



## Anti-Bribery and Corruption Policy

Effective Date: October 28, 2011

Revision Date: December 30, 2021

### Purpose

Huron is committed to ensuring adherence to the highest legal and ethical standards. The purpose of this policy is to ensure compliance by Huron Consulting Group companies ("Huron" or "the Company"), and its directors, officers, employees and business partners (collectively "Huron Persons") with the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act ("Bribery Act") and related anti-bribery and corruption laws of other countries (collectively the "Laws") in which the Company does or intends to do business.

Bribery is a criminal offense in most countries in which we operate, and corrupt acts expose the Company and our employees to the risk of prosecution, fines and imprisonment as well as endangering the Company's reputation. Fines assessed against individuals may not be reimbursed by Huron.

The Huron Board of Directors has adopted this Policy and the Company will apply a "zero tolerance" approach to acts of bribery and corruption by any of our employees or by business partners working on our behalf. Any breach of this policy will be regarded as a serious matter by the Company and will result in employee disciplinary action and possible termination of applicable third-party agreements. Huron Persons must not consciously or deliberately ignore or disregard suspected violations of this Policy.

### Anti-Bribery and Corruption Compliance Officer

The Company has appointed its Senior Director of Global Security to serve as the Company's Anti-Bribery and Corruption Compliance Officer. This individual is a member of the Legal Department and reports to the Company's Chief Compliance Officer. The duties of the Anti-Bribery and Corruption Compliance Officer include the following:

- (a) Assist the Company in implementation of this Policy;
- (b) Coordinate anti-bribery and corruption education and training programs;
- (b) Advise Company personnel on issues related to compliance with the Policy;
- (c) Periodic review of international sales opportunities;
- (d) Review and approve payments when necessary;
- (e) Investigate reports of alleged violations of the Policy;
- (f) Report to the General Counsel, Chief Compliance Officer or the Audit Committee any material violations of the Policy that reasonably appear to have occurred and/or warrant investigation;
- (g) Report to the General Counsel, Chief Compliance Officer or the Audit Committee periodically on the status of the Company's compliance with this Policy.

In carrying out the foregoing responsibilities, the Anti-Bribery and Corruption Compliance Officer may utilize the assistance of qualified Company employees, members of the Company's Internal Audit function and its resources, as well as outside personnel, including, but not limited to, investigators, forensic accountants and outside legal counsel. The General Counsel, Chief Compliance Officer or Anti-Bribery and Corruption Compliance Officer are authorized to communicate directly with the Audit Committee and the Board at any time.



## **Prohibition of Bribery**

Bribery is a form of corruption. Bribes can take on many forms and involve either directly or indirectly offering, promising or accepting anything of value designed to exert improper influence. Forms of value can include money, unreasonable gifts, unwarranted expenses, political or charitable contributions, and uncompensated use of Company services or facilities.

Huron prohibits all forms of bribery. Examples of prohibited activity include:

- Attempts to secure an improper advantage, for example in obtaining or retaining business or in securing government authorizations, permits or other favorable treatment;
- Offers of anything of value (either directly or indirectly), not just money, including extravagant trips, entertainment or gifts of significant value, in exchange for an improper advantage;
- All means of channeling undue payments or other benefits, or for misrepresenting their purpose, whether as bribes, subcontracts, purchase orders, consultancy agreements, or through agents or other third parties;
- Acceptance of anything of value (either directly or indirectly) in return for giving an improper advantage to a third party.

## **Facilitation Payments**

Facilitation payments are payments made for the purpose of expediting or securing routine governmental action by a foreign official, political party or party official.

Huron Persons are prohibited from making facilitation payments to any government official. However, if such a payment is being extorted and involves an imminent threat to the health, safety or welfare of any employee or a member of the employee's family, the payment may be made and must be immediately reported to the Company's Anti-Bribery and Corruption Officer and then appropriately documented. The safety of Huron employees and their families is of paramount concern to the Company.

If you are unsure whether certain payments which resemble facilitation payments are permissible, please contact the Company's Anti-Bribery and Corruption Compliance Officer.

## **Use of Business Partners**

The definition of a business partner is broad and includes agents, subcontractors, teaming partners, facilitators, business finders, sponsors and others who act on behalf of the Company. Whenever the Company intends to engage or retain a business partner, an investigation of the prospective business partner in accordance with the ***Risk Assessment Procedures for Clients, Employees and Business Partners***, will be conducted, as warranted, to determine the reputation and credibility of the prospective business partner and the history of such prospective business partner's compliance with applicable provisions of the FCPA, Bribery Act, and similar applicable legislation.

**Business partners who act on the Company's behalf must maintain adequate procedures and similar controls for the approval and accurate recording of such expenses.**

When interacting with business partners, Huron employees are expected to remain alert for possible violations of this Policy. If any Company employee knows or reasonably believes that a payment or promise of payment prohibited by the FCPA, Bribery Act, or other anti-bribery and corruption laws has been, is being or may be made by a business partner for or on the Company's behalf or for the benefit of the Company, the employee shall immediately report the matter to the Anti-Bribery Compliance Officer, Chief Compliance Officer or General Counsel so that the Company can respond appropriately. All reasonable efforts will be undertaken to prevent the payment or promise of payment.



## **Gifts, Entertainment, Hospitality and Reasonable Expenses**

### **Non-Government Officials and Employees**

Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings in connection with matters related to our business. Depending on their size, frequency, and circumstances in which they are given, gifts and entertainment may constitute a bribe. The expenses for such activities must be consistent with the requirements of the Company's Code of Business Conduct and Ethics and the Charitable Contributions Policy. Gift and entertainment expenses must not be intended or be reasonably interpreted to encourage preferential treatment.

### **Government Officials and Employees**

The various branches and levels of government have different laws restricting gifts, including meals, entertainment, and transportation and lodging, that may be provided to government officials and government employees. You are prohibited from providing gifts, meals or anything of value to government officials or employees or members of their families without prior written approval from the Chief Compliance Officer.

In addition, payment of reasonable and bona fide expenses, such as travel and lodging expenses, incurred by a foreign or government official and directly related to the promotion of our services or the performance of a contract must be pre-approved by the respective Managing Director, the Anti-Bribery and Corruption Compliance Officer and the Chief Compliance Officer. A completed ***Request for Prior Approval to Provide Anything of Value to Government Officials or Employees*** must be submitted when it is anticipated that such expenditures may be required in connection with an engagement.<sup>1</sup>

### **Acquisitions**

Whenever the Company pursues the acquisition of a business entity, the due diligence process associated with the proposed acquisition shall include an investigation of the target acquisition's compliance with applicable provisions of the FCPA, Bribery Act and similar applicable legislation. The Company has developed an acquisition-specific questionnaire and integration plan that addresses risks inherent with acquisitions.

### **Books and Records and Internal Controls**

Many serious global bribery and corruption offenses have been found to involve some degree of inaccurate record keeping. We must ensure that we maintain accurate books, records and financial reporting within all Huron business units. Our books, records and overall financial reporting must also be transparent. That is, they must accurately and fairly reflect the transactions and dispositions of the Company's assets in accordance with generally accepted accounting principles ("GAAP"). False, misleading or inaccurate records of any kind could potentially damage the Company.

No accounting record or other document related to any transaction shall be falsified in any manner which may obscure or disguise the true nature of the transaction. No Huron Person shall engage in any arrangement which results in an inaccurate entry on the Company's books and records. No payment on behalf of the Company shall be approved or made when there is an express or implied agreement that any portion of the payment is to be used for any purpose other than that described by the documentation supporting the payment.

In addition, the Company must devise and maintain a system of internal accounting controls in accordance with GAAP sufficient to provide reasonable assurances as follows:

- (a) That transactions are executed in accordance with management's general or specific authorization;
- (b) That transactions are recorded in such a way as to allow preparation of a report that is in conformity with

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<sup>1</sup> Completion of a *Request for Prior Approval to Provide Anything of Value to Government Officials or Employees* is not required for Federal employees speaking at conferences.



GAAP;

- (c) That access to assets is permitted only in accordance with management's general or specific authorization; and
- (d) That the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any disparity.

### **Audit and Reporting**

The Company's books and records are subject to periodic review by the Company's internal auditors and independent external auditors. Testing and analysis of Company transactions for possible violations of anti-bribery and corruption laws shall be a regular part of the Company's routine audit process. The results of all anti-bribery and corruption auditing activities shall be communicated to the Audit Committee of the Huron Board of Directors promptly after completion of the relevant audit.

### **Reporting Potential Violations**

Any perceived failure of the Company's books and records to meet GAAP regarding any payments within the purview of the FCPA, Bribery Act or any other anti-bribery or corruption law, shall be reported to the Anti-Bribery and Corruption Compliance Officer, who shall consult with the General Counsel, the Chief Compliance Officer and Chief Financial Officer to determine whether a possible violation exists and, if so, the appropriate actions required.

If you are ever in doubt about whether a payment or other transaction would violate Company policy or the law, do not make the decision alone. Instead, SEEK ADVICE. Matters involving bribery issues frequently are not clear-cut. Whether a particular payment or action violates this policy or the law often depends on unique facts and circumstances.

To obtain guidance or to report concerns about an actual or suspected violation, contact:

David Smiatacz  
Senior Director Global Security  
Anti-Bribery and Corruption Compliance Officer  
Phone number: 312.880.3146  
Email: [dsmiatacz@hcg.com](mailto:dsmiatacz@hcg.com)

The Company's 24-hour Helpline, 1-800-690-8135, can also be used to report suspected violations of this policy. All reported violations will be promptly investigated and treated confidentially to the extent possible, given the need to conduct an investigation. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.