

Anti-Bribery and Corruption Policy

1.0 POLICY STATEMENT

- 1.1 At Veolia it is our policy to conduct all of our business in an ethical manner and with honesty, integrity and fairness. Our Values outline the standards and behaviours that Veolia upholds as a company. By living our Values we can maintain the highest ethical standards in the conduct of our business affairs.
- 1.2 We take a **zero-tolerance approach to bribery and corruption**. This type of conduct is absolutely prohibited whether committed by employees or anyone else acting on Veolia's behalf.
- 1.3 The purpose of this policy is to:
 - (a) set out our responsibilities, and the responsibilities of those working for us, in observing and upholding our position on bribery and corruption and similar conduct; and
 - (b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 In addition, this policy reflects the principles contained in the Veolia Environnement Group Anti-corruption Code of Conduct.
- 1.5 In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2.0 WHO IS COVERED BY THE POLICY

- 2.1 Everyone employed by us and anyone associated with us¹ must strictly comply with this policy. It is important that you take time to read and comply with this policy.
- 2.2 Veolia employees should ensure, to the extent possible, that the provisions of this policy, or standards at least as high, are applied by each third party with which Veolia has a business relationship.

3.0 CONSEQUENCES OF BREACH OF THIS POLICY

- 3.1 The Bribery Act 2010 took effect on 1st July 2011. Under that Act, bribery and corruption are punishable for individuals by up to **ten years' imprisonment**, a fine, or both and if we as a company are found to have taken part in corruption or failed to prevent bribery, we could face **an unlimited fine**, be **excluded**

¹ In other words all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as **workers** in this policy).

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from tendering for all public contracts (i.e. any municipal or PFI bids) and face **damage to our reputation**. We therefore take our legal responsibilities very seriously.

3.2 Any breach of this policy will be taken seriously. A breach of this policy may **result in disciplinary action** likely to amount to gross misconduct and to lead to dismissal in many cases as well as the potential for an employee to incur personal criminal liability. Please refer to our Disciplinary Policy (available on the intranet) for examples of offences which are normally regarded as gross misconduct.

4.0 WHAT IS A BRIBE?

4.1 It has its usual everyday meaning. It is an inducement or reward offered, promised or given in order to gain any commercial, contractual, regulatory or personal advantage. Bribes are not always a matter of handing over cash. Gifts, hospitality and entertainment can be bribes if they are intended to influence a decision.

Examples:

Offering a bribe:

- a) You offer a potential customer tickets to a big football match, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage.

Receiving a bribe:

- b) A major subcontractor or supplier gives your son a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for them to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Making facilitation payments

- c) You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing a consignment of recyclates.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us.

5.0 GIFTS, HOSPITALITY AND ENTERTAINMENT

5.1 This policy **does not prohibit normal and appropriate gifts, entertainment and hospitality** (given and received) to or from third parties. However, there are limited procedures required to allow for this.

5.2 Where the terms “gift/hospitality/entertainment” are mentioned below they are not intended to refer to routine and inexpensive business breakfast/lunches or trivial/financially worthless material and promotional material such as stationery, etc.

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- 5.3 The general rule is that **all gift/hospitality/entertainment given or received should be cleared with your line manager** but that does not always need to be in writing.
- 5.4 Any gift/hospitality/entertainment offered to an employee must be notified to your line manager, where possible in advance, by email (e.g. an evening meal out, theatre, football or concert tickets would necessitate an email to your manager).
- 5.5 Any gift/hospitality/entertainment given by an employee must be cleared with your manager, where possible in advance, and then marked clearly on the expenses form in the system so it is clear what it was and who it relates to.
- 5.6 Irrespective of the value of the gift/hospitality/entertainment always ask yourself the following questions: If the answer to any of these questions is YES or POSSIBLY then always ask your line manager:

Is the gift/hospitality/entertainment given or received:

- (a) With the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - (b) in breach of local law;
 - (c) in your name, not in our name;
 - (d) made up of cash or cash equivalent (e.g. vouchers);
 - (e) inappropriate in terms of timing/value/type and justification;
 - (f) given secretly, not openly.
- 5.7 We appreciate that the practice of giving business gift/hospitality/entertainment varies between countries and regions and what may be normal and acceptable in one country/region many not be in another. The test to be applied is whether in all the circumstances the gift/hospitality/entertainment is reasonable and justifiable. The intention behind the gift/hospitality/entertainment should always be considered.

6.0 WHAT IS NOT ACCEPTABLE?

It is NEVER acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift, entertainment or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give, promise to give, or offer, a payment, gift, entertainment or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure;

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- (c) accept a payment, gift, entertainment or hospitality from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- (d) accept a payment, gift, entertainment or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- (e) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (f) engage in any activity that might lead to a breach of this policy.

7.0 FACILITATION PAYMENTS

We do not make, and will not accept, facilitation payment of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK and Ireland, but are common in some other jurisdictions in which we operate. We should ensure that none of our intermediaries or agents ever breach this prohibition as well.

8.0 REPRESENTATIVES, AGENTS AND ASSOCIATES, INTERMEDIARIES, SUPPLIERS AND BUSINESS PARTNERS

Each employee must exercise due diligence to ensure that bribes are not offered or given, directly or indirectly, by our joint ventures, partners, agents, representatives, intermediaries or suppliers, and more generally that such parties' behaviour cannot constitute a risk to Veolia (particularly by failing to comply with national or international law, regulation or good practice in relation to the prevention of corruption and similar conduct). It is just as unacceptable (both under the Bribery Act and morally) to turn a blind eye or allow our representatives or associates to offer or accept bribes as it is to do so ourselves.

In this context, Veolia employees must ensure that each business relationship with a third party is subject to a prior and reasonable risk assessment and due diligence where appropriate, in particular with respect to corruption and similar conduct. Agreements entered into with them should provide for termination in the event of corruption on the part of the third party.

The individual in charge of each such business relationship must monitor the good repute of the relevant third party. Any concerns should be immediately reported to the individual's manager and to the Zone Chief Compliance Officer.

Please note that use of commercial intermediaries or business agents is tightly controlled by Veolia. Please speak to the legal team before engaging, or entering into any contractual commitment with, any commercial intermediary or business agent.

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9.0 DONATIONS AND SPONSORSHIP

- 9.1 Charitable donations are allowed that are legal and ethical under local laws and practices. Please refer to our Charitable Donations and Sponsorship Policy (available on the intranet) before you agree to any sponsorship arrangement.
- 9.2 Care must be taken to ensure that any such charitable donations or sponsorship are never used to gain improper influence.

10.0 TENDERING AND AWARDING OF CONTRACTS

Veolia takes a zero-tolerance approach to anti-competitive behaviour, including any practice aiming or resulting in restricting access to any public procurement process.

11.0 POLITICAL ACTIVITIES AND CONTRIBUTIONS

Veolia does not engage in any political activity or make donations or other contributions (whether in cash or in kind) to any political party or candidate for local or national election. No employee or third party may engage Veolia or use Veolia's resources in any way for such purposes.

12.0 INFLUENCE PEDDLING

Veolia prohibits the use or abuse by a person of his or her real or perceived influence in order to obtain honours, employment, contracts, exemptions or any other favourable advantage from any public authority or third party.

13.0 CONFLICTS OF INTEREST

- 13.1 A conflict of interest is a situation in which a personal interest of an employee, or representative within or outside Veolia, conflicts with those of Veolia. These may be financial, professional, family or other interests. No decision made in Veolia's name must be impacted by any conflict of interest, whether apparent or actual.
- 13.2 If a situation arises where your personal interests are, or could be perceived to be, in conflict with those of Veolia, you must immediately inform your manager with sufficient details so that he or she can ensure that the situation is managed appropriately. You must refrain from making any relevant decision or taking any other relevant action unless and until the situation has been authorised by your manager. When the conflict concerns an executive or senior manager, the Zone Chief Compliance Officer should be consulted.

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14.0 LOBBYING

- 14.1 Lobbying consists of exercising lobbying activities before any public authority in order to promote the image, products and services of Veolia. A lobbyist may be a Veolia manager or employee or a third party acting in Veolia's name or on Veolia's behalf. Regardless of how such activities are described they must be carried out in compliance with ethics, applicable law and regulation, Veolia's procedures and this policy, and in particular so as to avoid any influence peddling.
- 14.2 Lobbyists must clearly inform third parties they meet that they act in Veolia's name or on Veolia's behalf and must make sure they avoid any confusion with other activities that could be exercised in a private or professional capacity or in the context of any other mandate (whether in associations, or in political or trade union mandates). Lobbyists must also refrain from any attempt to obtain information by fraudulent means, or any deliberate communication of false or misleading information.

15.0 RULES ON PURCHASING, FINANCIAL AND ACCOUNTING CONTROL

- 15.1 The standards and procedures set in place by Veolia in terms of financial and accounting control aim in particular at ensuring that the books, registers and accounts do not include unlawful actions, including any act of corruption or influence peddling. To such end, any payment or advantage granted in Veolia's name must have a lawful and defined purpose and be made in favour of beneficial owners in compliance, in particular, with:
- international legislation regarding sanctions, embargoes, and the prevention of money laundering and the financing of terrorism;
 - the Veolia Delegation of Authority Policy and Banking Delegation of Authority Policy; and
 - validation/approval processes (order, delivery, payment) and accounting processes described in Veolia's purchasing processes.
- 15.2 Any undocumented payment, i.e., not entered in the accounts, or any payment that knowingly mentions a false purpose or beneficiary or whose actual purpose or beneficiary is not precisely known, is prohibited. As an extension of this rule, unless any specific local situation is expressly validated in advance by Veolia's finance and compliance departments, any cash payment or payment made using similar values (precious metals, securities or listed securities, etc.) or in-kind payments are also strictly prohibited.
- 15.3 To the extent possible, any person making a payment must ensure that its beneficiary complies with the laws and regulations to which it is subject; the payment terms accepted by Veolia must in no case aim at circumventing these laws and regulations. Unless expressly validated by Veolia's finance and compliance departments, any payment must be made in the country where the service provider is effectively domiciled or in the country in which the service is provided.

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16.0 YOUR RESPONSIBILITIES

- 16.1 You must ensure that you read, understand and comply with this policy.
- 16.2 The prevention, detection and reporting of bribery and other forms of corruption and similar conduct are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 16.3 You must notify your manager or the Zone Chief Compliance Officer as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift of payment is required to secure their business.

We wish to reassure you that if you raise concerns with regards to the application of this policy you will not be subject to any disciplinary action or unfavourable treatment (or any threats relating to these). If you consider that you have been subject to such action or treatment, please contact HR.

- 16.4 Our zero-tolerance approach to bribery and corruption and similar conduct must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

17.0 RECORD KEEPING

- 17.1 Unless something is trivial/financially worthless as described in paragraph 5.2 above, you must obtain the necessary managerial approvals as stated in paragraphs 5.4 and 5.5 above.
- 17.2 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure. No accounts must be kept “off-book” to facilitate or conceal improper payments.

18.0 HOW TO RAISE A CONCERN

- 18.1 You are required and encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption or similar conduct, or if you have any other queries, these should be raised with your line manager **OR** the Zone Chief Compliance Officer.
- 18.2 If you wish to raise a concern confidentially, please do so in accordance with the Veolia Whistleblowing Policy.

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19.0 WHO IS RESPONSIBLE FOR THE POLICY?

The Chief Executive Officer, on behalf of the board, has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. The Zone Chief Compliance Officer has primary responsibility for implementing this policy, and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

20.0 MONITORING AND REVIEW

- 20.1 The Risk Committee will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness.
- 20.2 This policy does not form part of any employee's contract of employment and it may be amended at any time.



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