

RWS Group

Anti-Bribery and Corruption Policy

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2 Key terms

- Colleagues means individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed term or temporary), individual contractors/individuals provided by contractors, trainees, seconded staff, casual workers and agency staff, volunteers, interns, sponsors, or any other person associated with the Group, wherever located;
- Group means RWS Holdings plc and its affiliates and subsidiaries from time to time; and
- Third Parties means agents, brokers, partners, consultants, contractors, joint venture partners and any other representatives performing services for the benefit of the Group, wherever located.

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3 Scope

- 3.1 This Anti-Bribery and Corruption Policy (the “Policy”) has been prepared to assist you in understanding and complying with the rules against bribery and other corrupt conduct that apply to the Group, its Colleagues and Third Parties. The Policy sets out the steps to take to ensure the Group maintains its values, complies with its legal obligations (including with the UK Bribery Act 2010 and local anti-corruption laws in all countries in which the Group provides services) and adheres to corporate and social responsibility principles.
- 3.2 The Policy applies to all Group operations worldwide, and all Group Colleagues and Third Parties, wherever located.

4 Associated documents

- Client Entertainment and Gifts Policy and Procedure

5 Introduction and policy statement

- 5.1 It is the policy of the Group to conduct its business in accordance with the highest legal, professional and ethical standards. Consistent with those values, the Group has a zero-tolerance approach to bribery and corruption and is committed to acting fairly and with integrity in all its dealings and relationships. It is a mandatory requirement of the Group that all Colleagues and relevant Third Parties comply with this Policy. You should ensure that you are fully familiar with this Policy’s content.
- 5.2 This Policy also exists to act as a source of information and guidance for Colleagues and Third Parties working for/with the Group. It helps them recognize and deal with bribery and corruption issues, as well as understand their responsibilities.
- 5.3 The Group will investigate and take seriously any actual or suspected breach of this Policy, or the spirit of this Policy. Failure to comply will be treated as a disciplinary matter and may lead to dismissal or termination of a Colleague or Third Party’s engagement with the Group.
- 5.4 It is the responsibility of Colleagues and relevant Third Parties to prevent, detect and report bribery and corruption in accordance with the Group’s ‘Speak-up’ policy, which can be accessed via SharePoint [here](#). Colleagues are encouraged to report violations of this Policy to:
- 5.4.1 their line manager or another senior manager; and/or
 - 5.4.2 a member of the HR or Legal teams.

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5.5 In the event that a Colleague deems it inappropriate to speak to their manager or HR, then they can contact Navex – our independent third-party reporting provider. For further details, please see the Group’s ‘Speak-up’ policy.

6 What is bribery and corruption?

6.1 **Bribes/bribery** means:

- offering, promising or giving anything of value or authorising the same, to improperly influence another in order to obtain or retain a business advantage or prevent or limit a disadvantage for the Group or an individual; or
- requesting or accepting anything of value as a reward for or as an inducement to act improperly in relation to the awarding of business by the Group.

Bribes can include money, gifts, hospitality, expenses, reciprocal favours, political or charitable contributions, offers of employment, or any direct or indirect benefit or consideration. Bribery does not have to involve cash or an actual payment exchanging hands – gifts, lavish treatment during a business trip or tickets to an event may all be considered bribes in the right circumstances. There is no set monetary threshold that defines a bribe, and there is no need for a bribe to be successful for it to be a criminal offence.

6.2 **Corruption** is the misuse of office or power for private gain.

6.3 The Bribery Act 2010 creates four main criminal offences:

- bribing another person;
- soliciting or accepting a bribe;
- bribing a foreign official; and
- failure of a commercial organisation to prevent bribery.
- Examples of bribery:
 - bribing a government official to secure or keep a contract;
 - bribing a supplier to secure an order;
 - bribing a director of a prospective client to gain any advantage over a competitor;
 - bribing officials at a local, national, or foreign office to secure a contract;
 - bribing an inspector to turn a blind eye to a health and safety issue or poor performance; and
 - bribing an inspector or official to falsify a report.

6.4 You must not, directly or indirectly, gain or try to gain any commercial, contractual or regulatory advantage for the Group or yourself in any way which is unethical or contrary to legislation.

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6.5 You must not, directly or indirectly, offer, give, solicit or accept any bribe, either in cash or any other form of inducement, to or from any person or company, wherever they are located and whether they are a public official or body or private person or company.

7 Facilitation Payments

7.1 **Facilitation payments** are small payments to foreign public officials to facilitate routine, non-discretionary governmental action such as:

- 7.1.1 processing licences, permits or other official documents to which the applicant is entitled;
- 7.1.2 processing governmental paperwork such as visas and work orders; and
- 7.1.3 providing required services such as mail pick-up and delivery.

7.2 **Foreign public officials** are any government department or agency; officials of any public international organisation (e.g. the United Nations); political parties and party leaders; candidates for public office; executives and employees of state-owned or state-run companies (such as a doctor in a state-controlled hospital); anyone acting on behalf of any of these officials; and individual holding a legislative, administrative, or judicial position.

7.3 The Group prohibits and has a zero-tolerance approach towards facilitation payments as they are a form of bribery and corruption. You must not make facilitation payments to any foreign public official, wherever they are located.

8 Gifts and hospitality

8.1 The Group recognises that the act of giving and accepting gifts can be part of building normal business relationships. However, gifts and hospitality can also create improper influence, or conflicting interests. In some instances they can be viewed as bribes, and could damage the Group's reputation or even break the law.

8.2 The Group's Client Entertainment and Gifts Policy and Procedure provides further information as to what is and what is not acceptable by way of hospitality, entertainment and gifts, and can be found via SharePoint [here](#).

9 Political donations and charitable contributions

9.1 The Group's Client Entertainment and Gifts Policy and Procedure provides further information as to what is and what is not acceptable by way of political donations and charitable giving and can be found via SharePoint [here](#).

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9.2 As a matter of policy, the Group does not make donations to political parties and no person is authorised to make or authorise payment to political parties which purport to be on behalf of the Group. This policy does not limit the ability of Colleagues to make political donations, or to participate in political activities, in their personal capacity, but Colleagues must not suggest that they are representing the Group in doing so.

10 Law and guidance

10.1 Bribery and corruption are criminal offences in most countries. The UK law on this is found in the Bribery Act 2010. The Group's actions must comply with applicable anti-corruption laws in all countries in which we provide our services.

10.2 Available criminal sanctions will vary between jurisdictions, but include unlimited fines and imprisonment for up to ten years.

11 Responsibilities and actions

11.1 You should, at all times, act in accordance with the following principles:

- behave honestly, be trustworthy and comply with all applicable legislation, regulatory and best practice requirements;
- be aware of the Group's Client Entertainment and Gifts Policy and Procedure to ensure you address hospitality, gifts, entertainment, community support, sponsorship, political and charitable donations in the appropriate manner and in accordance with the internal requirements of the Group; and
- confidentially report all incidents, risks and issues which are or could be contrary to this Policy and raise any issues regarding actual or suspected bribery and corruption in line with the Group's 'Speak-up' policy. If you feel it is inappropriate to speak to your line manager, another senior manager, the HR team and/or and Legal team, you should contact Navex – the Group's independent third-party reporting provider. You can contact Navex via telephone or via their dedicated RWS webpage.

12 Record keeping

12.1 Information related to all payments made or received by the Group must be accurately recorded in the Groups books and records.

12.2 The Group is required to keep all receipts, records, invoices, memoranda, or other documentation/correspondence which evidence the business reason for making and receiving payments, gifts, entertainment, or hospitality. Accordingly, you are obliged to keep all relevant documentation/correspondence and you are required to comply with the

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procedure for obtaining authorization in relation to a payment to be made, entertainment or hospitality provided or a gift to be kept, or hospitality accepted which is detailed in the Group's Client Entertainment and Gifts Policy and Procedure.

- 12.3 All gifts, entertainment, hospitality and payments for donations, auctions at events, client sponsorship, etc. must be transparent and capable of being recorded. For further information on record keeping in relation to gifts and hospitality, please see the Group's Client Entertainment and Gifts Policy and Procedure.

13 Training

- 13.1 If you feel that you require more training or help, you should request this from the HR team. Line managers should contact the Legal Team if they believe additional training is required for any of their direct reports or in their businesses.
- 13.2 The Group's anti-bribery and corruption zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any third parties at the outset of business relations, and as appropriate thereafter.
- 13.3 The Group will provide relevant anti-bribery and corruption training to all Colleagues to enhance their knowledge of how to comply with the anti-bribery rules.

14 Policy review

- 14.1 This Policy is available on the Group's intranet. The Group will regularly review this Policy and revise it as appropriate including in light of any changes in applicable law. There will be an annual review by the person responsible for the Policy to ensure the document is fit for purpose and remains effective. Any changes will be communicated by email by way of the "Regulatory and compliance update", team briefings or training, depending on the complexity of the amendment.

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