

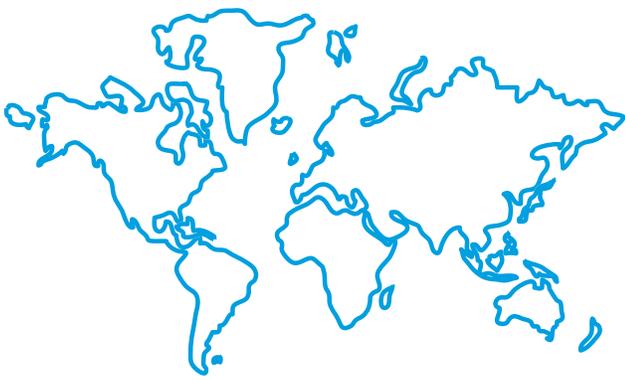
# Anti-Bribery & Corruption

## Policy

*"At TrueBlue, we hold each other responsible for adhering to our Company's values of being optimistic, passionate, accountable, respectful and last, but certainly not least, "being true." Being true is not just about following a set of rules, being true is being ethical and acting with integrity. As we expand, I am counting on each of our employees to embody the be true value in every action we take and in every country we operate. So thank you for taking the time to understand and follow our Code of Conduct and Business Ethics and this Anti-Bribery and Corruption Policy. It has long been the focus of all of our employees on these important policies that has helped us build one of the world's most trustworthy companies."*

*Patrick Beharelle,  
CEO, TrueBlue, Inc.*





## **Purpose**

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TrueBlue Inc. and its subsidiaries worldwide (“TrueBlue”) are committed to conducting business ethically, responsibly, and with honesty and integrity. TrueBlue has zero tolerance for non-compliance with this Anti-Bribery and Corruption Policy (“Policy”) and all applicable laws in the countries where it does business. This includes complying with laws prohibiting bribery and corruption in both the public and private sectors, such as the U.S. Foreign Corrupt Practices Act (“FCPA”) and U.K. Bribery Act, and applicable international and local laws in other countries and territories where we conduct business.

This Policy establishes the Company’s expectations for compliance with applicable laws and the core values established in the Code of Conduct and Business Ethics, applicable to the Board of Directors, officers, employees and contractors, and the Supplier Code of Conduct, applicable to all third parties. The Policy is an integral component of TrueBlue’s worldwide anti-bribery and corruption compliance program (“ABC Program”) and should be referenced together with the Third Party Meals, Gifts, Travel and Entertainment Policy.

## **Application**

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The Policy applies to everyone at TrueBlue. This includes the members of the Board of Directors and all officers and other employees of TrueBlue and its subsidiaries worldwide (“TBI Employees”). For convenience, the definition of Employees will include any independent contractors, who are also covered by the Policy. TBI Employees are required to comply with this Policy, the Code of Conduct and Business Ethics, all related policies and procedures and all applicable anti-corruption laws.

Third Parties, including consultants, agents, vendors, suppliers, intermediaries, joint venture partners, clients and any other business partners acting for the Company (“Third Parties”), are expected to review and understand this Policy, establish their own anti-bribery and corruption compliance programs consistent with this Policy, and comply with applicable anti-bribery and corruption laws, contractual provisions, and TrueBlue’s Supplier Code of Conduct. TBI Employees and Third Parties are sometimes together referred to as “Company Representatives.”

## Responsibility and Oversight

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All TBI Employees are responsible for compliance with the Policy through their conduct. Additionally, TrueBlue management is responsible for ensuring that Company Representatives reporting to them are aware of and understand the Policy.

Any additional country-specific anti-corruption guidance that is issued by TrueBlue to conform to local laws or to address local circumstances will be consistent with this Policy. TrueBlue does not permit or tolerate any violation of federal, state, international or local anti-bribery or corruption laws in the countries we operate.

The Chief Ethics and Compliance Officer oversees compliance with the Policy and TrueBlue's ABC Program. The Chief Ethics and Compliance Officer has entrusted certain Compliance Department personnel with additional oversight responsibilities, such as assisting with training TBI Employees in understanding and following the Policy, providing guidance on implementation, conducting internal investigations of suspected Policy violations, and conducting due diligence and continuous monitoring of Third Party compliance from inception of the business relationship. Questions about this Policy should be directed to TrueBlue's Chief Ethics and Compliance Officer at [ethics@trueblue.com](mailto:ethics@trueblue.com).

## We Prohibit Bribery and Corruption

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TrueBlue strictly prohibits bribery and corruption of any kind in connection with the Company's business. All Company Representatives are responsible for recognizing red flags indicating possible bribery and corruption and reporting them to the Compliance Department.

No Company Representative may solicit, accept, offer or pay bribes or otherwise try to improperly influence anyone – in the government or the private sector – even if such payment is called something other than a bribe. The prohibition applies to all improper payments paid directly by a TBI Employee, or indirectly through a Third Party working for TBI. Company Representatives found to engage in prohibited practices will face discipline, up to termination of employment or the business relationship and may face prosecution and monetary penalties.

### A. Recognizing Bribery

Bribery and corruption occur when gifts, entertainment or other benefits ("things of value") are offered or provided directly or indirectly to Government Officials and their relatives, and generally to any individual(s) working in commerce (e.g., clients, prospective clients) in order to influence their actions or decisions in carrying out their official or business duties. Bribery and corruption also occur when a Company Representative solicits or accepts things of value, from anyone, for the prohibited purpose of being influenced in his/her business decisions or actions for the Company.

Things of value can include cash, cash equivalents (e.g., gift card), excessive and improperly documented gifts, lavish meals, entertainment, travel and lodging, employment and internship opportunities (for the recipient or his/her family members), contracts, preferential treatment in business, discounted goods or services, political donations, charitable contributions, and in-kind services.

Bribery and corruption are sometimes obvious but sometimes difficult to recognize. Company Representatives should use caution and common sense, and not offer or accept things of value if they have reason to believe the exchange appears inappropriate or would violate any laws, regulations or policies governing their own or the recipient's behavior.

## **B. We Don't Bribe Government Officials**

Company Representatives must not offer or give anything of value to Government Officials or their Family Members for an improper purpose or without the Compliance Department's approval. While applicable laws prohibit bribery and corruption of persons in both the government and private sectors, the consequences of bribing Government Officials are particularly harsh.

Who is a Government Official? It is anyone who works for or represents the U.S. or a foreign government in any capacity, including:

- Heads of state, legislators, elected and appointed politicians, judges
- Civil servants and government employees (e.g., customs, tax authorities, or labor inspectors)

- Private citizens acting in an official capacity on behalf of any government entity
- State-owned or controlled enterprises (telecommunications companies, utilities, banks etc.)
- Public institutions (hospitals, schools, universities, etc.)
- Security personnel (military, police, intelligence)
- Political parties, party officials, and candidates for political office
- Public international organizations (World Bank, United Nations, FIFA, etc.)

A Family Member of a Government Official for the purpose of this Policy is limited to a current spouse, child, parent or sibling.

One country's failure to classify an individual as a Government Official under its local law is no excuse for violating the Policy or another country's laws. While the FCPA applies to corruption in the public sector, the U.K. Bribery Act, other U.S. laws, and the laws of many other countries also prohibit private sector bribery. Accordingly, all bribery (whether public or private) is prohibited under this Policy. Company Representatives should seek guidance from the Compliance Department if there is any doubt as to someone's status as a Government Official.



## **C. We Don't Use Third Parties to Bribe**

Company Representatives who are not TBI Employees but work on TrueBlue's behalf are called "Third Parties."

Examples of Third Parties commonly engaged by TBI are companies that provide payroll, accounting/finance, and legal services, as well as consultants of any kind. Third Parties may not accept or pay bribes or commit other prohibited practices on the Company's behalf. The Company prohibits the use of Third Parties for any actions that are contrary to the principles and requirements of this Policy or applicable law. See below for further guidance on identifying and addressing Third Party risk.

## **D. We Restrict Spending on Meals, Gifts, Entertainment and Travel Benefiting Company Representatives**

The Company recognizes that providing occasional meals, gifts, entertainment and travel support can be a legitimate and bona fide part of doing business in many foreign countries. However, any Company money spent must be reasonable, directly related to a legitimate business purpose, approved by the proper parties, and properly recorded in the Company's accounting books and records. Before spending Company funds, it is every Company Representative's responsibility to seek guidance and follow the Code of Conduct and Business Ethics or Supplier Code of Conduct, as applicable. TBI Employees must also refer to the TrueBlue Third Party Meals, Gifts, Travel and Entertainment Policy for guidance on prohibitions,

maximum spend allowances, approval requirements and procedures for requesting reimbursement for sanctioned, bona fide business-related meals, gifts, travel support, and entertainment.

By way of summary, any offer or provision of business-related meals, gifts, travel and entertainment must comply with U.S. and local laws, regulations and rules applicable to the recipient. As specialized rules and standards exist for Government Officials in different jurisdictions, any doubt as to the legality of a gift or benefit, or the maximum monetary threshold of allowable spend in a particular jurisdiction, should immediately be referred to the Compliance Department.

Under no circumstances should spending be done with the intent to cause a Government Official to perform or decline to perform an official act, reward the Government Official for a past decision, or create the appearance of having that intent. Similarly, TrueBlue prohibits spending in the private sector that is intended to cause the recipient to violate or reward such person for violating his/her duty of loyalty to his/her employer or create an appearance of having that intent.

TBI Employees should never solicit meals, gifts, travel support and entertainment from an individual or entity doing or seeking to do business with TrueBlue, or with whom TrueBlue seeks to do business. Additionally, TBI Employees should not accept meals, gifts, travel support or entertainment that could influence or be perceived as influencing their work duties.

If the above requirements are met, then generally, business-related meals, entertainment and corporate tokens of appreciation (except cash or gift cards) that are reasonable, business justified, infrequent and modest in value may be openly provided within the private sector. For rules relating to exclusions, Government Officials, travel support and other procedural pre-approval and documentation requirements, see TrueBlue's Third Party Meals, Gifts, Travel and Entertainment Policy.

## **E. We Prohibit Political Contributions**

TrueBlue prohibits Company Representatives from using Company funds or property in support of any political candidate, political party or party official without express authorization by the Chief Ethics & Compliance Officer or General Counsel. Additionally, while TBI Employees are welcome to participate in political activities on their personal time and at their own expense, without reimbursement from the Company, such activity may not interfere with the performance of their duties to TrueBlue and should not be carried out in TrueBlue's name. This restriction does not apply to the TrueBlue Government Affairs team's official advocacy and grassroots efforts. For more guidance, see the Code of Conduct and Business Ethics sections on political participation.

## **F. Special Considerations for Charitable Contributions**

While the law does not prohibit legitimate charitable contributions, the Company is obligated to take steps to ensure that funds committed for such purposes are not made for improper purposes or diverted for unintended uses. Contributions and event sponsorships to known

and officially registered charitable organizations for legitimate business purposes that are modest and raise no "special concerns" may be made with advance up-line approval from a Vice President, in keeping with the Code of Conduct and Business Ethics and the TrueBlue Third Party Meals, Gifts, Travel and Entertainment Policy.

When do charitable contributions raise "special concerns?"

There are numerous situations in which a charitable contribution should not be made, such as when:

- Any contribution to a charitable organization or sponsorship of an event is believed or suspected of being linked to a Government Official, Family Member or close business associate of a Government Official.
- The donation or scholarship contribution is requested by a Government Official, Family Member or close business associate of a Government Official.
- The charitable organization or event organizer is not transparent regarding its use of donated funds.
- The charitable organization or event organizer is not officially registered as a 501(c)(3) or local equivalent, known in the community, or has a questionable reputation.
- The charitable organization or event organizer requests a contribution be made in cash.
- Any other facts or circumstances that raise concerns about whether the contribution will be used appropriately and as intended.

Company Representatives must promptly report solicitations for contributions raising special concerns to the Compliance Department through [www.truebluecompliancealert.com](http://www.truebluecompliancealert.com).

TBI Employees responsible for engaging any charitable organization must comply with the Purchasing Department's vendor registration process, which includes a due diligence review. To begin the due diligence process, please contact [purchasing@trueblue.com](mailto:purchasing@trueblue.com).

## **G. We Prohibit Facilitating Payments**

"Facilitating payments" are small sums paid to facilitate or expedite a routine government action. TrueBlue prohibits Company Representatives from making facilitating payments to Government Officials and private parties as they are illegal under the laws of most countries. Report all requests for facilitating payments to the Compliance Department through [www.truebluecompliancealert.com](http://www.truebluecompliancealert.com).

## **We Keep Accurate Books and Records**

At TrueBlue, we pride ourselves on our positive reputation for trustworthiness in all aspects of our business. We strictly follow all laws requiring the keeping of complete and accurate books, records, and accounts. Financial information must reflect actual transactions and conform to Generally Accepted Accounting Principles ("GAAP"). In keeping with applicable laws and regulations all transactions must be timely, fully and accurately recorded and described in all business documents, regardless of whether they were internally generated or received from Third Parties. Accurate books and records include details regarding the recipient (including Government Official status), and complete and accurate approval request forms, as

detailed in the TrueBlue Third Party Meals, Gifts, Travel and Entertainment Policy. These requirements apply equally to all expenses incurred by Third Parties and require diligent review of Third Party invoices for suspicious and uncorroborated charges.

No undisclosed or unrecorded Company accounts should be created for any purpose, nor should false, misleading or artificial labels or entries be made in the Company's books, records and accounts for any reason.

## **You Must Report Solicitation and Extortion**

Being asked to pay a bribe or facilitating payment is no excuse for violating this Policy. Any Company Representative solicited should refuse and immediately notify the Chief Ethics and Compliance Officer, General Counsel or the Compliance Department through [www.truebluecompliancealert.com](http://www.truebluecompliancealert.com). Any threat to the personal safety of a Company Representative or another should immediately be reported to law enforcement, and then through one of the channels above.

### **Responding to Solicitations:**

Any Company Representative asked to act in violation of this Policy must politely but clearly refuse. Company Representatives should not risk creating the impression of agreeing with or ignoring the request. They should remind the requestor that TrueBlue has a strict policy against all bribery and corruption.

## We Hold Business Partners Accountable

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TrueBlue prohibits direct and indirect bribery and corruption. Third Party business partners acting for the Company must review and understand this Policy, establish their own anti-bribery and corruption compliance programs consistent with this Policy, comply with applicable anti-bribery and corruption laws, contractual provisions, and TrueBlue's Supplier Code of Conduct. Additionally, Third Parties must agree to and cooperate with TBI's risk-based anti-bribery and corruption due diligence process before engagement and for the duration of the business relationship.

### A. We Conduct Due Diligence on Third Parties

TrueBlue can be held responsible for the conduct of Third Parties when it occurs in the course of their work for us. Therefore, the Company should never enter any business relationship with a Third Party without establishing a bona fide business justification for the engagement and conducting a risk-based inquiry into the Third Party's background, qualifications, affiliations and reputation ("due diligence"). The Third Party due diligence process is to be carried out by TrueBlue's Purchasing Department in consultation with the Compliance Department. Entering a business relationship with a Third Party that is a Government Official or will have substantive interaction with Government Officials raises specific concerns and requires the Compliance Department's review prior to the start of work by the Third Party. The existence of other red flags, discussed in detail below, may also

require enhanced due diligence and anti-bribery and corruption controls before the relationship is approved. TBI Employees should inform the Compliance Department through [www.truebluecompliancealert.com](http://www.truebluecompliancealert.com) if they have identified a Third Party who is or will interact with Government Officials for the Company, or another red flag.

### 1. Due Diligence on New Vendors

Every TBI Employee responsible for engaging a new vendor relationship – e.g., consultants, agents, suppliers, intermediaries – must direct them to comply with the Purchasing Department's vendor registration process, which includes a due diligence review. Any red flags raised during the due diligence process must be addressed to the satisfaction of the Company prior to entering the relationship and issuing payment. To begin the due diligence process, please contact [purchasing@trueblue.com](mailto:purchasing@trueblue.com).

Our responsibilities do not stop once initial due diligence is complete. Ongoing monitoring and updated due diligence documents should be supplied at appropriate intervals, such as during contract renewal, or if the Third Party's circumstances materially change making prior due diligence responses inaccurate or misleading. All due diligence documents are to be kept by the Purchasing Department for the duration of the business relationship, and for five years thereafter.



TBI Employees requesting or overseeing a Third Party's engagement remain responsible for overseeing that business relationship throughout its lifecycle. The engaging party must remain vigilant to any new red flags and perform periodic evaluations the results of which must justify the ongoing business relationship. Any new concerns must be reported to the Compliance Department through [www.truebluecompliancealert.com](http://www.truebluecompliancealert.com) so that risk can be considered, and appropriate safeguards developed.

## **2. Due Diligence in Hiring**

In certain situations, offering employment, internships and business opportunities can raise bribery, corruption and conflict of interest concerns. Due diligence and approval by Compliance and Human Resources is required before any TBI Employee offers, promises or provides employment, a work contract, an internship position, or a business opportunity to a Government Official, Family Member of a Government Official or private sector person or entity with whom the Company is doing or seeking to do business.

As discussed in the Red Flags Section below, TBI Employees must consult with and obtain approval from Compliance prior to retaining any new vendor who has been recommended by a Government Official or Family Member of a Government Official.

For a TBI Employee to solicit or accept an employment related benefit from a Government Official or private sector entity with which TrueBlue is doing or seeking to do business is inherently problematic and should be reported to Human Resources and Compliance.

## **3. Due Diligence in Mergers and Acquisitions**

TrueBlue periodically engages in acquisitions of other businesses. By acquiring another company, TrueBlue can become liable for the prior conduct of that company. TrueBlue can also become responsible for continuing conduct that violates anti-bribery and corruption laws. It is therefore the Company's policy that anti-bribery and corruption due diligence will be performed prior to completing an acquisition to enable TBI to identify and mitigate risks. Additionally, the Company will incorporate the acquired company into its internal controls and compliance program as soon as practicable, including through training new employees, reviewing third-party relationships, and conducting audits as appropriate. TBI Employees are required to cooperate with any such efforts.

### **B. Recognize Red Flags**

In some transactions and business ventures in foreign countries, it may be commonplace to hire well-connected Third Parties to secure or maintain business, make introductions and/or lobby Government Officials. Such arrangements can be misused as conduits for bribery. Company Representatives should watch for warning signs – or red flags – that indicate the possibility of bribery or a risky relationship. Particularly in countries with a high Corruption Perception Index (CPI), prospective business partners may be subject to enhanced due diligence.

The following list is not all-encompassing. If you see a red flag, do not ignore it. Every Company Representative is responsible for reporting knowledge of red flags or

improper conduct. Report red flags to the Compliance Department through [www.truebluecompliancealert.com](http://www.truebluecompliancealert.com).

### Examples of Red Flags

- The prospective business partner refuses to undergo due diligence or does not have a compliance program or code of conduct or refuses to provide it.
- The prospective business partner has a poor business reputation or history of improper payment practices, such as prior or ongoing investigations by law enforcement authorities or prior convictions.
- Information provided about the prospective business partner or its principal(s) is not verifiable by data, only anecdotally.
- The prospective business partner is recommended by a Government Official or a family member of a Government Official.
- A Government Official or Family Member of a Government Official has an ownership interest in the prospective business partner.
- The business partner does not have experience performing the work it proposes to do or is being hired solely because of its ties to a Government Official.
- The business partner's profit margin or fees exceed fair and reasonable compensation for the proposed work.
- The business partner wants to be paid in cash, to an offshore account or through another party.
- The business partner objects to anti-bribery and corruption contract terms or refuses to enter into a written contract for the provision of its services.
- The business partner submits false or misleading invoices or refuses to provide supporting documentation for claimed expenses.

## C. Do Not Ignore or Assist with Improper Conduct

TBI Employees working with a Third Party – particularly clients – should not allow themselves to be drawn into any improper conduct in violation of this Policy, the Code of Conduct and Business Ethics or applicable anti-bribery and corruption laws. TBI Employees must immediately report questionable conduct to the Compliance Department through [www.truebluecompliancealert.com](http://www.truebluecompliancealert.com). They should not try to solve this type of problem on their own.

## Mandatory Employee Training & Certification

While TrueBlue expects all Company Representatives to be familiar with this Policy and the general anti-bribery and corruption principles outlined here, TBI Employees have additional training requirements at appropriate intervals as part of the ABC Program. Upon satisfactory completion of the training, you, the TBI Employee, will be asked a series of questions to test your understanding of the Policy, and to certify that you: (1) have read and understand the Policy; (2) will follow the Policy, and; (3) are not aware of an unreported violation of the Policy.

Where appropriate, the Company will also act within its discretion to require Third Parties to undergo training upon engagement and at appropriate intervals.



## **Compliance Responsibilities**

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Every TBI Employee is responsible for abiding by this Policy. TBI Employees who violate the Policy are subject to disciplinary action, up to and including termination. Third Parties that fail to comply with the principles of this Policy, applicable anti-bribery and corruption laws, contractual provisions, and TrueBlue's Supplier Code of Conduct are subject to termination of the business relationship. All violators may be subject to individual criminal and civil prosecution and monetary penalties.

## **Investigations**

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The Company may at times conduct a more thorough review of certain transactions or Third Party relationships. As part of these reviews, all Company Representatives must cooperate with the Company, external legal counsel and auditors. Failure to cooperate in an internal investigation, audit, or due diligence review carried out by the Compliance Department is a breach of Policy and will result in disciplinary action and/or termination of the business relationship.

## **Reporting**

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Our "Be True" value reflects the Company's commitment to ensuring that ethics are at the center of the way we work. All TBI Employees must model Be True by immediately raising anti-bribery and corruption concerns and reporting any suspected or actual violation of this Policy through these reporting channels:

- ComplianceAlert (anonymously) at [www.truebluecompliancealert.com](http://www.truebluecompliancealert.com), by marking the appropriate area of concern. Or by phone in the U.S. and Canada at 855-70-ALERT. International callers should dial 001 855 70 25378.
- Chief Ethics and Compliance Officer
- General Counsel

## **No Retaliation**

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The Company has an open-door philosophy to ensure that anyone who brings forward concerns, or assists, participates or testifies in an investigation will be free from retaliation or other detrimental action. Any reprisal against any Company Representative for reporting a suspected violation, in good faith, is strictly forbidden. Accordingly, the Company will strictly discipline, up to termination of employment, any TBI Employee that retaliates against another for bringing forward information or participating in an investigation or audit. For more information on the Company's commitment to anti-retaliation and open-door philosophies, see TrueBlue's Anti-Retaliation Policy.