

## Anti-Bribery and Anti-Corruption Program Overview

Acuity Brands is committed to maintaining the highest level of ethical and legal standards in the conduct of its business activities. In connection with the Company's [Anti-Bribery and Anti-Corruption \("ABAC"\) Policy](#), the company's ABAC program is designed to ensure that we live up to this core commitment and that we comply with key legal requirements for conducting international business.

### **Risk Assessments and Due Diligence.**

Before entering into business relationships outside the United States, Acuity Brands conducts risk assessments based on the location of the business, the reputation of any business partners, and the services being provided by such partners, among other factors. The company investigates its potential business partners at the commencement of the relationship and thereafter using the process and schedule described below in order to ensure compliance with the United States Foreign Corrupt Practices Act and other ABAC laws. This due diligence obligation falls into two tiers:

- *Diligence IS ALWAYS Required.* Appropriate, thorough due diligence is conducted with respect to all foreign agents, customs brokers, freight forwarders, prospective joint venture partners, and targets for mergers and/or acquisitions. In these mandatory investigations, a contracted third-party due diligence provider *must* be used, subject to certain exceptions set forth in the ABAC Policy and ABAC program documents.
- *Diligence MAY BE Required.* When "red flags" exist and/or a risk assessment suggests heightened potential risks, appropriate, thorough due diligence is conducted with respect to all foreign contractors, distributors, consultants, suppliers and other business partners. In these discretionary investigations, a contracted third-party due diligence provider *may* be used.

In order to ensure ongoing compliance with ABAC laws, Acuity Brands performs follow-up due diligence with respect to each previously-investigated foreign business partner at an interval of not more than two years. This follow-up due diligence consists of the following:

- Requiring the foreign business partner to review the information provided during the initial ABAC due diligence investigation and either confirm that there have been no changes or advise as to any changes; and
- Requiring the foreign business partner to sign and return to Acuity Brands an acknowledgment confirming its continued compliance with the ABAC Policy and ABAC laws.

### **ABAC Compliance Team; Guidelines and Monitoring.**

The company's ABAC Compliance Team consists of representatives from legal, financial reporting, internal

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audit, HR, transportation, customs and trade compliance, and a manager involved in Acuity Brands' international operations. The ABAC Compliance Team meets on an annual basis and reviews the effectiveness of the company's ABAC Policy and its enforcement, ensures that approved expenditures and foreign relationships, as disclosed, do not raise ABAC-related concerns, makes determinations regarding any required approvals pursuant to the program, and reports findings both to the company's management team and to the Audit Committee of the Board of Directors. Together with the Senior Vice President, Finance, and the Vice President of Internal Audit, who maintain guidelines and record-keeping for the company's internal controls over its books and records for financial reporting purposes and a system of monitoring compliance with such controls, the ABAC Compliance Team provides governance and oversight of the program.

### **Training; Reporting.**

All relevant company employees and international sales agents whose responsibilities could affect ABAC compliance are trained on and sign an acknowledgment confirming understanding of and compliance with, the company's ABAC Policy and ABAC laws, including: (1) international sales; (2) finance; (3) customs; (4) executive management; and (5) any personnel who are in a position to solicit business and/or deal with foreign officials who are not already captured in the categories above. In addition, certain third parties may have a relationship with Acuity Brands that justifies providing them with training concerning ABAC laws and their implications. In particular, those who may serve as intermediaries involved with foreign government business may be selected to receive training.

The company provides mechanisms for consulting with subject matter experts and reporting concerns related to ABAC compliance as further described in the ABAC Policy.