



**Gallagher**

Insurance | Risk Management | Consulting

# GLOBAL ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

April 2024



INTERNAL USE ONLY



Gallagher is committed to conducting business transparently and complying with applicable global anti-bribery and anti-corruption laws, including the US Foreign Corrupt Practices Act, the UK Bribery Act 2010, and other applicable laws in the countries in which we do business. We prohibit all forms of bribery and corruption, directly or indirectly.

Doing so protects our clients and Gallagher, and is consistent with [The Gallagher Way](#) and the [Gallagher Standards of Business Conduct](#).

To manage our exposure to bribery and corruption, we implement controls and processes, such as enhanced diligence of higher-risk trading partners and special protocols for dealings with government officials, designed to help us comply with this policy and all applicable laws.

## DEFINITIONS

For purposes of this policy:

- **Bribery** is the provision, offer, receipt, solicitation, or promise of anything of value if it is intended to (a) obtain an improper benefit or advantage, or (b) induce the recipient to violate a duty of loyalty to the recipient's employer or contractor. Business courtesies to a government official, prospect, or client, such as gifts, meals or entertainment, donations to a favored charity, loans, travel expenses, and employment opportunities, can all be considered bribes when provided for an improper purpose. You can find other examples in our [FAQs](#).
- **Third-party representative** or **TPR** means any introducer, co-broker, correspondent broker, producing intermediary, authorized representative, consultant, tax advisor, or any other individual or entity that is expected to interact with a client, potential client, government official, or any other party on Gallagher's behalf or for Gallagher. Gallagher Global Network Partners (GGNs) are examples of TPRs. Gallagher could be held liable for bribery and corruption by TPRs acting on our behalf.
- **Government official** is a broad term, which includes but is not limited to the following in respect of a domestic or foreign government or a public international organization:
  - » A public entity
  - » Officers and employees of agencies and institutions that are majority government owned
  - » Officers and employees of majority state-owned or -controlled commercial enterprises, such as certain hospitals and schools
  - » Officers and employees of public entities
  - » Persons representing a government in an official capacity
  - » Candidates for political office and politicians
  - » Officers, employees, or representatives of public international organizations such as the United Nations or the World Bank
  - » Anyone acting under a delegation of authority from a government to carry out government responsibilities, including any private person acting temporarily in an official capacity for or on behalf of any of the foregoing (such as a consultant retained by a government agency)
- **Public entity** is (a) any national, state, or local government or (b) any department, agency, or other instrumentality of a national, state, or local government. If a government official has a 50% or greater ownership share, directly or indirectly, of an entity, we will always consider that to be a public entity for the purposes of this policy. It is not always obvious who is a public entity. Businesses such as airlines, utilities, oil companies, financial institutions, and telecommunications providers may be owned or controlled by government officials in many countries outside the US, particularly in developing countries.

When in doubt about whether an individual or entity is a government official or a public entity, consult a legal or compliance officer for direction.

# GENERAL RULES

## DO

**Pay particular attention** to business with or for government officials because it presents heightened bribery and corruption risk.

- Always ask government clients to provide Gallagher their rules applicable to bidding, employment practices, and contract performance. These rules may be different from ours, and you must communicate them to colleagues, TRPs, or business partners working with Gallagher on applicable government official accounts.

**Be aware of red flags.** Check [FAQs](#) for guidelines to avoid potential bribery, including instructions or requests for nonstandard payments or payment routing, particularly when working with government officials or on government projects.

**Maintain written contracts** with counterparties that accurately reflect the full and complete terms of the agreement, including with any TPRs.

**Maintain accurate books and records.** You must accurately record payments in Gallagher's corporate books, records, and accounts in a timely manner and in reasonable detail. Do not establish or maintain undisclosed or unrecorded accounts, or make false, misleading, incomplete, inaccurate, or artificial entries in Gallagher's books and records.

## DON'T

**Do not offer, promise, pay, give, approve, solicit, receive, or authorize, directly or indirectly, any financial or other advantage, services, or anything of value** to any person or organization with the intent to:

- Exert improper influence over the recipient
- Induce the recipient to violate his or her duties
- Secure an improper advantage for Gallagher
- Improperly reward the recipient for past conduct
- Achieve any other illegal or improper purpose

**Do not indirectly do what you are prohibited from doing directly.**

For example, do not retain the services of a TPR to make a payment to a government official where Gallagher would be prohibited from making the payment directly.

**Do not use Gallagher company funds or other assets for political contributions or any other political purpose,** including donations to campaigns of political candidates. See our financial policy manual (under [Contributions and Donations](#)) for more information.

**Do not hire or engage government officials or their immediate family members unless** approved in advance by Compliance.

**Do not provide or accept a business courtesy** such as a gift, meal, entertainment, or travel to or from an external party; **make a charitable contribution; or enter into a sponsorship arrangement unless authorized** by the Gallagher [Global Gifts & Entertainment Policy](#).

**Do not make facilitation or "grease" payments** to expedite or secure the performance of a routine government action such as issuing an entry visa unless you believe in good faith that someone's health or safety is at imminent risk. If your or another colleague's health and safety is at risk, notify Compliance and Physical Security before making a duress payment, or as soon as possible after making the payment.

- You can find examples of grease payments in the [FAQs](#). Certain documented expediting fees paid to a government department or agency, such as for the expedited granting of passports or travel visas, are not considered facilitating payments and may be permissible if you have express advance authorization from Compliance before paying them. If you have questions about whether a payment is considered a facilitation payment, please contact Compliance.

**Do not use TPRs unless approved in advance** by Compliance, in accordance with this policy and, where applicable, additional rules your division or business unit may communicate.

- TPRs may present heightened risk of illegal or inappropriate inducement and illicit payment, particularly when working with government officials. If you would like to use a TPR, contact Compliance for more information about the approval process.



# ANTI-BRIBERY

## POLICY COMPLIANCE

Failure to comply with this policy may result in serious damage to Gallagher's reputation, civil or criminal liability, regulatory fines associated with breach of law or regulation, and litigation awards associated with breach of contract. Noncompliance with this policy or with any related laws and regulations may result in disciplinary action, up to and including the termination of employment.

### ADDITIONAL RESOURCES

Corporate policies and guidance materials related to this policy include:

[Global Anti-Bribery Policy FAQs](#)

[G&E Policy](#)

[G&E Policy FAQs](#)

[Financial Policy Manual \(Contributions and Donations\)](#)



### SPEAK UP

If you have a question or concerns, or are aware of a violation or a potential violation of this policy, please contact one of the following resources.

Compliance department:

**[GallagherEthicsandCompliance@ajg.com](mailto:GallagherEthicsandCompliance@ajg.com)**

Gallagher's Ethics and Compliance helpline:

**<https://gallagher.ethicspoint.com>**

You may also contact your local compliance officer or the chief compliance officer.



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