



Anti-Bribery and Anti-Corruption Policy

Tennant Company prohibits all forms of bribery and corruption. Tennant Company adheres to the strictest anti-corruption and anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (FCPA) and similar applicable laws in countries and territories where Tennant Company operates. This Anti-Bribery and Anti-Corruption (ABAC) Policy reinforces the expectation that Representatives exercise Integrity in Every Moment when conducting business on behalf of Tennant Company. This ABAC Policy outlines Tennant Company's risks related to bribery and corruption, highlights responsibilities under the applicable anti-corruption laws and company policies, and provides the tools and support to help identify, mitigate, and reduce ABAC risks.

This ABAC Policy applies to Tennant Company, its subsidiaries, controlled affiliates, and its employees and temporary workers. It also applies to representatives, agents, contractors, consultants, business partners, and our Board of Directors. Tennant Company expects its representatives with whom we do business (including distributors, dealers, and third-party intermediaries) to be familiar and comply with this Policy.

Policy

1. **General.** Tennant Company and its Representatives are subject to anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act (FCPA), Canadian Corruption of Foreign Public Officials Act (CFPOA), and the UK Bribery Act. We adhere to the strictest anti-corruption laws in the world, regardless of nationality or location. Anti-corruption laws generally prohibit bribery, kickbacks and facilitation payments. Representatives must not engage in any behavior that is expressly prohibited by anti-corruption laws, and must use careful judgment to avoid behaviors that may appear as corruption. Corruption is illegal and penalties for Representatives and Tennant Company, including civil and criminal liability, and reputational damage, can be severe.
2. **Understanding Corruption.** Corruption is abusing one's professional role to obtain an undue advantage. Anti-corruption laws make it illegal to offer, promise, give, solicit, or receive "anything of value" in exchange for an "improper advantage." Under some anti-corruption laws, the intent to engage in corruption is illegal. Corruption includes a wide range of dishonest behaviors ranging from minor payments that facilitate routine transactions to fraudulently



securing large public contracts. Since Tennant Company does business in many regions globally, some Representatives are involved in a range of transactions that pose a higher corruption risk. This includes competitive bids for government and commercial contracts in countries, territories or regions that pose an elevated ethics, compliance, health or safety risk, and where bribes, kickbacks and facilitation payments may be viewed as part of regular business practices.

- 2.1. **Bribery.** Bribery involves the exchange of anything of value to secure an undue business advantage.
 - 2.1.1. "Anything of value" covers cash and anything that can have value to the receiver, such as trips, gifts, payment of education or living expenses, donations, home improvement work, or investments. Even a promise to offer something in the future in return for an undue business advantage constitutes bribery.
 - 2.1.2. Bribery can involve many different parties to a transaction, but it always involves at least two primary parties: the person who pays the bribe and the person who receives the bribe. Both raise serious legal and ethical issues and involve a breach of trust and duty of loyalty by both parties.
- 2.2. **Kickbacks.** Kickbacks occur when suppliers or service providers pay part of their fees to the individuals who give them the contract or some other business advantage.
 - 2.2.1. Paying kickbacks to win a bid is one of the more common forms of bribery. Kickbacks are expressly prohibited by anti-corruption laws.
 - 2.2.2. Kickbacks are subject to anti-fraud and other related laws, as payments and invoicing involve financial misstatements and misrepresentations.
- 2.3. **Facilitation Payments.** Facilitation payments are small payments to government or public officials to speed up routine governmental transactions to which the payer is already entitled.
 - 2.3.1. Unlike bribery, facilitation payments do not result in the receipt of an undue benefit; rather, they speed up or facilitate a transaction.
 - 2.3.2. Facilitation payments are illegal in most countries and a willingness to offer them often leads to demands for larger, more significant payments.
 - 2.3.3. Examples include payments to speed up customs clearances and extra fees to officials to secure electricity connections.
 - 2.3.4. Tennant Company generally prohibits facilitation payments. On rare occasions, facilitation payments may be allowed if all the following criteria are satisfied:
 - 2.3.4.1. It is a facilitation payment and not a payment to obtain business
 - 2.3.4.2. The payment is both customary and legal in the country (Note: The UK and Brazil prohibit facilitation payments)



- 2.3.4.3. The requesting party has performed a necessary service
- 2.3.4.4. The requesting party provides an accurate invoice to Tennant Company
- 2.3.4.5. Tennant Company pays and accounts for the facilitation payment accurately and as part of the ordinary course of record keeping
- 2.3.4.6. The payment is approved by the appropriate business unit General Manager or equivalent Vice President, and
- 2.3.4.7. Advance written approval is obtained from authorized individuals within the Legal and Finance departments.

- 3. **Government and Commercial Parties.** Representatives must never offer anything to a domestic or foreign government official, any domestic or foreign political party or official, candidate for political office, or third party in the private (commercial) sector that could cause them to breach a duty entrusted to them or their organization, whether public or private. This is especially true during a competitive bid or contract negotiation, where even modest gifts can be misinterpreted as a bribe.

- 3.1. Special care must be taken when dealing with government or public officials, including former officials, or when engaging with the immediate family and close associates of government and public officials (often called “politically exposed persons” or “PEPs”). Although there may be occasions where such engagements are appropriate, engaging PEPs may lead to circumstances that place Tennant Company and its Representatives at risk of corruption.

- 3.2. Exercise careful judgment, follow Tennant Company’s Code of Conduct, the Gifts, Hospitality and Entertainment Policy, the Conflicts of Interest Policy, and the Travel and Entertainment Policy, and seek additional guidance when you need clarification or have questions.

- 4. **Indirect Corruption.** Bribery and kickbacks can be made indirectly when they involve a third party that acts as an intermediary between the requestor of the bribe or kickback and the person giving it. Although bribery often occurs with the full knowledge of all relevant parties, it can occur where one or more of the participants remain(s) unaware, especially when it involves a third party. Third parties doing business with Tennant Company must be properly vetted through the third-party diligence program and adhere to Tennant Company’s Code of Conduct and related policies.

5. **Avoiding Corruption.**

- 5.1. To avoid corruption, Representatives must not:

- 5.1.1. Offer, pay, request, or accept bribes or kickbacks, even if requested to do so by a manager or someone in a senior or leadership position



- 5.1.2. Participate in fraudulent or dishonest activity
- 5.1.3. Authorize any corrupt activities or behaviors
- 5.1.4. Ignore potentially corrupt behavior by others or third parties acting on Tennant Company's behalf
- 5.1.5. Conceal any corrupt or potentially corrupt activity
- 5.1.6. Engage in activities that could lead to corruption, including drafting illegal agreements, preparing fraudulent claims, falsifying evidence, lying, or giving false evidence in an investigation, government proceeding or legal action.

5.2. If a Representative is requested to pay a bribe, make a facilitation payment, or engage in a kickback scheme, Representatives can take the following actions:

- 5.2.1. Politely refuse to carry out the request
- 5.2.2. Inform the other party that Tennant Company is subject to strict anti-corruption laws and prohibits corruption
- 5.2.3. Request that any bribery demands be made in writing
- 5.2.4. Make a detailed record of the event, including witness names, if possible
- 5.2.5. Immediately report the incident to management, the E&CC Team and the Legal department, or Tennant Company's Ethics Line

5.3. If you suspect a colleague or one of Tennant Company's business partners is involved in potentially corrupt behavior, promptly contact management, the E&CC Team, or the Legal Department. Concerns may also be reported through Tennant Company's Ethics Line.

6. **Threat or Risk to Health or Safety.** Despite taking precautions, Representatives may still be confronted with challenging situations. Corruption-related demands can sometimes be backed by a form of extortion, including the threat of violence or personal harm. In such circumstances, Representatives must use their best judgment to adhere to Tennant Company's standards while minimizing any risk to life, health, or safety. Representatives must report any incident where they feel forced to bribe or make a facilitation payment to avoid a dangerous situation, regardless of whether the bribe was paid. Any such payments must be promptly reported to the E&CC Team and the Legal department and accurately recorded in Tennant Company's financial records.

Exceptions

None

Definitions



Anything of value. Includes but is not limited to: cash, cash equivalents (such as gift cards) that may be redeemed for products or cash, vouchers, gifts, hospitality, meals, goods, services or merchandise, event tickets, retail certificates, entertainment, travel perks, use of vacation homes, airfare or accommodations, favors (such as educational, employment or internship opportunities for friends and relatives), stock options, donations to designated charities, discounts, personal services, loans, co-signing of a loan, or a promise of future employment.

Bribery. Offering to pay, paying, promising to pay, or authorizing the payment of money or anything of value to a government or foreign official or to any person or entity in the private or commercial sector to influence any act or decision of the recipient in their official capacity or to secure any other improper advantage to obtain or retain business. An offer or receipt of any gift, loan, fee, reward or other benefit to or from any person as an incentive to do something which is dishonest, illegal or a breach of trust, in the conduct of Tennant Company's business.

Corrupt Intent. Under the U.S. Foreign Corrupt Practices Act, corrupt intent relates to the intent of the person or entity that offers the payment or gift. Also, "an evil motive or purpose, an intent to wrongfully influence the recipient." Other anti-corruption laws, including those in the UK and Brazil, do not require proof of any "corrupt" intent – the act of the payment or gifting alone is a violation of the law.

Corruption. The abuse of entrusted power for private gain. Dishonest or illegal behavior, especially by individuals in positions of power. Bribery is one example of corruption.

Facilitation Payments (also known as grease payments, expediting payments or speed money). Payments made to a Government or Foreign Official to expedite a non-discretionary action or service to which an organization is legally entitled. Unlike bribery, facilitation payments do not result in the receipt of an undue benefit. Rather, they speed up or facilitate a transaction, such as:

- Obtaining permits, licenses, or other official documents necessary to qualify a person to do business in a foreign country;
- Processing of government papers such as visas and work orders;
- Providing police protection, mail pickup and delivery, or scheduling inspections associated with contract performance or related to the transit of goods across the country; or
- Providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from spoilage.

Government or Foreign Official. (1) Any officer or employee of a government or any department, agency, division or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such public international organization; (2) Any person acting in an official capacity for or on behalf of any such government or department, agency or division; (3) any political party or official thereof; (4) Any person acting in an official capacity on behalf of any such public international organization and may include a close relative of such an official, and any nominee of any government official; (5) any candidate for a political office; or (6) any person, while knowing that all or a portion of the payment will be offered, given, or promised to an individual falling within any of these categories.



Kickbacks. A form of bribery in which suppliers or service providers pay part of their fees to the individuals who give them the contract or some other business advantage.

Knowledge. "Knowledge" means the bribing party (1) is aware that the government official or other individual will ultimately receive the payment; or (2) believes that the payment to the government official or other individual is substantially likely to occur.

"Knowing" behavior also includes behavior that consciously disregards or willfully ignores the existence or possibility of an improper payment to someone. An individual who deliberately ignores suspicious circumstances or "sticks his or her head in the sand," "looks the other way," or chooses not to investigate suspicious circumstances or "red flags", could be found to be knowing with respect to a payment or gift barred by this ABAC Policy, the U.S. FCPA, and other ABAC laws.

It is also possible to have a bribery offense by merely failing to prevent bribery or failing to have effective controls and procedures that prevent bribery. For example, no evidence of "actual knowledge" of the bribe or suspicious circumstance is required to prove a violation of failing to prevent a bribe under the UK Bribery Act.

Improper Benefits. Examples of improper benefits that may be sought by the payor of a bribe include:

- Directly influencing a discretionary act or decision of a government official or other individual;
- Causing a government official or other individual to improperly influence some act or decision of a government;
- Causing the official or other individual not to act or not to make a decision;
- Trying to secure an "improper advantage," such as gaining special access to government officials; influential individuals, or causing the government official or other individual to waive a legal requirement;
- The award of a contract;
- Receiving secret terms of competitor bids during a public tender;
- Favorable tax, license, permit, or inspection results; and
- Cargo release for reduced customs duties, tariffs, and fees.

Politically Exposed Persons (PEPs). An individual currently or formerly entrusted with a senior public role or function (e.g., a senior official in the executive, legislative, military, administrative, or judicial branches of government), an immediate family member of a prominent public figure, a known close associate of a prominent public figure, or any corporation, business or other entity that has been formed by, or for the benefit of, a prominent public figure. Immediate family members of prominent public figures include family within one-degree of separation of the prominent public figure (e.g., spouse, parent, sibling, child, step-child, or in-law). Known close associates include those widely- and publicly-known close business colleagues and personal advisors to the prominent public figure, such as financial advisors or individuals acting in a fiduciary capacity.



Public Companies. U.S.- and non-U.S.- based companies that trade on a U.S. Stock Exchange. Tennant Company is a Public Company that trades under the symbol TNC.

Representatives. Tennant Company, its subsidiaries, controlled affiliates, employees, temporary workers, representatives, agents, distributors, contractors, consultants, business partners, and members of the Board of Directors.

Third Party. Direct and indirect suppliers, agents, consultants, vendors, service providers, distributors, and intermediaries.

Related Information

[Code of Conduct](#)

Travel & Expense Reimbursement Guidelines

Conflicts of Interest Policy

Gifts, Hospitality and Entertainment Policy

Travel & Entertainment Policy

Conflicts of Interest Disclosure Policy

Sales Intermediary Risk Management Policy

Standard Review Cycle

Two years

Addressing Non-Compliance

In the event any Tennant Company Representative becomes aware of any proposed or actual transaction or set of circumstances that may violate this ABAC Policy or any federal, state, local, or regional laws governing anti-bribery or anti-corruption, report the violation immediately.

You may report a violation anonymously (subject to certain country-specific laws and regulations, which in some cases prohibit anonymous reporting) through Tennant Company's Ethics Line by filing a report either by telephone or the Internet. Instructions for filing a report through our Ethics Line are located on the Ethics and Business Conduct page of our website and the E&CC pages of The Hub. Representatives may also report suspected violations in person, by telephone or by email to any member of management, the Tennant Company Ethics and Corporate Compliance Team, corppcompliance@tennantco.com, or the Legal department, legal@tennantco.com.



Tennant Company strictly prohibits retaliation against an individual who submits a report in good faith. Retaliation may result in disciplinary action, including termination.

Legal Notice Update

We reserve the right to make any changes and corrections to this notice. Please refer to this page from time to time to review these and new additional information.

Questions

For further information regarding this Policy, please contact the Law Department
corpcompliance@tenantco.com.

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