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Anti-Corruption Policy

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This is a publication of
Strukton Group
Westkanaaldijk 2, Utrecht
P.O. Box 1025
3600 BA Maarssen
Tel. +31 (0)30 – 248 69 11
Fax +31 (0)30 – 248 64 66
www.strukton.com
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Key principles

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- Strukton conducts business honestly, without the use of Corruption. We do not give or receive anything of value that is meant to encourage inappropriate behaviour or gain any improper advantage.
 - Corruption can be hidden in commissions or royalties, consulting fees, marketing expenses, travel and entertainment expenses, artificially high invoices, rebates or discounts, free goods and more. It can be paid or provided directly or through third parties.
 - Engaging in Corruption, even indirectly or through third parties, may lead to the end of an individual's employment or business relationship with Strukton, in addition to substantial fines and even imprisonment.
 - Corruption is prohibited, no matter who is involved, whether they are private individuals, government officials, foundations or companies. Extra care should be taken when dealing with government officials or government-owned or controlled entities.
 - We must ensure that third parties providing services to us or acting on our behalf do not engage in Corruption.
 - Sponsorships or charitable donations must be carried out transparently and recorded fairly and honestly. It is not Strukton's policy to make donations to political individuals or entities.
 - All our books and accounts must be accurate and reasonably detailed and may not include false, artificial or misleading content.
 - In other words: Strukton prohibits facilitation payments and does not tolerate Corruption.
 - If you are in doubt, seek advice from your line manager or the Compliance Officer. Always share your concerns about Corruption. If you suspect Corruption, you have an obligation to report your suspicions as described in our Speak Up Procedure.

Why this policy?

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Besides our major strengths in implementing world-class projects, our success is directly linked to our integrity and ethical conduct. Across our businesses and all over the world, we always stand for honest, fair and ethical business practices. As such, *Strukton does not tolerate Corruption.*

From time to time we operate in markets where doing business honestly may be challenging, particularly when our competitors do not adhere to the same ethical standards as we do. Nevertheless, at Strukton we are committed to doing the right thing the right way, every time and everywhere.

It is very important that everyone who works for Strukton embraces Strukton's basic values. If Strukton employees or any other representative fail to comply with the rules, they expose not only themselves, but also Strukton to major risks, such as criminal prosecution and heavy fines. Strukton can moreover suffer reputational damage and loss of business, while individuals can end up in prison.

We have created this policy to help you understand our approach and to provide you with specific guidance on how to avoid, prevent, and report Corruption. This policy is part of the Strukton Code of Conduct. If after reading this policy carefully, you are ever in doubt, please seek advice from your line manager or from your Compliance Officer.

Together, we can ensure that Strukton continues to benefit from its positive reputation in the decades to come.

*Strukton has zero tolerance for Corruption
as it simply is against everything we stand for.*

Our
Anti-Corruption
standards

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- Strukton conducts business honestly, without the use of Corruption.
 - Strukton will not give or receive anything of value that is meant to encourage inappropriate behaviour or gain any improper advantage.
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2.1 What constitutes Corruption?

Corruption covers a wide range of dishonest interactions in which anything of value is given to a person in order to obtain an improper advantage or to encourage inappropriate behaviour. These are the key elements of Corruption:

- **A person**

Our policy prohibits us from giving corrupt payments to any person, including any private or public (legal) person, individual or entity, including an officer, employee, agent or representative of any company or government. And vice versa, our policy also prohibits us from being the person receiving a corrupt payment.

- **Anything of value**

Corruption does not necessarily involve the exchange of money. It can involve giving or obtaining any benefit or advantage, such as a job for a family member, the award of a tender, upgrades to first-class air travel, valuable goods or materials, gifts or entertainment.

- **Giving or obtaining**

The prohibition applies both to giving to a person and to obtaining from a person anything of value in return for an improper advantage.

- **Improper advantage or inappropriate behavior**

Exchanging anything of value is prohibited when the aim is to influence a decision-maker to act dishonestly or in violation of his or her duty (e.g. to approve a false statement), or to produce any advantage to which the giver of the bribe is not clearly entitled (e.g. receiving a permit although the applicable conditions are not met).

Accepting the bribe is a betrayal of the trust placed in the person (for example a Government Official who is meant to serve the government or a purchasing manager who is supposed to serve the company, and not (also) their own interest).

- **Directly and indirectly**

Our policy also prohibits bribes that are given indirectly, for example through third parties (such as local agents, business partners and consultants).

2.2 Political and charitable donations and sponsorship

Charitable donations are not necessarily bad, but they are considered Corruption when such donations are misused as a way of covering up bribes and other corrupt advantages. A particular risk arises when donations are given to political individuals or entities, because in many cases such donations are used to conceal payments made to improperly influence government officials.

As part of our good citizenship and in order to promote business or enhance our network, Strukton from time to time engages in sponsorships and in the organisation of events. It is our duty to make sure that we remain transparent in such cases, and that we stick to the following rules:

Test yourself:

*How would you feel if your actions
appear in the newspaper tomorrow?*

If it doesn't feel right, it probably isn't right.

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- Check whether local legislation imposes restrictions.
 - Get permission in advance from the Management of your business unit.
 - Give directly to the recipients, never through third parties such as agents, consultants or representatives.
 - Avoid giving cash or cash equivalents wherever possible. Donate goods or services instead.
 - Be responsible and professional, and ask yourself:
 - Does the charity or the sponsorship take account of local standards, customs and other cultural sensitivities?
 - Is it reasonable and appropriate given the circumstances (timing: never during negotiations; recipients: individuals or entities)?
 - Can the donation or sponsorship damage our reputation if the entire situation becomes public knowledge (family ties of the recipients; effects for Strukton elsewhere in the world)?

It is essential to avoid giving the impression that Strukton may be offering sponsorship and donations for the wrong reasons. So:

- Make sure Strukton does not get anything in return for a donation (sponsorship, on the other hand, is meant to generate publicity!).
- Never offer a donation or sponsorship to “reward” a customer, individual or organisation.
- Be extra careful if you are asked for a sponsorship or donation that is somehow related to a business transaction, license, negotiations or similar circumstance. We intent to avoid Corruption at all times!

You can find more detailed guidelines on receiving and giving gifts and entertainment, in our *Gifts and Entertainment Policy*, which is part of the Strukton Code of Conduct.

2.3 Facilitation payments

Facilitation payments are small payments made to a Government Official to secure or speed up routine governmental actions that Strukton has a right to expect anyway. Such payments are strictly prohibited by Strukton. For instance, you should never provide even a small payment to a Government Official to induce him/her to grant a permit or visa sooner than it otherwise would be granted.

What to do
if Corruption
is discovered

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3.1 Consequences of Corruption

In most countries, Corruption is strictly prohibited by law, and enforcement authorities take a zero-tolerance approach. People who engage in Corruption are subject to heavy fines. Some have been sent to prison for many years. Companies risk criminal prosecution, heavy fines, reputational damage and loss of business if their employees or business partners engage in Corruption, if they support this behavior or even if they just turn a blind eye to such practices.

Therefore, Strukton will show no clemency to any employee or business partner who does not follow our anti-Corruption rules. Against employees, serious action will be taken, from disciplinary measures, claw back of bonuses and payment of full damages to dismissal. If business partners do not adhere to our standards, we will end our business relationship with them.

If you suspect Corruption, you have an obligation to report this as described in our Speak Up Procedure. If you don't, you allow the situation to continue without giving Strukton a chance to stop it, and therefore you can expect disciplinary measures to be taken against you.

3.2 To whom does our Anti-Corruption Policy apply to?

This policy applies to everyone who works for or on behalf of Strukton, regardless of the individual's position or role. It does not matter whether you work on the basis of a contract or via secondment or a temporary employment agency, whether you are a third party working on behalf of Strukton or a volunteer; everyone at Strukton must comply.

Third parties,
intermediaries and
associated persons

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4.1 Our core standards

- We must ensure that third parties providing services to us or acting on our behalf do not engage in Corruption.
- Before engaging with a third party, we must perform a risk assessment.
- When engaging with third parties, it is our duty to properly communicate our anti-Corruption policies and to ensure that these third parties adhere to our standards.

4.2 Our third parties must adhere to Strukton standards

Strukton sometimes works with local agents, business partners or other third parties who represent us or act on our behalf. The nature of our relationships with third parties varies significantly. Some relationships carry a higher risk of Corruption than others. The risk is higher, for instance, with third parties dealing on our behalf with government officials, as well as those operating for us in countries where Corruption is more widespread. It is our duty to take this into account when selecting the third parties we do business with and to monitor their activity throughout their engagement.

Below is a description of the procedures we follow to reduce the risks related to third parties. If you engage with third parties providing services to us or acting on our behalf, please consult your Compliance Officer for more specific guidance.

- Risk analysis and due diligence

Before engaging with a third party, we must always assess the Corruption risks based on factors such as the role of the third party, the market and industry in which they are or will be operating, our previous experience with them and the nature of the engagement. If this screening indicates a low risk, we can do business with the third party. If it indicates a high risk, we do not enter into a commitment with the third party. If the screening indicates an elevated risk, we conduct a full risk-based due diligence investigation into the background, activities and reputation of the third party and identify the measures required to reduce Corruption risks. To ensure that we take an informed decision, this process should be completed, in cooperation with the relevant Compliance Officer, before we enter into a commitment with a third party.

- Engaging with third parties

When engaging with third parties we must make sure to always properly document our dealings and communicate transparently. We must:

- Ensure that all agreements with third parties are in writing.
- Ensure that the nature of the relationship and payment obligations are clear, reasonable, based on market standards and in line with the Strukton Code of Conduct.
- Provide the third party with the *CSR Principles of Conduct for Suppliers*.
- Where appropriate, request a commitment in writing that the third party will comply with the above-mentioned codes and policies
- Include a clause in our contracts with third parties that allows us to terminate the contract in the event of a violation of our anti-Corruption standards
- Ensure that all agreements are concluded using Strukton templates obtained from and checked by the legal department.

- **Continuous monitoring of relationships**

In our business relationships with third parties, it is our duty to make sure that these relationships continue to be based on integrity.

- All exchanges, including payments to and from third parties, must be documented properly. We do not accept or make payments in cash or cash equivalents, and we do not transfer money to bank accounts in tax havens, to avoid the risk of involvement in money laundering.
- We must avoid giving the impression of corrupt conduct.

- **Be alert and report red flags**

Whenever we engage with third parties we should be alert, and immediately consult with our management, Compliance Officer or our legal department if we have concerns that a third party could be involved in Corruption.

Red flags can include, for instance:

- Requests for excessive commissions.
- Requests to remain anonymous or to keep an identity hidden.
- Requests to create false statements.
- Offers of unreasonably large discounts.
- Third-party 'consulting agreements' that contain vaguely described services.
- Requests for cash payments or payments to an offshore bank account.
- Third-party consultants operating in a different line of business than previously engaged for.

Administration
and accurate
record keeping

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5.1 Our core standards

- All Strukton's books and accounts must be reasonably detailed. They must accurately and fairly reflect all transactions and other business engagements.

5.2 Transparency

To live up to our integrity standard, our books and records must be in order. This means that we must ensure that all correspondence, memoranda, accounts, files, documents, presentations and books are reasonably detailed, accurate and credible. Therefore, we maintain a robust system of internal accounting controls and require all employees, officers, directors, agents and representatives – with no exception – to ensure that our books, records and accounts, are fully credible and reliable. This also applies to the Gifts Register, in which we register, in line with the Strukton Code of Conduct, the qualifying gifts received from and given to others.

Where to go with
your questions
or issues

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If you have questions, doubts or concerns regarding this policy or if you encounter red flags or suspicious conduct that may violate this policy, we urge you to speak to your line manager, the relevant Compliance Officer or the Compliance Coordinator. You can find contact details of Compliance Organisation members on the intranet.

Employees who report concerns in good faith will be supported even if they turn out to be mistaken. In line with Strukton's *Speak Up Procedure*, which is part of the Strukton Code of Conduct, your confidentiality will be protected, and your concerns will receive the appropriate follow-up.

You can find further information and guidance on the intranet, where you may refer more specifically to:

- ▶ Code of Conduct for Honest Business Practice, including underlying documents
- ▶ CoC [3] – Gifts and Entertainment Policy
- ▶ CoC [7] – Strukton Speak Up Procedure

Glossary

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- **Bribe**

A form of Corruption that includes payments, offers/promises to pay or authorisations to pay or provide anything of value, in cash or in kind, made by or on behalf of Strukton, directly or indirectly, to obtain an improper personal or business advantage.

Note: There is no minimum amount or threshold exception for bribes, and it is irrelevant what this payment is called.

- **Business Partners**

Agents, representatives, consultants, suppliers, subcontractors, counsels, joint venture partners, outsourcing partners or other third parties engaged in or seeking future business with Strukton.

- **Cash Equivalents**

All means of payment including things like checks, gift vouchers, coins, stamps.

- **Client**

Entity or individual to whom Strukton provides a product or service or with whom it is seeking a future business relationship.

- **Code of Conduct**

Code of Conduct for Honest Business Practice issued by Strukton Group NV establishing the general policies of the Strukton Group of companies with respect to business conduct, including the documents and policies referenced there.

- **Compliance Officer / Compliance Coordinator**

Any of the officers in the Strukton Compliance Organisation as described in the Strukton Code of Conduct.

- **Corruption**

Corruption covers a wide range of dishonest interactions in which anything of value is promised or given to a person in order to gain an improper advantage or to encourage inappropriate behavior.

- **Employee**

Staff, directors and officers at all levels of Strukton as well as seconded staff, agency staff, volunteers, interns and contractors.

- **Entertainment**

All forms of entertainment or corporate hospitality, whether offered by or on behalf of Strukton or received by an employee of Strukton, to or from a person or entity with which Strukton has a current or potential business relationship. Such entertainment includes, but is not limited to, happy hours, parties, meals, cultural events, concerts, charitable events, leisure activities, conferences, seminars, marketing events or sporting events.

- **Gift**

Any tangible item(s) provided for free by or to a person or entity with which Strukton has a current or potential business relationship. For the avoidance of doubt, any event where the host is not present will be classified as a gift.

- **Government Official**

Individual working in an official capacity for or on behalf of government-owned or -controlled entities or agencies, political parties, party officials and political candidates, or for a public international organisation with government members. This may include consultants who hold government positions, employees of companies owned or controlled by governments, political party officials and members, or employees retained by them and immediate family members (parent, spouse, child, in-law, sibling), and anyone else to whom the government official provides material support.

- **Promotional Item**

Item of modest value (e.g. pens, etc.) that display the Strukton logo or another company's branding.

- **Relevant Person**

Person closely associated with a Strukton employee, including but not limited to parents, spouse, child, in-law, sibling or anyone else to whom the employee provides material support.

Appendix I

Assessing Corruption concerns

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The following guidance is designed to help you assess whether payments or commitments involving a third party are appropriate, proportionate and transparent. Please note that this guidance is not intended to be a comprehensive checklist and all relevant circumstances should be taken into consideration, in consultation with the relevant Compliance Officer where necessary.

Criteria

Objectives
& circumstances

Questions to be considered

What is or may be the purpose behind the payment or commitment? Is it clear who/which entity will provide the services to Strukton? Have these services been described clearly and fully?



Red flags

Money or an object of value is offered with the aim of influencing a decision maker.

A donation is made with the clear aim of covering up a bribe or corrupt practice.

A payment is requested or offered in order to secure or speed up routine governmental actions.

The counterparty asks us to enter into a contract with a natural person instead of with a legal entity.

Criteria

Size and nature of the payment

Questions

Is the size and nature of the payment appropriate for the job or service performed?



Red flags

A substantially higher value is paid than the job or service justifies.

A third party requests payment to a bank account in a different country.

A third party requests payment in cash or in kind/goods, or separate payments into several bank accounts.

Criteria

Relationship between parties involved

Questions

What is the business relationship between the parties involved?
Is the service described accurately?



Red flags

There is no objective business rationale for the commitment between Strukton and a third party.

The services are described vaguely and the contract does not require the service provider to report regularly.

Criteria

Transparency

Questions

Do the circumstances surrounding the commitment or payment indicate sufficient transparency?

Is the payment properly documented?

Does the service provider have a track record that is relevant for the services that Strukton engages them for?

**Red flags**

The action or commitment is not known internally or externally, or is deliberately kept secret.

There are no invoices or supporting documents available.

The service provider is normally active in another line of business.

Criteria

Compliance with internal procedures

Questions

Have Strukton representatives followed the applicable internal procedures? Has prior written approval been obtained for dropping certain requirements?

**Red flags**

The decision to enter into a commitment with a third party has not been approved in writing by the Company Director. Standard templates for agreements with third parties have not been used and/or the Legal department has not been involved.

No third-party due diligence report has been obtained on this particular party.

Criteria

Size and nature of benefits

Questions

Is the commitment in the interest of the project and Strukton?



Red flags

An individual rather than Strukton or the project benefits from the specific commitment.

In order for the benefit to materialise, it needs to be kept secret and outside of the official books and records.

Other influencing factors:

- Local laws and regulations
- Document retention and approval processes
- Local (project specific) expenditure approval processes

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