

Business Partner Anti-Corruption Policy	
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GWZ's Commitment

MIP V Waste MidCo, LLC GreenWaste Recovery, LLC, Zanker Road Resource Management, LLC and their respective subsidiaries (collectively, the "Company") takes a ZERO tolerance approach to bribery and other forms of corruption, and is committed to acting professionally, fairly, with integrity and in compliance with all applicable anti-bribery and corruption laws wherever it operates.

Your Responsibilities

The Company expects and requires its suppliers, contractors, resellers, partners, consultants, professional advisors, joint venture partners, custom brokers, sales agents, and any other parties with whom the Company does business ("Business Partners" or "you") to act professionally and ethically at all times in carrying out their services and contractual obligations to the Company or on the Company's behalf to an a Company customer or any other third party. As a Business Partner, you represent and agree to the following:

- 1. Compliance with laws.** You will comply with all applicable anti-bribery and corruption laws, including, but not limited to, the Foreign Corrupt Practices Act ("Laws") and will not take any action or permit the taking of any action that may render the Company liable for a violation of Laws.
- 2. Improper Payments.** You will not promise, offer, give, authorize, request, agree to receive or receive "anything of value" (defined below), directly or indirectly, to or from anyone (including any Public Official or an employee of a commercial enterprise), to improperly influence the behavior of such person for the purpose of assisting the Company in obtaining or retaining business or securing an improper advantage (e.g., obtaining a contract, getting taxes reduced, laws changed, telephone/electricity connected, or permits obtained to conduct business).
- 3. Facilitation Payments.** You will not make facilitation payments on behalf of the Company to secure or expedite any routine government actions by Public Officials.
- 4. Meals, Entertainment and Gifts to/from Public Officials.** You will not promise, offer, give, authorize, request, agree to receive or receive anything of value to or from any Public Officials anywhere in the world on behalf of the Company. Anything of value given to a third-party (e.g., family member, significant other, friend, charity, political party) designated by a Public Official with whom the Company has a potential or existing business relationship, is considered given directly to the Public Official.
- 5. Meals, Entertainment and Gifts to Persons who are not Public Officials.** During the course of performing services on behalf of the Company, you may promise, offer, give,

authorize, agree to receive or receive, anything of value to or from a person who is not a Public Official only if:

- It is not in the form of cash or cash equivalent (e.g., gift cards, stock, etc.);
- It is not requested by the recipient or by a third-party on behalf of a recipient;
- It complies with local law;
- It complies with the rules and policies on gifts and hospitality of a recipient's organization;
- It is pre-authorized by the Company in writing; and
- It complies with the other provisions of this Policy.

6. Books & Records. You will keep and maintain books, records and accounts that accurately and fairly reflect the disposition of the Company's assets and all transactions that you conduct on behalf of the Company.

7. Affiliation with Public Officials. If you are a Public Official, or if an officer, director, employee or agent of your business is a Public Official, you are required to immediately disclose this affiliation to the Company in writing prior to engaging in business with the Company.

8. Conflicts of Interest. If your family member, or the family member of one of your owners, officers, directors, employees or agents, are related to a current Company employee or an agent acting on the Company's behalf, you are required to immediately disclose this relationship to the Company in writing prior to engaging in business with the Company. For purposes of this paragraph, a family member includes a parent, spouse, sibling, son, daughter, mother-in-law or father-in-law, or brother/sister-in-law.

9. Reporting Concerns. You agree to immediately report to the Company any concerns you may have regarding any unethical or illegal business practice by any Company employee or Business Partner by emailing the General Counsel, or, until such time as there is a Company General Counsel, the CEO (together with any nominees thereof), following his receipt of written advice from external counsel. **The failure to report a concern may, in certain circumstances, constitute a violation of this Policy.** The Company will treat all reports as confidential to the extent permissible by law and unless disclosure of the information is necessary to appropriately address the matter. The Company will protect all whistleblowers consistent with the applicable laws and regulations and prohibits retaliation against those who report a concern.

Definitions

"Anything of value" covers just about any form of benefit, which includes, but is not limited to, money, gifts, hospitality, meals and entertainment, green fees, tickets to sporting and concert events, promotional expenditure, expenses, services or personal favors, loans, employment offers or promises of future employment, or political or charitable contributions.

"Public Official" is a broad term which includes:

1. An employee, officer, official of, or consultant to:

- a. A government at national, state, regional, provincial or local level;
 - b. A government agency, public authority or other public body;
 - c. A state-owned or state-controlled enterprise;
 - d. Groups with special status such as Native American tribes or nations in the US.
2. A politician at any level of government, whether they hold political office or not, political candidates, political parties and anyone working for them.

Termination

Failure to follow this Policy can result in termination of your business relationship with the Company.