

Assured Guaranty Anti-Bribery Policy

Assured Guaranty Ltd. and its subsidiaries (which we collectively call “**Assured Guaranty**” or the “**Company**”) are committed to conducting their business fairly, honorably, with integrity and in the letter and the spirit of applicable anti-bribery and anti-corruption laws and requirements, and to refrain from extending invitations for business entertainment or making gifts that bear even the appearance of impropriety. This Policy is intended to address the requirements of such laws, including, without limitation, the U.S. Foreign Corrupt Practices Act of 1977, as amended (referred to as the “**FCPA**”), the UK Bribery Act 2010, as amended (the “**UK Bribery Act**”), the French Criminal Code¹ and the Bermuda Bribery Act 2016 (the “**Bermuda Bribery Act**”) and such other relevant laws and requirements in these jurisdictions and any other applicable jurisdictions (the “**Anti-Bribery Laws**”).

Basic Tenets of this Policy

This Policy prohibits giving, offering, accepting or requesting a “bribe” or anything which may be viewed as a “bribe” and applies to anything that you do yourself or which is done by you indirectly through a third party. This Policy applies both to activity involving government officials and to private commercial activity.

- Assured Guaranty does not offer, promise, authorize, provide, solicit, pay, request or accept bribes, directly or indirectly (through agents, brokers, consultants or other third parties), to or from government officials, private company executives or any other person or entity;
- Assured Guaranty does not offer, promise to pay, authorize, provide or pay facilitation payments (as defined below);
- Assured Guaranty avoids the appearance of paying bribes through other means such as lavish meals and entertaining or gift giving; and
- Assured Guaranty maintains detailed and accurate books and records and internal controls and does not conceal bribes or other improper payments by “off book” arrangements, by falsifying its books and records or by failing to properly document an otherwise proper payment to a government official.

Assured Guaranty directors, officers and employees as well as any third parties acting on Assured Guaranty's behalf (e.g. agents or contractors), any ventures or entities effectively controlled by Assured Guaranty (including subsidiaries) and persons that otherwise perform services for or on behalf of Assured Guaranty that violate the Assured Guaranty Anti-Bribery Policy will be subject to severe discipline, up to and including termination. In addition, under Anti-Bribery Laws including the FCPA, the UK Bribery Act, the French Criminal Code and the Bermuda Bribery Act, Assured Guaranty's directors, officers, employees and Assured Guaranty itself could be subject to criminal and civil liability for violating these standards. Criminal penalties for individuals violating the FCPA can include fines in excess of U.S. \$5 million and 20 years imprisonment. Individuals also could be subject to additional criminal fines and penalties under local (both U.S. and non-

¹In particular articles, 433-1, 433-2, 433-3, 435-1, 435-2, 435-3, 435-7, 435-9, 445-1 and 445-2.

U.S.) laws. Under the FCPA, Assured Guaranty could face numerous sanctions, including criminal indictment and fines, disgorgement of any ill-gotten gains, the prohibition to do business with the U.S. government, and the appointment of a compliance monitor. Similarly, penalties for individuals violating the Bermuda Bribery Act can include fines up to \$500,000 or, in certain cases, unlimited fines, and/or up to 15 years imprisonment. Under the UK Bribery Act, individuals may be subject to unlimited fines and/or imprisonment and any entity deemed to be carrying on business in the UK may also be subject to severe criminal penalties. Under French law, individuals are exposed to sanctions of up to 10 years' imprisonment and/or a fine of €1m and various additional penalties. Assured Guaranty can incur a fine of up to €5m. The amounts of the maximum fines noted above may be increased to twice the value of the proceeds of the offence in question if greater. Last but not least, additional penalties may also be imposed such as the seizure of properties belonging to Assured Guaranty group and/or the obligation for Assured Guaranty to implement an anti-corruption program. Additionally, any regulated entity within the Assured Guaranty group could have enforcement action taken against it and certain senior managers which could result in any or all of fines, loss of license or position and reputational damage.

The Guidelines

General Guidelines on Bribery

1. You may not offer, promise, authorize, provide, solicit, pay, request or accept a bribe (as described below under "What is bribery?"), or anything that may be viewed as a bribe.
2. It does not matter who would ultimately pay or receive the bribe. The prohibition in Guideline 1 also includes offering, promising, authorizing, providing soliciting, paying, requesting or accepting any bribe indirectly, through agents, consultants, brokers or other third parties. You are charged with the responsibility of knowing what the Company's agents, brokers, consultants and other third party representatives are doing and of ensuring that such entities are not offering, promising, giving or receiving any bribes indirectly on Assured Guaranty's behalf. Willful ignorance is no excuse and you are expected to follow both the spirit and letter of this Policy.

What is Bribery?

The giving (or offering, authorizing, providing, or promising to give) or receiving (or requesting or agreeing to accept or soliciting) of any money or offers, promises, donations, gifts, rewards or other non-monetary benefit or advantage to or from any person, if the purpose of the benefit is to:

- influence any of that (or any other) person's acts or decisions in his or her official capacity (either as a government official or in a private commercial capacity) in order to obtain or retain business or an advantage;
- induce any person to improperly perform his or her duty or function or reward them for doing so;

- secure any improper advantage; or
- induce the recipient (or any other person) to use his or her influence with a government or a government-owned or government-controlled entity to affect or influence any act or decision by that government or instrumentality in order to assist the Company in obtaining or retaining business, or in directing business to any person.

A person's duty or function can include any function of a public nature, any activity connected with a business, any activity performed in the course of a person's employment and any activity performed by or on behalf of a body of persons (e.g. a company). Any such duty or function is performed 'improperly' by a person if they perform it in breach of what would be expected of them by a reasonable person by reference to any applicable requirements of good faith, impartiality or any position of trust which that person may hold.

You can also commit bribery by making payments to any person knowing that he or she will use the payments for the purposes of the foregoing. You should note that bribery is not avoided merely because any financial or other advantage is provided after a service is provided. You can commit bribery when you receive or give a reward of some kind after the event. You can also commit bribery if you do not actually receive a promised financial or other advantage, but if you acted in order to or thinking you would receive that advantage. It does not matter whether the person who is offered the advantage is the person who would perform their duty or function "improperly".

The prohibitions set out in this Policy apply to the Company and all of its subsidiaries and affiliates and to all of their respective officers, directors and employees as well as to any third parties acting on Assured Guaranty's behalf (e.g. agents or contractors), any ventures or entities effectively controlled by Assured Guaranty (including subsidiaries) and persons that otherwise perform services for or on behalf of Assured Guaranty.

Meaning of Government Official, Business Entertainment and Gift

When reviewing these guidelines, you must keep in mind that some of the terms used in these guidelines can be interpreted quite broadly under the applicable law, in particular who is considered a government official.

"Business entertainment" includes not just meals and beverages, but any recreation, lodging, transportation and tickets to sporting or other events, no matter what the cost.

"Gift" includes not just tangible items but also anything of value, such as, for example, doing a favor, promising employment, providing a loan or service, covering travel or other expenses, or paying a fee or other compensation.

"Government official" includes any foreign or domestic paid or unpaid, full-time or part-time employee, contractor, officer or elected official of any government or any department, agency or instrumentality of any government, whether in the executive, legislative, magistracy or judicial branches, whether at the national, federal, provincial, state, municipal or local level, and regardless of rank. "Government official" also includes anyone acting in an official capacity or pursuant to a delegation of authority from any government to carry out governmental responsibilities. "Government official" includes,

without limitation, regulatory, licensing, tax, customs, immigration or other government authorities.

The definition of “government official” is intended to be interpreted broadly and may include categories beyond those listed in the previous paragraph. As a result, it is often not obvious when a person should be treated as a “government official.” For example, each of the following may be considered a government official:

- an officer or employee of a company or entity owned or controlled by a government, such as a doctor at a foreign government-owned hospital, a professor or employee at a public university, or an officer at a state-owned bank or sovereign wealth fund;
- a political candidate or official of a political party;
- any legislative, administrative or judicial official whether elected or appointed - this can include civil servants, judges, customs and immigrations officials, diplomats, ambassadors and embassy staff, and military and law enforcement personnel;
- an officer, contractor or employee of a public international organization, such as the Red Cross, United Nations, International Monetary Fund, or World Bank;
- a member of the royal family of a country;
- some indigenous or tribal leaders;
- an authorized intermediary or agent of a government official;
- an individual who performs work for government under a contract;
- an individual who holds or performs the duties of an office established by law; and
- an individual who is otherwise in the service of government.

Each of these should be treated as a “government official” for purposes of this Policy but this list is not exhaustive. You should contact the Assured Guaranty Ltd. General Counsel (“**General Counsel**”) or member of the Legal Department if there is a question as to whether an individual is a “government official.”

Liability for Third Parties

Assured Guaranty may be held liable for the actions of any person who performs services for it or on its behalf (collectively, “**Business Partners**”), even where its key officers did not know of the illegal payments and their only failure was that they did not detect and prevent the payments. It does not matter whether that third party is acting illegally in the jurisdiction where they are based - if what they do when performing services for the Company or on its behalf would constitute bribery under this Policy, then the Company could be liable for having failed to prevent it. In practice this would include not only Assured Guaranty entities and employees but also arrangers, underwriters, placement agents, sponsors, intermediaries, advisors and consultants. Accordingly, you are required to

perform appropriate due diligence before engaging a Business Partner to represent or act on behalf of the Company.

The Company aims to implement, so far as practicable, procedures to prevent third parties from engaging in bribery. The framework for doing so is set out below. If you are in any doubt as to the appropriate procedures to follow when dealing with third parties please contact the Legal Department.

The Company will only engage with Business Partners who demonstrate at all times business integrity and who practice ethical conduct which meets the standards expected by the Company and all applicable laws and regulations.

The appointment of all Business Partners that are not authorised and regulated by a primary US regulator (such as the Securities and Exchange Commission or the FDIC) or by the UK Prudential Regulation Authority or Financial Conduct Authority are subject to the approval of the Legal Department in accordance with the due diligence procedures outlined below. Special attention will be given to parties who are expected to interact with or make introductions, assist in developing business or obtaining non-routine government approvals or action.

Prior to entering into any contract or business relationship with any Business Partner, the employee responsible for the engagement must confer with the Legal Department or a Compliance Officer who will consider the risks posed by that person on the basis of any current know your customer or similar information held with respect to such person. The Legal Department or Compliance Officer may request an employee to complete and submit to the Legal Department an Engagement Form containing the following information about the proposed associated person or Business Partner, as applicable:

- details such as location and place of incorporation and any available details of beneficial ownership;
- whether the person has been engaged previously by the Company;
- the services to be provided and whether the person will engage any third party on behalf of the Company;
- whether the person will be working in the same country in which it is organised;
- the reason for the engagement;
- details of all fees and benefits proposed to be paid to the person and any other proposed payment terms;
- an explanation of why those fees and benefits are proportionate to the legitimate services to be provided;
- details of the bank account into which any fees will be paid to the person;
- the names of other associated persons or Business Partners, as the case may be, considered and the reason the designated person was selected over other candidates;
- who recommended the associated person or Business Partner; and
- details of any relationship between the person and relevant government officials.

The Legal Department will then consider the proposal and carry out further due diligence as considered necessary before confirming whether an engagement is approved. The extent of any further due diligence required and the ultimate decision as to whether to approve an appointment will be informed by the existence of any location, transaction, financial, general or other risks and any “red flags” - such as those listed below in this Policy.

The engagement in any joint venture or other business combination is also subject to similar due diligence procedures and approval by the Legal Department.

Our agreements with Business Partners will be required to include confirmations from such parties that they do and will comply with the Anti-Bribery Laws, that they will comply with their own equivalent anti-bribery policy and standard form of anti-corruption provisions. Where the Legal Department considers it appropriate, Assured Guaranty may also include audit rights in our agreements with Business Partners to allow the Company to monitor them, and/or require our Business Partners to undergo anti-corruption training.

Pre-Approval of Entertainment and Gifts

The Company has established the guidelines set out in the Business Entertainment and Gifts Section of the Assured Guaranty Code of Conduct regarding when you can extend invitations for business entertainment or give or offer business gifts to a government official, private company executive or any other person.

The giving and receiving of ordinary and reasonable business entertainment and gifts can be a legitimate means of establishing and maintaining business relationships. However, this is an area in which to tread carefully; in some circumstances, entertainment or gifts may create improper appearances, expectations or feelings of commitment or obligation or be construed as an attempted bribe. Providing gifts, entertainment, business amenities or any other thing of value in any amount, particularly to a government official, is highly regulated, often prohibited and may subject the Company and the individual employee to criminal penalties.

Care must be taken to identify whether a client or other third party you are dealing with is a government official. The provision of any gift or business entertainment (including meals, beverages, recreation, lodging, transportation and event tickets) to any government official, as defined above, must be pre-approved by the **General Counsel or the Chief Compliance Officer**.

In addition to the guidelines in the Business Entertainment and Gifts Section of the Assured Guaranty Code of Conduct, make sure to use good judgment at all times and avoid any business gift or business entertainment that might violate any applicable anti-corruption law or create the appearance of an attempt to improperly influence any person. If you are unsure of whether an invitation or gift falls within the scope of the Business Entertainment and Gifts Section of the Assured Guaranty Code of Conduct, consult with the **General Counsel** or member of the Legal Department before offering or accepting it. Take particular care before considering Business Entertainment at a time when the Company is in negotiations with the other party.

Be Alert to “Red Flags”

Being compliant with this policy includes being alert to “red flags” or facts or combinations of facts that might indicate a potential for corrupt activity to occur. Examples of “red flags” include:

- doing business in a country with historical corruption problems;
- being advised by a government official that you must work through a designated agent to obtain business;
- excessive rates of commission being paid to agents, brokers or consultants with no apparent qualifications or for minimal services rendered;
- unusual payment arrangements, e.g., requests for payments in cash, or to out of country bank accounts;
- invoices or requests for payment that are unusual or outside the normal vendor authorization, approval or payments process;
- limited understanding within the Company of what the agent, broker or consultant is doing or why hired in the first place; and
- no formal contract for services with an agent, broker or consultant.

In potential bribe situations, there is often more than one “red flag.” Be alert for such red flags and report any concerns about potential corrupt activity to your manager or the General Counsel.

Facilitation Payments

The Company does not allow facilitation payments without pre-clearance from the Legal Department.

Facilitation payments of any kind are prohibited under the UK Bribery Act and French law. A facilitation payment is a payment or gift (usually, but not necessarily made to a government official) to cause the recipient to perform a routine duty or function, or to expedite such performance. The payment of a lawful and official fee for any such a duty or function is not a facilitation payment.

Under the FCPA and the Australian Criminal Code, there is a narrow exception for payments of a minor nature to government officials to facilitate or expedite the performance of “routine government action” of a minor nature to which a party is already entitled if specific conditions are met. These are generally small payments to low-ranking government officials for things such as providing police protection, mail pickup or delivery, phone service, or power and water service. It is critical that to be considered a facilitation payment that payment be made to attempt to secure a service to which the recipient was already entitled – analogous to a tip. It is also necessary to comply with very stringent record keeping requirements prescribed under relevant Anti-Bribery Laws.

If you believe that you are required to make a facilitation payment, you must consult the Company's Legal Department prior to making that payment to determine whether it is appropriate and to pre-clear the payment, and to confirm applicable record keeping requirements. Subsequent to payment, you must report the facilitation payment to the Chief Financial Officer, including the amount of the payment, the payee, and a specific explanation of the reason for the payment, and comply with any record keeping requirements.

Any request for a facilitation payment (by a government official or anyone else) should be reported to the General Counsel.

Personal Safety Payments

If payment must be made in order to prevent **imminent physical injury or illegal detention**, you may make the payment but must notify the General Counsel **immediately** thereafter, and the payment must be accurately documented and reported in the Company's books and records in accordance with the guidelines herein. The Company may report the payment to the appropriate authorities.

Books and Records and Internal Controls

Assured Guaranty must maintain detailed and accurate books and records and a system of internal controls that ensures accountability for all shareholder assets. "Off-the books" payments and any fraudulent accounting practices or knowing falsification of Assured Guaranty's books and records to cover up any improper payment are prohibited. Examples of falsified books and records that violate this policy, Australian laws, and the FCPA include, but are not limited to, the payment of a false or fraudulent invoice, the miscoding of an improper payment in the general ledger, or a falsified expense report to hide improper entertainment of a government official. Legitimate travel expenses or other payments can lead to a violation of Anti-Bribery Laws in the Company's books as records if they are improperly recorded, for example, as "fees for service" or "consulting fees". Every Assured Guaranty employee has an obligation to truthfully report all transactions, including the amount of the payment, the payee and the purpose of the payment, and to ensure no payments are made based on false documentation.

Charitable and Political Contributions

Charitable and political contributions can be (or be seen as) bribes in disguise. All charitable contributions solicited, suggested or requested by a government official, or by organizations affiliated with a government official, or that may benefit a government official, require the advance written approval of the General Counsel. No such request will be approved absent assurances that the contribution will not be paid, directly or indirectly, to or for the benefit of any government official in order to obtain an improper advantage or to otherwise influence a government official in connection with any decision that may affect the Company. Furthermore, charitable contributions solicited by a government official must be reviewed under the law of the applicable jurisdiction to ensure permissibility (e.g., certain jurisdictions may restrict the ability of public officials to solicit contributions to charities).

The guidelines for political contributions are set forth in the Political Contributions and Activity section of the Assured Guaranty Code of Conduct.

Sponsorships

The Company and the Company's subsidiaries may sponsor client-focused events and activities, where it considers the activities to be aligned with its business objectives, values and ethical principles and where its reputation may be enhanced. All sponsorships must be approved in advance and in writing by the Chief Executive Officer of the applicable company and by the General Counsel of the Company.

Compliance Monitoring

The Legal Department will, subject to the oversight of the applicable Company Chief Executive Officer and of the General Counsel, be primarily responsible for the implementation and monitoring of this Policy. The Legal Department will review the effectiveness of this Policy and the compliance with this Policy by all relevant directors, officers and employees on a periodic basis in conjunction with the Company's existing internal audit and compliance monitoring programmes.

Monitoring will include:

- reviewing on a regular basis the approvals of gifts, hospitality, entertainment, sponsorship, charitable or political contributions to establish whether there are any patterns of receiving or giving advantages which may, alone or taken together, raise any suspicions of bribery or attempted bribery;
- reviewing the appointment of Business Partners for services concerning the "public sphere" once every calendar year from such appointment and reviewing other appointments once every two calendar years (or, in each case, sooner upon any concerns being raised as to the appointment); and
- where relevant, compliance by Business Partners with this Policy or an equivalent.

Training

All affected directors, officers and employees (whether permanent or temporary) must take regular and appropriate training relating to this and related policies and procedures.

The extent and nature of such training shall be defined by reference to their business unit and will reflect the risks facing an employee in their role in that unit.

Records of all completed training sessions undertaken by the Company are maintained by the Legal Department.

Speak Up

If you suspect or have information about any violations or potential violations of this Policy you should promptly report it to your manager, or contact an attorney in the Legal Department or the General Counsel in accordance with the whistleblowing procedures set out in the Assured Guaranty Code of Conduct. If the Company encounters a possible bribery situation, time can be of the essence in making contact with regulators and enforcement agencies, therefore you should raise them in accordance with this Policy as soon as possible.

You should also follow the whistleblowing procedures if you are concerned that the Company may in any way have benefitted from the proceeds of bribery as we may need to make a report to the appropriate authorities.