

Compliance Policy Statement

Foreign Corrupt Practices Act (FCPA)

To	Distribution	Replaces	10/14/2015
Policy Owner	General Counsel	version(s) dated	03/08/2013
Effective Date	9/23/2016		09/12/2008
Reviewed Date	9/23/2016		

I. Policy Summary and Scope

This policy addresses the legal and compliance obligations set forth in the Foreign Corrupt Practices Act (FCPA). The FCPA prohibits bribes to Non-US Public officials (directly or indirectly) and mandates maintenance of accurate financial records.

While this policy addresses the FCPA specifically, TransUnion and TransUnion employees must comply with all laws, including all anti-bribery and anti-corruption laws, of countries or nations in which TransUnion operates.

This policy applies to TransUnion, its business and operational units, all domestic and international subsidiaries, and all affiliates controlled by a TransUnion entity through common ownership or by management agreement (each a “TransUnion Company”) as well as any officer, director or employee (a “TransUnion Employee”).

II. Prohibited Practices- Anti-Bribery Provisions

TransUnion Employees may not use the mail, telephone, or any other means or instrumentality, such as electronic mail or wire transfer, or do any other act to offer, pay, give, promise to pay, or authorize the payment or giving of Anything of Value to or receive Anything of Value from:

- A. a Non-US Public Official, or a Closely Related Individual of the Non-US Public Official; or
- B. any person, with knowledge or belief that all or a portion of Anything of Value will be offered or promised, directly or indirectly, to any Non-US Public Official, or a Closely Related Individual of the Non-US Public Official,

for purposes of:

- A. improperly influencing any act or decision of such Non-US Public Official in his/her official capacity;
- B. inducing such Non-US Public Official to do, or omit to do, any act in violation of his/her lawful duty;

- C. improperly inducing such Non-US Public Official to use his/her influence with the government or department, agency or its instrumentality to affect or influence any act of decision of such government or instrumentality,

in order to secure an improper advantage to which the company is not entitled (including but not limited to: improper influence on a (1) decision to purchase TransUnion products or services at a government institution or commercial business, (2) contract award or (3) grant of operating permits or business licenses).

III. Facilitation Payments

- D. In some countries, it may be the local business practice to make small payments to low-level Non-US Public Officials to facilitate or expedite a Routine Governmental Action (“Facilitation Payments”). Because it can be difficult to distinguish between a Facilitation Payment and a bribe, Facilitation Payments are allowed only in extremely limited circumstances and must be reported to and approved in advance by the Chief Executive Officer of the involved TransUnion Company. The Chief Executive Officer is responsible for consulting with the Chief Legal Officer or the Chief Compliance Officer prior to granting approval.
- E. **Exception:** If there is an imminent threat to the health or safety of a TransUnion Employee, a Facilitation Payment may be made without prior approval. Some examples include, but are not limited to:
- i. Being stopped by police, military, or paramilitary personnel, who demand payment as a condition of passage;
 - ii. Being threatened with imprisonment for a routine traffic or visa violation unless a payment is made; or
 - iii. Being asked by security personnel, immigration control, or health inspectors to pay for (or to avoid) an allegedly required inoculation or similar procedure.
- F. All Facilitation Payments must be accurately documented and reported to the Corporate Law Department as soon as possible. The report should include the amount, recipient, and a specific explanation of the reason for the payment.

IV. Record-Keeping, Accounting and Payment Practices

- A. TransUnion is required to keep books, records and accounts that, in reasonable detail, accurately and fairly reflect all transactions and dispositions of assets.
- B. TransUnion may not mischaracterize or omit any transaction on its company’s books or fail to maintain proper accounting controls. An example of mischaracterization would be categorizing a Facilitation Payment as a consulting fee.

- C. TransUnion is required to keep detailed, accurate descriptions of all payments and expenses that support that the only monies paid to Non-US Public Officials are for Routine Governmental Actions or for approved Facilitation Payments.

Note – Personal funds of a TransUnion Employee may not be used to accomplish what is otherwise prohibited by the FCPA.

V. Penalties

INDIVIDUALS

- A. Individuals, who violate the FCPA, are subject to criminal penalties and may be fined up to \$100,000 or twice the amount of the gross financial gain resulting from the improper payment, imprisonment of up to five years, or both. TransUnion may not reimburse any TransUnion Employee for any fine imposed on that employee.
- B. Individuals who **willfully violate** the accounting provisions of the FCPA may be fined up to \$5,000,000, imprisoned up to 20 years, or both and may be subject to fines of up to twice the amount of any pecuniary gain (to the corporation) or loss (to others) resulting from such violation.
- C. In addition to civil and criminal penalties, an individual found in violation of the FCPA may be precluded from doing business with the U.S. government. Other penalties include denial of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation.
- D. A TransUnion Employees who violates the FCPA is subject to discipline by TransUnion, up to and including termination of employment.
- E. A violation of the anti-corruption or anti-bribery laws in non-US countries in which TransUnion operates may result in stricter civil and criminal penalties

CORPORATIONS

- A. Corporations who violate the FCPA are subject to criminal penalties and may be fined up to \$2,000,000, or, alternatively, twice their financial gain
- B. Corporations who **willfully violate** the accounting provisions of the FCPA may be fined up to \$25,000,000 and may be subject to fines of up to twice the amount of any pecuniary gain (to the corporation) or loss (to others) resulting from such violation.
- C. A civil penalty of up to \$16,000 per violation may be imposed upon a corporation that violates the anti-bribery provisions, and against any officer, director, employee or agent of a corporation, or a stockholder acting on behalf of a corporation who violates the FCPA. The U.S. Department of Justice and the U.S. Securities Exchange Commission may also obtain injunctions to prevent FCPA violations.
- D. In addition to civil and criminal penalties, an individual or corporation found in violation of the FCPA may be precluded from doing business with the U.S. government. Other penalties

include denial of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation.

- E. A violation of the anti-corruption or anti-bribery laws in non-US countries in which TransUnion operates may result in stricter civil and criminal penalties.

VI. Reporting

If a TransUnion Employee is faced with a situation that may violate this policy, or suspects someone else of conduct that may violate this policy, the TransUnion Employee should immediately: notify his or her manager, contact one of the senior managers identified in the *TransUnion Code of Business Conduct* as a contact person, or call the TransUnion Hot Line.

VII. Definitions

Term	Definition
Anything of Value	For purposes of this policy, includes, but is not limited to: <ul style="list-style-type: none"> • currency or currency equivalents (anything that is directly convertible to currency including but not limited to, gift cards, vouchers, precious metal, equities or other securities); • gifts; • entertainment; • services; • employment offers; • favors; • loans; • travel expenses; • political contributions (a contribution, financial or in kind, to support a political cause including political parties, election committees, party affiliated organizations, party aligned research bodies, pressure or lobby groups, causes that are politically aligned, party officers and candidates) or charitable contributions; • sponsorships; or • any other asset, even if nominal in value.
Closely Related Individual	<ul style="list-style-type: none"> • any individual related by blood or affinity whose close association is the equivalent of a family relationship; and • any individual who shares a person’s residence, except for tenants and employees.
Non-US Public Official	<ul style="list-style-type: none"> • any officer or employee of a non-US government (whether national, local or municipal and whether elected or appointed; including officials holding a legislative, administrative, or judicial position of any kind);

Term	Definition
	<ul style="list-style-type: none"> • any officer or employee of a public international organization such as the United Nations, World Bank, or International Monetary Fund, or any person acting in an official capacity for or on behalf of any such public international organization; • any person acting in an official capacity, or exercising a public function, for or on behalf of any non-US government or department, agency, or its instrumentality; • political parties, their officials, and candidates for public office in a non-US country or nation; or • employees of non-US government controlled enterprise (an entity created, owned, or controlled by a non-US government to undertake activities on its behalf or under its supervision including but not limited to: sovereign wealth funds; pension funds; schools; hospitals; utilities; central banks; and, transit authorities)
<p>Routine Governmental Action</p>	<p>An action which is ordinarily and commonly performed by a Non-US Public Official in:</p> <ol style="list-style-type: none"> 1. obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country; 2. processing governmental papers, such as visas and work orders; 3. providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods; 4. providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; or 5. actions of a similar nature. <p>Does not include a Non-US Public Official’s decision (or action taken to encourage a decision) to award new business to or continue business with a particular party.</p>

VIII. Related Documentation

- TransUnion Code of Business Conduct
- Compliance Policy Statement– Customer Credentialing- Pol161
- Compliance Policy Statement– Gifts, Entertainment, and Contributions- Pol 226
- Accounting SOP 710– Compliance with the Foreign Corrupt Practices Act and Approval of Payments to Foreign Governmental Officials

Appendix A – India Anticorruption Laws

Law	Year	Summary
Indian Penal Code	1860	Regulates the acceptance and use of foreign contribution or foreign hospitality by certain individuals, associations or companies and prohibits acceptance and use of foreign contribution or foreign hospitality for any activities detrimental to the national interest.
All India Services (Conduct) Rules	1968	Prohibits acceptance by officers of a gift even from near relatives or friends on occasions, without making a report to Government, if the value of such gift exceeds Rs. 5,000/-. Any other gift above Rs. 1000/- may be accepted only with the Government's approval.
Prevention of Corruption	1988	Primarily applicable to public servants.
The Benami Transaction (Prohibition) Act	1988	Prohibits benami transactions (purchase of property in a false name where that person does not pay for the property) except when a person purchases property in his wife's or unmarried daughter's name. Applicable to every citizen of India.
Prevention of Money Laundering	2002	Prohibits money-laundering and allows for the confiscation of property derived from or involved in money-laundering. Whoever is a party to any activity connected with the proceeds of laundered money, directly or indirectly, including concealment, possession, acquisition or use, will be found guilty. Applicable to every citizen of India.
Foreign Contribution Regulation Act, 2010 ("FCRA")	2010	Prohibits a public servant from unlawfully buying or bidding for property.
Whistle-blower Protection Act	2011	Protects anyone who exposes alleged wrongdoing in government bodies, projects and offices.
Companies Act	2013	Prohibits the abuse of position by any employee with the intent to deceive or to gain undue advantage from the company. Mandates a robust vigil mechanism to protect whistle-blowers.
Black Money Act	2015	Prohibits any transaction involving black money, undisclosed foreign assets and illegal income.