



## **Anti-Bribery Policy**

### **Introduction**

RPC Group Plc (the “Company”) has a zero tolerance policy towards bribery and corruption in its worldwide business operations, whether in the public or private sector. This Policy applies to all personnel of the Company and its subsidiaries (together the “Group”). It also applies to third party business partners where they are acting on behalf of the Group, including (but not limited to) agents, consultants, distributors and joint ventures. It extends to all business transactions in all countries in which the Group operates.

The Group's senior management is committed to conducting the Group's business according to these standards. Bribery and corruption may expose the Group, its personnel and its business partners to criminal prosecution, regardless of where bribery has taken place in the world. It is also likely to adversely affect the Group's image and reputation.

Group personnel and business partners (excluding suppliers) must operate in accordance with the anti-bribery laws applicable to the Group's business operations worldwide, as well as with this Policy and all associated anti-bribery procedures which have been put in place as part of the Group's ongoing anti-bribery programme. No Group personnel or business partner will suffer adverse consequences for refusing to give or receive a bribe, even if it means that the Group loses business as a result.

A handwritten signature in black ink, appearing to read 'Pim Vervaat', is written over a large, light grey, stylized graphic element that resembles a signature or a large letter 'P'.

Pim Vervaat  
Chief Executive  
19 September 2014

### **The Policy**

What is a 'bribe'?

A bribe is a financial or other advantage, whether personal or for commercial purposes, given or accepted to induce or reward the improper performance of a function or activity.

The Group prohibits:

the direct or indirect offering, giving, arrangement, promise, authorisation or the acceptance, request or solicitation of any bribe

to or from

any person or company, wherever they are situated and whether they are a public official or body or private person or company

by

any Group personnel or business partner, including (but not limited to) agents, consultants, distributors and joint ventures acting on the Group's behalf.

in order to

gain any improper advantage (financial or otherwise), whether personal or commercial, or to compromise independent judgment.

### **Responsibility of Group personnel**

All Group personnel (including employees, directors, temporary agency staff and consultants) are responsible for the prevention and detection of bribery and the reporting of any bribery in accordance with the Group's procedures. Failure by Group personnel to comply with this Policy may result in disciplinary action, including amongst others, termination of employment or contractual relationship by or with the relevant Group company.

### **Facilitation Payments**

Facilitation payments are considered to be bribes and are prohibited by this Policy and by the UK Bribery Act 2010.

Facilitation or 'grease' payments typically involve a small payment to a public official to allow some administrative procedure to occur more quickly or at all. For example, if a contract is being held up by official bureaucracy or the refusal of an official to carry out their duties, offering money or another advantage in order to move the contract to the top of the official's priorities would be a facilitation payment.

It is not uncommon for some service providers or Government departments to offer all customers a "fast track" or improved service for a higher price. If this is a transparent procedure and the higher price is for the benefit of the service provider, company or the Government department in question rather than an individual, this is unlikely to be a facilitation payment. If doubts exist over whether a payment is a facilitation payment, permission should be sought from your General Manager or in accordance with the Group Procedures.

It is recognised that there may be rare circumstances where payments or other non-financial advantages are given under duress, in order to protect against unlawful physical harm. If in such a situation, you should put safety first and give the advantage requested. However, you must make a full report of this to your General Manager or in accordance with the Group Procedures as soon as possible afterwards.

### **Associated Persons – including agents and other third parties**

All subsidiaries, agents, consultants and third party business partners appointed by the Company or any Group company to provide services or acting on their behalf are required to comply with this Policy in relation to their dealings on behalf of the Group.

- Group personnel responsible for arranging deals with agents, consultants and business partners (such as joint ventures) must undertake a proportionate and risk -based approach to due diligence prior to the appointment or agreement with that agent, consultant or business partner, and a written record should be kept of that due diligence.
- Where the Group controls the day to day activities of a joint venture it should require the implementation of this Policy as a condition of joining the joint venture. Where any Group company is a minority or equal partner in a joint venture company and cannot therefore dictate that company's policy and code of business conduct, the Group's management will seek to reach agreement with the partner to achieve standards which are consistent with this Policy.
- Any agreements with agents, consultants and business partners should be made in writing and should include obligations to comply with all applicable anti-bribery laws and this Policy and associated procedures (including the obligation to keep appropriate and accurate records of transactions which are capable of being audited or inspected by regulatory or judicial authorities).
- Compensation (including fees and expenses) for services rendered by third parties, including agents and consultants who are acting on our behalf, must be appropriate, justifiable and demonstrably commensurate with the provision of legitimate services. It should also be made by reference to completion of those legitimate services to the Group company's satisfaction, and on the condition that the agent, consultant or business partner periodically reports to the General Manager or in accordance with Group Procedures on the services provided. Expenses will only be paid in relation to costs incurred in the course of legitimate business and upon the production of a receipt and full description of the expenses claimed.
- All risk assessment and due diligence policies and processes should be kept under regular monitoring and review.

### **Gifts and entertainment**

Gifts, corporate hospitality and entertainment, small promotional tokens, travel or accommodation expenses may be given, paid for or accepted if they are reasonable and proportionate and for bona fide, routine business purposes. It is a key requirement that gifts or entertaining should not be given or received on such a scale or frequency that they form an inducement to do business or provide a business or other advantage which may not otherwise be undertaken. No gifts should ever be made in cash or using cash equivalents (such as gift certificates, loans or stock).

If you are in any doubt as to whether to give or accept gifts or corporate hospitality, advice should be sought from the General Manager or in accordance with the Group Procedures.

### **Charitable and Political Donations**

It is the Group's policy not to make political contributions or donations in cash or kind. Group funds must never be used to donate to a charity, politician or political party for the purpose of obtaining or retaining business for the Group, the Company or a Group company.

#### **Further Information on acceptable practices**

This Policy is not intended to prohibit the following practices providing they are customary in a particular market, are for bona fide business purposes, are reasonable and proportionate and are properly recorded:

- Reasonable and appropriate hospitality;
- the giving of a ceremonial gift on a festival or at another special time, provided it is made in accordance with the guidelines on gifts set out above;
- the use of any recognised, transparent and official fast-track process which is available to all on payment of a fee to the entity/organisation and not to a particular individual; and
- the offer of resources to assist a person or body to make a decision more efficiently provided that they are supplied for that purpose only.
- In some parts of the world, particularly in the Far East, there is a high symbolic value in the exchange of gifts between senior executives. In such cases failure to give or accept a gift appropriate to the other party's status could be viewed as an insult and could be damaging to the Group's business relationship with that party. In such cases the senior executive concerned should declare these items in writing to their General Manager or Cluster Manager, who has the discretion to refer the matter to the Chief Executive.

Inevitably, decisions as to what is acceptable may not always be easy. If Group personnel are in doubt as to whether a potential act constitutes bribery, the matter should be referred to the General Manager or in accordance with the Group Procedures before proceeding.

#### **Policy Monitoring and Review**

Each business within the Group is responsible for ensuring that appropriate systems and procedures, including risk assessments and, where appropriate, providing training, are in place to comply with this Policy and for ensuring that it is communicated to Group personnel.

The Company's Board of Directors will periodically monitor and review the application of this Policy as well as the Group risk assessments and procedures implementing the Policy, and may at any time produce replacement or revised versions.