

October 1, 2018

Graphic Packaging International, LLC

Anti-Bribery & Corruption Policy

Policy Statement

Graphic Packaging International and its affiliates and subsidiaries (collectively “GPI” or the “Company”) adhere to the policy that one of GPI’s basic corporate responsibilities is to obey the letter and spirit of all laws that affect the Company’s operations, including the United States *Foreign Corrupt Practices Act 1977* (“FCPA”) and the U.K. *Bribery Act 2010* (“UKBA”).

The FCPA makes it illegal to bribe foreign governmental officials, and it requires publicly-traded companies, such as GPI, to maintain accurate books and records and to establish sufficient internal accounting controls. The FCPA’s jurisdiction is broad; any person acting on behalf of GPI must comply with its prohibitions and requirements.

The UKBA makes it a criminal offence to bribe (“active bribery”), or be bribed (“passive bribery”), whether in the public or private sector. The UKBA also makes it an offense for a company to fail to prevent bribery, if persons associated with it bribe others with the intention of obtaining or retaining business for the company. The jurisdictional reach of the UKBA is also broad and will apply to GPI as we have offices in the UK.

This policy applies to all officers, directors, and employees of GPI (“GPI Employees”) and any person or entity acting on behalf of GPI or in furtherance of its interest or performing services on its behalf (“GPI Associated Persons”).

FCPA Anti-Bribery Provisions and Recordkeeping Requirements

The FCPA prohibits direct or indirect payments made to a government official for the purpose of obtaining or retaining business or securing an improper advantage. Payments include anything of value, including money, transfer of stock, bonds or any other property, payment of expenses, providing services of any type, assumption of a debt or release from the obligation to pay a debt, or any other transfer of goods or services. An indirect payment is a payment made to anyone with the knowledge that the payment, or a portion of the payment, will be passed on to a government official.

The term “government official” is defined very broadly and includes any officer, employee, political candidate or any person acting in an official capacity for or on behalf of any agency, instrumentality, department, subdivision, or other body of any national, state, or local government, including governmental committees or commissions and regulatory agencies or government-controlled businesses, corporations, companies, or societies. Even if a company is not wholly-owned by the government, it may be considered an “instrumentality” of a government if the government exercises substantial control over the company. These entities are often referred to as “state-owned entities,” or “SOEs.” Government officials also include individuals with dual capacities as a key decision-maker in a private business, on the one hand,

and a position in a government agency or foreign political party, or as a candidate for political office, on the other. Note that a person can be a “government official” for FCPA purposes even if he or she does not have a government title, or is not employed by a government agency.

In addition to government officials, the FCPA also prohibits payments made to commercial businesses or their employees that are for the purpose of securing an improper advantage, influencing or inducing a violation of the law, or influencing any act or decision (including a decision not to act) in order to assist GPI or any other company in obtaining or retaining business.

The FCPA requires publicly traded companies to keep accurate books, records, and accounts and to maintain internal accounting controls to properly account for all assets. These requirements help eliminate, among other things, the possibility of “slush funds” from which illegal payments may be made. These provisions of the FCPA incorporate Generally Accepted Accounting Principles (“GAAP”), which require the creation and maintenance of internal accounting controls sufficient to provide reasonable assurances that:

- 1) all transactions are executed in accordance with management’s general or specific authorization;
- 2) transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP;
- 3) access to assets is permitted only in accordance with management’s general or specific authorization;
- 4) the recorded accountability for assets must be compared with the existing assets at reasonable intervals and appropriate action must be taken with respect to any differences.

Under these regulations, even a petty cash fund could be considered an “off-the-books slush fund” if it is not properly accounted for in the company’s books and records.

Criminal violations of the FCPA may result in a multi-million dollar fine for each violation, and officers, directors, and employees can be personally fined and/or sentenced to up to five years imprisonment. Violations of the accounting provisions can result in criminal penalties of up to twenty years in prison and multi-million dollar fines for individuals and corporations.

Similarly, the UKBA also prohibits bribery, whether direct or indirect, of any individual in the private sector or any foreign public official. Active bribery in the private sector is defined as an offer, promise or gift of a financial or other advantage to another person, with the intention that the recipient improperly performs their public function or their activity (in the course of their business or employment). Passive bribery in the private sector is where an individual requests, agrees to receive or accepts a financial or other advantage with the intention that a relevant function is performed improperly. Therefore, there is no requirement for the bribe to actually be paid; a mere promise to pay will be sufficient.

A "financial or other advantage" can be anything of value, including corporate hospitality if it is given with the requisite intent. It can include cash, gifts, entertainment, employment/work experience for government officials/friends/family members, contributions to charity and discounts on goods and services, etc.

Bribery of a foreign public official ("FPO") requires an intention to influence the FPO in their capacity as a FPO, and, obtain or retain business or an advantage in the conduct of business. An FPO means any individual that holds a legislative, administrative or judicial position, or, exercises a public function in any territory outside the UK, or, is an official or agent of a public international organisation.

The UKBA has a specific criminal offence of failing to prevent bribery by its "Associated Persons". Associated Persons are people or companies who provide services for on behalf of GPI such as employees, agents, subsidiaries, joint venture partners, etc. Even if GPI is unaware of bribery by an Associated Person, it could still be liable for their conduct unless it can prove it had "adequate procedures" in place to prevent bribery. This policy and the training that our employees receive forms part of GPI ensuring that we have adequate procedures in place to prevent bribery.

Penalties for breach of the law include imprisonment for up to 10 years, unlimited fines, confiscation of the proceeds of crime, disqualification of directors for up to 15 years and debarment from public procurement processes.

Operational Guidance

Due Diligence in Forming Customer and Contractual Relationships

Under the UKBA, a company can be held liable for corrupt payments made by a third party acting on the company's behalf. Carefully following the Company's procedures for selecting and appointing corporate consultants, sales agents, independent distributors and other representatives (the "Representatives") abroad will help minimize the exposure to potential FCPA and UKBA liability from unauthorized actions of GPI's Representatives. Observing these procedures may also serve as persuasive evidence that you did not "knowingly" violate an FCPA provision and could be a mitigating factor in the event that an inadvertent violation of the FCPA occurred. This will also assist in ensuring that GPI has adequate procedures in place in the event of a violation of the UKBA.

Employees responsible for entering into contracts with Representatives should investigate known sources of information regarding a potential Representative's business performance and ethics record. They should ask the Representative about the business qualifications, and check with independent sources to verify information that is available in the public record, including potentially making contact with the relevant Foreign Commercial Service or desk officer in the U.S. Departments of Commerce and State, as well as with the commercial officer of the relevant U.S. embassy abroad.

Exhibit A to this policy contains the suggested due diligence to be undertaken prior to the retention of Representatives proposed to be engaged on GPI's behalf to conduct business in any foreign country. Working with the Law Department, GPI employees also should ensure that the contract with any Representative contains appropriate FCPA and UKBA compliance provisions. They should also retain and update the documentation that is collected throughout the contractual relationship and should keep the file of information for at least five years after the relationship has concluded.

What is Permissible?

There are only very limited exceptions under the FCPA that permit payments or other things of value to be provided to foreign officials. The most applicable exception for GPI allows for "*a reasonable and bona fide expenditure, such as travel and lodging expenses, incurred by or on behalf of a foreign official ...directly related to ...the promotion, demonstration, or explanation of products or services ...or the execution or performance of a contract with a foreign government or agency.*" This exception is interpreted very narrowly and on a case-by-case basis, and will cover only reasonable expenses that are closely and directly related to a genuine and specifically identifiable and essential business purpose. For example, it may be permissible to pay certain expenses in connection with travel to visit a GPI business location, such as a mill, for the purpose of observing the nature and extent of operations and capabilities. Legitimate business purposes could include opportunities to demonstrate products or manufacturing methods, or the handling of product-related environmental issues or similar technical subjects. Travel may also be reasonably necessary to attend training that is required to carry out the business dealings between the parties. However, GPI cannot pay any travel-related expenses for a foreign official if the business purpose of the trip could have been addressed in the official's home country.

Because of the complexity of the legal issues relating to the applicability of exceptions to the FCPA's broad restrictions, no payment can be made under these exceptions without previous, express permission from the Law Department.

Facilitation payments, which are low value payments usually made to Government Officials to deliver approvals or permissions more quickly, are not permitted under the UKBA or in most countries around the world. Although these payments are permitted in very limited circumstances under the FCPA, **GPI does not permit GPI Employees or Associated Persons to make such payments.**

Pre-Approval of Gifts, Travel, Meals and Entertainment Involving SOEs and Foreign Officials

As noted above, the coverage of the FCPA and UKBA are very broad, and legal decisions as to what is permissible are case-by-case and very specific to each set of facts and circumstances. Therefore, the utmost care must be taken in evaluating these issues.

The threshold issue in determining whether the FCPA is applicable is whether a "foreign official" would be the recipient of a payment or other thing of value. A significant "red flag" in this area is whether the recipient works for an SOE. **If a customer is an SOE or a key decision-maker at a customer is determined to be a government official, provision of gifts, travel, meals, entertainment or anything else of value to that customer will be strictly governed by**

this policy, which supersedes any other GPI policy or practice relating to such subject matter. In each such case, all proposed payments, gifts, travel, meals and entertainment, or other “thing of value” involving “government officials” must be approved in advance by the Law Department. Sufficient notice and detail is required to allow a thorough legal review.

Assuming, on a case-by-case basis, that a customer is not an SOE and no foreign officials work for the customer in key decision-making capacities, GPI employees can provide appropriate gifts and entertainment in accordance with existing GPI policies and practices. Such gifts may not be made, however, for the purpose of securing an improper advantage, influencing or inducing a violation of the law, or influencing any act or decision (including a decision not to act) to assist GPI or any other company in obtaining or retaining business.

Education and Training

FCPA and UKBA training is administered by the GPI Law Department, Corporate Accounting and Internal Audit. If any additional training is desired or questions arise, contact a member of the Law Department.

Reporting

Reporting of any suspected or alleged improper business conduct, including any potential violations of the FCPA or UKBA, should be made in accordance with GPI's Code of Business Conduct and Ethics.

Enforcement and Discipline

Any employee who violates any law, or who violates any related GPI policy or procedure, will be subject to appropriate disciplinary action, up to and including termination. Any employee who is aware of another employee's violation of such laws, policies, or procedures but does not report same, will also be subject to appropriate disciplinary action. No employees will be penalized for reporting any concern or suspicion they have about corrupt behavior.

Whistleblower Hotline

Any employee having information or knowledge of any actual or contemplated violation of this Policy shall promptly inform his or her supervisor, report the matter to our General Counsel, call our Alertline or visit the Alertline website to report the matter. Employees may call the Alertline at the number for their location or visit the website as shown on the attached Exhibit B to this policy.

EXHIBIT A

SUGGESTED DUE DILIGENCE PROCEDURES FOR ENGAGING FOREIGN SALES AGENTS AND OTHER REPRESENTATIVES

A. IDENTIFY NEED

1. Determine and document the business justification for retaining the Representative.
2. Identify the functions to be performed.
3. Document reasons why these functions cannot be performed by GPI employees in-country.

B. DUE DILIGENCE REGARDING PROPOSED REPRESENTATIVE

1. What are the Representative's qualifications for the services to be performed, including the Representative's background and experience? Get resumes or CV's for the principals who will be involved in the engagement (in particular, is there any prior government service).
2. What experience and resources (personnel and financial) are to be employed by the Representative?
3. What is the organizational form (corporation, partnership, etc.) and structure (org chart) of Representative's corporate entity?
4. Research the ownership of the Representative's entity and obtain details of the beneficial owners – focus on whether any of the individuals are government officials, or have relationships with government officials.
5. Do the principals have affiliations with corporate entities other than the one being used for this engagement? -- If so, we need to understand ownership structure of other affiliated entities.
6. What is the Representative's business history -- years in business, employees, lines of business, approx revenues, etc.
7. Will Representative be retaining services of any third parties in carrying out work for GPI? If so, the same due diligence will need to be performed for each such third party so retained.
8. What local law governs the Representative's activities -- are they aware of and in compliance with local legal requirements for their business?

9. Obtain and check business references – a reference check should include questions about business ethics.
10. Obtain and check bank references.
11. Are there any prior bankruptcies; criminal convictions; pending investigations for bribery, tax evasion, export or antitrust violations?
12. Does the Representative have any anti-bribery and corruption ("ABC") policies of its own that are of an equivalent standard to GPI's? Do they provide ABC training to their staff?
13. If not, are they willing to adhere to GPI's policies and procedures and confirm in writing that they will train their staff to comply with them?
14. Does the Representative also use third parties when performing services for GPI?

EXHIBIT B

ALERTLINE PHONE NUMBERS

Australia	1.800.339276
Belgium	0800-77004
Brazil	0.800.891.1667
Canada	1.866.898.3750 1.855.350.9393
China	10.800.120.1239 10.800.712.1239
Cyprus	800.900.10 – At prompt enter 866.898.3750
France	0.800.90.2500
Germany	0.800.101.6582
Greece	0.080.012.6576
Italy	800.786.907
Ireland	1-800615403
Japan	00531.121520 0066.33.112505
Mexico	001.800.840.7907 or 001.866.737.6850
New Zealand	000-911-866-898-3750
Netherlands	0800-0226174
Spain	900.991.498
United Kingdom	0.800.032.8483
United States	1.866.898.3750

ALERTLINE WEBSITE: www.gpibusinessconductalertline.ethicspoint.com

GENERAL COUNSEL CONTACT INFORMATION

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