

Partners in Compliance

Anti-Corruption for Third Parties



Aon's Commitment to Integrity

Integrity is Aon's core value and the guiding principle for our daily actions and relationships with our partners, colleagues, clients and communities all over the world.

Our commitment to uphold the highest ethical standards is an important part of our history and culture. In today's competitive and rapidly changing business climate, doing the right thing has never been more important.

Our Code of business Conduct and Anti-Corruption Policy reflect Aon's commitment to anti-corruption and compliance for all third parties acting on Aon's behalf to obtain or retain business for Aon, including but not limited to:

- Introducers
- Referrers
- Consultants
- Agents
- In-house brokers and client-owned entities
- Co-brokers
- Correspondents
- Joint-venture partners

These policies help ensure that we conduct business with the utmost integrity, following all applicable laws, regulations, and standards of business conduct, and avoiding even the appearance of impropriety.

It's what our clients and communities expect. We are committed to meet those expectations, and we in turn trust that all of our business partners will honor the same values.

Legal Disclaimer

This document is solely for informational purposes and should not be construed as providing recommendations, endorsements or legal advice to any company, third party or other party.

Anti-Corruption Expectations

This document provides a broad and clear statement of the conduct expected of every third party we work with, but it is not intended to be a summary of all Aon policies, procedures or laws that apply to our business, nor does it address every situation you might encounter in the course of doing business with or for Aon.

In the end, there can be no substitute for good judgment and common sense. We will continue to review your activities for Aon to ensure that they meet our business needs as well as our compliance expectations.

Read this document carefully and, if you have questions, please reach out to your primary Aon Contact.

We're happy that you're part of the extended Aon team, and recognize that you are vital to our success. To us, you are a partner not only in business but a partner in compliance.

When working with or for Aon, we expect you to act with the utmost integrity, honesty and transparency and to comply with regional and national anti-corruption laws. Thank you for your shared commitment to meeting these principles every day.



Zero Tolerance for Bribery and Other Corrupt Activities

Aon has a zero-tolerance policy for corruption and prohibits anyone conducting business with us or on our behalf from offering or making any improper payments of money or anything of value to anyone including government officials, political parties, candidates for public office, or other persons.

We practice due diligence, instituting internal controls and using compliance measures to reduce the risk of a violation.

In your relationship with Aon, you must comply with the anti-corruption laws that govern operations in the countries in which you do business, including:

- The US Foreign Corrupt Practices Act (FCPA)
- The UK Bribery Act (UKBA)
- The Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (OECD)
- Local anti-corruption laws

To assure that you are in compliance, we expect you to keep accurate books and records, including of expenses incurred in connection with Aon-related business.

Did you know?

Failure to meet Aon's anti-corruption expectations or requirements can result in the termination of our business relationship and may lead to significant exposure for you and Aon.

Compliance with Anti-Corruption Laws is Critical

Aon has had a long-standing commitment to the letter and spirit of all laws anti-corruption laws, including the FCPA and the UKBA, which have been enacted to:

- Promote fair competition
- Protect the integrity of political process
- Reduce the costs of doing business internationally

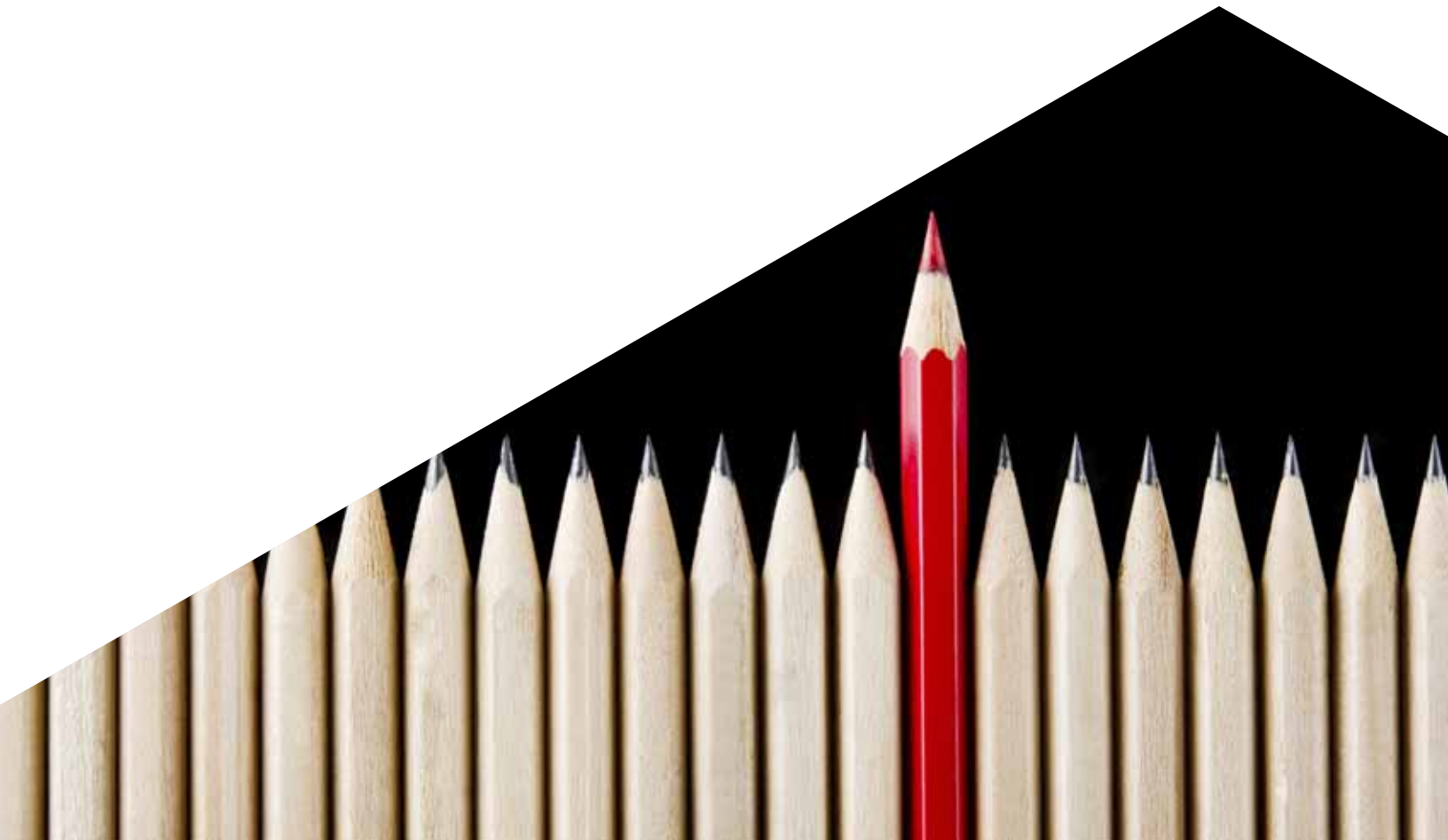
The recent revelations of the ongoing practice of institutionalized financial corruption across the globe has provoked international outrage and moved anti-corruption measures to the top of the worldwide business and political agenda.

Due to this heightened focus by media and law enforcement, the number of investigations and prosecutions is increasing, and there is a greater likelihood of being brought before enforcement authorities for violations of international and local anti-bribery laws.

Learn more about the
FCPA and the UKBA

<http://www.usdoj.gov/criminal/fraud/fcpa>

<http://www.legislation.gov.uk/ukpga/2010/23/contents>





What is a Bribe under the FCPA and the UKBA?

Under anti-corruption laws, a bribe is defined as

An offer, payment, promise or agreement to pay, authorization of payment, or receipt of payment directly or indirectly (e.g., through a third party) of “anything of value” to or by a government official or a private party for the purpose of obtaining or retaining business or securing any improper business advantage.

“ANYTHING OF VALUE” means ANYTHING

- There is no minimum dollar amount for something to be considered a bribe
- Money, meals, gifts, a video game player, concert tickets, a job offer, etc.
- Business-related items that are not given appropriately, such as:
 - An unjustified extra discount or a commission
 - Marketing or sales events
 - Travel and entertainment
 - Debt and claim forgiveness

Important to know:

- ▶ Actual payment or receipt of a bribe is not necessary
- ▶ A bribe paid through a third party is still a bribe
- ▶ Third parties may be prosecuted for bribes made directly or indirectly through a sub-brokers or other third parties

Who is a Government Official under Anti-Bribery Laws?

The term “government official” is applied very broadly to include junior and senior employees or representatives of state-owned and sometimes even privatized entities. Political parties or candidates for a political office are considered to be government officials.

Private or government?

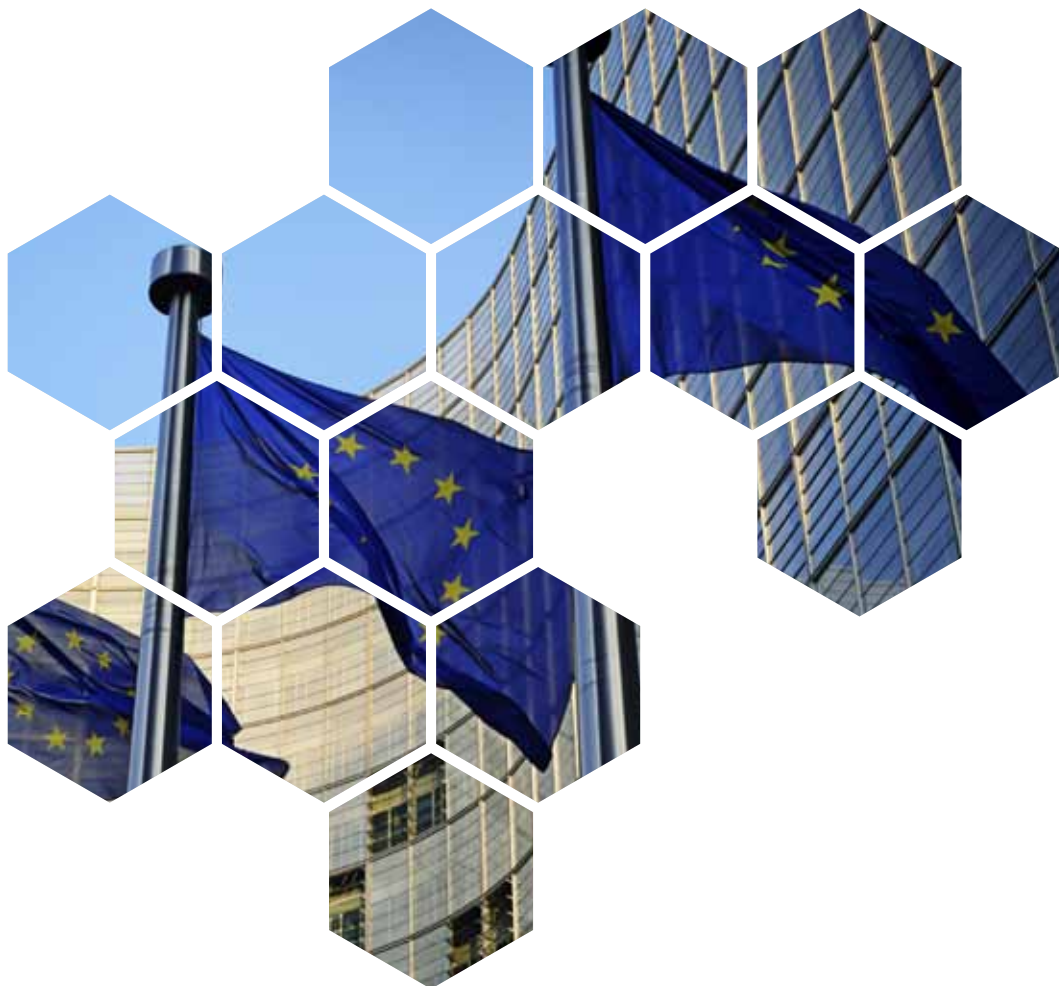
Determining whether or not you are dealing with government entity can be tricky. In some cases when privatization has occurred, the government sometimes retains a minority interest for political reasons. These can still be, and often are, classified as “government.”

Relations of government officials

Making payments or giving things of value to family members of government officials can be seen as payments to the official in some circumstances. Check with your Aon Primary contacts for details.

Who else is a government official?

- Government Doctors / Nurses
- Government Social / Health care workers
- State-owned insurance companies
- Professors
- University employees
- United Nations
- World Bank
- Red Cross
- Government Enterprises and many more



Penalties for Violations

Penalties for violations of the FCPA and UKBA are strict, and the government has shown its willingness to impose them. Even an unwitting violation of anti-corruption laws can lead to penalties and loss of reputation that can seriously damage a company.

Criminal prosecution of the parties involved may result in:

- Significant civil and criminal fines
- Termination of contracts with local governments and other companies
- Additional civil and administrative penalties, lawsuits and debarment from government contracting
- Imprisonment of individuals (including non-US persons) and extradition
- Reputational damage
- Costly investigations and delays



Enforcement Actions and Trends



A Valuable Resource

This document as well as Aon's Code of Business Conduct and the Aon Anti-Corruption Policy reinforce our values and should be used as a tool of education and awareness to help you make the right decisions and resolve many of the ethical issues you may face while working for or with Aon.

Please make yourself familiar with this information and refer to it whenever necessary. If you have any questions, please reach out to your primary Aon Contact.

Thank you for your attention to this matter.

This document is solely for informational purposes and should not be construed as providing recommendations, endorsements or legal advice to any company, third party or other party.

Contacts

Contact your primary Aon contacts

Contact Corporate Compliance at
Corporate.compliance.office@aon.com

About Aon

Aon plc (NYSE:AON) is a leading global provider of risk management, insurance brokerage and reinsurance brokerage, and human resources solutions and outsourcing services. Through its more than 72,000 colleagues worldwide, Aon unites to empower results for clients in over 120 countries via innovative risk and people solutions. For further information on our capabilities and to learn how we empower results for clients, please visit: <http://aon.mediaroom.com>.

© Aon plc 2016. All rights reserved.

The information contained herein and the statements expressed are of a general nature and are not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information and use sources we consider reliable, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of the particular situation.

www.aon.com

www.aon.com

GDM19387