



ANTI-CORRUPTION COMPLIANCE POLICY

1. Introduction.

Combating Corruption. TrueBlue, Inc., and its subsidiaries (the "**Company**") operate in a wide range of challenging legal and business environments. We strive to conduct ourselves according to the highest standards of ethical conduct. Throughout its operations, the Company seeks to avoid even the appearance of impropriety in the actions of its directors, officers, employees and agents.

Accordingly, this Anti-Corruption Compliance Policy ("**Policy**") reiterates our commitment to integrity, and explains the requirements and prohibitions applicable to our operations under the anti-corruption provisions of the U.S. Foreign Corrupt Practices Act ("**FCPA**"), and all other applicable anti-corruption laws and regulations. The Policy contains information intended to prevent corruption and bribery from occurring in the Company's activities. The Company strictly prohibits all forms of bribery and corruption and will take all necessary steps to ensure that it does not occur in its business activities.

Under the FCPA, it is illegal for U.S. persons, including U.S. companies and their subsidiaries, officers, directors, employees and agents, to bribe foreign public officials. The concept of prohibiting bribery is simple. However, understanding the full scope of the FCPA is essential as this law directly affects everyday business interactions between the Company, any third parties, and foreign governments and government-owned or government-controlled entities.

In addition to the FCPA, the Company may also be subject to other anti-corruption regulation and the local laws of the countries in which the Company conducts business. This Policy generally sets forth the expectations and requirements for compliance with said legal requirements as well as the FCPA.

Additionally, Company policy strictly prohibits actual or potential conflicts of interest stemming from the offer and/or acceptance of gifts, items of value, or personal gain made by any third party to employees in order to secure a business advantage. Conflicts of interest arise when an employee is in a position to influence a business decision resulting from impermissible gain to the employee or their personal relations from any third party. For more information, please review the **Company's Conflict of Interest Policy** and **Accepting or Giving Gifts Policy**.

Applicability. This Policy is applicable to all of the Company's operations worldwide. This Policy applies to all Company personnel, including, directors, officers, employees, contract employees, consultants, agents, and other business partners acting on the company's behalf ("Personnel"). This Policy also applies to any other third-party representatives that have or are likely to have contact with foreign customers on behalf of the Company.



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2. Prohibited Payments.

Personnel are prohibited from directly or indirectly making, promising, authorizing or offering anything of value to a foreign government official on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third parties where Personnel knows or should have reason to know that the third party will use any part of the payment for bribes.

(a) **Cash and Non-Cash Payments: "Anything of Value."** Payments that violate the FCPA may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. The FCPA prohibits giving "anything of value" for an improper purpose. This term is purposefully broad and can include, for example, the following:

- (i) Lavish gifts.
- (ii) Travel, meals, lodging, entertainment, gift cards.
- (iii) Loans, non-arm's length transactions.
- (iv) Charitable donations.

(b) **Foreign Government Official.** The FCPA broadly defines the term "government official" to include:

- (i) Officers or employees of a foreign government or any department, agency or instrumentality thereof.
- (ii) Officers or employees of a company or business owned in whole or in part by a government ("state owned or controlled enterprises").
- (iii) Officers or employees of a public international non-governmental organization (such as the United Nations, World Bank or the European Union).
- (iv) Foreign political parties or officials thereof.
- (v) Candidates for political office.

The term also includes spouses or other immediate family members of foreign officials.



3. Permitted Payments.

The FCPA does not prohibit all payments to foreign government officials. In general, the FCPA permits three categories of payments:

(a) **Facilitating Payments.** The FCPA does not prohibit nominal payments made to low-level government officials to ensure the proper performance of a government official's routine, non-discretionary duties or actions. This is a very narrow exception. Routine governmental action does not include a decision by a foreign government official to award business to, or to continue business with, a company; nor does it include any payment to circumvent an official process or procedure.

It is often difficult to determine the legality of such payments or gifts under local laws at a given location, and the laws of most countries do not permit even these small payments. Therefore, every effort should be made to resist making facilitating payments, and Company personnel should consult with their most senior executive responsible for operations in the particular country or region, the Compliance Officer or the General Counsel, including their assigned designees, before making such payments. If any facilitating payments are made, they must be recorded accurately and in reasonable detail in the Company's books and records.

(b) **Promotional Hospitality and Marketing Expenses.** The Company may pay for the reasonable cost of a foreign government official's meals, lodging or travel if, and only if, the expenses are bona fide, reasonable, and directly related to the promotion, demonstration or explanation of Company products or services, or the execution of a contract with a foreign government or agency.

(c) **Promotional Gifts.** Promotional gifts of nominal value may be given as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the trademark of the Company or one of its products.

4. Political Contributions.

Contributions to candidates for foreign political office are prohibited unless the Chief Compliance Officer or General Counsel pre-approves them in writing.

5. Record Keeping.

All expenses involving foreign government officials must be recorded accurately and in sufficient detail to establish the purpose and amount of the expenditure. No undisclosed or unrecorded Company



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accounts shall be established for any purpose. False or artificial entries shall not be made in the books and records of the Company for any reason.

6. Cash Payments.

Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks shall not be written to "cash," "bearer" or anyone other than the party entitled to payment except to replenish properly used petty cash funds.

7. Representatives.

All third party Company representatives must fully comply with the FCPA and all other applicable anti-corruption laws and regulations. Company personnel should carefully review all third-party compensation requests. Any inexplicable charges should be questioned and any unusual or inappropriate requests (such as requests for payments inconsistent with the contract terms, requests for payments to unknown third parties, requests for payment without supporting documentation, requests for payments in-kind, requests for payments to offshore accounts or entities, and unusual or inexplicable expenses) should be reported to a local manager responsible for final payment approval and the Chief Compliance Officer or General Counsel, or their assigned designees, if the explanations provided by the third party requesting payment are insufficient.

Prior to entering into any new agreement with any agent, consultant, joint venture or other business partner empowered to act on behalf of the Company, responsible Company personnel shall perform a commercially reasonable risk assessment, refer such proposed agreements to the General Counsel, Chief Compliance Officer, or their assigned designees, and undertake additional due diligence steps as necessary to obtain assurances that any third party engaged to act on the Company's behalf will comply with all applicable anti-corruption laws.

8. Compliance.

Personnel must be familiar with and perform their duties according to the requirements set out in this Policy. Personnel who violate this Policy are subject to disciplinary action, up to and including dismissal. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with the Company.

Any Personnel who suspects that this Policy may have been violated must immediately notify the Company as specified in section entitled "Reporting Policy Violations" below. Any person who, in good faith, reports suspected legal, ethical or policy violations will not suffer any retaliation or adverse consequence for doing so. When in doubt about the appropriateness of any conduct, the Company requires that you seek additional guidance before taking any action that may subject the Company to potential FCPA liability.



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9. Duty to Cooperate.

The Company may at times undertake a more detailed review of certain transactions. As part of these reviews, the Company requires all employees and third-party representatives to cooperate with the Company, outside legal counsel, outside auditors or other similar parties. The Company views failure to cooperate in an internal review as a breach of your obligations to the Company, and will deal with this failure severely in accordance with any local laws or regulations.

10. Reporting Policy Violations.

In accordance with Section 8, Personnel must immediately report any violations of this Policy. Personnel and third parties may report violations of this Policy to the General Counsel or Chief Compliance Office. The Company will endeavor to keep the identity of individuals reporting FCPA compliance concerns confidential.

- **Chief Compliance Officer:** jmonroe@trueblue.com; (253) 680 - 8476
- **General Counsel:** jdefebaugh@trueblue.com; (253) 680 – 8210

11. Questions About The Policy.

If you have any questions relating to this Policy, please contact the Company's Chief Compliance Officer or the Company's Director of Ethics and Compliance.

Rev. 02122016