

## ANTI-BRIBERY AND CORRUPTION POLICY

### Introduction

WWRD is committed to the highest possible standards of probity, accountability and honesty in its dealings with all employees and third parties. In line with that commitment we expect employees, and all others that we deal with, to act impartially and in good faith at all times. Inappropriate giving or receiving of gifts and hospitality can amount to bribery and corruption in certain circumstances. Therefore WWRD's policy relating to gifts and hospitality is included within this Policy.

This Policy covers WWRD Holdings Limited and all its subsidiaries and associate companies worldwide ("WWRD"). It also covers every individual working in or with WWRD, at any level or grade and wherever located. This Policy also applies to third parties engaged by WWRD, including agents, distributors, suppliers, licensees, service providers and consultants.

### What Is Bribery And Corruption?

Bribery involves the giving or receiving of money or anything else of value as an inducement or reward for an improper act. An act will be improper if it involves someone performing (or failing to perform) a function illegally, unethically, in bad faith, not impartially, or in breach of a position of trust.

The recipient of a bribe can be in the Private Sector (i.e. in business) or in the Public Sector (e.g. in Government or a state-owned company).

Bribery can take place where the offer or payment is made indirectly through a third party, such as an agent.

Bribes can take many different forms, such as cash payments, gifts, hospitality eg (meals, hotel stays or tickets or invitations to sporting and cultural events), other promotional expenses (eg travel and accommodation expenses), political contributions or charitable donations.

### General Restrictions

This Policy contains certain general restrictions which help guard against the risk of bribery and corruption.

**You must not**, whether directly, or indirectly through a third party:

- **provide** money or anything else of value to any person: (1) with the intention of obtaining, retaining or rewarding any improper commercial or other advantage, or (2) to induce any person to act improperly or to reward them for doing so, or (3) knowing or believing that acceptance by the other person would itself be improper; or
- **receive** money or anything else of value where you know or suspect that: (1) it is offered or provided either with the intention of inducing any person to provide any

improper commercial or other advantage or to act improperly, or as a reward for doing so, or (2) the request itself is improper.

Money or anything else of value includes any gift, hospitality or other promotional expense or any other financial or other advantage. References to “providing” include offering, promising and authorising. References to “receiving” include requesting, soliciting, agreeing to receive and accepting.

These general restrictions are supported by special rules which apply to: (1) gifts, hospitality and other promotional expenses, (2) situations where Public Officials are involved, (3) facilitation payments, (4) political donations, and (5) charitable donations. These special rules are summarised in this document.

### **Gifts, Hospitality And Other Promotional Expenses**

The provision and receipt of gifts, hospitality and other promotional expenses are common in business and are generally not unlawful. However, these may be, or appear to be, bribes if, for example, they are provided with the intention of obtaining an improper advantage.

#### **Gifts and hospitality include:**

- all gifts of products, services, cash or cash equivalents and all other things of value,
- all meals, drinks, entertainment, recreation (such as tickets or invitations to sporting or cultural events), travel, accommodation and other forms of hospitality, and
- other expenditure, such as travel and accommodation expenses that relate to the promotion, demonstration, or explanation of products or services.

**You must not**, whether directly or indirectly through a third party:

- **provide or receive** gifts or hospitality that are: (1) within listed categories of things that are never acceptable (see below), or (2) not in accordance with certain Gift Principles (see below)
- **request** any form of gift or hospitality from any person or organisation or
- **seek to avoid** any requirement under the Policy by paying personally for gifts or hospitality.

Gifts, hospitality and other promotional expenses are **NEVER ACCEPTABLE** when they:

1. are provided or received for improper advantage,
2. may give rise to a conflict of interest (ie a conflict between competing interests which may impair the ability to make objective unbiased business decisions),
3. are provided or received with the intention or an expectation of reciprocity,
4. involve parties in a tender or competitive bidding process where the Group is tendering or bidding,
5. are known to be prohibited by the other party’s organisation,
6. comprise cash or a cash equivalent,
7. are inappropriate or offensive (eg indecent or sexually oriented),

8. are concealed (ie provided secretly rather than openly),
9. are provided in a personal capacity rather than the Group's, or
10. are in breach of any applicable laws or regulations.

**The Gift Principles** – gifts, hospitality and other promotional expenses **must** be:

1. provided in good faith with the intention only to build or maintain legitimate business relations or offer normal courtesy,
2. either: (i) token and of minimal or nominal value (such as small promotional items, diaries, calendars, or other similar items bearing the brand or logo of the provider, or (ii) modest in value and not lavish or extravagant,
3. reasonable and appropriate in terms of the type, the value and the occasion and frequency of provision in the particular circumstances, including in the context of local cultural sensitivities,
4. consistent with reasonable business practice reflecting local cultural sensitivities, and
5. permissible under all applicable laws and regulations, including local laws.

### **Declining gifts and hospitality**

If any gift or hospitality is offered to you but is not permitted in accordance with this Policy, it must be politely declined. If, in exceptional circumstances, it is not possible (for example, because that would cause serious offence due to cultural sensitivities in the country in question), the gift or hospitality may be accepted but this must be reported as soon as possible to your line manager and recorded in accordance with your local company reporting procedures. Your line manager will consult with Legal Department regarding the appropriate disposal of any gift which is not permitted (such as by donation to charity).

### **Guidance and examples**

In applying the above rules, the following factors may be relevant and should be considered:

- the **intention** behind the gift or hospitality,
- the **timing** – eg particular care should be exercised where we are about to award a contract,
- **local custom** – the practice of giving and receiving gifts and hospitality varies between countries and regions.

What may be legal, normal and culturally acceptable in one country may not be in another. Occasional drinks and meals, attendance at sporting, theatre and other cultural events, and gifts of a token or modest value will usually be acceptable. If you are in any doubt, it may be helpful to consider whether you would be embarrassed if your manager or colleagues or anyone outside WWRD were to become aware of the gift or hospitality. Where hospitality is

provided or received, for example in the form of a meal or entertainment (such as a ticket to a sporting or cultural event), the host must be present. This is important in order to help demonstrate a legitimate business purpose for the hospitality.

The following are examples of what are likely to be permissible, provided they are not within any of the categories of things that are **never acceptable** and are in accordance with the **Gift Principles**:

- contributing towards the legitimate expenses of a customer or supplier (such as travel) so that they can visit one of our facilities for a legitimate business reason
- taking a customer or supplier to a sporting event, such as a football match, or to a cultural event, such as the theatre, as part of a public relations exercise designed to build or maintain legitimate business relations with them
- hosting an annual event for customers at a hotel with the intention of building or maintain legitimate business relations with them
- giving gifts at annual festivals or other special occasions, such as at Christmas in the UK and elsewhere
- giving token gifts of minimal or nominal value, such as small promotional items, diaries, calendars, or other similar items bearing a WWRD brand or logo.

### **Public Officials**

Special rules apply in respect of Public Officials. A Public Official is someone who holds a position or exercises a function in the Public Sector. Such positions include legislative, administrative, military or judicial positions in any national, local or municipal government. The term also includes officers, employees or representatives of any government-owned or government-controlled commercial enterprise (such as a state-owned oil company).

**You must not** provide money, gifts, hospitality or anything else of value for the purpose of influencing a Public Official in the performance of their official functions with the intention of obtaining or retaining business or an advantage in the conduct of business. This applies whether the gift or hospitality is provided directly or indirectly, irrespective of where the Public Official is located and whether or not the Public Official actually performs a function improperly.

**You must** comply with your local company pre-clearance procedures before anything of value is provided to, or received from, any Public Official. Pre-clearance will not be given if the matter is within any of the categories of things that are **never acceptable** or is not in accordance with the **Gift Principles**.

The Policy provides that pre-clearance must be sought from either: (1) your line manager if the value is under **£50** (or local currency equivalent), or (2) your Finance Director or Director if the value is **£50** or more (or local currency equivalent). This threshold refers to the value of a gift or gifts to an individual recipient or the cost of hospitality or other promotional expenses per head.

## **Guidance and examples**

The following are examples of where the provision of something to a Public Official is likely to be acceptable (but only where there is no intent to exert improper influence and pre-clearance is obtained):

- bona fide, proportionate and reasonable hospitality, promotional and other business expenditure which is aimed at building or maintaining legitimate relations,
- ordinary and reasonable travel and accommodation, for example to enable a Public Official to visit to a plant to review safety systems or during the process of obtaining a permit or licence,
- routine business courtesy such as transfers from airport to hotel for a site visit.

## **Facilitation Payments**

A facilitation payment is a small unofficial payment or gift, often cash, made to secure or speed-up the performance of a routine process by a Public Official that they are already under a duty to perform. Examples include actions in relation to obtaining licences or permits, processing visas, clearing goods through customs or providing police protection, mail or telephone services or access to power and water. Facilitation payments may also be called “facilitating”, “speed” or “grease” payments.

Be aware of the risk that agents or suppliers of services (such as transport services) may pay facilitation payments in performing services for the Group.

**Facilitation payments are considered to be bribes under this Policy (regardless of size or local standards) and are, therefore, prohibited, even if they are customer business practice in a particular country.**

Public Officials demanding facilitation payments may put you or your staff in a very difficult position. If faced with a situation where such payment is demanded and your health, safety, liberty or property is threatened you may make the payment. If you do, you must then follow your local company reporting procedures.

## **Third Parties**

There is a risk of bribery if a third party engaged to represent or to provide services to the Group engages in improper conduct in the course of that work. Relevant third parties include (but are not limited to) agents, distributors and carriers.

**You must** assess and deal with the bribery and corruption risk presented by such third parties. The risks will vary depending on factors such as the nature of the relationship (for example, agents), the country of operation and the type of business involved. Due diligence steps must be undertaken in respect of such third parties and documented in accordance with your local company procedures.

There are certain situations and factors which may indicate possible bribery and corruption. These are called “**Red Flags**”. Examples include where:

- a third party refuses to provide information in response to due diligence questions,
- money is passed through a third party to a Public Official,
- a third party requests payment in cash.

If you encounter a Red Flag situation, you must report this to your line manager and consult Legal Department as soon as possible. Red Flag situations must be resolved before entering or continuing the business relationship.

The resolution of a Red Flag situation may require the undertaking of specific due diligence (eg carrying out a background check on the third party) with the assistance of Legal Department before proceeding, taking additional legal advice or providing anti-bribery and corruption training to the third party.

All fees, expenses and commissions paid to third parties engaged to represent or provide a service to WWRD must be appropriate, justifiable and proportionate. They must be commercially reasonable in the circumstances and for legitimate services rendered. They must only be paid to the third party directly and never using a party that has no contractual relationship with the Group.

### **Political Contributions**

Political contributions or donations (to political parties, organisations or election candidates) and other political expenditure may constitute bribes if made with the intention of influencing business or official decisions or gaining a commercial or other advantage. This Policy prohibits contributions or donations or incurring political expenditure on behalf of WWRD or using WWRD's financial resources.

### **Charitable Donations**

Charitable donations may constitute bribes if made with the wrong intention. Any charitable donation made on behalf of WWRD or using WWRD's financial resources must be legal under applicable local laws and must not be made with the intention of influencing business or official decisions or gaining a commercial or other advantage.

### **Local Procedures And Record-Keeping**

Bribery and corruption often involve inaccurate record-keeping. We must ensure that we maintain accurate and proper books, records and financial reporting across WWRD. False, misleading and inaccurate books and records could damage WWRD.

This Policy requires each WWRD company to establish and maintain registers and procedures for certain matters:

- gifts, hospitality and other promotional expenses,
- pre-clearances of gifts, hospitality and other promotional expenses in respect of Public Officials,
- facilitation payments,
- the results of due diligence processes, and

- details of higher risk third party relationships.

You must follow your local company procedures in respect of each of these matters.

### **Local Adaption**

This Policy will be adapted or supplemented to ensure effective application across the Group worldwide. Local adaptations may be stricter than this Policy. Guidance will be made available by Legal Department. All local changes must be authorised by Legal Department.

### **Communication And Training**

It is important that this Policy and the associated anti-bribery and corruption procedures are embedded and understood throughout WWRD through internal and external communication and training. Appropriate and regular training on this Policy will be provided to all relevant existing employees. As part of the regular training, employees will be required to certify their receipt of this Policy and their compliance with it.

### **Breach Of The Policy**

You are required to comply with this Policy. This Policy, as amended from time to time, is intended to form part of each employee's contract of employment. Breach of this Policy may result in disciplinary actions, including dismissal for gross misconduct or other termination of employment. WWRD reserves its right to terminate WWRD's contractual relationship in accordance with the terms of the relevant contract with any third party who works with or for WWRD if that third party breaches this Policy or anti-bribery and corruption contractual provisions.

### **How To Raise A Concern**

If you have any questions about this Policy or are unsure about the application of any aspect of it, please seek guidance from Legal Department. If you become aware of any actual or suspected breach of this Policy, you must raise your concerns as soon as possible. You may do this confidentially under the **WWRD Whistleblowing Policy**. WWRD will not permit retaliation against anyone for refusing to take part in bribery and corruption, for raising a concern or for reporting wrongdoing in good faith. If you believe that you have suffered such treatment, you should inform your line manager, Legal Department, local or Group HR or a senior manager immediately.