with the power to grant any benefit to Gates.

The proposed travel itinerary and program must be submitted to the Gates Law Department for approval before *any* expenses will be paid. Attendance records at the program must be kept and the Government Officials hosted must attend the program.

#### **What May and May Not Be Provided**

- Travel and lodging for Government Officials may not be upgraded using loyalty award program benefits (such as frequent traveler points) or cash, whether funded by Gates, an employee, or any third party working on behalf of Gates (such as a distributor, agent, or contractor).
- Reasonable local transportation, such as transportation to and from an airport, may be provided, but only in connection with a Proper Purpose.
- Gates will only pay for lodging for the number of days and nights necessary to attend the Gates-related event.



- Gates will not pay for golf trips, side trips to resorts or sightseeing destinations, shopping trips, spa services, or other leisure activities, even if business is discussed at such events or the trip is intended to foster relationship-building.
- Gates will not compensate Government Officials for their visit and Gates will not provide any per diem, honorarium, speaker fee, attendance fee, stipend, or spending allowance.
- Gates will not select the particular officials who will attend an event. That decision must be made solely by the government, government agency, or other organization of the official attending the event.
- Gates will not pay the travel expenses of family members or other guests of the Government Officials.

### **Payment Methods**

- Gates will only pay costs and expenses directly to travel and lodging service providers (e.g., airlines, travel agents, and hotels). Government Officials may not be reimbursed for costs and expenses without advance approval from the Gates Law Department and your manager.
- Travel and accommodation arrangements must be made according to standard Gates policies. For example, travel arrangements must be made using Gates-approved travel agents
- No cash or cash equivalent (e.g., gift card, gift certificate, or voucher) may be paid to a Government Official under any circumstances, as pocket money or otherwise.

## **APPENDIX B**

### **GIFTS AND ENTERTAINMENT FOR GOVERNMENT OFFICIALS**

The request for approval for gifts and entertainment (other than meals) of Government Officials sent to the Gates Law Department should be directed to the General Counsel, and state:

- The name, title, and company, agency or other organization of the Government Official to receive the gift, or entertainment.
- The nature and amount of the expense.
- The Proper Purpose for providing the gift or entertainment.
- Whether any business is currently before that official, company, agency, or other organization, or is expected or desired in the future.
- Any potential influence that official, company, agency, or other organization might have over another official, company, agency, or other organization with the power to grant any benefit to Gates (including to obtain or to retain revenue).

Do not provide, offer, promise, or authorize any such gifts or entertainment to a Government Official before receiving pre-approval.