



Anti-Bribery and Corruption Policy

RUN THE BUSINESS

1. POLICY STATEMENT

1.1 At Veolia 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 Anticorruption 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. WHO IS COVERED BY THE POLICY

2.1 Everyone employed by us and anyone associated with us¹ must strictly comply with this policy and it is important that you take time to read and comply with it.

2.2 Veolia employees should ensure, as far as 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.

1 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. 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. Furthermore, if Veolia is found to have taken part in, or failed to prevent bribery or corruption, we could face an unlimited fine, be excluded from tendering for 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 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. WHAT IS A BRIBE?

4.1 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 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 an offer to gain a commercial and contractual advantage.

Receiving a bribe:

- b) A major subcontractor or supplier gives your relative 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 make 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. 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.

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



Anti-Bribery and Corruption Policy

RUN THE BUSINESS

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 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. 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. 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. 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.



Anti-Bribery and Corruption Policy

RUN THE BUSINESS

The individual in charge of each such business relationship must monitor the good reputation 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 the 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.

9. 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 BMS, under Policies) 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. TENDERING AND AWARDING OF CONTRACTS

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

11. 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. Care must be taken to ensure that funding provided to public authorities for local activities such as sponsorship, communication campaigns, advertising, inserts, newsletters etc does not involve support of political activity of any sort, particularly during an election period (purdah).

12. 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. 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. He or she must then consult with the Zone Chief Compliance Officer, who will help ensure that the situation is managed appropriately. You must refrain from making any relevant decisions, or taking any other relevant action, unless (and until) the situation has been assessed by your manager (in consultation with the Zone Chief Compliance Officer). The Zone Chief Compliance Officer will record that an assessment has been made along with relevant measures (if any) put in place.

13.3 For examples of potential conflicts of interest, including personal relationships at work, please see Appendix I of this policy document.



14. MEMBERSHIP AND PARTICIPATION IN A PROFESSIONAL ORGANISATION

In order to govern the proper application of activities within Veolia, where its activities are represented, specific rules must be adopted when an employee joins and/or participates in a professional organisation (association, group, federation, trade union). The participation of Veolia and its entities in these associations, necessarily entails constraints and costs and can generate reputational and/or legal risks. Participation in such meetings may bring together major competitors and may give rise to risks with regard to competition rules.

The membership process for UK and Ireland is under the responsibility of the External Affairs Director. Under this process, the following precautions and procedures are to be followed;

14.1 Employees must ensure that membership or participation in such a professional organisation is approved by the External Affairs Director UK and Ireland. The membership request must be supported by;

- 1) A justification, including the reasons why he/she considers that his/ her participation in the professional organisation is desirable with regards to:
 - a) His/her duties
 - b) The activities of the professional organisation,
 - c) The costs of membership and participation and
 - d) The benefits that may arise from joining the organisation
- 2) The statutes of the organisation and, where appropriate, a copy of the rules of procedure.

14.2 Membership to an organisation covering a supranational geographical area (European or International), requires the validation of the Group's Public Affairs Department. This will be sought by the Public Affairs Director for the UK and Ireland.

14.3 In the case of approval of the membership, the External Affairs Director, UK and Ireland, shall;

- 1) inform the employee's supervisor and remind him/her of their obligations in terms of internal monitoring. See Line Manager and Member responsibilities at 14.4.
- 2) Confirm with the Zone Chief Compliance Officer, UK and Ireland, that the employee has completed appropriate Competition Law and Anti Corruption Training.

14.4 Line Manager and Member responsibilities are:

- 1) In the event of a problem or potential risk as a result of membership and/or participation in a professional organisation, the line manager must inform the concerned departments (legal, compliance, public affairs, finance, HR, etc.).
- 2) The company representative and his/her Line Manager must keep essential documents regarding the association and its activities for a five year period (including in the event of the employee's departure or interruption of membership).

14.5 A register of Trade Association memberships and subscriptions is maintained by the External Affairs Director for UK and Ireland, and submitted annually to the Group External Affairs Department.

14.6 The External Affairs Director will review the register annually, to re-evaluate the interest of maintaining each of the memberships of the company to the professional organisations.

14.7 Employees must, under their direct personal responsibility, rigorously ensure that best practices are respected in particular in the areas of competition.

14.8 Employees must respect the confidentiality of sensitive business information. See Appendix II for guidance.

14.9 This procedure does not apply to employees' personal memberships. However, employees must ensure that their membership and participation do not engage the company.



15. LOBBYING

15.1 Some organisations, as referenced in section 14.0 above, may interact regularly with public authorities, in particular to ensure the representation of their line of business. Since these actions with public authorities are likely to constitute a direct or indirect economic advantage for Veolia their activity can be qualified as “interest representation”.

15.2 Lobbying consists of exercising activities, before any public authority, 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.

15.3 Lobbyists must;

- 1) clearly inform third parties they meet that they act in Veolia’s name or on Veolia’s behalf
- 2) 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).
- 3) refrain from any attempt to obtain information by fraudulent means
- 4) refrain from any deliberate communication of false or misleading information.

16. RULES ON PURCHASING, FINANCIAL AND ACCOUNTING CONTROL

16.1 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. As such, any payment or advantage granted in Veolia’s name must have a lawful and defined purpose, and be made in compliance with:

- 1) international legislation regarding sanctions, embargos, and the prevention of money laundering and the financing of terrorism;
- 2) the Veolia Delegation of Authority Policy and Banking Delegation of Authority Policy; and 3) validation/approval processes (order, delivery, payment) and accounting processes described in Veolia’s purchasing processes.

16.2 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.

16.3 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.

17. YOUR RESPONSIBILITIES

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

17.2 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.



Anti-Bribery and Corruption Policy

RUN THE BUSINESS

17.3 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.

17.4 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.

18. RECORD KEEPING

18.1 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.

18.2 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.

19. HOW TO RAISE A CONCERN

19.1 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.

19.2 If you wish to raise a concern confidentially, please do so in accordance with the Veolia Whistleblowing Policy.

20. 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.

21. MONITORING AND REVIEW

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

21.2 This policy does not form part of any employee's contract of employment and it may be amended at any time.

Gavin Graveson
Executive Vice-President UK & Ireland
October 2019



Anti-Bribery and Corruption Policy

RUN THE BUSINESS

Reference No	Title	Minimum Retention Period
POL/1/025/001	Conflicts of Interest Examples	N/A
POL/1/025/002	Sensitive Information Guide	N/A