

Anti-Corruption Compliance Policy

Fortune Brands Home & Security and all its Operating Companies (FBHS) are committed to conducting business ethically and in compliance with all applicable laws, rules, and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA), that prohibit bribes and other improper payments to obtain a business advantage.

All Bribery Prohibited: FBHS strictly prohibits all bribery or any improper payments in any of its operations throughout the world. All employees, regardless of citizenship or location, must not bribe or make improper payments to any person, whether a government official or a private person, and they must not use intermediaries, such as agents, consultants, advisers, distributors or any other business partners to commit such acts.

Keep Accurate Records: Misleading, incomplete or false entries in FBHS's books are never acceptable. All employees must carefully record each expenditure. All recorded transactions must be supported by appropriate documentation such as invoices and receipts, and include a statement that describes the nature of the transaction. If you are aware or suspect that anyone is directly or indirectly falsifying our books and records, attempting to conceal a payment, or generating false invoices, you must report your concern immediately to the FBHS Legal Department (Robert Biggart at 847-484-4443 or Robert.Biggart@FBHS.com; Scott D'Angelo at 847-484-4586 or Scott.D'Angelo@FBHS.com) or to our third party helpline at 855-212-7613 or www.fbhscompliance.com.

When in Doubt, Ask: It is important that you raise any questions, problems or concerns if you are in any doubt about this Policy. When in doubt or when faced with a risky situation, ask the FBHS Legal Department for advice before acting.

I. Compliance with the Foreign Corrupt Practices Act

The FCPA prohibits any payment or offer of payment to a foreign (non-U.S.) government official for the purpose of influencing that official in order to obtain or retain business or to secure an improper business advantage.

The FCPA defines "payment" and "government official" very broadly. For example, the FCPA covers not only the actual payment of money but also an offer, promise or authorization of the payment of money or "anything of value," including cash, trips, donations, and services. Guidance on the types of payments that are prohibited is provided in the following pages.

The term "government official" includes not only employees of a foreign government but also employees of state-owned commercial enterprises outside the U.S., members of political parties outside the U.S., candidates for political office outside the U.S., as well as agents and close relatives of these individuals.

II. Facilitation Payments Are Prohibited

In certain parts of the world it is common for government employees to request small payments to secure or speed-up the performance of routine governmental action by a government official, such as obtaining permits or licenses, processing papers, or providing basic government services.

Examples of facilitation payments include a payment or fee that is not publicized and non-transparent to expedite changes to provide phone, power or water service, or clearance of goods through customs.

FBHS prohibits facilitation payments except (i) in cases of an emergency affecting or potentially affecting an employee's health or safety or (ii) when approved by the FBHS Legal Department. If there is such an emergency, you must contact the FBHS Legal Department as soon as practicable afterwards. Our policy applies even if local law allows for facilitation payments.

III. **Bribery of a Government Official Is Prohibited**

No payments should ever be offered, directly or indirectly, in any form of a gift, entertainment or anything of value to a government official or his/her representative in order to obtain or retain business, influence a business decision or secure an unfair business advantage. You are required to obtain prior approval from the FBHS Legal Department before making or offering any gifts, or providing any entertainment or hospitality, including travel expenses, to a government official. If approved, all expenses must be properly and accurately recorded in FBHS books and records, backed by receipts, and must be paid directly to the providers of the item or service.

An appropriate gift that will be approved:

- *Ordinary promotional materials like shirts and tote bags with the FBHS or Operating Company logo*
- *A small token provided only to reflect esteem or gratitude*
- *Something that can be shared by an entire office instead of just one person, such as a plant or candies*

Prohibited gifts include:

- *Cash or cash-equivalent gifts (such as traveler's checks, gift cards, or casino gambling chips).*
- *Expensive wine or liquor*
- *Jewelry*

Not all government payments are problematic or need prior approval from the FBHS Legal Department. For example, payments may be made to a governmental entity in the normal course of business such as paying taxes or engaging in a transaction.

IV. **Political and Charitable Contributions**

Political and charitable contributions, whether monetary or not, must never be made to influence or reward a governmental act or decision.

You are required to obtain prior approval from the FBHS Legal Department before promising, offering or making any contribution of FBHS funds for political or charitable purposes within or outside of the U.S. This does not prevent employees from taking part in political activities or making charitable contributions with their own money.

Political contributions by FBHS must comply with applicable laws and regulations in the U.S. or abroad even where not intended for an improper purpose, must be transparent and reasonable and properly recorded in FBHS's books and records with supporting documentation such as an accurate receipt or a letter of acknowledgement for the contribution.

V. **Third Parties, Including Representatives, Partners, Consultants, Suppliers, Distributors, Agents, and Others**

The FCPA does not differentiate between acts made by you or by someone acting on your behalf. FBHS and individual employees may be held liable for improper payments made by an agent or other intermediary if we have reason to know that a bribe or other improper payment will be paid. For that reason, all employees need to make sure that FBHS deals only with third parties that apply the same standards of business conduct as FBHS.

All employees must follow FBHS procedures regarding the retention of third parties, such as representatives, partners, consultants, suppliers, distributors, agents and others. FBHS employees should pay particular attention and remain alert to common "red flags" that may warrant an investigation of a third party either during the selection process or as we continue to work with that party.

Common Red Flags Associated with Third Parties:

- The third party is related to or closely associated with a foreign official*
- The transaction involves a country known for corrupt payments*
- The third party became part of the transaction at the express request or insistence of the foreign official*
- The third party requests payment to offshore bank accounts or payment in cash*
- The third party's commission or fee exceeds the market rate or the value of the services provided*
- The third party requests that its identity be kept hidden*
- The third party objects to FCPA representations and warranties in a contract*

VI. **Reporting Breaches of this Policy**

If you are aware of a suspected or actual violation of this Policy by others, you have a responsibility to report it. You and FBHS will be best served by bringing the concern into the open so that any problems can be resolved quickly and more serious harm prevented. If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor. However, there may be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with your Chief Financial Officer, a member of the FBHS Compliance Committee or the Compliance Committee at your Operating Company.

In addition, information may be reported in confidence by calling our third party helpline at **855-212-7613** or **www.fbhscompliance.com**. Reports can be made anonymously, if requested.

Upon making a report, you will be expected to promptly provide a specific description of the violation that you believe has occurred, including any information you have about the possible violation. You should do so without fear of any form of retaliation for any report of a possible violation of the Policy made in good faith.

Penalties for Non-Compliance

The consequences of failing to comply with the FCPA are very serious for a company and its employees. If a company is found to be in violation of such laws due to the actions of its employees or agents, it can result in significant corporate fines. FCPA violations also severely damage a company's reputation in the global marketplace. Violation of the FCPA and related anti-bribery laws can also subject the individual(s) involved to criminal prosecution, criminal fines, and imprisonment.