

The logo for Hill International, featuring the word "HILL" in a bold, red, sans-serif font. The letters are contained within a black rectangular frame that has horizontal bars above and below the text.

International

# CODE OF ETHICS AND BUSINESS CONDUCT





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At Hill International, our goal is to become the premier professional services firm in the construction industry worldwide. Integral to our success is a commitment to integrity, honesty and fair-dealing with all of our stakeholders. Without question, integrity is the foundation upon which all successful business relationships are built. It's the cornerstone of that unquestionable trust we build with each other and with our clients, day in and day out.

Our firm commitment to acting responsibly and with integrity in all aspects of our work is spelled out in our Code of Ethics and Business Conduct (the "Code"). The Code expresses our Company's philosophy and provides guidelines for ethical business conduct. An old Japanese proverb sums up nicely our approach to ethics and compliance: "Principles without practice are empty; practices without principle are dangerous."

Whether it's keeping accurate and complete records, treating one another with respect and appreciating our differences, avoiding conflicts of interest, or reporting an ethics violation, each of us owes a duty both to the Company and to all our stakeholders to act responsibly and with integrity in all of our business activities. Always remember, good ethics is good business.

The Code's principles and practices apply to and must be taken to heart by every director, officer, and employee of the Company and its subsidiaries. Each of us should give the Code careful study and make a habit of consulting it whenever an ethical issue or concern arises in the workplace. Knowing the Code is a must.

We are ethical leaders in our industry because we always seek to raise our standards. Today, I ask you to look within yourselves and raise your own high ethical standards even higher.

**Raouf Ghali**, Chief Executive Officer

The Code is designed to help us each navigate ethics issues in the workplace environment.



## About the Code of Ethics and Business Conduct



Hill International (“Hill” or the “Company”) has adopted this Code of Ethics and Business Conduct (the “Code”) for a variety of purposes. Among these are to:

- Promote honest and ethical conduct;
- Ensure the accuracy of all of Hill’s books and records, and to promote full, fair, accurate, public communications;
- Promote compliance with applicable governmental laws, rules, and regulations;
- Deter wrongdoing; and
- Require prompt internal reporting of breaches of Hill policies and procedures.

Everyone at Hill is accountable for following the Code. Directors, officers, employees, and agents of our company are all subject to its requirements.<sup>1</sup> But although the Code makes reference to a number of policies with which we must all comply, it also provides guidance for how to handle new situations for which a policy may not yet have been drafted.

*All persons should note that it is not the Company’s intention to grant or to permit waivers from the requirements of this Code. The Company expects full compliance with this Code.*

The Code is designed to help us each navigate ethics issues in the workplace environment and to provide sources for help or further information. Naturally, the Code cannot address every possible workplace situation or list all of Hill’s policies and procedures, but when used properly it can be a powerful tool for helping us resolve questions about what the best course of action would be in many situations.

When each of us follows the Code, we communicate our commitment to the philosophy that has made Hill a leader in the construction industry. It is important to note, however, that violations of the Code, or the policies referred to in the Code, could result in discipline, including termination of employment or referral for criminal prosecution.

### Using the Code

- Read through the entire Code.
- Think about how the Code applies to your job, and consider how you might handle situations to avoid improper, illegal, or unethical actions.

- Use the questions and answers to help clarify situations that you may encounter.
- If you have questions, ask your supervisor or manager or contact another one of the Legal Department resources listed in this Code.

### Ethical Decision Making

Ethical decision making is essential to the success of our Company. Some decisions are obvious and easy to make; others are not. When faced with a difficult situation, asking ourselves the questions below can help us to make ethical decisions.

- What is the ethics issue at stake in this situation?
- Is this situation against Company policy or the law?
- How could my decision affect our stakeholders?
- How could my decision affect my reputation or that of the Company?



## Compliance with the Law

All of us must respect and observe all applicable governmental laws, rules and regulations, wherever we live or work. Every country where Hill does business has its own laws, regulations and customs. Sometimes there can be significant differences from one place to another and between regions within a single country. However, no matter where we work, we are all responsible for respecting the laws and following all of our Company's policies.

## Reporting Violation

Each of us must speak up promptly if there is any reason to suspect that anyone at Hill has violated Company policies or local laws. We must also report any activity that could damage the company's reputation.

Anyone in the Hill community that has knowledge or suspicion of illegal, dishonest, or fraudulent activity should report in one of the following ways:

**By Phone: In the U.S., call 866-352-2792**

**Through the Website: [www.whistleblowerservices.com/hil](http://www.whistleblowerservices.com/hil)**

To the extent possible, the confidentiality of any whistleblower will be protected and maintained. To comply with the law, however, the identity of the whistleblower may have to be disclosed in some cases.

## Non-Retaliation Policy

Hill does not tolerate any form of retaliation for reports made in good faith. This includes blatant actions, such as firing, transferring, demoting, or publicly attacking someone, as well as more subtle retaliation, such as avoiding someone, leaving him or her out of professional or social activities, and so on. It includes actions taken by managers and employees alike.

### Related Policies

See Hill Employee Handbook, *Whistleblower Policy*



*Hill's Policy is that the Company will never retaliate against any person for reports of potential violations that are made in good faith.*

We Put everyone's unique backgrounds and perspectives to work in ways that help us all succeed.

**Creating a Positive Workplace**



## Creating a Positive Workplace

Hill International (“Hill” or the “Company”) has adopted this Code of Ethics and Business Conduct (the “Code”) for a variety of purposes. Among these are to:

### Diversity

At Hill, we promote diversity within our workforce and have an inclusive environment that helps each of us to fully participate and contribute to Hill’s success. For us, “diversity” means not only that our employees are of many races, genders, ethnicities, etc., but also that we put everyone’s unique backgrounds and perspectives to work in ways that help us all succeed. Diversity produces better business outcomes by using everyone’s talents and points-of-view to get the job done the best way possible.

### Equal Opportunity

At Hill it is our philosophy and an essential part of our culture that employment practices consistently and exclusively emphasize personal capabilities and qualifications over any other considerations in hiring, promoting, or offering additional employment benefits.

This means that we always make such decisions without regard to:

- Disability
  - Veteran status
  - Political preference
  - Sexual orientation
  - Any other characteristic protected by law
  - Sex
  - Ancestry
  - Physical disability
  - Mental disability
  - Medical condition
  - Family responsibilities
  - Marital status
  - Family care
  - Medical leave status
  - Citizenship status
  - Creed
- In the United States, discrimination is prohibited in hiring, rate of pay, promotion, demotion, transfer, layoff or termination. Many other countries have similar anti-discrimination laws.



## Harassment-Free Workplace

Hill is committed to providing a work environment where we are able to perform our jobs without physical or verbal harassment of any kind. Harassment includes offensive, hostile, or intimidating words or actions. Hill prohibits any form of harassment by or toward employees, contractors, vendors, or applicants.

In addition to other forms of harassment, Hill also prohibits any form of sexual harassment. Sexual harassment includes any unwelcome sexual advance, request for sexual favors, or other verbal or physical conduct that is sexual in nature. In many circumstances, such behaviors are not only prohibited by our policy, but also will be violations of federal law. This policy is not meant to prohibit consensual dating or marital relationships between employees.

### Questions and Answers



**I applied for a job in a different department whose staff consists of five males. I am a well-qualified female applicant, and it bothered me when the manager made a job offer to a male. I feel I may have been discriminated against, but what can I do?**

*Hiring decisions should be based solely on whether an applicant meets the stated qualifications for a position. If you believe you are being discriminated against, report this to your supervisor, a Corporate Human Resources (“HR”) representative, or the Legal Department.*



**I am a supervisor who has only one minority employee. Unfortunately this employee is having performance problems. I am afraid to give a negative review for fear of being accused of discrimination. What should I do?**

*Provide consistent feedback to all members of your group. Be fair in your evaluation and document your proof with facts and examples. If you are accused of discrimination unfairly, the Company will support you. If you need help, consult with your local HR representative.*

## Questions and Answers

**➤ I am leading a major project with a tight deadline. One team member, who happens to use a wheelchair, is a good worker but is often late to team meetings. Now the project has fallen behind schedule, and some other team members are grumbling about it. Should I raise the lateness issue with the disabled team member?**

*Yes. The situation calls for balancing the team's interest in completing the project on time with the need to accommodate a worker's disability. In raising the issue, acknowledge the disabled worker's efforts so far and assure him that he is a valued member of the team. Explain the importance of meeting the project deadline and your concerns about falling behind schedule. Ask whether you or another team member can be of any assistance either in helping him get to future meetings on time or finding a closer and more accessible venue for them.*

**➤ I am interviewing a job applicant, and I want to hire someone with a good character and a strong work ethic. May I ask the applicant about his religious upbringing and current religious beliefs and practices?**

*No. Although your interest in finding out about a prospective employee's character and work ethic is legitimate, it is illegal to ask job applicants about their religious affiliation. A careful check of all references is your best alternative.*

### Related Policies

*See Hill Employee Handbook, Equal Employment Opportunity, Affirmative Action (if Applicable); Non-Discrimination; Anti-harassment and Professional Behavior Policy*



Hill is committed to protecting the quality of the environment for our employees.

**Environment, Health, and Safety**



## Environment, Health, and Safety

Hill is committed to protecting the quality of the environment for our employees, our customers, and the communities in which we operate. We will comply with both the letter and the spirit of all laws and regulations designed to protect the environment. Furthermore, we take the health and safety of all of our employees and customers very seriously.

Each of us has a responsibility to understand the environmental and safety issues relevant to our positions, and for performing our responsibilities in a manner consistent with company policies and procedures. These include always working safely, looking out for the safety of our fellow employees and customers, and protecting the environment.

### Drug- and Alcohol-Free Workplace

We strive to maintain the safest and most positive work environment possible. One way Hill has shown its commitment to this is

through the implementation of a Drug-Free Awareness Program. Among the principles of this program are these points:

- Employees are prohibited from the use, sale, dispensing, distribution, possession or manufacture of illegal drugs or alcohol on company premises or in company vehicles.
- Employees are prohibited from any use, possession, or sale of illegal drugs or alcohol that could adversely affect job performance, safety, or the reputation of the Company.

Any violation of the Company's policy on drugs or alcohol will result in disciplinary action, up to and possibly including termination.

Employees who are experiencing work-related problems resulting from drug or alcohol abuse or dependency may seek counseling help through their healthcare program.



## Preventing Workplace Violence

To ensure the safety and security of everyone in the Hill community, weapons, firearms, ammunition, explosives, and incendiary devices are prohibited on Company property, except those carried by police, security guards or other authorized personnel.

Furthermore, the Company will never tolerate any acts or threats of violence, including all

verbal or physical threats. In many cases, abusive, erratic, or hostile words and actions are the first sign of more serious violent behavior.

If you become aware of a threat of any sort, you should report it to a supervisor, the local HR representative, or — as appropriate — Security and/or your local police department.

### Questions and Answers



**Yesterday I had an argument with a co-worker that almost escalated into a physical confrontation when he challenged me to meet him outside. I believe he may try to harm me at some point. What can I do?**

*Report this incident to your supervisor a corporate HR representative or the Legal Department. Threats of immediate concern should be referred to Security and/or your local police department.*



**A good friend and co-worker is going through a nasty divorce, and lately he's appeared to be "under the influence" while at work. Although I haven't seen him drink or take drugs on the job, I'm worried he may hurt himself or someone else. What should I do?**

*You need to ensure workplace safety and security while also reaching out to a friend who needs help and support. Report the situation to your supervisor or local HR representative as soon as possible. Remember, safety comes first. You may also want to speak with your friend about the situation. If it seems appropriate, encourage him to seek help through the Company's local HR department, which can arrange for substance-abuse counseling services or other appropriate action.*

## Questions and Answers

- My supervisor asked me to “fudge” a safety review being done for a client. He said that our report had to show minimal risk exposure. But I found several serious safety issues that ought to be addressed immediately. What should I do?**

*You must never minimize or dismiss safety issues when reviewing Hill’s or a client’s policies and procedures in this critical area, even if a supervisor asks you to do so. In this case, once you determine that the safety issues are serious and require attention, you have an obligation to report them. You also need to report your supervisor’s improper request to higher-level management.*

- At a client work-site I’m evaluating, the client’s management team has implemented a program to record, investigate, and correct injury-producing accidents. Part of the management team’s annual success sharing is based on its safety performance, but it’s come to my attention that injuries are not being reported. What should I do?**

*It’s important to make clear to our clients that they must exercise due diligence when it comes to investigating injury-producing accidents. Such investigations help to determine further steps necessary to prevent similar occurrences. You should always speak directly to the client’s site management team and also notify your supervisor when you hear credible reports of unreported workplace accidents.*

### Related Policies

*See Hill Employee Handbook, Drug-Free Workplace; No Weapons Policy; Violence in the Workplace; Accidents and Emergencies; Smoke-Free Workplace*

Our books and records must be prepared promptly, accurately, completely, and honestly.

**Financial Integrity and Company Records**



## Financial Integrity and Company Records

Fair and accurate books and records are essential for managing Hill's business and maintaining the accuracy and integrity of the company's financial reporting and disclosure.

Hill's books and records must be prepared accurately and honestly. All of our books and records must be supported by enough documentation to provide a complete, accurate, valid, and auditable record of all transactions. This is true for all transactions, whether major expenditures or small expense reimbursements. Also, we must always comply with the requirements of applicable accounting and auditing standards in the preparation of any company information.

Various laws also require the completeness and accuracy of our records, including the Foreign Corrupt Practices Act ("FCPA").

("NYSE"). Any attempt to conceal or misstate information in Company records is a serious offense and may result in disciplinary action and criminal prosecution.

Each of us is responsible for reporting any suspected violations of the company's accounting policies and procedures. You should report any suspected violation of these policies directly to the Audit Committee of the Board of Directors, by using one of the tools listed in **Reporting Violations**, on page 6.



## Internal Controls and Audits

Reliable internal controls are essential for proper, complete, and accurate accounting. Each of us must understand the internal controls relevant to our positions and follow the policies and procedures related to those controls. We are all encouraged to talk to our managers or supervisors immediately if we ever suspect that a control does not adequately detect or prevent inefficiency, waste, or fraud.

Audits are performed by our internal and external auditors to help ensure compliance with established policies, procedures, and controls. They are also designed to help identify potential control weaknesses so they may be corrected promptly. All of us are required to cooperate fully with internal and external audits. This means always providing clear and truthful information and cooperating fully during the audit process.

## Fraud

Engaging in any kind of fraud always violates Company policy and the law and will result in severe penalties. Those consequences apply to any dishonest or fraudulent activities, including:

- knowingly misrepresenting facts about the Company to anyone including auditors, government regulators, or any other stakeholders;
- misusing or stealing Company assets; and
- cheating on travel and entertainment expense reports.

We are all responsible for promptly reporting any act of fraud that we have witnessed or even suspect at Hill. Once again, it is Hill's policy never to retaliate in any manner against any employee who has, in good faith, reported a possible violation of any company policy, the law, or this Code.

## Retaining Company Records

We must all follow Hill's Records Retention Policy. Company records must be kept for the set period required by the company's retention schedule. Documents and other forms of information that do not qualify as Company records, however, should not be retained past the time that they serve a business purpose.



## Questions and Answers

**➤ I am not a manager. Can I be held legally responsible for failing to report Company information accurately?**

*Yes. Although top management must sign off on the Company's financial reports, every employee records some transactions and these all affect the financial reports. Be sure every transaction you record is accurate.*

**➤ You've completed a project that generated many documents, and you want to destroy them to free up space in your mail file. However, you have heard that the Company may be sued over this project. Can you destroy the documents in order to free up disk space?**

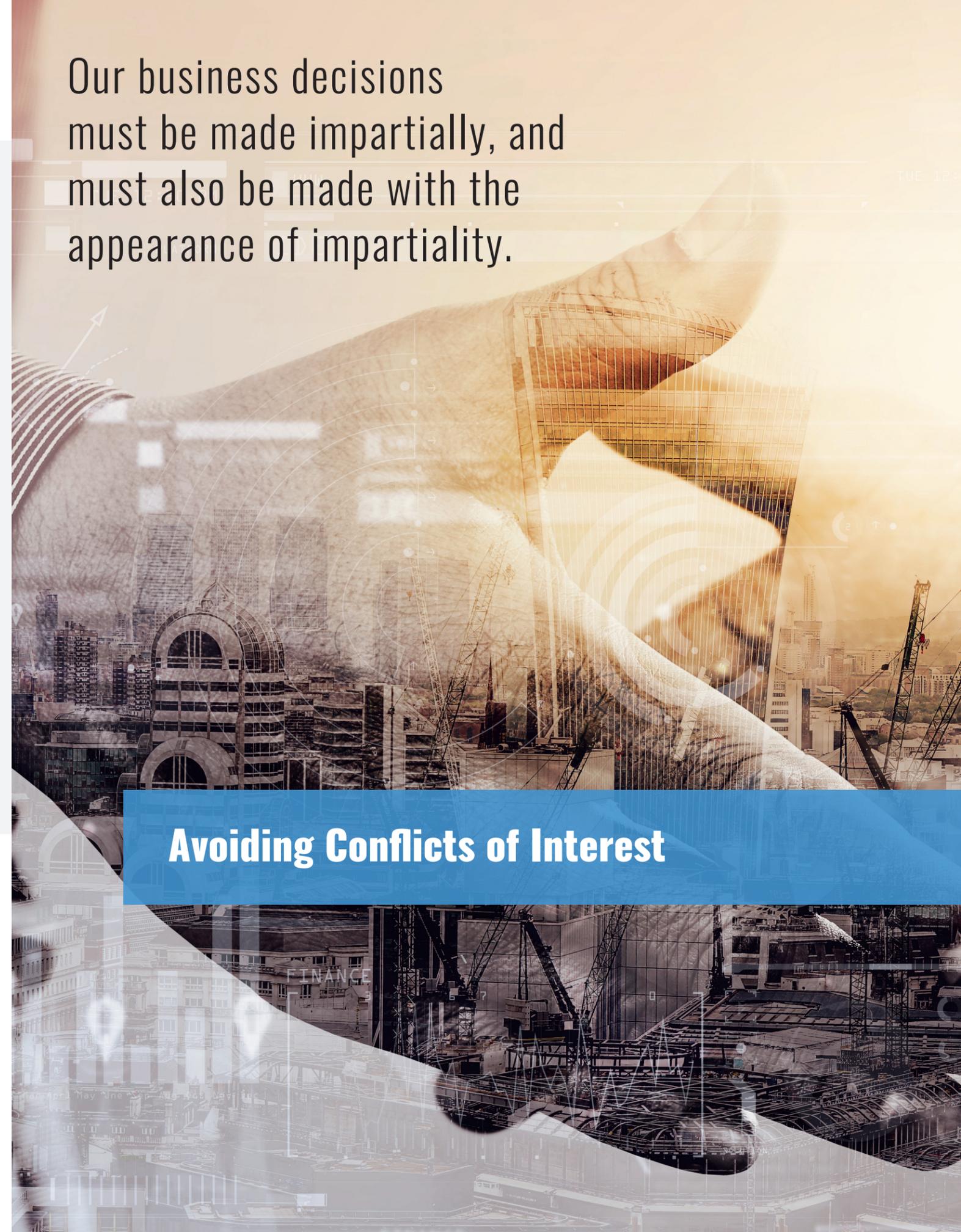
*No. Documents may only be destroyed in accordance with the provisions of Hill's Records Retention Policy. In this case, any document which is reasonably likely to be the subject of litigation, a government investigation, or audit should be retained until our legal department authorizes its destruction.*

### Related Policies

See Hill Employee Handbook, Records Retention

Our business decisions must be made impartially, and must also be made with the appearance of impartiality.

**Avoiding Conflicts of Interest**



## Avoiding Conflicts of Interest

At Hill, we always expect one another to act in the best interests of the Company. This means that business decisions must always be made impartially, and should also be made with the appearance of impartiality.

Conflicts of interest occur when an individual's outside activities or personal interests interfere, or even appear to interfere, with his or her responsibility to Hill. Examples of activities of a director, officer, or employee (or his or her close family member) that would be a conflict of interest include:

- Holding a significant interest (5% or greater) in any competitor, supplier, or customer.
- Engaging in consulting activities or employment with any competitor, supplier, or customer.
- Participating in outside business activities that interfere with the ability to devote appropriate time and attention to the duties and responsibilities of his or her position at Hill.
- Supervising or otherwise influencing the job evaluation, pay, or employment benefits of any close relative.
- Operating as a vendor to or customer of Hill, except under specifically permitted terms and conditions.
- Participating in any other event, circumstance, relationship, or situation in which one's personal interests interfere, or even appears to interfere, with the interests of the Company.

Any activity that has the appearance of a conflict of interest — whether or not an actual conflict exists — must be avoided. If you think you may be in a situation that could be perceived as a conflict, disclose the potential conflict to your supervisor or manager immediately. Of course, if any of us is aware of a conflict of interest at Hill, we must report it.

### Giving and Receiving Gifts

It is also a conflict of interest for a Hill employee, officer, or director to give or receive any gifts or entertainment to or from people or companies doing business with Hill, including both public and private entities. This applies to anything given or received that is of more than nominal value. Gifts of "nominal value" include promotional items such as caps, calendars, pens, and so on. Giving or receiving gifts or entertainment that is lavish or has a corrupt purpose is against the law and in violation of Company policy. If we ever feel that it may be appropriate to give or accept a gift of greater than nominal value, we must get approval from a Senior Vice President.

"Nominal value" include promotional items such as caps, calendars, pens, and so on. Giving or receiving gifts or entertainment that is lavish or has a corrupt purpose is against the law and in violation of Company policy. If we feel that it may be appropriate to give or accept a gift of greater than nominal value, we must get approval form a Senior Vice President.

<sup>2</sup> This example does not apply to Outside Directors; they are required, however, to disclose any direct or indirect significant ownership of a Hill competitor.

## Corporate Opportunities and Company Resources

We must always refrain from taking for ourselves any business opportunities that are discovered through the use of Company assets, and from using any corporate assets, information, or our positions for personal gain outside the scope of our employment with the Company.

Accepting an invitation to an event — such as a sporting event — may in some circumstances be acceptable if the primary purpose for your participation is the discussion of business or development of valuable business relationships. Obtain your manager's approval before attending any such event. Whenever possible, Hill should pay all associated expenses for your attendance or participation.



## Questions and Answers

- My father owns a controlling interest in a consulting firm that has subcontracted with Hill for many years. I was recently hired and in my new position I now have authority to contract with that same firm. Am I faced with a potential conflict of interest?**

*Even though the firm is a long-time subcontractor of ours, a conflict of interest has now been created because you are involved in the decision making process regarding the selection of subcontractors for consulting services. In this case, the problem could be resolved if an independent decision maker, such as your manager, acts instead of you. The important action for you to take is to disclose the potential conflict to your supervisor or manager so that it may be resolved.*

- I have become friendly with a consultant through my work at our company. I am not in a position to influence his contract renewal or how much work he gets. He invited me to stay at his home for the weekend to play golf at a great course in his area. I will pay my own transportation, greens fees, and will probably bring a token gift of wine or candy for my host. May I go?**

*You may accept this invitation. Hill does not want to interfere with the personal friendships of its employees. However, if you were in a position to influence this consultant's contract or work assignments, or to supervise or evaluate his work, this kind of offer could be viewed as a conflict of interest. If your position at the company changes so that you do have influence in these areas, you should disclose this relationship immediately.*

### Related Policies

*See Hill Employee Handbook, Conflict of Interest and Outside Employment; Financial Interest in Other Business.*

Hill's Information assets  
are vital to the Company's  
Success, and must be  
safeguarded.

**Protection of Information and  
Intellectual Property**

## Protection of Information and Intellectual Property

Hill's information assets include the Company's paper and electronic records, as well as the systems that store, process or transmit Company information. These are vital assets of the company. Hill's intellectual property, which includes the Company's trade secrets, patents, trademarks, and copyrighted material, is also vital to our success.

### Confidential and Proprietary Information

We all must be cautious and discreet when handling any information relating to Hill's business or that of its clients. Such information should be regarded as confidential, and safeguarded accordingly. Our policy prohibits anyone from removing such information from Hill premises without authorization, or from sharing the information with anyone – including other Hill employees – unless there is a legitimate business purpose to do so.

Outside parties should only have access to such information if they are under binding

confidentiality agreements. Similarly, when handling sensitive information that has been entrusted to us by others, we must always treat it with extreme care.

Examples of confidential business information include, but are not limited to:

- Client Lists and Information
- Contracts
- Data
- Financial Information and Costs
- Letters and Memos
- Manuals
- Methods
- Processes
- Proposals
- Reports of Studies
- Software
- Techniques
- Trade Secrets



## Communications with the Press

Occasionally in our jobs, we may be approached for information by someone outside the Hill community, including members of the media. It is critical that none of us makes any unauthorized statements to the media or anyone else about Hill or client matters that are or may be sensitive. Any communication to the media or others in the industry or financial community about such matters must, therefore, be made only by the CEO or other individuals as specifically designated by Hill. You may, however, speak to the media about general industry topics and for general marketing and business development purposes. If you have any questions regarding this policy, please speak to a representative of Hill's Marketing and Corporate Communications Department.

We also comply with all laws, regulations and contractual commitments regarding the intellectual property rights of third parties, including patents, copyrights, trade secrets, and other proprietary information. If you have a question about the use of patented or proprietary information including computer software of third parties, you should contact Hill's Legal Department. In order to use copyrighted material we must receive the permission of the copyright owner, unless such activities are allowed under the "fair use" provisions of the copyright laws.

## Privacy and Personal Data

Many of us handle personal data, including information about employees, contractors, directors, shareholders, customers, or others with whom Hill does business. We must always employ the highest standards of privacy when handling this information; in many cases, there are laws that govern how we collect, use, and dispose of personal data. For this reason, we must follow Company policies and guidelines for handling personal data. In general, personal data should only be processed if there is a legitimate business reason to do so, and we should not use more or different personal data than is required for the task at hand.

***Important Note: Privacy laws vary, depending on where you are doing business. Local management must obtain legal advice on local privacy standards and must communicate the requirements to all employees and contractors who handle personal data.***

## Electronic Communications

We must all ensure that computer and telecommunication systems are used only for Company business. Occasional personal use is permitted, but is a privilege that should not

be abused. By using Company systems, we are acknowledging that these may be monitored by the Company.

### Questions and Answers



**I have been asked to speak at an industry conference on the subject of our Company's risk assessment methodology and its benefits to our clients. What should I do?**

*Discuss the content of the presentation with your supervisor before accepting the invitation. Industry conferences can be a good opportunity to promote Hill. However, we must use extra caution to protect confidential information. Your presentation material may also need to be reviewed by Hill's Legal Department.*



**My work involves confidential information. I use a laptop computer when traveling on business. What precautions should I take?**

*Keep your laptop computer secure at all times. Do not check it with the airline or leave it in any unsecured place. If you travel with confidential information, be careful where you work on sensitive documents. Avoid public places where your information might be seen, such as planes, airports, or restaurants. If traveling abroad, check with Hill's Legal Department to ensure that any countries you are planning to visit do not have technology restrictions for laptop computers that could result in its being confiscated by Customs officials.*



**Can I use my Company e-mail to send an occasional personal e-mail to friends in other organizations?**

*You may use our Company e-mail system for occasional brief correspondence, the way you might briefly use the telephone to talk to a friend or family member during office hours. Recognize that the e-mail you exchange with others on a Company network may be accessed and read for legal or security reasons at any time. Information transmitted on the network that violates any law or is deemed to be offensive or inappropriate may subject you to disciplinary action.*

### Questions and Answers



**A colleague who works for another company asked me to provide the names of some of my business contacts. My colleague's company does not compete with our Company. Is it okay to give her this information?**

*Our client information is not only confidential but also is considered personal data. It should not be shared with anyone except as required or with the permission of the business contact. If you believe your client could use the services of your friend's company, you might mention it to your client and let him or her make the contact if interested.*



**My job requires access to our employees' personally identifiable information. May I transport this information onto my laptop when I work at home? The laptop is password protected.**

*This kind of information should be encrypted if it is transported via laptop. A password is not sufficient to protect your laptop if it is lost or stolen. If you must transport this information, please seek advice from our IT experts about how to safeguard it.*

#### Related Policies

*See Hill Employee Handbook, Email Use and Access policy; Internet; Policy*

## Conducting Business with Integrity

### Fair Dealing

We take seriously our responsibility to deal fairly with our clients, suppliers and competitors. We therefore always conduct our business with fairness, honesty, and respect. In all our dealings, our integrity must remain beyond question.

In part this means that we conduct the purchase and sale of goods, services, and property in a factual, honest, informative way, in compliance with all laws and other requirements. We will never take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

### Antitrust Laws and Competition

“Antitrust” laws, as they are called in the U.S., are often known internationally as “competition” or “antimonopoly” laws. The purpose of these laws is to help make certain that competition among companies remains fair. We are all responsible for helping to ensure that Hill’s business is always in compliance with these laws.

### Agreements and Contacts with Competitors

We must be very cautious when we engage in any contact with our competitors. Antitrust laws prohibit any agreements with competitors that might “restrain trade.” We do not want even to create the appearance that we have entered into such an agreement.

### Relationships with Clients and Suppliers

There are additional antitrust issues related to Hill’s relationship with our clients and suppliers. Inappropriate arrangements could be determined to be a “restraint of trade.” Hill’s Legal Department will be able to advise you on the areas of your business that might raise concerns.

### Consequences of Violations

The consequences of violating antitrust/competition laws can be extremely serious for Hill and its employees. Violations can lead to fines and imprisonment for the individuals involved and to heavier fines for the Company. In addition to criminal prosecution, civil suits can be filed as well.



***We are all responsible for helping to ensure that Hill is always in compliance with antitrust regulations***

## Questions and Answers



**I just got some confidential information about a competitor. I didn’t ask for it, but this kind of information could be very useful to me. What should I do?**

*Before you read or photocopy this information, call Hill’s Legal Department to discuss how the information was acquired. That will determine whether or not you may use it. If you are allowed to use it, follow the Legal Department’s instruction for documenting the source of the information.*



**I have the opportunity to interview someone who currently works for the competition for a position at our company. Is it OK to take the opportunity to ask about how the competitor conducts certain aspects of their business?**

*No. Focus on interviewing the person for the position, not on gathering information.*



**My manager recently told me that he knew we would not win a bid we’ve been working on for the last two weeks. When I asked him how he knew that, he said it was not our “turn,” and that we have an understanding with a competitor that this one “belonged to them.” I don’t feel at all comfortable with this. Is this situation okay?**

*No, this is not okay. If what your manager says is true, then this is a case of bid rigging. Bid rigging occurs when potential vendors conspire to predetermine a winning bidder. This is a violation of antitrust laws – because this kind of action eliminates competition among the conspiring vendors – and must be reported immediately.*

All of us need to be particularly aware that laws, customs, and regulations differ from location to location around the world.



## Doing Business Globally

Because of Hill's significant presence in the global marketplace, all of us need to be particularly aware that laws, customs, and regulations differ, sometimes dramatically, from location to location around the world. Employees engaging in international business have a special responsibility to understand and comply with applicable local laws as well as with relevant U.S. laws and regulations.

When business transactions involve more than one country, we must find the best way to comply with the laws and follow the customs of one country without violating the laws or customs of another country. Whenever a possible "conflict of laws" situation arises, we should always seek guidance from Hill's Legal Department.

## Doing Business with Government Officials

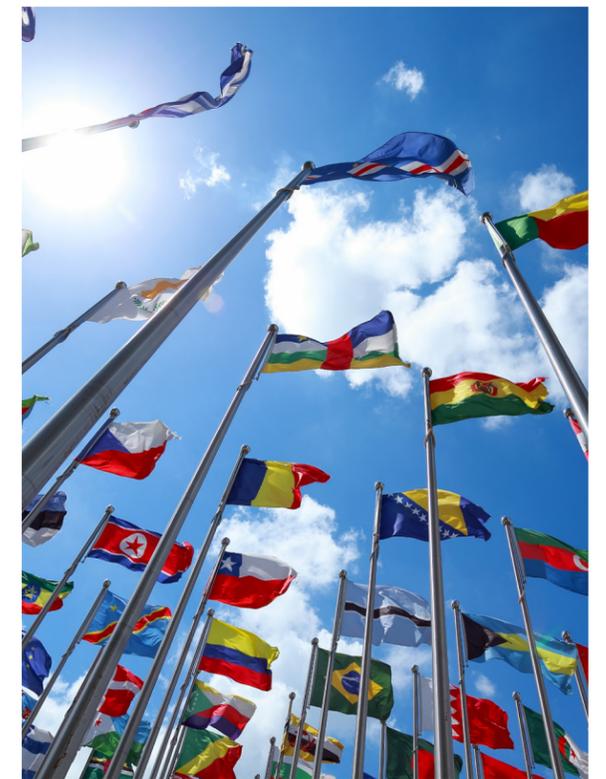
In the course of doing business around the world, Hill interacts regularly with government officials. All of our interactions with governments must meet the highest ethical standards and comply with all host government laws and rules. In all instances, it is imperative for employees to seek proper guidance and obtain the required approvals before interacting with any government official.

Bribery of any government official anywhere in the world violates Hill policy and is never acceptable, even if the refusal to make such a payment would result in the Company losing a business opportunity.

Almost every country prohibits the bribery of its own officials. In addition, many countries have laws that make it illegal to bribe officials of other countries. In the U.S., that law is the Foreign Corrupt Practices Act ("FCPA"). This Act prohibits offering or giving anything of value to foreign officials – or their families – in order to influence decisions or obtain favorable treatment. The FCPA makes exceptions for "facilitation payments," or payments to expedite routine governmental actions, such as processing papers or issuing permits. Employees with duties involving trade or travel outside of the U.S. must be familiar with the FCPA. **Before any of us may make a gift or payment of even nominal value to a government or public official, including a facilitation payment, we must first obtain approval from the Group President. Once they are given, all such gifts or payments must also be immediately disclosed to Hill's Legal Department.**

The UK Bribery Act was enacted on July 1, 2011 to prevent the giving and receiving of bribes among both private and public entities. It applies to any company that carries on a business or part of a business in the UK. In a number of areas, the Bribery Act imposes a stricter standard than the U.S. FCPA. For example, the Bribery Act covers bribery of private individuals or companies as well as government officials. Also, unlike the FCPA, it does not exclude facilitation payments. Therefore, even if you believe you are in compliance with the FCPA, you may still be in violation of the Bribery Act.

Many other countries also have anti-bribery laws. We are responsible for complying with all applicable anti-bribery laws of the countries in which we do business, regardless of the local customs.



## Complying with International Trade Laws

Laws that apply to Hill's operations outside the United States include certain U.S. laws that govern international operations of a U.S. company and U.S. persons, but may also include the local laws of the countries where our operations are located. Many countries have laws restricting or requiring licenses for the export and/or import of certain goods and services to other countries and to certain parties. Countries also impose various kinds of trade sanctions against other countries or groups.

Due to the complexities of the legal requirements under many of these international trade laws, we must seek guidance from Hill's Legal Department before importing or exporting any goods or services that might be affected by trade sanctions.

## Understanding Antiboycott Laws

Some countries have adopted laws prohibiting businesses from participating in or cooperating with international trade embargoes or sanctions that have been imposed by other countries.

For example, antiboycott laws in the United States penalize U.S. companies if they participate or cooperate with international boycotts not supported by the U.S. U.S. antiboycott laws also require these companies to report any request to participate or cooperate in such a boycott. Any employee receiving a request of this sort should inform Hill's Legal Department immediately.



## Questions and Answers

**I'm planning to host government officials involved in a business deal with the Company at a lunch meeting. Is this allowable under the FCPA?**

*A reasonable cost for a normal business lunch meeting may not be prohibited under the FCPA, but is subject to pre-approval by the appropriate Hill management.*

**I recently met an agent who can assist our Company in obtaining business in a country where it has been particularly difficult for us to become established. May I engage this agent on behalf of our Company?**

*Speak with your Hill's Legal Department to ensure that the agent's contacts and methods are aligned with both local and U.S. laws. Due diligence is critical because our Company cannot avoid legal liability by avoiding the facts or by acting through an agent or other third-party.*

**Our Company is subcontracting with a large multinational construction firm, which has submitted a bid for a major government building project in an emerging market country notorious for its corruption. A local agent says that contract awards are a "political thing" and suggests hosting a "private meeting" with a high-ranking government official at a five-star resort on the coast. Should I partner with the construction firm and jointly host this "private meeting"?**

*No. The phrases "political thing" and "private meeting," the fancy meeting locale, and the official's high rank are all red flags. You should avoid even the appearance of engaging in corruption. Always consult with Hill's Legal Department for further guidance.*

**At a business conference, I met a World Bank official, who asked for my help in finding a summer internship for his son. I offered to get him in touch with a friend who is an executive at a company based in the city where the official's son attends school. Could this be viewed as an illegal payment under anti-bribery laws?**

*Yes. The offer has value and could be viewed as an attempt to win favorable treatment from the official. The FCPA and other anti-bribery laws define "foreign official" broadly to include officials of international organizations, such as the UN and World Bank.*

**We made a small facilitation payment to a local official in an East Asian country in order to obtain the timely release of a shipment of goods from customs. Is this payment acceptable?**

*No. The UK Bribery Act prohibits all such facilitating payments. Since our Company does business in the UK, it is subject to the provisions of the Act.*

## Government Affairs and Political Activities

### Gifts or Payments to Public Officials

It is Hill's policy that we do not give gifts or anything else of value to any public official in the context of Hill's business activities. This includes meals, tickets to sporting events, tangible objects, etc. Under some limited circumstances meals and entertainment may be paid for by Hill, but only if such a business courtesy is expressly permitted by the official's government agency, and can be properly documented.

Questions regarding the application of this policy should be referred to Hill's Legal Department.

### Political Contributions

We may not commit Hill funds or assets as contributions to any political party or organization or to a candidate or elected public official, unless allowed by law and authorized by Hill's CEO.

- Examples of prohibited contributions include:
- Direct contributions by Hill.
- Contributions by an employee that are reimbursed by Hill.
- Contributions in kind, such as lending employees to political parties or providing corporate assets for use in political campaigns.
- Indirect contributions by Hill through suppliers, clients, or agents.

### Engaging in Political Activities on Our Own

Hill encourages each of you to participate in the political and governmental process and, when allowed by a country's laws and customs, to communicate your personal views to appointed and elected officials. However, you should not identify yourselves as representatives of Hill under these circumstances.

Of course, we do not engage in personal political activities during paid working hours or when using Company resources (such as email, phone, and meeting rooms) without receiving preapproval; such activities may be considered an illegal political contribution by Hill. All US Political Contributions need to be approved by the CEO.



***We keep a clear separation between our personal political activities and our professional responsibilities at all times.***

### Questions and Answers



**I attended a campaign fundraiser for a congressman and I'm confident that the Company would like to see him re-elected. I wrote a personal check to the congressman's campaign committee and included the amount in my expense report. Will the Company reimburse me for this expense?**

*No. If the Company reimburses you for the contribution, the Company will be the source of the contribution, which would violate U. S. law. In addition, Company policy requires that all campaign contributions in the U.S. must be planned and budgeted and have several specific legal and management approvals prior to making the contribution. Outside the U.S., political contributions undergo an even more rigorous review and approval process.*



**A government official is coming to speak to our department about a public policy issue of interest to our Company. I'd like to give him a gift certificate to thank him for his time. May I do this?**

*No. Hill's policy prohibits us from giving anything of value to any public official. Most government officials, at least in the U.S., are also subject to conflicts of interest rules which would prohibit the official from accepting the gift certificate. In this case, your expression of appreciation will have to suffice.*

#### Related Policies

See Hill Employee Handbook, Travel/Entertainment Expenses Policy



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