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 honest and ethical manner. 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 of those working for us, in observing and upholding our position on bribery and corruption; 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 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?

Everyone employed by us and anyone associated with us[1] must strictly comply with this policy. It is important that you take time to read and comply with this policy.

3.0 CONSEQUENCES OF BREACH OF THIS POLICY

[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).

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 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.

5.3 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.

5.4 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.

5.5 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).

5.6 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.

5.7 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 a cash equivalent (e.g. vouchers);

(e) inappropriate in terms of timing/value/type and justification;

(f) given secretly, not openly.

5.8 We appreciate that the practice of giving business gifts/hospitality/entertainment varies between countries and regions and what may be normal and acceptable in one country/region may 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;

(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 payments 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

Each employee must exercise due diligence to ensure that bribes are not offered or given indirectly, or otherwise by our joint ventures, partners, agents or representatives. 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 bribes. Please note that use of commercial intermediaries or business agents is tightly controlled by Veolia. Please speak to the legal team before engaging any commercial intermediary or business agent.

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 YOUR RESPONSIBILITIES

10.1 You must ensure that you read, understand and comply with this policy.

10.2 The prevention, detection and reporting of bribery and other forms of corruption 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.

10.3 You must notify your manager or the legal department 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 or 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.

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

11.0 RECORD KEEPING

11.1 Unless something is trivial/ financially worthless as described in paragraph 5.3 above, you must obtain the necessary managerial approvals as stated in paragraphs 5.5 and 5.6 above.

11.2 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.

12.0 HOW TO RAISE A CONCERN

12.1 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 if you have any other queries, these should be raised with your line manager **OR** the legal department.

12.2 If you wish to raise a concern using the confidential Veolia Environnement Ethical Financial Whistleblowing telephone helpline, as the nature of the concern is such that you feel it cannot be raised internally, then the telephone number is: **0808 234 6953**.

13.0 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 legal department has primary and day-to-day 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.

14.0 MONITORING AND REVIEW

14.1 The Risk Committee will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness.

14.2 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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