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All Graham Packaging Company (“GPC or the “Company”) personnel are required to comply with the United States (“U.S.”) Foreign Corrupt Practices Act (“FCPA”). In general, the FCPA prohibits payments or offers of payments of anything of value made with corrupt intent by U.S. persons acting anywhere in the world to foreign officials to obtain or retain business or to obtain a business advantage. The FCPA also prohibits foreign persons from bribing foreign officials on U.S. soil and the use of agents or representatives to bribe foreign officials. In addition, the FCPA requires U.S. companies to keep books and records that accurately reflect transactions as well as maintaining a system of adequate internal accounting controls.

Violations of the FCPA can result in severe penalties to GPC, including large fines and forced repayment of profits. Any violation would also damage GPC’s reputation and ability to conduct business. Violations can also result in GPC employees being fined, penalized and imprisoned.

While the FCPA is a U.S. law, this policy applies to all GPC directors, officers, and employees of the GPC worldwide. Compliance with this policy is mandatory and any breach of this policy will result in disciplinary action up to and including termination.

This Policy does not relieve employees of GPC affiliated companies located outside of the United States from complying with all local anti-corruption laws. In the event that the requirements of the local anti-corruption or anti-bribery laws of the country in which the employee or business is located are more restrictive than or differ from those of the FCPA, the requirements of the local law should also be observed.

1. Prohibited Acts.

Gifts or Payments to Foreign Officials

Under no circumstance shall any GPC director, officer, employee or agent engage in any activity, whether in or outside the U.S., to offer or give anything of value or do any act in furtherance of giving anything of value to any foreign official for the purposes of

- Influencing any act or decision of such foreign official, such as a Facilitation Payment as defined below
- Inducing a foreign official to do or omit to do any act in violation of the lawful duty of such official
- Inducing a foreign official to use his/her or its influence with a foreign government to affect or influence any act or decision of such foreign government or
- securing an improper advantage

in order to obtain or retain business.

This prohibition also applies whether gifts or payments are made to a foreign official directly or indirectly (e.g., payments made to a charitable organization connected with a foreign official).

Who is considered a Foreign Official?

Basically anyone who works for or is affiliated with any government-owned company. "Government-owned" essentially means even partial ownership (i.e., General Motors).

The FCPA defines a "foreign official" as

Any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization.

Keep in mind that in some countries such as China, almost every company is government-owned, but it may not be so obvious in many countries, like Brazil or Mexico, where the government owns a majority stake (or more) in energy companies, like Petrobras.

What is a "Facilitation Payment?"

"Facilitation Payments" are any payments, no matter how small, given to an official to increase the speed at which they perform their duties. All Facilitation Payments are generally prohibited. The sole exception to this prohibition is under circumstances where the GPC representative faces no alternative but to make a Facilitation Payment to avoid loss of life, limb, or liberty. Any request for a Facilitation Payment should be reported in accordance with Section 5 below.

Dealings with Third Parties

This policy also applies to employees' dealings with our joint venture partners, agents, consultants, and other third parties. GPC employees cannot ask or direct others to do what GPC is prohibited from doing under the FCPA.

All GPC employees should conduct reasonable due diligence prior to hiring or doing business with any third parties. It is the responsibility of the hiring employee to ensure that GPC's business relationships are with qualified and reputable agents and representatives. Any agent or representative directly or indirectly interfacing with foreign officials must provide GPC with FCPA compliance certification (language for this certification is available upon request from GPC's Legal Department), and that same language should be part of any agency/agent contract. In addition to conducting due diligence prior to hiring an agent or representative, GPC employees are responsible for monitoring whether services that are the subject of the contract have actually been performed and the fees for services performed by the agent or representative are consistent with rates prevailing in that geographic location.

2. Permitted Payments under the FCPA.

The FCPA permits payments to foreign officials in very limited circumstances.

GPC employees must obtain prior written approval from GPC's Legal Department before making any payments to foreign officials. Payments to foreign officials without approval from GPC's Legal Department are strictly prohibited.

3. Recordkeeping / Accounting Requirements.

GPC and its employees are also required to comply with certain recordkeeping and internal control requirements: (i) that books, records and accounts are kept in reasonable detail to accurately and fairly reflect transactions and dispositions of assets, and (ii) that a system of internal accounting controls is devised (a) to provide reasonable assurances that transactions are executed in accordance with management's authorization; (b) to ensure that assets are recorded as necessary to permit preparation of financial statements and to maintain accountability for assets; (c) to limit access to assets to management's authorization; and (d) to make certain that recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences. In addition, GPC must ensure that its foreign subsidiaries and controlled affiliates have recordkeeping practices and internal controls that meet the standards set forth above.

It is important to note that breaches related to violations of the books and records provisions of the FCPA are just as serious and severe as the anti-bribery violations.

4. Training.

GPC may require certain employees to undergo FCPA compliance training from time to time to ensure compliance with the law. All employees required to complete this training must fulfill the requirement. All GPC employees are expected to read, understand and comply with this policy, regardless of whether they have completed training.

5. Reporting Concerns or Potential Violations.

All GPC personnel are required to immediately report any potential violations of the FCPA. It is quickest and most efficient to address such reports to GPC's Chief Financial Officer, Chief Human Resources Officer, or Chief General Counsel. Another option is to call the Compliance Hotline. Reports may be made anonymously and shall be treated confidentially, except to the extent necessary to conduct an appropriate investigation or as prohibited by law. GPC will make every effort to protect the rights and reputation of everyone involved, including the individual who – in good faith – alleges the perceived misconduct as well as the alleged violators. The identity of the employee who reports violations of this policy will be protected to the full extent allowed by law and to the extent necessary to conduct an appropriate investigation.

Once an allegation of improper conduct is reported, employees will be asked to take immediate action to prevent the theft, alteration, or destruction of relevant records. Such actions include, without limitation, preserving all e-mails, files, documents or correspondence relating to the allegations and placing them in a secure location. GPC's Legal Department will also keep written records of all reports or inquiries and make reports on any ongoing investigation, which will include steps taken to satisfactorily address each complaint.

Questions regarding this policy or the FCPA should be referred to GPC's Legal Department.

REVISION HISTORY:

Revision Date	Revision Description
07/24/2018	CSI and GPC had a published Anti-Corruption Policy that was in all material respects the exact same. EPI did not have such a policy. The two policies were consolidated and updated to apply to GEC.
01/10/2019	Revised to remove GEC.
12/01/2020	Revised Sections 1 and 2.

APPROVED BY:

Date Approved	Job Titles Approved By
2012	CSI approved and published
2013	GPC approved and published
July 2018	GEC VPs Legal
January 2019	Chief General Counsel
December 2020	Chief General Counsel