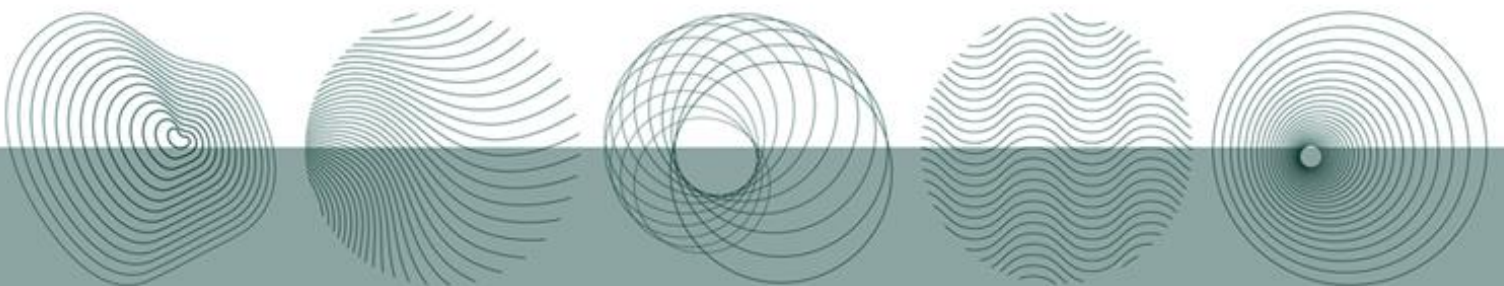




Falck
Renew
ables

PURE POWER TO GROW

COMPLIANCE PROGRAM



Contents

WHY A COMPLIANCE PROGRAM	3
ROLES AND RESPONSIBILITIES	3
PRINCIPLES AND RULES	4
A. Interactions with public officials	5
B. Relationships with clients	7
C. Relationships with business partners	8
D. Procurement (including consulting services)	10
E. Human resources	12
F. Public funding.....	13
G. Petty cash, financial transactions and out-of-pocket expenses	14
H. Facilitation Payments	15
I. Political contributions	16
J. Sponsorships and donations	17
K. Gifts, hospitality and entertainment – offered and received	18
L. Records keeping and financial statements.....	19
M. Communication and Training.....	20
N. Anti-Corruption Third Party Due diligence	21
O. Reporting System	23
P. Disciplinary proceedings and contractual remedies	24
Q. Monitoring and Improvement	25

Why a Compliance Program

Ethical integrity, full compliance with laws and regulations and fairness are a constant duty for all individuals working in or for the Falck Renewables Group (hereafter also the "Group").

Group's international dimension and its presence in several institutional, economic, social and cultural settings strengthen the importance of clearly defining the values that the Group accepts, acknowledges and shares, also in accordance with laws and regulations applicable to the countries in which the Group operates.

In particular, Falck Renewables Group, since it is headquartered in Italy, is subject to the provisions of the Italian Law n. 231 of 2001. This Law introduced a company's corporate liability for corruption, bribery and other offences (such as – but not limited to – terrorism, cooking the books, cyber crimes, money laundering, violation of health and safety regulations, environmental crimes) committed by directors, managers, employees and agents.

Moreover, as an international organization doing business in several countries, Falck Renewables Group is also subject to other anti-corruption laws and regulations applicable to companies operating outside Italy. Please see Attachment 1 "Anti-Corruption Regulations" for more details about anti-corruption laws and regulations applicable to the countries in which the Group operates.

Falck Renewables S.p.A. and all its Italian subsidiaries adopted an "Organization and Management Model" that includes a set of principles and rules aimed to define behaviors to be adopted in accordance with the Italian Law n. 231 of 2001.

Moreover, Falck Renewables S.p.A. promotes and strongly recommends that similar

principles and rules be adopted by all its foreign subsidiaries.

The purpose of this Compliance Program (hereafter also "the Program") is to strengthen worldwide a set of principles and rules, fully compliant with applicable local laws and regulations and the Group Code of Ethics, the Corporate Governance Regulations and the policies and procedures implemented at Group, country and business level that:

- all Falck Renewables Group directors, managers, employees (the "Internal Recipients") and
- all consultants, contractors, agents and all other parties who perform services on behalf of the Group, in all the Group's business units worldwide (the "External Recipients")

(collectively referred to as "Recipients") should be aware of and respect.

This Program sets out minimum principles and rules which the Group expects to be followed. If local laws and regulations applicable to the countries in which the Group operates require higher standards of conduct, these standards must be applied by everyone acting for the Group.

Roles and responsibilities

Local management is responsible to ensure that the provisions of this Program are adopted consistently and accordingly to the context where each company operates, verifying that the Program's principles and rules of conduct are completely understood and implemented by all the involved internal parties, also in order to avoid possible misconduct and corporate liabilities in compliance with the principle of "zero tolerance" for corruption.

The Recipients have the responsibility to perform their duties in accordance with applicable laws and regulations and with the principles and rules of conduct set out in the

Group Code of Ethics, in the implemented policies and procedures and in this Program as well.

Internal Recipients are aware that any personal failure in complying with this Program may be subject to the imposition of the respective disciplinary procedure.

Questions regarding the Program, or any issue relating to the implementation of the principles and rules of conduct set out in the Program should be raised directly with the line manager, Legal Affairs, or Internal Audit.

If an **individual** has a reasonable belief that the Program's principles and rules of conduct are not properly adopted and implemented, he / she must report his / her concern in good faith.

Internal Audit is responsible for the examination and independent assessment of the internal control system, in order to verify compliance with requirements of this Program on the basis of the audit plan.

Legal Function of Group's companies is responsible for monitoring the implementation of this Program and for supervising training, with the support of HR & Organization, of Internal Recipients and must periodically review this Program to ensure it remains at maximum efficiency.

Principles and rules

Principles and rules reported in the next paragraphs have been categorized on the basis of Group activities,, considered more relevant from a corporate liability point of view.

Local management is responsible to ensure that the provisions illustrated for each activity are **adopted consistently and in accordance** with applicable local laws and regulations, with the operating activities locally performed and with the organizational structure in force.

For this purpose local management is required to:

- develop, if necessary, specific policies and procedures to comply with the principles and rules herewith required, and
- monitor their adequacy and operating effectiveness.

For specific controls to be applied with regard to each relevant area please refer also to the specific procedures adopted by the Group, both at Group and local level (*see the list of the procedures* Attachment 2).

A. Interactions with public officials

A “public official” includes officials, who hold a legislative, administrative or judicial position of any kind. It also includes any person who performs public functions in any branch of the national, local or municipal government or who exercises a public function for any public agency or public enterprise, such as professionals working for public health agencies and officers exercising public functions in state-owned enterprises (*please also see local definitions of Public Officials under the local laws in Attachment 1*).

- The Group does not tolerate attitudes in interactions with public officials that may be perceived as ambiguous or may appear as inappropriate. Due to that, the employees shall not improperly influence public officials’ independent judgment and objectivity in order to obtain any kind of undue benefit.
- Payments or other provisions and benefits (including gifts and hospitality) aimed at influencing public officials’ behaviour in order to ensure an illicit benefit or to gain any commercial, contractual, or regulatory advantage or expedite a routine procedure are not allowed.
- Interactions with public officials (also during inspections) have to be kept only by authorized Group employees. If possible, two Group employees should attend.
- All documents provided to public officials shall be verified and signed by authorized Group employees in order to ensure truthfulness and completeness.
- During inspections conducted by public officials, involved Group employees shall provide maximum collaboration and transparency. A written report with

the the inspections’ results shall be formalized¹.

In terms of **interactions** with public officials, the following areas can pose risks to the Group, including when Partners/contractors (i.e. Development Partners, Land Agents, etc.) act on behalf of the Group or otherwise are perceived to be connected to the Group:

- dealings with members of the central or local government council, agency, authority, and Planning Officers with reference to:
 - preparing and submitting a Planning application;
 - obtaining a Planning consent;
 - appealing a Planning Authority decision and managing the Public Inquiry process;
 - discharging a Planning conditions;
 - obtaining any additional permission to start and manage the construction phase;
- dealings with local community representatives in defining and implementing any community benefit obligations and agreements;
- dealings with grid connection providers in negotiating and implementing Grid Connection Agreements;
- dealings with power purchasers in negotiating and implementing Power Purchase Agreements (PPAs);
- dealings with government departments and regulatory Authorities involved in managing renewables certificates / incentives, or facilitated tariffs within the electricity markets;
- dealings with municipalities or other public parties within tendering

¹ Report’s illustrative contents: date of the inspection, site/company under inspection, inspecting authority, public

officials’ name and role, name of the Group employees assisting the inspection, reason for inspection, notification.

procedures for providing services (*i.e.* asset management, technical advisory, energy efficiency, etc.);

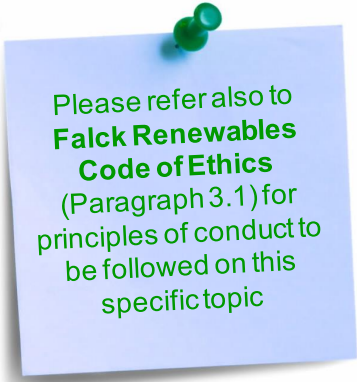
- dealings with central or local governments in order to obtain public funding.

B. Relationships with clients

- Relationships with clients or potential clients have to be managed in a correct, transparent, fair and cooperative way;
- It is strictly forbidden to accept/offer money, benefits or gratuities to influence others' behavior in order to obtain undue benefits or business advantage.
- Gifts of modest value can be permitted only if in compliance with specific local laws,
- Commercial and technical meetings with a counterparty's representatives shall be adequately traceable (i.e. MoM) if possible.
- All commercial relationships with clients shall be (i) formalized in writing and (ii) approved by the proper officer.
- The Group promotes fair competition and should strongly oppose any behaviour aimed at creating undue restraints.

In terms of relations with clients, the following areas can pose risks to the Group, including when Partners/contractors act on behalf of the Group:

- dealings with power purchasers in negotiating and implementing Power Purchase Agreements (PPAs);
- the sale of providing services (*i.e.* asset management, technical advisory, energy efficiency, etc.).



Please refer also to **Falck Renewables Code of Ethics** (Paragraph 3.1) for principles of conduct to be followed on this specific topic

C. Relationships with business partners

“Business Partners” means any third party (legal entity or individual) that acts on behalf of or for the Group’s interest (e.g. intermediaries, developers, agents, etc.).

- The Group expects all of its Partner’s to comply with all applicable laws, including Anti-Corruption Laws.
- The Internal Recipients must comply with the provisions set out in the Compliance Program and the other relevant regulations on selection, retention and use of Business Partners.
- Before entering into any business arrangement with a Business Partner who will act on behalf of or represent the Group, an appropriate due diligence process must be implemented on the potential intermediary as described in Section N “*Anti-Corruption Third Party Due Diligence*”.
- All relations with Business Partners must be set forth in by a written agreement.
- All written agreements with Business Partners must include reasonable and appropriate compensation and compliance clauses.
- The Group requires contracts with Business Partners to include provisions among others to: (i) ensure commitment of the Business Partners to comply with the applicable Anti-Corruption laws and the Code of Ethics of the Group as well as this Program and internal procedures; (ii) in case of sub-contracting the Business Partners has to ensure the compliance of the sub-contractor with applicable Anti-Corruption laws and the Code of Ethics of the Group as well as this Program and internal procedures; (iii) ensure

that the Business Partner promptly reports to applicable Falck Renewables Group company any request or demand relating to any undue payment or other benefit received in connection with the performing of the contract; (iv) ensure applicable Falck Renewables Group company’s right to terminate or suspend the execution of the contract and to receive compensation for damages in case of any breach of the abovementioned requirements.

- Out-of-pocket expenses incurred by Business Partners may be paid only when they are (i) consistent with requested activities and (ii) justified by adequate supporting documentation.
- It’s not allowed to make (i) cash payments; (ii) payments to a third party different from the one who provided services; (iii) payments to a bank account located in a different country from the one in which the third party is established. Subcontracting, if authorized, is permitted.

1) *Developers*

- Before entering into any joint development arrangement with a third party which will act on behalf of or will represent the Group, an appropriate background and capabilities check is required as described in Section N “*Anti-Corruption Third Party Due Diligence*”. In appointing Development Partners it is recommended to pay specific attention to reputational aspects as well as to potential conflicts of interest.
- Every relationship with developers (including contractors and subcontractors) shall be: (i) formalized in writing and (ii) approved by authorized subjects.

- Joint Development Agreements shall include specific clauses to ensure that the Partner performing the services complies also with the provisions of Falck Renewables Code of Ethics. Partners have to acknowledge that they have received, read and understood the general principles contained into the Falck Renewables Code of Ethics.
- Invoice payments shall be approved and executed only if the service has been duly rendered or goods delivered in accordance with the terms of the contract.

In terms of relations with Developers, the following areas can pose risks to the Group as they typically act on behalf of the Group:

- dealings with Public Officials with reference to permitting and accreditation procedures, tenders and service agreements;
- dealings with clients, contractors and subcontractors involved in business activities developing an energy generation plant from renewable sources.

2) Intermediaries

“Intermediaries” refer to individuals or companies whose service applicable Falck Renewables Group company retains to (i) promote commercial interests of Group; (ii) facilitate stipulation and/or execution of contracts with third parties; and/or (iii) put in contact / introduce Group’s companies to one or more counterparties for generating or retaining business.

- Before entering into any business arrangement with a third party who will act on behalf of or represent the Group, appropriate background and capabilities check is required, as described in Section N “*Anti-Corruption*

Third Party Due Diligence”. In appointing any intermediary it is recommended to pay specific attention to reputational aspects as well as potential conflicts of interest.

- Agreements shall include specific clauses to ensure that the intermediary in performing the services complies also with the provisions of Falck Renewables Code of Ethics. Intermediaries have to acknowledge that they have received, read and understood the general principles contained into the Falck Renewables Code of Ethics.
- Agreements with intermediaries shall (i) describe the scope, nature, and timing of the services to be rendered (ii) define the fees structure (fixed, variable, success related, etc.), their amount and/or the criteria to determine them in line with market standards (iii) establish challenging goals to be achieved in order to get the variable and/or success fees (iv) limit initial fee retainers and advances; and (v) avoid forfeiture expenses.
- Commissions and success fees shall be (i) commercially reasonable, and in accordance with local market in particular in terms of calculation methods; (ii) formalized in writing and (iii) approved by authorized subjects.
- In terms of relations with business intermediaries, the following areas can pose risks to the Group as they typically act on behalf of the Group:
 - ✓ dealings with clients and sale of permitted projects to third parties;
 - ✓ mergers and acquisitions (M&A).

D. Procurement (including consulting services)

- The procurement process and related activities is regulated by Group specific Procurement procedures and other relevant regulations, which set out roles and responsibilities of the main parties involved in the procurement process and define general rules for key activities of the procurement process, including supplier selection and management.
- In particular, supplier selection shall be justified and formalized, considering its capability in terms of economic, financial and organizational reliability, technical competencies, business reputation and absence of conflicts of interest. Moreover entering in a business relation with an approved supplier implies that goods or services to be rendered are consistent with the approved Budget/Plan.
- It is strictly forbidden to accept money, benefits, gratuities from suppliers with the aim to improperly alter the selection process.
- It is strictly forbidden to offer money, benefits, and gratuities to suppliers in order to influence their technical or professional behavior and obtain direct or indirect undue benefits.
- Provision of goods or services shall be (i) regulated by a written contract that clearly defines the good/service's price / rate or the criteria to determine it and (ii) approved by authorized subjects.
- Payments shall be commercially reasonable, commensurate with the goods or services provided and generally in accordance with local market (in terms of price / rate level);
- Purchase of goods and services agreements shall include specific

clauses to ensure that the supplier in providing the goods and/or performing the services complies also with the provisions of Falck Renewables Code of Ethics. Suppliers have to acknowledge that they have received, read and understood the general principles contained into the Falck Renewables Code of Ethics.

- In particular, the Group Code of Ethics stipulates that "with suppliers from countries defined as 'at risk' by recognised organisations, contractual clauses must be included that provide for the following: self-certification on the respect of Group principles (in terms of guaranteeing the respect of the fundamental rights of workers, the principles of equality of treatment and non-discrimination, as well as the prevention of child labour) as well as the possibility to carry out specific audit/checks at the suppliers' offices and production units in order to verify such requirements.
 - Invoices have to be checked, before being paid, by the responsible employee, also in order to guarantee consistency between services/goods provided and payment requested. Invoice payments shall be approved and executed only if the service has been duly rendered or goods have been duly delivered in accordance with purchase agreements.
 - It's not allowed to make (i) cash payments; (ii) payments to a third party different from who provided goods or services; (iii) payments to a bank account located in a different country from the one in which the third party is established.
- Subcontracting, if authorized, is permitted.

In terms of procurement process, the following areas can pose risks to the Group, including when they are managed by business Partners (i.e. Development Partners, Land Agents, EPC Contractors, etc.) acting on behalf of the Group:

- purchase of turbines, balance of plant and other large capital equipment;
- purchase of Operation and Maintenance (O&M) Services;
- purchase of specific consulting services which are supposed to deliver technical / environmental reports (i.e. environmental impact assessment, average wind speed forecast, etc.) relevant for the Planning Authority or Lenders decision;
- dealings with landowners;
- dealings with grid connection providers in defining Grid Connection Agreements.

E. Human resources

- Local management must ensure respect and compliance with all local laws and regulations regarding human resources management.
- Each decision concerning human resources selection, career advancement and compensation increase has to be taken on the basis of merit, skills, professionalism, expertise and other professional criteria recognized by the Group.
- The selection process could include background checks, as needed, without any discrimination for job applicants and in line with the Group Diversity and Inclusion Policy. In particular, the check should be intended to verify any conflict of interest and/or any previous criminal record or criminal proceedings that are ongoing and any civil or administrative sanctions or pending investigation relating to the professional ethics of the candidate, considering the role the candidate will hold. All background checks will be conducted in accordance with applicable local laws and regulations.

Applicable Falck Renewables Group company shall refrain from hiring individuals for whom a conflict of interest and/or any situation indicated above have been determined.

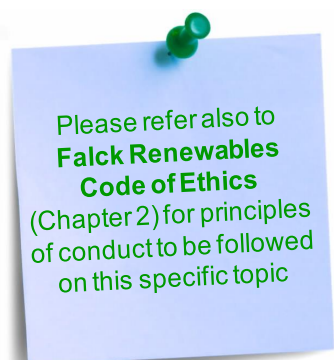
- The evaluation of selected individuals shall be formalized and maintained in the applicable Falck Renewables Group company records.
- Employment contracts of shall be based on clear terms and conditions, and include reference to the Group Code of Ethics.
- Every new employee shall receive this Compliance Program, the Group Code of Ethics and the Employee Handbook

and other relevant HR procedures. In particular, every employee has to acknowledge that he/she shall adopt conduct consistent with the provisions of the Group Code of Ethics.

- Employees shall be expected to report any situation indicating or suggesting a potential conflict of interest within the scope of their activities and any potential violations of the above mentioned policies and procedures.

In terms of human resources, the following areas can pose risks to the Group:

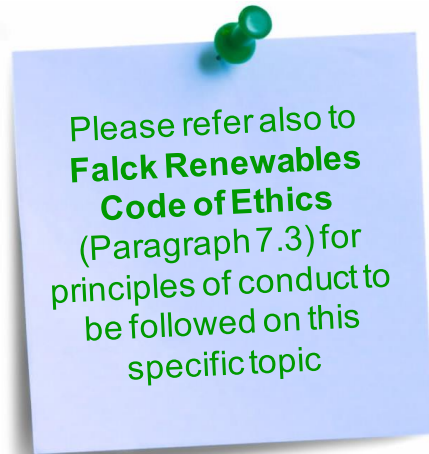
- Recruitment of individuals who have personal connections with Group counterparties (public officials, suppliers, clients, partners, business developers etc.) who could improperly influence a decision making process relevant to our business.



Please refer also to
**Falck Renewables
Code of Ethics**
(Chapter 2) for principles
of conduct to be followed
on this specific topic

F. Public funding

- Before activating a public funding request process, the applicable Falck Renewables Group company shall verify if locally defined requirements are completely met.
- All documentation required in order to obtain public funding shall be truthful, complete and correct (e.g. economic and financial situation of the applicable Falck Renewables Group company).
- Every public funding application shall be preliminarily approved by authorized managers.
- Financial resources obtained from public funding shall be allocated exclusively to the initiatives they have been requested for.
- Reports regarding investment/expenses related to projects for which have been obtained public funding shall be truthful, complete and correct.



G. Petty cash, financial transactions and out-of-pocket expenses

- Payments in cash are not allowed. Exceptions are allowed for some types of expense (petty cash) only if expressly approved by authorized officers as defined in Group procedures.
- Operations involving the use of petty cash shall be:
 - explained and justified;
 - documented and timely recorded.
- Payments shall be made directly to the party contracting with the Group and remitted to a bank account located in the same country in which the third party is established.
- Out-of-pocket expenses (and advance payments) shall be reimbursed (requested) only for business related purposes and shall be documented and approved by the responsible employee.
- The use of personal funds to finance any activities which are prohibited under the Group policies and procedures, including, but not limited to the Group Code of Ethics and this Program, is also strictly prohibited in all circumstances.

Mismanagement and / or improper use of petty cash, financial transactions and out-of-pocket expenses can pose risks to the Group in some of the areas described in previous paragraphs.

H. Facilitation Payments

“Facilitation (or Facilitating) Payment/s” payment is a small payment to a public official designed to secure or speed up a routine government action by a government official. Specifically excluded are expediting payments made to a governmental agency (as opposed to an individual) under a publicly available fee schedule.

For example, small payments designed to process a visa, schedule an inspection, secure mail pick-up or delivery, and get utilities such as power or phones connected would all generally be considered facilitation payments.

Group employees and the subjects acting on behalf of them are not allowed to promise, pay, offer - either directly or indirectly - payments with the aim of favoring services however due by the Public Administration/utilities.

The Recipients must respect the local provisions and limits imposed by each country with regard to Facilitation Payments (see Attachment 1, section "Facilitation Payments").

I. Political contributions

Political contributions are not allowed because they could constitute corruption offences and therefore constitute a risk of consequent liability.

The risks are that political contributions may be used by a company as an improper means of bribery to retain or obtain a business advantage such as to win a contract, obtain a permit or license, or shape legislation favorable to the business.

J. Sponsorships and donations

Sponsorships and donations may also raise anti-corruption issues.

Sponsorships and donations are allowed, provided that they do not compromise the Group integrity and reputation and do not influence the independence of judgment of the counterparty.

All sponsorships must be approved to ensure compliance with local Anti-Corruption Laws (see Attachment 1, section "Sponsorships and Donations") and in accordance with Group procedures (see Attachment 2) and Group Code of Ethics (Paragraph 4.2).

In any case sponsorships and donations must comply with the following minimum standards:

- sponsorships and donations shall be directed to increase and promote the Group image and culture and should be authorized, justified and documented by a description of types and values of goods / services offered;
- all sponsorships and donations shall be made in accordance with the approved budget;
- the approval of the sponsorship and donations must be subject to a due diligence review of available information on the potential partner of the sponsorship recipient of a donation and a determination of the legitimacy of the initiative under the applicable laws and Group procedures and Group Code of Ethics;
- with particular regard to the due diligence process for recipient of donations, contributions and donations shall be made only in favour of entities well-known, reliable and with an outstanding reputation for honesty and correct business practices;
- the sponsorship or donation must be in writing and must contain standard terms and conditions (e.g. the prohibition of paying any part of the grant for purposes other than those defined and approved in the object of the initiative and stated in the documentation), and anti-corruption clauses, including the acceptance of the Group Code of Ethics as well as the indication of the the amount and an adequate description of the nature and the purpose of the single initiative;
- verification on legitimate future use of the funds shall precede payments to be made by bank wire transfer to a traceable account held in the name of the beneficiary of the initiative and communicated prior to the signing of the documentation;
- a report regarding the use of the sponsorship or donation funds by the grantee should be requested in order to ensure proper use of the funds.

K. Gifts, hospitality and entertainment – offered and received

- Providing and receiving gifts, entertainment and hospitality are often considered as a form of commercial courtesy and are common in many countries.
- However, laws and regulations prohibit offering and accepting anything of value, including gifts, entertainment and hospitality, in order to obtain undue or improper advantage (e.g. promises of economic advantages, favors, recommendations) or otherwise influence the recipient's behavior.
- Group employees may only offer or receive business courtesies that are legal, proper and in full compliance with Group policies and guidelines. They must not compromise the integrity and/or reputation of either party, and cannot be construed by an impartial observer as aimed at creating an indebtedness or obtaining undue advantages.
- Gifts and other financial advantages or other benefits made or received, including hospitality, must therefore be in all circumstances reasonable and bona fide.
- In any case, if possible, all gifts and financial advantages or other benefits, including hospitality, made or received must be recorded and supported by appropriated documentation.
- The value of gifts, entertainment and hospitality shall be reasonable and appropriate to the recipient's position and business circumstances, so that it is not perceived as improper and may not be reasonably misunderstood by the recipient or others.
- Falck Renewables Group refrains from initiatives not allowed by law or

commercial practice. Actions of commercial courtesy such as gifts, entertainment and hospitality are allowed provided that:

- they are not cash payments;
- they must be provided in connection with a bona fide and legitimate business purpose;
- they are reasonable under the circumstances;
- they do not compromise the Group integrity and reputation;
- they do not influence the independence of judgment and actions of the counterparty;
- they comply with the local laws and regulations that apply to the Public Official and private party, including when existing, codes of conduct of the organization or entity to which they belong;
- they are in compliance with the principles of the Group Code of Ethics as well as Group's policies regulating these aspects (*see Attachment 2*) and the local requirements (see Attachment 1, section "Hospitality expenses")
- they are formally authorized and recorded.

L. Records keeping and financial statements

- Record keeping and statutory financial statements preparation shall be managed in order to fairly present the financial condition and results of operation in compliance with applicable local laws and regulations.
- The financial statements (reporting package) sent to the parent company to be included in the Group consolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IAS/IFRS) as instructed by the Accounting Manual adopted by all Group subsidiaries.
- All accounting entries and the related supporting documents (i.e. agreements, invoices, notes, etc.) regarding dealings with third parties, such as clients, suppliers and other business partners, should be accurately and completely prepared and maintained in order to properly reflect the nature of the transaction or relationship.
- No accounts must be kept off-book to facilitate or conceal improper payments.
- The management of this area shall respect the specific provisions contained in the Group Code of Ethics (see Chapter 5) as well as the applicable procedures adopted by the Group.

M. Communication and Training

- The Recipients shall be adequately informed of the applicable Anti-Corruption Laws and the importance of compliance with those laws and Group procedures and Group Code of Ethics, so that they can clearly understand and be aware of the different crimes, the risks, the relevant personal and corporate responsibilities and the actions to implement in order to counter bribery and the potential penalties in case of violation of Anti-Corruption Laws (both to the individuals concerned and the company) and Group procedures and Group Code of Ethics.
- In order to ensure the correct and effective functioning of the Compliance Program, the applicable Falck Renewables Group company undertakes to disseminate the same, adopting the most appropriate initiatives to promote and raise awareness of the same, and differentiating contents according to the Recipients.

In particular, ensuring the formal communication of the same to all persons related to the applicable Falck Renewables Group company by delivering a full copy to the same, and using suitable dissemination tools and posting the same in places accessible to everyone.

In the case of External Recipients who are required to comply with the Compliance Program, the same is available on <https://www.falckrenewables.com/etica-governance>.

- In the latter case, in order to formalize the commitment to comply with the principles of the Compliance Program by External Recipients, a clause will be included in the referenced contract acknowledging that the applicable Falck Renewables Group company relies on the Group Code of Ethics as well as this Program and internal procedures.

- The applicable Falck Renewables Group company provides on a regular basis anti-corruption training directed to all employees as well as guarantees the correct communication using the appropriate media channels.
- Communication and training are documented, monitored and assessed for effectiveness and efficiency.

N. Anti-Corruption Third Party Due diligence

1) *Due diligence on potential business partners*

Due diligence is a term used herein to describe background investigation conducted on a third party which a Group company is considering contracting with. It is a process of examining the background of a potential business partner in an effort to assess and mitigate risks of corruption.

- The Group pays special attention to the selection of the third parties which may act in the name and on behalf of the Group's that Group companies are considering contracting with (such as agents, consultants, distributors, even in the case of joint ventures, etc.) and to this end has decided to implement a specific procedure that provides appropriate preventive checks. To this purpose, specific questionnaires should be drafted and submitted to third parties and due diligence methodology must be implemented giving full details of the risk assessment methods (e.g., newco, reputation, close relations with political power or the public administration etc.), taking into account the key factors risks.
- The key factor risks of due diligence upon which background information should be sought (if available) are as follows:
 - (i) Beneficial ownership: this refers to the individual or legal entity that ultimately owns and has control of, or entitlement to a company.
 - (ii) Financial background and payments of contract: the analysis of the third party's financial statements will provide a formal record of its financial activities and will allow to identify any discrepancies and payments which may seem unusual or inconsistent.

- (iii) Competency of the third party: it is crucial that there is a clear business justification for engaging with a third party considering the such party's competency of this in providing the specific service. The applicable Falck Renewables Group company should consider whether the third party has the experience of in the industry and country where the service will be provided and the qualifications and experience to provide this kind of service; whether this such party provides a competitive estimate for the work and requests any urgent/unusually high commission; whether this such party has been selected in a transparent way. Finally, whether there are sufficient business reasons for awarding the contract to this third party and whether the service is necessary.
- (iv) Anti-corruption case history and adverse news: applicable Falck Renewables Group Company investigate any adverse news associated with third party and in particular whether there is any history of unethical business practices, corruption or other criminal activities or investigations into the same or allegations of the same. with respect to the third party.
- (v) Reputation: this is clearly connected to the history of the company and the question of whether there is any adverse news but reputation should also be considered more generally.
- (vi) Approach to ethics and compliance: the assessment should include entity's general attitude towards due diligence and more generally to ethical business. There is a number of key indicators to a positive culture in this regard which should

be noted, such as: whether the third party has its own anti-corruption and compliance program or procedures in place; how the third party manages corruption risks and high-risk activities (e.g. gift, hospitality, relations with Public Officials, etc.).

- The Falck employees in charge of the due diligence process must maintain written records evidencing that due diligence has taken place and that any risks identified have been carefully considered and mitigated as practicably as possible. Records must be retained for a significant period of time, depending on local law, Group's policies and resources.
- The Group guarantees continuous monitoring of the contractual relationship, if necessary periodically updating the due diligence, exercising the rights of inspection and audit, providing periodic training even for third parties, at Group's discretion certification of the activity performed by the contractor should also be requested;
- The Group includes provisions in contracts concerning Anti-Corruption Laws and the Group Code of Ethics.

2) Mergers and acquisitions: Pre-acquisition due diligence and Post-acquisition Integration

Applicable Falck Renewables Group company should must also perform an adequate due diligence also prior to a merger or acquisition in order to avoid any identify relevant legal or business risks.

In performing such kind of due diligence the, applicable Falck Renewables Group company must evaluate the internal control systems adopted by acquired company included (if available) including, but not limited to, compliance program, policies, training, the company's commitment to compliance, the

corruption case history of the company (i.e. whether the company has been involved in any corruption or criminal proceeding).

Once acquired a company, is acquired, applicable Falck should Renewables Group company must implement any measure in order to acquire integrate the new company into all of its internal controls, including compliance program the Compliance Program. Falck should Applicable Falck Renewables Group company shall consider training new employees, reevaluating third parties under company standards, and, where appropriate, conducting audits on new business units.

O. Reporting System

1) *Reporting system for requests*

- Group employees must immediately communicate to their direct supervisor, to Group Legal Function and the 231 supervisory body of any direct or indirect request by Public Officials or private party for a payment, gift, travel, meal, hospitality, entertainment, employment, personal discount and any other benefit other than reasonable and bona fide expenditure as identified in the sections above.
- The same requests must be immediately communicated by third parties acting on behalf of the Group's companies to the same.

2) *Reporting system for violations*

- The Recipients must immediately communicate to Falck Renewables Group any suspected or known violation of the (i) Local Anti-Corruption Law or regulations and other laws or regulations governing the liability of legal persons applicable to the foreign subsidiaries; (ii) Compliance Program; (iii) Group Code of Ethics and/or (iv) internal policies of Falck Renewables Group.
- In particular, the Recipients are required to report all violations or suspected violations of this Program by e-mail at the following address:
CRC@falckrenewables.com
- In addition, Falck Renewables Spa provides a Whistleblowing Portal for everyone (employees, customers, suppliers, business partners, lenders, consultants and contractors) who, in good faith and on the basis of ethical principles of integrity, intends to report an alleged violation of the Compliance Program at

<https://www.falckrenewables.com/it/etica-governance/whistleblowing>

- Access to the Portal is managed under a no-log mode to prevent identification of the whistleblower.
- Reports may be filed anonymously.
- The whistleblower will not be subject to any disciplinary action nor suffer any other detriment, if he / she, in a responsible manner, reports possible breaches of the Program's principles and rules of conduct.
- Whistleblowing in bad faith and/or proven to have slanderous or libellous intent will result in action against the whistleblower on the basis of the measures envisaged under the Group's disciplinary system and an evaluation shall be done on the possibility of taking appropriate legal action.

P. Disciplinary proceedings and contractual remedies

- The Group's commitment to zero-tolerance of corruption is ensured by the application of specific sanctions when violations of the Anti-Corruption Laws and/or Group's policies and procedures, Compliance Program and Group Code of Ethics are detected.
- The Group's companies will take adequate measures pursuant to the Organizational Model of each Group company and the collective employment contract and other national standards applicable to Group employees (i) whose actions are deemed to have violated the Anti-Corruption Laws or this Compliance Program (ii) who fail to participate or complete adequate training and (iii) who unreasonably fail to detect or fail to report such violations or who threaten or retaliate against others who report such violations. Disciplinary action may include termination of employment.
- The Group's companies will take appropriate measures, including but not limited to contract termination and claims for damages against Business Partners whose actions are found to violate the Anti-Corruption Laws or this Compliance Program, as well as Code of Ethics. Contracts stipulated by Group's companies with the Business Partners will include specific clauses to ensure compliance by Business Partners with the applicable Laws, including but not limited to Anti-Corruption Laws, and this Compliance Program and Code of Ethics and to allow Falck Renewables Group companies to apply appropriate remedies, pursuant to Group's Anti-Corruption provisions, including but

not limited to standard contractual clauses providing remedies for criminal offences, including corruption.

Q. Monitoring and Improvement

- Group's Internal Audit will independently review and evaluate the internal control system to help verify compliance with the requirements of this Compliance Program.
- Group's Legal Department will monitor implementation of this Compliance Program and will supervise training of Recipients and must periodically review this Compliance Program to ensure it remains at maximum efficiency. Furthermore, Falck Renewables Spa Bodies (i.e. Control, Risks and Sustainability Committee) and Group departments (i.e. Internal Audit, etc.) involved in oversight activities should recommend improvements to the Compliance Program on the basis of emerging laws and regulations or in the event gaps or criticalities are identified.
- If a violation is found, Group's Legal Function will evaluate whether a Compliance Program review or internal regulation improvements would help prevent recurrence of the violation.



PURE POWER TO GROW

COMPLIANCE PROGRAM
Attachment 1



Introduction

This document aims to briefly describe anti-corruption legislations adopted by the following countries in which the Falck Renewables Group operates:

- [Italy](#)
- [Spain](#)
- [France](#)
- [United Kingdom](#)
- [Poland](#)
- [The Netherlands](#)
- [Sweden](#)
- [Norway](#)
- [Republic of Bulgaria](#)
- [Mexico](#)
- [Chile](#)
- [Japan](#)
- [United States](#)
- [Australia](#)

Anti-Corruption Laws Overview





Italy

ANTI-BRIBERY LAW IN FORCE: *Italian Criminal Code (ICC); Law no. 190/2012; Legislative Decree no. 231/2001; Article 2635 and 2635 bis of Italian Civil Code*

APPLICABLE TO:

- ✓ All companies, subsidiaries and partnerships operating in Italy.

PER ACTS COMMITTED BY:

- ✓ individuals at the highest levels of corporate representation, administration and management of the body corporate or one of its organizational units, as well as persons who, even if only de facto, manage and exercise control over the body corporate in question; and
- ✓ individuals subjected to the management or oversight of one of the persons at the highest levels of corporate management under point above.

the interest of,
and/or to the
advantage of, the
company



ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none">• Offering or promising money or other advantages for the public official to perform his or her functions or for the public official to omit or delay, or having omitted or delayed, an act relating to his or her office, or to act or having acted in breach of his or her official duties (see Section 321 of the ICC).• the less serious offense of “inducement to bribery” (see Section 322 of the ICC) occurs when a private party offers or promises undue money or other advantages to a public official and the offer or promise is not accepted.	<ul style="list-style-type: none">• Public official/Civil servant receiving money or other advantages or accepting the promise of these to perform his or her functions (Section 318 of the ICC) or public official/civil servant to omit or delay, or having omitted or delayed, an act relating to his or her office, or to act or having acted in breach of his or her official duties (“proper bribery” – see Section 319 of the ICC).• In case the private party is forced by the public official to give or promise a bribe, this conduct constitutes the offense of “extortion by a public official” (concoction – see Section 317 of the ICC), for which only the public official is held criminally liable, with the private party being the victim of the crime.• The public official is also punished when he solicits an undue promise or giving of money or other advantages that is not carried out by the private party.
<ul style="list-style-type: none">• “unlawful inducement to give or promise money or other benefits” (see Section 319-quarter of the ICC), punishes the public official who, by abusing his or her position or authority, induces a person to give or promise unduly to him or her or a third person money or other benefits. In such a case, the private party who gives or promises money or other benefits is punished as	





well (although the penalty applicable to the private party is less severe than the one for the public official).

BRIBERY IN PUBLIC SECTOR

DEFINITION OF PUBLIC OFFICIAL

- The definition of “public official” under the ICC is quite broad and includes any individual who performs a public function, “either legislative, judicial or administrative”. For the same criminal purposes, “an administrative function is public if it is regulated by public law provisions and by acts of a public authority, and is characterized by the forming and manifestation of the public administration’s will or by a procedure involving an authority’s powers or powers to certify”. Examples of “public officials” are members of the Parliament, regional councillors, judges and their consultants, public notaries and police officers.
- Under Italian Criminal law, bribery offenses apply to public officials as well as to persons in charge of a public service (incaricato di pubblico servizio or civil servant), which are those who, under any title, perform a public service, namely, “an activity governed by the same forms as the public function, but characterized by the lack of its typical powers, and with the exclusion of simple ordinary tasks and merely material work”. Examples of “persons in charge of a public service” are state and public administration employees missing the typical powers of a public authority, such as electricity and gas men, security guards and the manager of a public landfill.



BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none">• Individuals, also through intermediaries, offering, promising, giving money or other benefit to directors, general managers, executives entrusted with the preparation of the company's accounting documents, statutory auditors, liquidators or anyone subjected to their direction or supervision in order to perform or omit to perform actions in violation of the obligations pertaining to their office or of their duty of loyalty, causing harm to their company.• With regard the corporate liability, only the company to which the corruptor belongs.• The offence occurs also when a private party offers or promises undue money or other advantages to the individuals indicated above and the offer or promise is not accepted.	<ul style="list-style-type: none">• directors, general managers, executives entrusted with the preparation of the company's accounting documents, statutory auditors, liquidators or anyone subjected to their direction or supervision who, as a consequence of the giving or promising of money or other advantage, for their own or others' benefit, perform or omit to perform actions in violation of the obligations pertaining to their office or of their duty of loyalty, causing harm to their company.• The said individuals are also punished when they solicit an undue promise or giving of money or other advantages in order to perform or to omit to perform a conduct in violation of the obligations pertaining to their office or of their duty of loyalty, when this solicitation is not accepted.



INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none">• offering, promising request or receipt, or acceptance of the promise to receive money or other advantages to foreign public official to perform his or her functions or to omit or delay, or having omitted or delayed, an act relating to his or her office, or to act or having acted in breach of his or her official duties.• with respect to non-EU foreign public officials, only active bribery is punished, namely the offering or promising of money or other advantages for the foreign public official to perform his or her functions or for the foreign public official to omit or delay, or having omitted or delayed, an act relating to his or her office or to act or having acted in breach of his or her official duties, provided that:<ol style="list-style-type: none">1. the offense is committed in order to obtain an undue advantage in the framework of an international business transaction; or2. the offense is perpetrated for the purpose of obtaining or maintaining a business or financial activity.	<ul style="list-style-type: none">• with respect to EU public officials requesting or receipting, or accepting of the promise to receive money or other advantages to EU public official to perform his or her functions or to omit or delay, or having omitted or delayed, an act relating to his or her office, or to act or having acted in breach of his or her official duties.• No passive bribery regarding non-EU public officials.



DEFINITION OF FOREIGN PUBLIC OFFICIAL

- EU Public Officials:
 - Members of the European Commission, of the European Parliament, of the European Court of Justice and of the European Court of Auditors
 - Officials and agents hired by contract pursuant to the Staff Regulations of European Officials or to the Conditions of Employment regarding European agents
 - Persons delegated by the member states or by any public or private entity at the European Union, who perform functions equivalent to those performed by officials and agents of the European Union
 - Members and employees of entities instituted pursuant to the Treaties establishing the European Union
 - Those who, in the context of the other member states of the European Union, perform functions or activities equivalent to those performed by Italian public officials and persons in charge of a public service
 - Judges, prosecutors, deputy prosecutors, officials and agents of the International Criminal Court; the persons delegated by the States Parties to the Treaty establishing the International Criminal Court who perform functions equivalent to those performed by the officers or agents of the Court itself, and members and employees of entities instituted pursuant to the Treaty establishing the International Criminal Court.
 - ➔ All of the abovementioned subjects are considered “public officials” if they perform functions corresponding to those performed by (domestic) public officials, or “persons in charge of public services” in all the other cases.
- Non-EU foreign public officials: all persons performing functions or activities corresponding to those performed by (domestic) public officials and persons in charge of a public service in non-EU states or public international organizations.



CONSEQUENCES OF BRIBERY

For individuals: Imprisonment (depending on the offence up to 12 years), fines and disqualifying sanctions (e.g. permanent/temporary barring from public employment); confiscation of the profit/price of the crime; payment of a sum to Public Administration.

For the Company:

- fines from €25.800 up to €1.239.200;
- disqualifying sanctions: barring from carrying out own activity; suspension or revoking of authorizations related to the crime; ban from contracting with public administrations; ban from obtaining public funding; ban from advertising;
- Confiscation of the price or profit of the crime;
- Precautionary measures can also be issued before the start of the trial: seizure of assets and disqualifying measures.

EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures:
 - Having adopted and effectively implemented an organizational and management model suitable for the prevention of the crimes (i.e. compliance program)
 - An adequate Model should contain the following protocols: (i) Ethic Code; (ii) Organization System; (iii) Manual and IT procedures; (iv) Authorizing powers and signatory powers; (v) Employee communication and training; (vi) Disciplinary system.
 - crime has been committed by fraudulently avoiding to comply with the model;
 - the vigilance body has not failed to supervise the functioning, compliance and updating of the Model.
- ✓ Other factors for mitigating liability:
 - Confessing the offence to the authorities before acknowledging that a legal proceedings were being brought against them.
 - Collaborating in investigation of the offensive act.
 - Compensating or mitigating the damage caused by the offence, at any point in the proceedings but before trial.
 - Implementing before trial effective measures to prevent and detect offences that can be committed in the future.



- ✓ Facilitation payments: the ICC does not recognize so-called facilitation payments. Therefore, cash payments or offers/promises of other economic advantages to public officials are very likely to be considered acts of corruption.

HOW TO DEAL WITH...

Political Contribution	<ul style="list-style-type: none">✓ Private contributions to political parties have been recently amended by Law Decree No. 149/2013 which allows these under the following restrictions:<ul style="list-style-type: none">○ A natural person cannot donate money or contribute goods or services in favor of a single political party, in any form and in any way provided, also through a third person or controlled companies, for a total amount exceeding EUR 100,000 per year. Such limits do not apply to legacies to political parties.○ A legal entity / company cannot donate money or contribute goods or services, in any form and in any way provided, in favour of political parties for an amount exceeding EUR 100,000 per year. Such restriction does not apply to transfers of money or of capital in general between political parties.
------------------------	---



	<ul style="list-style-type: none">○ Donations have to be made through a bank or post office or by any method that ensures their traceability.○ Violations of the regulation concerning limits and modalities of private contributions to political parties are sanctioned with administrative fines.✓ Under Section 7 of the Law no. 195/1974, as amended by Law no. 96/2012 private companies cannot, in any manner, directly or indirectly, finance or give contributions to any politician or political party, unless such financing/contributions have been deliberated on by the relevant managing body and duly registered in balance sheets. The violation of these provisions is punishable with imprisonment from 6 months up to 4 years and a fine of up to three times the amount paid in breach of the law.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	<ul style="list-style-type: none">✓ Not regulated in the ICC.✓ The Code of Conduct for public employees (Presidential Decree no. 62/2013) provides that a public employee shall not accept, for himself or herself or for others, gift or other advantages. An exception exists for public officials were the following conditions are met:<ul style="list-style-type: none">○ The gratuities do not exceed the value of EUR 150. Lower limits may be provided by internal code of ethics of each public entity.○ Such gratuities present no inducement and are given only for courtesy purposes.
Sponsorships and donations	<ul style="list-style-type: none">✓ Not regulated in the ICC.



WHISTLEBLOWING

Any specific legislation?

- ✓ The Law. No. 179/2017 which guarantees the protections envisaged for individuals who report offences or other misconducts, both in the private and public sector.
- ✓ As to the private sector, this Law requires legal entities to update their Organizational, Management and Control Model if any. In particular, the 231 Models must include:
 - one or more channels enabling top managers and their subordinates to report, in an effort to safeguard the integrity of their company, any misconduct or 231 Model breach by providing evidences and all relevant details;
 - at least one alternative reporting channel;
 - the prohibition to put in place acts of retaliation or discrimination against the whistle-blower;
 - penalties, in their Disciplinary System, imposed on whomever infringes the measures of protection or, wilfully or negligently, makes groundless reporting;



- nullity of the retaliation or discrimination measures (i.e., dismissal, demotion) adopted against the whistle-blower;
 - burden of proof lying on the employer, who is obliged to demonstrate that the acts of discrimination or retaliation, if any, against the whistle-blower were adopted for reasons totally unrelated to the reporting made by the whistle-blower.
- ✓ Anonymous reporting: no law expressly prohibits anonymous reporting.
 - ✓ Any incentives for whistle-blowers? No incentives are granted to whistle-blowers to report any kind of wrongdoing.
 - ✓ The adoption of a specific policy on whistleblowing isn't mandatory but it's an evidence of having an efficient compliance program implemented.



Spain

ANTI-BRIBERY LAW IN FORCE: *Spanish Criminal Code SCC (as modified by Organic Law 5/2010)*

APPLICABLE TO:

- ✓ All companies, subsidiaries and partnerships operating in Spain.

PER ACTS COMMITTED BY:

- ✓ Its legal representatives or by those who acted individually or as part of corporate body and authorized to take decisions on behalf the company or with managing, control and organizational faculties, or
- ✓ Contracted workers or employees of the corporate entity, when the offence was committed while carrying out corporate activities and as a result of the corporate not having exercised due supervision in all the circumstances of the case, and the offence has been committed on behalf of the corporate entity and for its benefit.

Offence committed on company's behalf and to its direct/indirect interest



BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none">offering or giving to authority or public officer, bribes or remuneration of any kind in order to<ol style="list-style-type: none">perform a task contrary to the duties inherent to his position orto carry out tasks inherent to his duties.	<ul style="list-style-type: none">receiving or soliciting personally or by means of intermediaries bribes, handouts, favors or remunerations of any kind in order to<ol style="list-style-type: none">carry out tasks inherent to his duties,perform a task contrary to the duties inherent to his position,not to carry out or unfairly delay those he must carry out will incur in corruption/bribery.



DEFINITION OF PUBLIC OFFICIAL
<ul style="list-style-type: none">Authorities: those that by their position or by being a member of any corporation, board or collegiate body, have executive faculties or enforce a jurisdiction granted by Law. In any case, authorities are members of the Congress of Deputies, of the Senate, of the Legislative Assemblies of the Autonomous Communities and the European Parliament as well as the officers of the Public Prosecutor's Office.Civil servants: those who, by immediate provision of the Law, or by election or appointment by the authority with relevant powers, participate in the exercise of public duties.



BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
Individuals who personally or by intermediaries offer, promise or grant unfair benefit or advantages of any nature to senior managers, administrators, employees or collaborators of a company in exchange to favour him or a third party against others in the acquisition or sale of goods, commercial relationship or in hiring of professional services.	Senior managers, administrators, employees or collaborators of a company who personally or through an intermediary receives an unfair benefit or advantage for their own interest or a third party's in exchange to favour a third party in the acquisition or sale of goods, commercial relationship or in hiring of professional services.

INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
As provided for domestic bribery in public sector.	It is punished to accept the solicitation made by the public official or to offer, promise any benefit or advantage that can be not only economic but also of any nature, personally or by intermediaries, in their own interest or third party's in exchange of a specific public decision or refraining to take a specific decision in order to obtain or keep a contract, business, or a competitive advantage.



DEFINITION OF FOREIGN PUBLIC OFFICIAL
<ul style="list-style-type: none"> • individuals who have a position earned by election or appointment in the legislative or judicial power or administration in the EU or any other foreign country;



- individuals entitled to enforce public powers in an EU country or foreign country and public company or public international institutions;
- any civil servant or agent from the EU or a public international organization.

CONSEQUENCES OF BRIBERY

- ✓ For individuals: Imprisonment (depending on the offence from 6 months up to 6 years), fines and disqualifying sanctions (e.g. special barring from public employment and capability to be eligible for public election, barring from public contract, aids, tax, etc.)
- ✓ For the Company:
 - fines up to five times the profit obtained;
 - other main penalties: mandatory dissolution of the entity, barring from public contracts public aids, tax benefits, suspension of activities, closure of facilities, judicial administration in order to protect the interest of creditors and employees.

EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures:
 - Having enforced an adequate model of organization and management including surveillance measures and appropriate control to prevent the offense.
 - Monitoring performance and compliance with prevention model implemented has been entrusted to an organ of the legal person with autonomous powers of initiative and control or has legally entrusted with the function of monitoring the effectiveness of internal controls of the legal person.
 - Individual authors have committed the offense fraudulently eluding the models of organization and prevention.
 - There has not been any omission or insufficient exercise of their supervisory functions, monitoring and control by the board of directors,
 - Immediate enforcement of internal measures by legal entity in order to prevent the offense in the future.
- ✓ Other factors for mitigating liability:



- Confessing the offence to the authorities before acknowledging that a legal proceedings were being brought against them.
 - Collaborating in investigation of the offensive act.
 - Compensating or mitigating the damage caused by the offence, at any point in the proceedings but before trial.
 - Implementing before trial effective measures to prevent and detect offences that can be committed in the future.
- ✓ Facilitation payments: the Spanish Criminal Code does not recognize so-called facilitation payments, and consequently, quantitative or qualitative limitations as established by case law should apply for this purpose. As a matter of principle, however, cash payments to public officials are very likely to be considered as corruption payments when this could not be considered as "socially acceptable".

HOW TO DEAL WITH...

Political Contribution	✓ Contributions by individuals to political parties are allowed if they do not exceed EUR 50,000 per year. Anonymous contributions and contributions made by legal entities are forbidden.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	✓ Not regulated.
Sponsorships and donations	✓ Not regulated.



WHISTLEBLOWING

Any specific legislation?

- ✓ No explicit provisions in Spanish legislation that regulate whistleblowing.
- ✓ Notwithstanding, Article 31 bis 5 of the Criminal Code sets the requirements to be met for an effectual, effective corporate compliance programme. One of these requirements is to impose an obligation to report any potential risks or non-compliant activities to the supervision body. No limitation on the disclosures or conducts reported and on who can make a report.
- ✓ Anonymous reporting: no law expressly prohibits anonymous reporting. Nevertheless, Spanish Data Protection Agency states that these should not be admitted.
- ✓ Any incentives for whistle-blowers? No incentives are granted to whistle-blowers to report any kind of wrongdoing.
- ✓ The adoption of a specific policy on whistleblowing isn't mandatory but it's an evidence of having an efficient compliance program implemented.



France

ANTI-BRIBERY LAW IN FORCE: *French Criminal Code ("FCC") and Law No. 2016-1691 of December 9, 2016 ("Sapin II Law")*

APPLICABLE TO:

- ✓ All companies, subsidiaries and partnerships operating in France. Legal entities governed by public law only under specific circumstances.

PER ACTS COMMITTED BY :

- ✓ Body of a legal entity: people who are vested with the power of direction, management or control (such as presidents, executives and managers and bodies such as the board of directors, management board, supervisory board etc.)
- ✓ Contracted workers or employees of the company, when the offence was committed while carrying out corporate activities and as a result of the corporate not having exercised due supervision in all the circumstances of the case, and the offence has been committed on behalf of the corporate entity and for its benefit.

Offence committed
on company's
behalf



BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none">• making or accepting to make, without right, directly or indirectly, offers, promises, donation, gift or any kind of benefits to a public official (whether to the benefit of such public official or to the benefit of another person),• inducing a public official to carry out or not to carry out or alternatively to reward a public official for having carried out or for not having carried out an act of his or her occupation, position or office, or facilitated by such occupation, position or office;• a mere proposal or solicitation made in the above conditions constitutes an offence of corruption.	<ul style="list-style-type: none">• The same conditions of active bribery, except that in case of passive bribery the offender solicits or accepts the undue advantage / offer and must be a public official, as defined above

DEFINITION OF PUBLIC OFFICIAL
<ul style="list-style-type: none">• Individuals<ul style="list-style-type: none">✓ vested with public authority;✓ in charge of a public service mission; or✓ holding a public elected office.• Individuals that are part of the judiciary or take part to the dispute resolution activity (such as magistrates, officials at court administrative service, experts appointed by the Court or by the parties; arbitrators, etc.)



BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none"> • making or accepting to make without right, directly or indirectly, offers, promises, gifts, presents or any other benefit, to such person (whether to the benefit of such person or to the benefit of another person); • inducing such person, who is not a public official and who, within his/her professional/social activity, has a management position or works for any person or organization; • carrying out or not carrying out (or for having carried out or not carried out) an act of his/her activity or occupation, or facilitated by such activity or occupation, in violation of such person's legal, contractual or professional obligations. • A mere proposal or solicitation made in the above conditions constitutes an offence of corruption. 	<p>Same conditions of active bribery except that in case of passive bribery the offender, who is a private person, solicits or accepts the undue advantage / offer.</p>

INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none"> • Same conducts for the public bribery except that in this case is addressed to a public official in a foreign country or in a public 	<p>Same condition of active bribery except that in case of passive bribery the offender (a foreign public official or an official of a public international</p>



international organization (whether to the benefit of such person or to the benefit of another person)	organization) solicits or accepts the undue advantage / offer.
<ul style="list-style-type: none">• A mere proposal or solicitation made in the above conditions constitutes an offence of corruption.	

DEFINITION OF FOREIGN PUBLIC OFFICIAL

- Individuals:
 - ✓ vested with public authority;
 - ✓ in charge of a public service mission;
 - ✓ holding a public elected office.
- Individuals that are part of the judiciary or take part to the dispute resolution activity (such as any person carrying out jurisdictional functions in a foreign state or within or at an international court; every official in the administration service of a foreign jurisdiction or an international court; etc.)

CONSEQUENCES OF BRIBERY

- ✓ For individuals: Imprisonment (public bribery: 10 years; private bribery: 5 years), fine (public bribery: 1,000,000 EUR; private bribery: 500,000 EUR); forfeiture/confiscations of the price/profit of the crime; disqualifying sanctions (e.g. debarment from public office, debarment from practicing a commercial/industrial profession, etc.)
- ✓ For the Company:
 - Fines (public bribery: 5,000,000 EUR; private bribery: 2,500,000 EUR). The fine can also be set at twice the proceeds of offence.
 - other main penalties: disqualifying sanctions; forfeiture/confiscations of the price or the profit of the crime; ancillary sanctions (e.g. placement under judicial supervision, prohibition to make a public tender offer, etc.).



EXCEPTIONS AND AFFIRMATIVE DEFENSE

Exemption for Models / Procedures: no expressly recognized as a means to mitigate or exclude the liability of legal entities. However:

- the existence of a robust compliance program is a factor that is likely to be taken into account by the courts in the context of determining whether the legal entity has committed a given offence and what should the amount of the fine be, if any.
- Also the identification of the responsible person/persons in charge of monitoring and implementing the compliance program is recommended.
- Other factors for mitigating liability:
 - ✓ for legal entities: entering into a French equivalent of a deferred prosecution agreement (convention judiciaire d'intérêt public), which does not involve a guilty plea and stops prosecution of the facts in its scope. The agreement will require any or all of the following measures:
 - payment of a fine the amount of which is up to 30% the company's 3-year average annual revenue and as further determined considering notably the proceeds of the offense, as increased by certain other amounts; and
 - implementation of a compliance program under the monitoring of the French Anti-Corruption Agency up to 3 years.

If, within the period provided by the agreement, the legal entity does not comply with the obligations set out in the agreement, public prosecution may resume.
- ✓ For individuals: specific regime depending on the type of offence. Pursuant to this regime the custodial sentence of the author or the accomplice is reduced by 50%, if the individual, having notified the administrative or judicial authority, allowed ceasing of the offence or identifying other offenders or accomplices.
- Facilitation payments: No exception provided.



HOW TO DEAL WITH...

Political Contribution	<ul style="list-style-type: none">✓ Donations/contributions to political groups and parties are only allowed for individuals within the limit of EUR 7,500 among other conditions and restrictions.✓ Donations of more than EUR 150 granted to a political party cash.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	<ul style="list-style-type: none">✓ No specific thresholds or acceptable amounts are set out by laws except the case of certain companies and administrations/state departments that may have adopted specific rules or guidance regarding the amount of gifts/hospitality.
Sponsorships and donations	<ul style="list-style-type: none">✓ No specific thresholds or acceptable amounts are set out by laws.



Any specific legislation?

- ✓ Sapin II law (articles 6 et seq. and article 17), decree No. 2017-564 of April 19, 2017, together with recommendations adopted by the French Anti-Corruption Agency and decision No. 2017-191 of June 22, 2017 of CNIL, the French data privacy authority regarding simplified authorization process for whistleblowing mechanisms (so-called AU-004).
- ✓ All legal entities having at least 50 employees are required to adopt a whistleblowing mechanism that can be used by external and occasional collaborators of the legal entity in addition to its employees and allowing them to make reports regarding a wide range of issues.
- ✓ Whistleblower is an individual who reports, in good faith and without seeking gain, a crime or an offence, a serious and clear violation of an international commitment ratified or approved by France, of a unilateral act issued by an international organization based on such commitment, of law or regulation, or a serious threat or harm to the public interest, of which he has personal knowledge. Individuals who meet this definition benefit from a legal protection that notably prohibits adoption of any sanctions against the whistleblower and sanctions attempts to prevent making of alerts.
- ✓ As a matter of principle, the whistleblower must disclose his/her identity and contact details. Only in special circumstances can anonymous reporting be accepted.
- ✓ By way of an exception, a report made by a person who wishes to remain anonymous can be treated under the following conditions:
- ✓ the seriousness of the facts mentioned is established and the factual elements are sufficiently detailed;
- ✓ the handling of this alert must be surrounded by special precautions, such as a preliminary examination, by its first addressee, of the advisability of its dissemination within the whistleblowing mechanism.

Any sanction for non-compliance?

- ✓ No expressly stated a sanction in the absence of adoption of the whistleblowing mechanism required. However, it should be noted that



absence of such procedure could expose the relevant companies at least to a major reputational risk.

WHISTLEBLOWING



United Kingdom

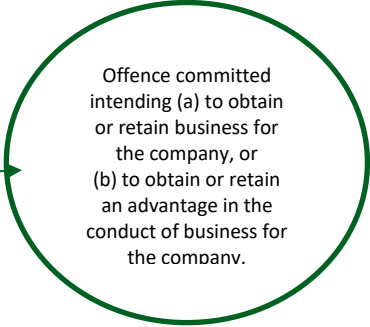
ANTI-BRIBERY LAW IN FORCE: *The Bribery Act 2010*

APPLICABLE TO:

- ✓ All companies, subsidiaries and partnerships operating in UK.

PER ACTS COMMITTED BY :

- ✓ Any person performing services for or on behalf of the company (e.g. employees, agents or subsidiaries)



Offence committed intending (a) to obtain or retain business for the company, or (b) to obtain or retain an advantage in the conduct of business for the company.



BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none">• offering or giving a financial or other advantage to a public official either (i) intending that, as a consequence, a function as such an official should be performed "improperly"; or (ii) where the bribe is or amounts to a reward for "improper" performance.• when a function would be deemed to have been carried out "improperly"? This may include:<ul style="list-style-type: none">✓ any omission to exercise those functions, and✓ any use of public official's position as such an official even if not within public official's authority	<ul style="list-style-type: none">• Not specifically addressed under the Bribery Act 2010.• This conduct would be criminalised under the provisions regarding passive bribery in the private sector.



DEFINITION OF PUBLIC OFFICIAL
<ul style="list-style-type: none">• Not defined under the Bribery Act 2010.• UK anti-corruption legislation does not distinguish between bribes paid to a public official and those paid in the private sector.



BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none"> • offering or giving a financial or other advantage to a private individual either (i) intending that, as a consequence the business activity should be performed "improperly"; or (ii) where the bribe is or amounts to a reward for "improper" performance. • when a function would be deemed to have been carried out "improperly"? <ul style="list-style-type: none"> ✓ The person performing it is expected to perform the function or activity in good faith, but does not. ✓ The person performing it is expected to perform it impartially, but does not. ✓ The person is in a position of trust, but breaches that trust. 	<p>requesting, agreeing to receive or accepting a financial or other advantage (i) intending that, in consequence, a relevant function or activity should be performed improperly; or (ii) where the bribe is or amounts to a reward for the improper performance; or (iii) when the request, agreement or acceptance itself constitutes the improper performance by the private individual of a relevant function or activity.</p>

INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

Offering, promising, or giving, directly or through a third party, a financial or other advantage to a foreign public officials in his capacity as a foreign public officials (or to a third party at the foreign public official's request) and intends to obtain or retain business or a business advantage. If the written law applicable to the foreign public official allows or requires them to be influenced by a financial or other advantage, no offence will be committed.





DEFINITION OF FOREIGN PUBLIC OFFICIAL

“Foreign public official” includes an individual who: holds a legislative, administrative or judicial position of any kind; exercises a public function for or on behalf of a country or territory outside the UK or for any public agency or public enterprise of that country or territory; or is an official or agent of a public international organization.

CONSEQUENCES OF BRIBERY

- ✓ For individuals: fines (on summary conviction, not exceeding £5000; on indictment, unlimited fines); imprisonment (on summary conviction, not exceeding 12 months; on indictment, not exceeding 10 years); forfeiture/confiscations of the price or the profit of the crime (if an individual is deemed to have benefitted from his crime); other sanctions (e.g. debarment from director office).
- ✓ For the Company:
 - fines (on summary conviction, not exceeding £5000; on indictment, unlimited fines);
 - other main penalties: disqualifying sanctions (debarment from public works, supply and service contracts in the European Union under the EU Procurement Directive; debarment by world development banks); confiscation of the proceeds of crime (not just profits).



EXCEPTIONS AND AFFIRMATIVE DEFENSE

- Exemption for Models / Procedures:
 - ✓ Having implemented adequate procedures designed to prevent the commission of offences in line with Government guidance published in March 2011, that should follow six broad principles, which are: (1) proportionality, (2) commitment to an anticorruption culture from the senior management of the organization, (3) assessment of possible risks, (4) due diligence on parties dealt with in the course of business, (5) communication and training on procedures and policies and (6) monitoring and review of the same.
- Other factors for mitigating liability:
 - ✓ Self-reporting the offending conduct to the authorities and subsequent cooperation with them, may result in reduced sanctions. In certain circumstances, an entity may be able to avoid prosecution via a "Deferred Prosecution Agreement" which came into force on 25 April 2013 with the Crime and Courts Act 2013.
- Facilitation payments: Facilitation payments are illegal under the Bribery Act, these are merely considered as small bribes.

HOW TO DEAL WITH...

Political Contribution	<ul style="list-style-type: none"> ✓ Not regulated. ✓ Companies may wish to cover the issue in its policies and procedures.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	<ul style="list-style-type: none"> ✓ Not regulated. ✓ The Ministry of Justice Guidance suggest that companies may wish to cover the issue in its policies and procedures.
Sponsorships and donations	<ul style="list-style-type: none"> ✓ Not regulated. ✓ The Ministry of Justice Guidance suggest that companies may wish to cover the issue in its policies and procedures.



WHISTLEBLOWING

Any specific legislation?

- ✓ No specific UK legislation. No requirements provided.
- ✓ There is guidance provided by the Department for Business Innovation & Skills, 'Whistleblowing: Guidance for Employers and Code of Practice' (March 2015) which sets out best practice for employers to follow.
- ✓ This Guidance sets out "tips" about what a policy should include (not mandatory ex lege).
- ✓ With regard certain kind of whistleblowing (i.e. information about an alleged wrongdoing in certain defined circumstances such as) the Whistle-blowing protection is afforded to UK workers under the Employment Rights Act 1996 (ERA), as amended by the Public Interest Disclosure Act 1998 (PIDA) and the Enterprise and Regulatory Reform Act 2013 (ERRA).



Poland

ANTI-BRIBERY LAW IN FORCE: *Polish Penal Code as modified by Act on Criminal Liability of Collective Entities for Punishable Offences ("ALCE"); Act on Transparency in Public Life*

APPLICABLE TO:

- ✓ All companies, subsidiaries and partnerships operating in Poland.

PER ACTS COMMITTED BY:

✓ Individual:

1. acting for or on behalf of the collective entity within the framework of his right or obligation to represent the entity, make decisions on behalf of the entity or perform internal audits, or violating that right or obligation,
2. enabled to act because of violation by the person indicated above;
3. acting for or on behalf of the collective entity with the consent or acquiescence of the person referred to in point 1,
4. being an entrepreneur directly collaborating with the collective entity to achieve a legal purpose.

if the collective entity benefitted or could have benefitted from that conduct, even non-financially



BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<p>Providing or promising to provide a material or personal benefit to a person performing a public function in relation to performing this function including for inducing the person performing a public function to violate legal provisions or provides a material benefit, or promises to provide it to such person for a violation of legal provisions.</p>	<p>Accepting or promising to accept material or personal benefits by a person in relation to performing this function including for inducing the person performing a public function to violate legal provisions or provides a material benefit, or promises to provide it to such person for a violation of legal provisions.</p>



DEFINITION OF PUBLIC OFFICIAL	MATERIAL BENEFIT
<p>Any public post holder, like a member of a body of a local government; a person employed in an organizational unit holding public funds, unless it only performs activities on contract; as well as any other person whose rights and duties in public activities are specified or recognized by the Polish Criminal Code or an international agreement that is binding on the Republic of Poland, or is a listed public official.</p>	<p>Consists of things, rendition, property rights (e.g. donation, release from debt, conclusion of a favorable contract, winning a tender). Generally, it is related to goods whose value can be expressed in money.</p> <p>PERSONAL BENEFIT</p> <p>is an immaterial benefit. It could be promotion or the limitation of professional duties, state or trade distinction, training, internship, foreign scholarship. It is a benefit that satisfies non-material needs.</p>



BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<p>Providing or promising to provide a material or personal benefit in exchange for abusing the rights granted to a manager or a person employed in any form by a company/entity, or for failing to fulfill an obligation for which he or she is responsible, and which leads to possible damage to this entity, an act of unfair competition, or inadmissible preferential act for a purchaser or customer of goods or services.</p>	<p>Whoever, performing a managerial function in an organisational entity operating a business activity, being employed by such entity or being in a mandate or a specific work contract with such entity, demands or accepts a material or personal benefit or its promise in exchange for abusing granted authority or for failing to fulfil the incumbent duties in such manner that it may inflict material damage upon such entity or constitute an act of unfair competition or an inadmissible preferential activity for the benefit of the buyer or recipient of a merchandise, service or performance.</p>

INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
<p>Providing a material or personal benefit to a person performing a public function in a foreign state or international organisation in relation to performing this function.</p>	<p>Whoever, in relation to performing a public function in a foreign state or international organisation, accepts a material or personal benefit, or its promise, or demands such benefit, or makes the performance of an official action dependent on receiving it.</p>





DEFINITION OF FOREIGN PUBLIC OFFICIAL

- A person employed in an international criminal court, unless this person performs exclusively servicing duties;
- A person performing a public function is a public officer, a member of a self-government authority, a person employed in an organisational entity utilising public funds, unless this person performs exclusively servicing duties, as well as any other person whose public activity powers and duties are established or recognised by a statute or an international agreement binding for the Republic of Poland.



CONSEQUENCES OF BRIBERY

- ✓ For individuals: Imprisonment (up to 12 years); fine (collateral to the penalty of deprivation of liberty when the perpetrator has acted with the purpose of gaining a material benefit or has gained such benefit); eventual forfeiture of items that have been derived directly from a crime.
- ✓ For the Company:
 - fines ranging from PLN 1000 to PLN 5 000 000, which may not, however, exceed 3 per cent of the revenue earned in the business year in which the offence for which the collective entity is liable was committed;
 - forfeiture of (i) objects derived, even indirectly, from an offence or used or intended to be used to commit an offence; (ii) financial benefits derived, even indirectly, from an offence; (iii) the equivalent of the objects or financial benefits derived, even indirectly, from an offence
 - disqualifying sanctions (such as prohibition against promoting or advertising the entity's business, the products manufactured or marketed by the entity, or the services provided by the entity; prohibition from benefitting from grants, donations or other types of financial state aid; prohibition of access to relevant funds granted by the European Union; prohibition against applying for public contracts; etc.)





EXCEPTIONS AND AFFIRMATIVE DEFENSE

- Exemption for Models / Procedures:
 - Under ALCE there is no provision stating compliance program mitigate or reduce the risks arising from ALCE for legal entities. However, in practice compliance programs will be element of the defense of the entity towards wrongdoers in any proceedings involving the entity.
 - ➔ New law (Freedom of Establishment Act) imposes on the medium-sized and large companies¹ the obligations to implement internal anti-corruption procedures, i.e. to take organizational, human and technical measures to counteract the creation of an environment conducive to the cases of committing crimes by persons who act in the name or on behalf of the entrepreneur, in particular:
 - i. prevent creation of any mechanisms within the entity that would allow financing costs, granting economic or personal benefits, including the use of entity's assets
 - ii. familiarize persons employed by the entrepreneur with the rules of criminal liability for offenses referred to in the Act
 - iii. implement in contracts clauses, stating that no part of the remuneration for the performance of the contract will be allocated to cover the costs of granting material and personal benefits
 - iv. prepare and implement an enterprise's code of anti-corruption as a declaration rejecting corruption, signed by each employee, co-worker and other business entity acting on behalf of the entrepreneur
 - v. determine and implement internal procedures and guidelines on gifts and other benefits received by employees
 - vi. refrain from making any decision within the company based on corruption activities
 - vii. prepare and implement procedures for informing the relevant bodies of the entrepreneur about corruption proposals
 - viii. prepare and implement internal procedures for dealing with notifications of irregularities.



➔ In case of these anti-corruption policies are not applied or are seeming to be ineffective, the company will be liable to a fine from PLN 10,000 up to PLN 10,000,000

- Other factors for mitigating liability: no.
- Facilitation payments: prohibited under the current law.

HOW TO DEAL WITH...

Political Contribution	<ul style="list-style-type: none"> ✓ Financial contributions to a political party may be transferred only by Polish citizens who have a permanent place of residence in the territory of the Republic of Poland. ✓ The total amount of payments from a natural person to a political party cannot exceed, in one year, 15 times the minimum remuneration for work, determined on the basis of separate provisions, in effect on the day preceding the payment. ✓ The financing of political parties by legal persons is prohibited.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	✓ Not regulated.
Sponsorships and donations	✓ Not regulated.

¹ According to the Freedom of Establishment Act, medium-sized enterprise is an entrepreneur who, at least in one of the last two fiscal years:

- 1) employed fewer than 250 persons on average in one year, and
- 2) recorded an annual net turnover from the sale of goods, products and services and from financial operations not exceeding the equivalent of EUR 50 million in PLN, or annual balance sheet total as at the end of one of those two years not exceeding the equivalent of EUR 43 million in PLN.



WHISTLEBLOWING

Any specific legislation?

- ✓ The new Act on Transparency in Public Life provides protection for the whistleblower after receiving from him testimonies regarding reliable information on the suspicion of committing offenses listed exhaustively in the Act (among others, corruption).
- ✓ List of the entities who can make a report under a whistleblowing program:
 1. an employee, officer or person employed on a basis other than a contract of employment, and the information pertains to his employer, his supervisor or other employee employed by the same employer or other officer;
 2. a natural person performing a profession on his own behalf and on his own account or conducting business as part of performing such a profession connected with a contractual relationship with the entity to which the information relates;
 3. entrepreneur bound by a contractual relationship with the entity to which the information relates.
- ✓ Anonymous reporting: not regulated.
- ✓ Remedies or sanctions for non-compliance:
 - The new law stipulates that an entrepreneur who does not use internal anti-corruption procedures or applied procedures was apparent or ineffective and a person acting on behalf of or on behalf of an entrepreneur was charged with committing an offense specified above, is subject to a fine of PLN 10,000 to PLN 10,000,000.
 - Furthermore, once the fine is imposed and the decision on imposing penalty becomes final, the company will not be permitted to participate in public tenders for a period of 5 years.
- ✓ Is it required for a company to adopt a specific policy regulating whistleblowing?



- Yes, the Company has to implement anti-corruption procedures, to develop internal procedures regarding the reporting of irregularities.



The Netherlands

ANTI-BRIBERY LAW IN FORCE: *Dutch Criminal Code (latest amendment in regard to corporate criminal liability 23-05-1990); Instruction for the detection and prosecution of public officials in the Netherlands (01-08-2011); Instruction for the detection and prosecution of foreign corruption (01-01-2013).*

APPLICABLE TO:

- ✓ All companies, subsidiaries and partnerships operating in the Netherlands

PER ACTS COMMITTED BY:

- ✓ Individuals working on behalf of the corporation: person employed by the legal person, whether in an employment relationship or on any other basis;
- ✓ The behaviour corresponds to the legal person's normal course of business or performance of duties
- ✓ The behaviour served the legal person in its business or performance of duties.

BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
Offering gift or service to a public official (or also a person who will become a public official or recently has been a public official) with the intention to induce the receiving party to a certain act or omission or offered as a result of an act or omission.	<ul style="list-style-type: none"> • Accepting a gift or service by a public official with the intention to induce the public official to a certain act or omission. • Asking for a gift or service by a public official with the intention of the providing party to induce a certain act or omission by the receiving party.





DEFINITION OF PUBLIC OFFICIAL

- Anyone who has been appointed to a function which has a public character and is employed by a competent body or a body which executes government tasks and is subject to supervision and regulation of the government.

BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
Offering or providing gifts, promises or services with the intention to induce the receiving party to a certain act or omission in breach with his or her commercial duty.	Accepting or asking for gifts, promises or services which have the intention to induce the receiving party to a certain act or omission in breach with his or her commercial duty.

INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
As provided for domestic bribery in public sector.	As provided for domestic bribery in public sector.



DEFINITION OF FOREIGN PUBLIC OFFICIAL

- Employees of the public service of a foreign state or of an international organization.

CONSEQUENCES OF BRIBERY

- ✓ For individuals: Imprisonment (up to 6 years), fine (a maximum fine of € 82,000) and confiscation of criminal obtained assets and goods, disqualification of the certain public functions



- ✓ For the Company:
 - fines (a maximum fine of € 820,000 or 10 % of the annual turnover of the entity);
 - confiscation of criminal obtained assets and goods.

EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures:
 - Anti-corruption compliance programs can be taken into consideration as a mitigating factor for criminal liability of legal entities.
- ✓ Other factors for mitigating liability:
 - Self-reporting, collaboration and adopting specific measures by a corporation can be reasons for mitigating liability.
- ✓ Facilitation payments:
 - Facilitation payments are punishable under the Dutch Criminal Code.
 - Although illegal/punishable, facilitation payments to foreign public officials are, according to internal guidelines of the Dutch public prosecutor's office, not prosecuted in the Netherlands when the conditions provided for by the OECD convention are met (e.g.: small amounts, official's act or omission was already required by law and the payment does not distort competition in any way, payment has been provided at the initiative of the (foreign) official, etc.).

HOW TO DEAL WITH...

Political Contribution	<ul style="list-style-type: none"> ✓ Political contributions above € 4500 should be registered and published.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	<ul style="list-style-type: none"> ✓ Public officials should discuss offered gifts and services with their superior. ✓ The general rule is to not accept gifts and services above € 50.



Sponsorships and donations	✓ Not expressly regulated.
----------------------------	----------------------------

WHISTLEBLOWING

<p>Any specific legislation?</p> <ul style="list-style-type: none">✓ The Dutch House for Whistle Blower Act ("Whistle Blower Act") (01-07-2016)✓ Employers that have at least 50 employees are required to have an internal whistle blower policy. Employees who have fewer than 50 employees can voluntarily establish such a procedure✓ The Whistle Blower Act provides minimum guidelines for a company's internal whistle blower policy. For instance, the internal whistle blower procedure should be outlined and the wrongdoings that can be reported under the policy. At least the following mentioned wrongdoings should be included:<ul style="list-style-type: none">• a breach of a legal requirement;• a risk to the public health;• a risk to the safety of persons;• a risk for the environment;• a risk to the functioning of the public service or enterprise as a result of an improper act or negligence.



Sweden

ANTI-BRIBERY LAW IN FORCE: *Swedish Penal Code (as modified on July 1, 2012)*

APPLICABLE TO:

- ✓ It is however only applicable to physical persons (not legal entities). In Swedish criminal law there is no way to establish criminal liability towards a legal entity. Criminal liability can only be established towards the physical person(s) giving or taking the bribe, even if the bribe is given or taken on behalf of or in the interest of a legal entity.
- ✓ Bribery committed by a physical person can however result in sanctions towards legal entities that have benefited from the bribery. If the offence is committed within the exercise of a legal entity's economic activity, in conjunction to the criminal liability applicable to the representatives or employees of the corporation who committed the offense, sanctions (such as corporate fines and forfeiture) may be applied to the Company.

PER ACTS COMMITTED BY:

- ✓ someone with a leading position based on an authority to represent the legal entity or to make decisions for the legal entity, or
- ✓ someone with a special responsibility for the supervision or control of the business.

If committed within the exercise of a legal entity's economic activity and if the legal



BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none">• Giving, promising or offering an unlawful benefit to a public official, for himself or another person, for the performance of his employment or assignment.• Giving, promising or offering to anyone being a contestant or a functionary in a competition that is the subject of public betting an improper reward for his or her performance of tasks during the competition.	<ul style="list-style-type: none">• An employee or anyone performing an assignment that takes, accepts a promise of or demands an unlawful benefit, for himself or another person, for the performance of his employment or assignment.• Also anyone being a contestant or a functionary in a competition that is the subject of public betting and it is the question of an improper reward for his or her performance of tasks during the competition.



ADDITIONAL BRIBERY CRIMES

- ✓ Grave taking or giving of bribes: this offence occurs if a taking or giving of bribes, as described above, is considered grave. When assessing whether the crime is grave or not special consideration should be taken to whether the criminal act has included abuse of or an attack on an especially responsible position, has regarded a considerable economic value or has been part in systematic or extensive criminality or otherwise has been of an especially dangerous type.
- ✓ Trading with influence: this offence occurs in case of:
 - i) taking, accepting a promise of or demanding an improper reward to influence someone else's decision or taken measures regarding exercise of public authority or public procurement, or
 - ii) giving, promising or offering someone an improper reward for them influencing someone else's decision or taken measures regarding exercise of public authority or public procurement.



DEFINITION OF PUBLIC OFFICIAL

- The Swedish Criminal Code contains no definition of public official since there is no specific offense for bribery of public officials. However, "employee or person performing an assignment" includes, inter alia, assignments based on election, appointment, duty and agreement.

BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
The same conducts described above for bribery in public sector in this case towards private individuals.	



ADDITIONAL BRIBERY CRIMES

- ✓ Grave taking or giving of bribe: the same conducts described above for bribery in public sector in this case towards private individuals.
- ✓ Careless financing of bribery: this offence can only be committed within an economic activity. Persons in a leading position in a legal entity or persons that otherwise through delegation can make decisions for the legal entity can commit the crime. The crime is defined as follows: A trader that provides money or other assets to someone that represents the trader in a certain matter and thereby through gross carelessness promotes giving bribes, grave giving of bribes or trading with influence.

INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
The same conducts described above for bribery in public sector in this case towards foreign public officials.	



DEFINITION OF FOREIGN PUBLIC OFFICIAL

- The same conducts described above for bribery in public sector in this case towards foreign public officials.



CONSEQUENCES OF BRIBERY

- ✓ For individuals: Imprisonment and fine (up to 6 years); eventual forfeiture of the profit of the crime or the value of the profit of the crime; ban from business activity.
- ✓ For the Company:
 - fines ranging from five thousand SEK to ten million SEK;
 - eventual forfeiture of the profit of the crime or the value of the profit of the crime and/or any economic benefits for the legal entity that has arisen due to the crime;
 - disqualifying sanctions (such as exclusion from public procurements; exclusion from getting necessary permits to conduct certain activities).

EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures:
 - Having implemented a compliance program could be one way for a legal entity to do what could reasonably be expected to prevent bribery crimes and thus eliminate the corporate fine.
- ✓ Other factors for mitigating liability:
 - voluntarily informing the authorities of the bribery constitutes a reason for the court to lower the corporate fine
- ✓ Facilitation payments: not recognized therefore are considered improper benefits and thereby constitute bribery.





HOW TO DEAL WITH...

Political Contribution	✓ Not regulated.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	✓ Not regulated.
Sponsorships and donations	✓ Not regulated.

WHISTLEBLOWING

No specific legislation regulating whistleblowing private sector.



Norway

ANTI-BRIBERY LAW IN FORCE: *Criminal Act*

APPLICABLE TO:

- ✓ All companies, subsidiaries and partnerships operating in Norway

PER ACTS COMMITTED BY:

- ✓ Employees
- ✓ Managers/directors or
- ✓ other persons acting on the behalf or in the interest of the entity

Bribery in public sector

ACTIVE BRIBERY

Giving or offering an improper advantage in connection with a position, office or assignment shall be liable to a penalty for corruption.



PASSIVE BRIBERY

Requesting or receiving an improper advantage for himself or other persons or accepting an offer thereof in connection with a position, office or assignment.



DEFINITION OF PUBLIC OFFICIAL

- Not expressly defined. Nevertheless, Public Official may be persons with political office, board appointments or other positions of trust. Elected officers in associations and organisations fall into this category, as do members of the Storting [Parliament], municipal councillors and other popularly elected representatives. Judges, lay judges, jury members and arbitrators may be also included.



BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
Giving or offering to any person an improper advantage in connection with a position, office or assignment.	Requesting or receiving for himself or other persons an improper advantage or accepting an offer thereof in connection with a position, office or assignment.

INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
The same conducts described above for bribery in public sector in this case toward foreign public officials.	



DEFINITION OF FOREIGN PUBLIC OFFICIAL
Not expressly defined by Norway Laws. Nevertheless, the definition "anyone in connection with a post, office or commission in a foreign country" could be applied.

CONSEQUENCES OF BRIBERY
<ul style="list-style-type: none"> ✓ For individuals: Imprisonment (up to 10 years); fines; eventual forfeiture of the price or the profit of the crime; ban from holding public office/business activity. ✓ For the Company: <ul style="list-style-type: none"> • fines; • forfeiture of the price or the profit of the crime;



- disqualifying sanctions (such as ban from carrying out certain business activity).

EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures:
 - Having implemented a compliance program, guidelines, instruction, training, control or other measures could be a mean for a legal entity to avoid corporate liability (not mandatory)
 - ➔ Criminal act 28 c) in deciding whether a penalty shall be imposed on an enterprise pursuant to section 27, and in assessing the penalty vis-à-vis the enterprise, particular consideration shall be paid to " *whether the enterprise could by guidelines, instruction, training, control or other measures have prevented the offence*"
- ✓ Other factors for mitigating liability:
 - Confessing is a factor that could result in a lower sentence.
- ✓ Facilitation payments:
 - To give or accept facilitation payments is a kind of corruption that is punishable by the criminal act even if the term " facilitation payments" is not used in the law. If the facilitation payment is an "improper advantage" according to section 387 the act can be penalized.
 - The preparatory work of the law suggests that some types of facilitation payments cannot be categorized as "improper" and uses the example when a person abroad pays a local police officer to get back his passport or to travel out of the country. A judicial assessment has to be made where important aspects could be the value of the payment or if it is in breach with the law or practice.



HOW TO DEAL WITH...

Political Contribution	<ul style="list-style-type: none"> ✓ Not generally regulated. ✓ Nevertheless, many entities practice a total prohibition against political contributions. This is regulated in the act of political parties (Section 17 and 17a) and there is a prohibition against anonymous contributions, foreign contributions and contributions from the state or other public authorities. Contributions must be registered.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	<ul style="list-style-type: none"> ✓ Not regulated. In any case, these cannot constitute an "improper advantage". ✓ Case law provides some guidelines regarding the concept of "improper advantage".
Sponsorships and donations	<ul style="list-style-type: none"> ✓ Not regulated. In any case, these cannot constitute an "improper advantage". ✓ Case law provides some guidelines regarding the concept of "improper advantage".

WHISTLEBLOWING

Any specific legislation?

- ✓ Employment Act, section 2a-1.
- ✓ The employer (both in private sector and government employment) has a duty to establish guidelines and adapt for internal whistleblowing for any employee when the internal circumstances requires this. (Section 2a-3) The risk for corruption is a circumstance that requires the establishment of an internal whistleblowing system. Any form of reciprocation or reprisal against the whistle-blower is prohibited (Section 2A-2).
- ✓ The whistleblower is protected from unfair dismissal caused by the whistleblowing and can demand compensation from the employer for non-compliance of the legislation that protects the whistle-blower.



Republic of Bulgaria

ANTI-BRIBERY LAW IN FORCE: *Bulgarian Criminal Code; Bulgarian Act on Forfeiture to the Exchequer of Unlawfully Acquired Assets; Act on Counteraction on Corruption and Forfeiture of Unlawfully Acquired Assets, Conflict of Interest Prevention and Ascertainment Act and Public Disclosure of Financial Interests of Officials Holding High State and Other Positions Act.*

APPLICABLE TO:

- ✓ Only to individuals: penal responsibility is personal.
- ✓ Respectively, entities cannot be prosecuted for committing any kind of criminal acts, including bribery.
- ✓ Legal entities could be only subject to administrative penal sanctions (property sanctions) and only for failure to discharge their obligations to the state or the municipality arising from and in connection with the performance of their activities in such cases as explicitly provided for in a relevant legal act, decree of the Council of Ministers or ordinance of the municipal council.
- ✓ With regard to bribery, there is no responsibility of any type provided for the legal entities.

PER ACTS COMMITTED BY:

If corruptive activities are proven to be committed by employees, managers, director or other persons acting on the behalf or in interest of the entity, it could lead to revision of the activity of the respective entity executed by certain state bodies (tax authorities for example).



BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
Offering, promising, or giving a gift or any other material benefit to an official in order to perform or not to perform an act within the framework of his service, or because he has performed or has not performed such an act	When an official accepts a gift or any other undue benefit, or accepts a proposal or a promise for a gift or benefit, in order to perform or to fail to perform an act connected with his service, or because he has performed or failed to perform such an act



DEFINITION OF PUBLIC OFFICIAL
<p>Any person assigned to carry out against remuneration or without pay, temporarily or permanently:</p> <ul style="list-style-type: none"> i) the duties of an office in a state institution, with the exception of persons who carry out activities relevant solely to material production; ii) management work and work related to safeguarding or managing property belonging to others in a state enterprise, co-operative, public organization, another legal person or sole proprietor, as well as a notary and assistant-notary, private enforcement agent and assistant private enforcement agent.

BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
The same conducts described above for bribery in public sector; in this case, towards private individuals/entities.	



INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
The rules are applicable when acts of active bribery are committed by foreign citizens	A foreign official who requests or accepts bribery or accepts a proposal for or a promise of bribery



DEFINITION OF FOREIGN PUBLIC OFFICIAL
Any person performing: <ul style="list-style-type: none">• duties in a foreign country's office or agency• functions assigned by a foreign country, inclusive of a foreign state-owned enterprise or organization;• duties, assignments or tasks delegated by an international organization, as well as holding office in an international parliamentary assembly or an international court of justice;• functions of an arbitrator assigned in accordance with the law of a foreign country.

CONSEQUENCES OF BRIBERY
✓ For individuals: Imprisonment; fines; eventual forfeiture of the object of the crime (or a sum equal to its value); deprivation of the right to hold a certain state or public office and deprivation of the right to exercise a certain vocation or activity
✓ For the Company: <ul style="list-style-type: none">• fines: n/a;• forfeiture of the price or the profit of the crime: (i) object of confiscation can also be assets of legal entities when is proven that prosecuted person has done certain unlawful actions; (ii) to any assets unlawfully acquired by a legal person which is controlled by



EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ N/A
- ✓ Facilitation payments: Not acceptable.

the person under examination or by the persons closely linked therewith, whether independently or jointly.

HOW TO DEAL WITH...



Political Contribution	<ul style="list-style-type: none">✓ Bulgarian Political Parties Act ("PPA") stipulates that political parties may not receive:<ul style="list-style-type: none">i) any anonymous donations in any form whatsoever;ii) any funds from any legal persons and from any sole traders;iii) any funds from any religious institutions;iv) any funds from any foreign governments or from any foreign state-owned enterprises, foreign commercial corporations or foreign non-profit organizations.✓ Political parties may not receive any movable and immovable items for gratuitous use, nor any gratuitous services in any form whatsoever, from the abovementioned entities.✓ Individuals may donate political parties but the donation during one calendar year by one individual cannot exceed the amount of BGN 10,000 (equal to app. EUR 5,100).✓ Individuals may provide political parties with movable and immovable items for gratuitous use only if the said things are owned by the said persons, as well as gratuitous services only performed through work done in person.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	<ul style="list-style-type: none">✓ Admissible, but certain limits exist in this regard (such as conflict of interests, improper benefit that could influence a public office, etc.)
Sponsorships and donations	<ul style="list-style-type: none">✓ Admissible, but certain limits exist in this regard (such as conflict of interests, improper benefit that could influence a public office, etc.)



	<ul style="list-style-type: none">✓ With specific regard to sponsorships/donations to political parties please see above "political contribution".
--	--

WHISTLEBLOWING

<p>Any specific legislation?</p> <ul style="list-style-type: none">✓ There is no specific Bulgarian legislation on whistleblowing. Certain provisions can be found in some legislative acts such as the Bulgarian Administrative Procedure Code ("APC"), the Bulgarian Labor Code ("LC"), the Bulgarian Civil Service Act ("CSA") or the Bulgarian Criminal Procedure Code ("CPC").✓ The private sector whistleblowing is more deregulated in comparison to the public sector. However, it should be underlined that every person is obliged under the Criminal Procedure Code ("CPC") to inform the competent authorities in case of discovery of a committed criminal offence.✓ Anonymous complaint? In the newly adopted Act on Counteraction on Corruption and Forfeiture of Unlawfully Acquired Assets a provision is added which forbids the review of anonymous signals for possible corruptive acts.✓ A specific whistleblowing policy is not required by law.



Mexico

ANTI-BRIBERY LAW IN FORCE: *National Anticorruption System Law (Ley General del Sistema Nacional Anticorrupción); General Law of Administrative Responsibilities (Ley General de Responsabilidades Administrativas); Audit and Report Law (Ley de Fiscalización y Rendición de Cuentas de la Federación); Organic Law of the Federal Court of Administrative Justice (Ley Orgánica del Tribunal Federal de Justicia Administrativa); Coordination Tax Law (Ley de Coordinación Fiscal); Governmental Accountability Law (Ley de Contabilidad Gubernamental); Federal Criminal Code (Código Penal Federal); Organic Law of the Federal Public Administration (Ley Orgánica de la Administración Pública federal)*

APPLICABLE TO:

- ✓ All kind companies, subsidiaries and partnerships operating in Mexico.

PER ACTS COMMITTED BY :

- ✓ employees,
- ✓ managers/directors or
- ✓ other persons acting on behalf or on representation of the legal entity

in order to
obtain an
improper
benefit on
behalf of the



BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none"> Promising, offering, providing or intending to provide an improper benefit to one or several public officials, directly or through third parties, in consideration of a public official to perform or refrain from performing an act related with their official functions or the functions of other public official in order to obtain or retain for itself or for a third party an improper benefit (anything of value) or advantage. <p style="text-align: center;">↓</p>	<ul style="list-style-type: none"> requiring, accepting, obtaining or intending to obtain (directly or through third parties) an improper benefit that may consist on money, immovable property, real property, including any sale notoriously under the market value, donations, services, employment and anything of value, in consideration of the public official to perform or refrain from performing an act related with its official functions or the functions of other public official in order to obtain or retain for itself or for a third party an improper benefit (anything of value) or advantage. <p style="text-align: center;">↓</p>

DEFINITION OF PUBLIC OFFICIAL
<ul style="list-style-type: none"> Any employee, agent or officer of the Federal Public Administration or the Federal District, decentralized entities, state owned entities, Congress, Federal Judicial Branch, or any person acting in an official capacity for or on behalf of any such entities, of either local or federal level.

BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none"> Currently, there is not local regulation in place. Mexico has adhere to international best practices in this matter. 	



INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
<p>Promising, offering, providing or intending to provide an improper benefit to one or several foreign public officials (directly or through third parties) in consideration of such foreign public officials to perform or refrain from performing an act related with their official functions or the functions of other public official in order to obtain or to retain, on its behalf or on behalf of other person, an improper advantage or benefit (anything of value) in the development or performance of international commercial transactions.</p>	<p>N/A</p>

DEFINITION OF FOREIGN PUBLIC OFFICIAL	DEFINITION OF "INTERNATIONAL COMMERCIAL TRANSACTION"
<ul style="list-style-type: none">• Any employee, agent or officer of the legislative branch, public entity of any level or hierarchy of a foreign State, either appointed or elected;• Any individual exercising a function on behalf of an authority, government body, public company or State-owned entity of the foreign State;• Any officer or agent of an public international organization	<p>An international commercial transaction is defined as the acts and/or procedures related with</p> <ul style="list-style-type: none">• Adjudication enforcement and compliance of sales, works and/or public services agreements of any nature;• issuance of permits and concessions, and any other authorization by a foreign State public entity, involving the foreign public officials whereby any



	Mexican entity or individual is involved.
--	---

CONSEQUENCES OF BRIBERY

- ✓ For individuals: Imprisonment (up to 14 years); fines (up to two times the benefits obtained, or up to the amount of \$11,323,500.00 pesos); debarment from public bids for a maximum period of 8 years, and the individual must indemnify government agencies.
- ✓ For the Company:
 - Fines: up to two times the benefits obtained, or up to the amount of \$113'235,000 pesos;
 - Other sanctions: debarment from public bids for a maximum period of 10 years, suspension of activities for a maximum period of 3 years, liquidation of the company, and the company must indemnify government agencies.

EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures:
 - Having adopted a compliance program provides for possible reductions in penalties for companies being prosecuted for bribery offenses if such compliance program is adequate and was in place at the time the offense occurred.
 - Elements of a suitable compliance program: (i) clear and complete structural and procedural manual detailing the functions and responsibilities of every area, chain of command and leadership; (ii) Code of conduct; (iii) Audit, vigilance and control systems to constantly and periodically supervise the compliance of the integrity standards of the organization; (iv) whistleblowing; (v) Disciplinary processes and penalties; (vi) Training and integrity measures; (vii) Human resources policies to avoid the hiring of individuals that may generate a risk to the integrity of the legal entity; and (viii) Mechanisms to assure the transparency and publicity of the legal entity interests.



- ✓ Other factors for mitigating liability:
 - Voluntary disclosure.
 - Collaboration with authority.
 - Adoption of compliance programs.
 - Adoption of mitigation measures.
- ✓ Facilitation payments: The Federal Criminal Code does not recognize the concept of facilitation payments and therefore does not establish any exception to its prohibitions on this basis.

HOW TO DEAL WITH...

Political Contribution	✓ Admissible; limit is 10% of the cap of expenses approved by the General Council of the National Electoral Institute
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	✓ The Federal Criminal Code does not establish quantitative or qualitative limitations on hospitality expenses. Whether a hospitality expense could be considered bribery will need to be determined on a case-by-case basis, taking into account all the facts and circumstances surrounding the case.



Sponsorships and donations	<ul style="list-style-type: none">✓ Admissible in certain cases related with educational, social or assistance purposes.✓ The limitations as to the amount are provided in a case by case basis.
----------------------------	---

WHISTLEBLOWING

<ul style="list-style-type: none">✓ No specific legislation, but whistleblowing programs are required as part of a compliance program.✓ A specific policy regulation whistleblowing is not mandatory but recommended.
--



Chile

ANTI-BRIBERY LAW IN FORCE: *Criminal Responsibility of Legal Persons for the Crimes of Money Laundering, Financing of Terrorism and Offences of Bribery (Law 20.3931)*

APPLICABLE TO:

- ✓ All kind companies, subsidiaries and partnerships operating in Chile.

PER ACTS COMMITTED BY:

- ✓ Directly and immediately in their interest or for their benefit, by owners, controllers, managers, senior executives, representatives or those who perform administrative and supervisory activities, provided that the commission of the crime was a consequence of the breach, by the latter, of the duties of direction and supervision.

BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
Offering or consenting to grant any benefit, economic or otherwise, to national public officials, for said officials to do or refrain from doing anything, within the scope of their position, competence and responsibilities, in the interest of the company.	Receiving or consenting to receive any benefit, economic or otherwise, from national public officials, for owners, controllers, managers, senior executives, representatives or those who perform administrative and supervisory activities to do or refrain from doing anything, within the scope of their position, competence and responsibilities, in their own interest or for their benefit or the interest or for their benefit of the company.





DEFINITION OF PUBLIC OFFICIAL

Whether national or foreign, he or she does, or stops doing, something, within the sphere of his or her position, competence and responsibilities, in the interests of the legal entity

BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
Same definition as bribery in public sector but applicable to national private officials	

INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
Same definition as bribery in public sector but applicable to national private officials.	



DEFINITION OF FOREIGN PUBLIC OFFICIAL

Same definition as Domestic Public Official.



CONSEQUENCES OF BRIBERY

- ✓ For individuals: Imprisonment (depending on the specific conduct); fines (depending on the specific conduct, can be: half/double/triple of the rights or benefits offered); absolute disqualification for temporary positions or public offices in any of its degrees.
- ✓ For the Company:
 - Fines: ranging from 200 UTM to 20.000 UTM;
 - Disqualifying sanctions: (i) temporary 2 to 5 years or perpetual prohibition to enter into contracts with governmental entities; (ii) partial loss of (20% to 100%), or absolute prohibition during two to five years, to opt for governmental benefits.
 - Eventual forfeiture of the profit of the crime;
 - Other sanctions: dissolution of the legal person or cancellation of its legal status
 - Ancillary penalties: (i) publication of an abstract of the judgment; (ii) confiscation of the proceeds from the offense and other property, effects, objects, documents and instruments.



EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures:
 - Having implemented before the commission of the offense, an organization, administration and supervision models, pursuant to prevent compliance breaches and/or offenses;
 - Elements of a suitable compliance program: (i) policies and procedures; (ii) Code of conduct; (iii) Anti-corruption Regulations; (iv) whistleblowing channels and complaint investigations; (v) Due diligence on third subjects; (vi) Anti-corruption contractual clauses; (vii) Internal Regulations on Order, Hygiene and Safety; (viii) Conflict of Interest Declaration; (ix) Gifts and Hospitality Guidelines; Disciplinary processes and penalties; (vi) Training and integrity measures; (vii) Human resources policies to avoid the hiring of individuals that may generate a risk to the integrity of the legal entity; and (viii) Mechanisms to assure the transparency and publicity of the legal entity interests.
 - Appointment of a prevention officer, who remains in office for up to three years, renewable for equal. Such appointment must be done by the maximum administrative authority of the company (board of directors, an administrating partner, manager, a principal executive officer, an administrator, a liquidator, its representatives, owners or partners)
- ✓ Other factors for mitigating liability: not specific. The customary judicial defense may apply.
- ✓ Facilitation payments: The Criminal Code does not make any reference to so-called facilitation payments. However, facilitation payments are not allowed, and would likely be considered domestic bribery.



HOW TO DEAL WITH...

Political Contribution	<ul style="list-style-type: none">✓ Admissible but highly restricted and regulated by electoral law.✓ Non-reserved or anonymous political contributions allow.✓ Amounts limits are applicable by law.
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	<ul style="list-style-type: none">✓ Not regulated by law.✓ Internal company regulation applies and also specific decrees and/or instructions for public authorities or governmental agencies.
Sponsorships and donations	<ul style="list-style-type: none">✓ Not regulated by law.✓ Internal company regulation applies and also specific decrees and/or instructions for public authorities or governmental agencies.

WHISTLEBLOWING

<ul style="list-style-type: none">✓ No specific legislation.✓ The conducts that may be disclosed depend on internal regulation of the company and would be intended to be used as a mechanism to submit any complaint related to irregularities or violations of internal policies, irregular conduct, Ethics Code violations, Compliance Program breaches or potential commission of any offense indicated in the Anti-Corruption Laws.✓ Anonymous reporting is permitted and highly recommended according to local practise.✓ A specific policy regulating whistleblowing is not mandatory, but highly recommended.
--



Japan

ANTI-BRIBERY LAW IN FORCE: *Penal Code; Companies Act; Unfair Competition Prevention Act*


APPLICABLE TO:

- ✓ Legal entities are not liable for bribery under the Penal Code and the Companies Act. Legal entities (all kind companies) are punishable under the Unfair Competition Prevention Act.

PER ACTS COMMITTED BY:

- ✓ representative, agent, and employee

BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<p>Giving, offering or promising to give a bribe to a public officer or other person as a counterparty.</p>  <p>DEFINITION OF PUBLIC OFFICIAL</p> <ul style="list-style-type: none"> • "Public Official": a national or local government official, a member of an assembly or committee, or other employees engaged in the performance of public duties 	<ul style="list-style-type: none"> • A public officer accepting, soliciting, or promising to accept a bribe in connection with his/her duties; • a public officer agreeing to perform an act in response to a request and accepting, soliciting, or promising to accept a bribe in connection with his/her duties; • a person to be appointed a public officer agreeing to perform an act in response to a request and accepting, soliciting or promising to accept a bribe in



<p>in accordance with laws and regulations;</p> <ul style="list-style-type: none">• "Deemed public officers": there are a number of laws for specific industries and enterprises that cover specific enterprises that were formerly state-owned, while others are for employees of industries or enterprises that are still predominantly state-owned.	<p>connection with his or her forthcoming duties (this is punishable only if he/she is appointed as a public officer)</p> <ul style="list-style-type: none">• a public officer agreeing to perform an act in response to a request and causing, or soliciting or promising a bribe to be given to a third party, in connection with his/her duties• a public officer who has committed any of the crimes under Articles 197(1) or 197-2 of the Penal Code, acting or refraining from acting in the exercise of his or her duties as a consequence of having committed such crime• a public officer accepting, soliciting, or promising to accept a bribe, or causing, soliciting or promising a bribe to be given to a third party, after having performed an act of malfeasance or refrained from performing an act of his or her duties• a person who has resigned from the position of a public officer accepting, soliciting, or promising to accept a bribe in connection with having acted illegally or having refrained from performing an act of his or her duty while he or she was in the position of the public officer in response to the request• accept a bribe as a consideration for the influence he or she exerted or is to exert, in
--	---



	response to a request, upon another public officer so as to cause the other to act illegally or refrain from acting in the exercise of his or her official duty.
--	--

BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
Giving, offering or promising to give the benefits to the directors or officers of a company	Any one of the directors or officers of a company accepts, solicits or promises to accept property benefits in connection with such person's duties, in response to a wrongful request.

INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
No person shall provide, or offer or promise to provide, any money or any other gain to a foreign public officer for the purpose of having the foreign public officer act or refrain from acting in a particular way in relation to his/her duties, or having the foreign public officer use his/her position to influence another foreign public officer to act or refrain from acting in a particular way in relation to that officer's duties, in order to acquire an illicit gain in business with regard to international commercial transactions.	N/A



DEFINITION OF FOREIGN PUBLIC OFFICIAL

- a person who engages in public services of a national or local government of a foreign state;
- a person who engages in the affairs of an entity established under a special law or regulation of a foreign state to carry out specific affairs in the public interest;
- a person who engages in the affairs of a business operator, where one or more national or local governments of a foreign state(s) directly own the number of voting shares or the amount of capital subscription exceeding 50 percent of said business operator's total issued voting shares or total amount of subscribed capital, or have appointed or designated a majority of said business operator's officers (which means directors, auditors, inspectors, and liquidators and other persons engaged in management of the business) and where a national or local government(s) of a foreign state(s) has granted special rights and interests to said business operator for performance of its business, or a person specified by Cabinet Order as an equivalent person;
- a person who engages in public services of an international organization (which means an international organization constituted by governments or intergovernmental international organizations; the same shall apply in the following item);
- a person who engages in the affairs under the authority of a national or local government of a foreign state or an international organization, which have been delegated by such organization.

CONSEQUENCES OF BRIBERY

- ✓ For individuals: Imprisonment (up to 5 years); fines (up to JPY 5,000,000).
- ✓ For the Company:
 - Fines up to JPY 300,000,000



EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures: n/a
- ✓ Other factors for mitigating liability: confessing before being identified as a suspect by an investigative authority may reduce the punishment.
- ✓ Facilitation payments: not regulated.

HOW TO DEAL WITH...

Political Contribution	<ul style="list-style-type: none">✓ The Political Funds Control Act (Act No. 194 of 194, as amended) regulates political fundraising events by political parties.✓ Among other requirements, the names of participants paying more than JPY200,000 for any one event must be shown on the income and expense report of the group or party who held the event and the most that one person or entity can pay to attend one event is limited to JPY1,500,000.✓ Foreigners and foreign entities are not prohibited from buying tickets to these events because buying tickets is not viewed as a political donation which foreigners are prevented from making in Japan.
------------------------	---



Hospitality expenses (gifts, travel, meals, entertainment, etc.)	<ul style="list-style-type: none">✓ The National Government Officials Ethics Law (Law No. 129 of 1999, as amended) and the National Government Officials Ethics Code (Ordinance 101 of 2000, as amended) regulate and limit the conduct of "national government officials" (i.e. employees and officials of the Japanese government who perform "regular services", such as civil servants and other employees of national government ministries, departments, agencies and Japan's various embassies) especially with regard to accepting gifts, meals, travel benefits and other hospitalities.✓ If a member of the private sector assists a government official in violating applicable ethics laws/codes, that private-sector individual or entity could risk damage to his/its corporate image and reputation and be blacklisted from future government procurement opportunities.✓ In egregious cases, an individual which provides an excessive gift or other benefit may be deemed to have violated the anti-bribery provisions of the Penal Code.
Sponsorships and donations	<ul style="list-style-type: none">✓ No specific regulations.



WHISTLEBLOWING

Any specific legislation?

- ✓ Whistleblower Protection Act (Act No. 122 of June 18, 2004, as amended) ("WPA")
- ✓ The term "Whistleblowing" as used in WPA shall mean whistleblowing made by an employee without a wrongful purpose (such as obtaining an wrongful gain or causing damages to others) with respect to a fact of criminal act or violation of certain legislation that has been occurred, is being occurred or is about to be occurred by an employer or other business operator to which such an employee works for (the "Business Operator"), or such persons as officer, employee or agent in the workplace where the employee is occupied in performing the Business Operator's business activities, to the Business Operator or to a competent administrative authority.
- ✓ The Act applies to both private sector employment and government employment.
- ✓ Any employer, as defined in Article 9 of the Labor Standards Act (Act No. 49 of 1947, as amended) may make a report
- ✓ Whistleblowing can be anonymous.

What are the remedies or sanctions for non-compliance?

- ✓ Termination or any other disadvantageous treatment such as demotion, a salary cut or other treatment to Whistleblower who is or was its employee on the basis of such Whistleblowing is prohibited

Is it required for a company to adopt a specific policy regulating whistleblowing?

- ✓ No.



United States

ANTI-BRIBERY LAW IN FORCE: *Foreign Corrupt Practices Act ("FCPA") (year of enforcement: 1977); 18 U.S.C § 201; Honest Services Fraud (18 U.S.C. § 1346) and Mail and Wire fraud (18 U.S.C. §§ 1341 and 1343).*

APPLICABLE TO:

- ✓ Companies, subsidiaries, partnerships.
- ✓ Individuals.

PER ACTS COMMITTED BY:

- ✓ directors, officers, employees, or agents, acting within the scope of their employment, commit FCPA violations intended, at least in part, to benefit the company



BRIBERY IN PUBLIC SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none">• giving, offering, or promising anything of value to any public official or person who has been selected to be a public official, or offering or promising any public official or any person who has been selected to be a public official to give anything of value to any other person or entity, with intent• to influence any official act; or• to influence such public official or person who has been selected to be a public official to commit or aid in committing, or collude in, or allow, any fraud, or make opportunity for the commission of any fraud, on the United States; or (c) to induce such public official or such person who has been selected to be a public official to do or omit to do any act in violation of the lawful duty of such official or person.	<ul style="list-style-type: none">• A public official may be convicted of receiving or attempting to receive bribes where he/she "directly or indirectly, corruptly demands, seeks, receives, accepts, or agrees to receive or accept anything of value personally or for any other person or entity, in return for:<ul style="list-style-type: none">• being influenced in the performance of any official act• being influenced to commit or aid in committing, or to collude in, or allow, any fraud, or make opportunity for the commission of any fraud, on the United States; or• being induced to do or omit to do any act in violation of the official duty of such official or person



DEFINITION OF PUBLIC OFFICIAL

- "Public official": member of Congress, Delegate, or Resident Commissioner, either before or after such official has qualified, or any officer or employee or person acting for or on behalf of the United States, or any department, agency or branch of Government thereof, including the District of Columbia, in any official function, under or by authority of any such department, agency, or branch of Government, or a juror.
- "person who has been selected to be a public official" means any person who has been "nominated or appointed to be a public official, or has been officially informed that such person will be nominated or appointed."



BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none">• commercial bribery has been treated under state laws as a breach of a fiduciary duty and is defined as: giving or offering to give, directly or indirectly, anything of apparent present or prospective value to any private agent, employee or fiduciary, without the knowledge and consent of the principal or employer, with the intent to influence such agent's, employee's, or fiduciary's action in relation to the principal's or employer's affairs (<i>Travel Act</i>)• Mail and wire fraud statutes and the accounting provisions: using of mail and interstate wire communications to execute a "scheme or artifice to defraud" or deprive another of money or property, including the intangible right of "honest services." In <i>Skilling v. United States</i>, the US Supreme Court held that the honest-services theory of fraud includes bribes and kickbacks paid to employees of private firms, but not more generalized efforts to defraud a company's shareholders. Thus, the use of mail and wire communication in connection with commercial bribery can subject respective persons to prosecution for mail and wire fraud.	<ul style="list-style-type: none">• See active bribery



INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
•when a payment, promise of payment etc. is made to: (1) "influence any act or decision," (2) induce a foreign official to "do or omit to do an act in violation of" their lawful duty, (3) secure an improper advantage, or (4) influence an act or decision in order to obtain or retain business with a government.	N/A



DEFINITION OF FOREIGN PUBLIC OFFICIAL
<ul style="list-style-type: none">• any officer or employee of a foreign government or any department, agency, or instrumentality thereof, or of a public international organization, or• any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization



CONSEQUENCES OF BRIBERY

- ✓ For individuals: Imprisonment (up to 20 years); fines (up to \$5 million); debarment or suspension from federal contracting for a wide variety of causes including criminal offenses or “lack of business integrity.”
- ✓ For the Company:
 - Fines up to \$25 million
 - debarment or suspension from federal contracting for a wide variety of causes including criminal offenses or “lack of business integrity

EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures:
 - Having adopted an effective and adequate compliance program.
 - “effectiveness” of a compliance program can be affirmed if this is well designed, applied in good faith and this works. Other elements are indicated in FCPA.
 - Laws do not provide for the appointment of an independent supervisory body for monitoring compliance activities of companies/individuals, but in certain resolutions and settlements under the FCPA and other federal laws, independent monitors can be imposed for a fixed period.
- ✓ Other factors for mitigating liability: timely voluntary disclosure, cooperation, remedial actions taken.
- ✓ Facilitation payments:
 - The FCPA permits a facilitating or expediting payment to a foreign official, political party, or party official, the purpose of which is to expedite or to secure the performance of a routine governmental action by a foreign official, political party, or party official.
 - In practice, the facilitating payment exception is limited and has generally been interpreted by authorities not to apply where the amount of payment is sizeable, represents a pattern or practice



suggesting an advantage in business dealings, or is intertwined with other non-routine functions.

HOW TO DEAL WITH...

<p>Political Contribution</p>	<ul style="list-style-type: none"> ✓ Under the FCPA, issuers or officers, directors, agents etc. of an issuer are prohibited from making payments to "any foreign political party or official thereof or any candidate for foreign political office for purposes of (i) influencing any act or decision of such party, official, or candidate in its or his official capacity; (ii) inducing such party, official, or candidate to do or omit to do an act in violation of the lawful duty of such party, official, or candidate; or (iii) securing any improper advantage". ✓ Additionally, foreign nationals are prohibited from directly or indirectly making "a contribution or donation of money or other thing of value...in connection with a [U.S.] Federal, State, or local election" or making a "contribution or donation to a committee of a political party". <ul style="list-style-type: none"> ➔ a foreign national is defined as including "a partnership, association, corporation, organization, or other combination of persons organized under the laws of or having its principal place of business in a foreign country.
<p>Hospitality expenses (gifts, travel, meals, entertainment, etc.)</p>	<ul style="list-style-type: none"> ✓ Under the FCPA, "reasonable and bona fide" travel expenditures may be incurred on behalf of a "foreign official, party, party official, or candidate" if it relates to the "execution or performance of a contract with a foreign government or agency" or "the promotion, demonstration, or explanation of products or services.



Sponsorships and donations	✓ The Department of Justice (“DOJ”) and SEC’s FCPA Guide cautions that while charitable giving is not prohibited under the FCPA, companies “cannot use the pretense of charitable contributions as a way to funnel bribes to government officials.”
----------------------------	---

WHISTLEBLOWING

<p>Any legislation?</p> <ul style="list-style-type: none">✓ Sarbanes-Oxley Act of 2002 and the Dodd-Frank Act of 2010; 15 U.S.C. § 78u-6(a); 15 U.S.C. § 78u-6(g); 18 U.S.C. § 1513(e)✓ 15 U.S.C. § 78u-6(a) provides monetary incentives for whistleblowers who provide "original information" to the SEC. Under that statute, a whistleblower is defined as an individual or individuals who provide "information relating to a violation of the securities laws of the Commission, in a manner established, by rule or regulation, by the Commission." 15 U.S.C. § 78u-6(g).✓ 18 U.S.C. § 1513(e) provides protections for whistleblowers. It specifies fines or imprisonment in the case of retaliation against the "employment or livelihood of any person" for "providing law enforcement officer[s] any truthful information relating to the commission or possible commission of any Federal offense.✓ There are no limits on who may make a whistleblower report under these statutes. Anonymous reporting is also permitted.





AUSTRALIA

ANTI-BRIBERY LAW IN FORCE: *Commonwealth: Criminal Code Act 1995 (Cth); State: Criminal Code Act 1899 (Qld), Crimes Act 1900 (NSW), Criminal Code Compilation Act 1913 (WA), Crimes Act 1958 (Vic), Criminal Law Consolidation Act 1935 (SA), Criminal Code 1924 (TAS), Criminal Code 2002 (ACT), Criminal Code Act 1983 (NT)*

APPLICABLE TO:

- ✓ All corporate entities

PER ACTS COMMITTED BY:

- ✓ an employee, agent or officer of a body corporate acting within the actual or apparent scope of his or employment, or within his or her actual or apparent authority, then the body corporate can also be liable.
- ✓ the board of directors or a high managerial agent of the body corporate intentionally, knowingly, or recklessly engaged in the relevant conduct or expressly, tacitly or impliedly authorised or permitted the commission of the offence. The body corporate can also be liable where a corporate culture existed within the body corporate that directed, encouraged, tolerated or led to non-compliance and where the body corporate failed to create and maintain a corporate culture that required compliance.



BRIBERY IN PRIVATE SECTOR

ACTIVE BRIBERY	PASSIVE BRIBERY
<ul style="list-style-type: none"> • the person dishonestly provides or offers to provide a benefit to another person (or causes a benefit to be provided); and • the person does so with the intention of influencing a public official (who may be the other person) in the exercise of the official's duties as a public official; and • the public official is a Commonwealth public official; and • the duties are duties as a Commonwealth public official. • It is not necessary to prove the person know that the office was a Commonwealth official or the duties were duties as a Commonwealth official. <p><i>Please see Annexure of the State laws for details.</i></p>	<ul style="list-style-type: none"> • A Commonwealth public official commits an offence if the official dishonestly asks for a benefit for himself, herself or another person; or receives or obtains (or agrees to receive or obtain) a benefit for himself, herself or another person; and the official does so with the intention: <ul style="list-style-type: none"> • that the exercise of the official's duties as a Commonwealth public official will be influenced; or • of inducing, fostering or sustaining a belief that the exercise of the official's duties as a Commonwealth public official will be influenced. <p><i>Please see Annexure of the State laws for details.</i></p>



DEFINITION OF PUBLIC OFFICIAL
<p>Criminal Code Act 1995 (Cth) section 141 defines "Commonwealth public official" to mean:</p> <ol style="list-style-type: none"> a) the Governor-General; or b) a person appointed to administer the Government of the Commonwealth under section 4 of the Constitution; or c) a Minister; or d) a Parliamentary Secretary; or e) a member of either House of the Parliament; or f) an individual who holds an appointment under section 67 of the Constitution; or g) the Administrator, an Acting Administrator, or a Deputy Administrator, of the Northern Territory; or h) a Commonwealth judicial officer; or i) an APS employee; or j) an individual employed by the Commonwealth otherwise than under the Public Service Act 1999; or k) a member of the Australian Defence Force; or l) a member or special member of the Australian Federal Police; or m) an individual (other than an official of a registered industrial organisation) who holds or performs the duties of an office established by or under a law of the Commonwealth, other than: <ul style="list-style-type: none"> • the Corporations (Aboriginal and Torres Strait Islander) Act 2006; or • the Australian Capital Territory (Self-Government) Act 1988; or • the Corporations Act 2001; or n) the Corporations (Aboriginal and Torres Strait Islander) Act 2006; or <ul style="list-style-type: none"> • the Australian Capital Territory (Self-Government) Act 1988; or • the Corporations Act 2001; or



- the Norfolk Island Act 1979; or
- the Northern Territory (Self-Government) Act 1978; or
- o) an officer or employee of a Commonwealth authority; or
- p) an individual who is a contracted service provider for a Commonwealth contract; or

- q) an individual who is an officer or employee of a contracted service provider for a Commonwealth contract and who provides services for the purposes (whether direct or indirect) of the Commonwealth contract; or
- r) an individual (other than an official of a registered industrial organisation) who exercises powers, or performs functions, conferred on the person by or under a law of the Commonwealth, other than:
the Corporations (Aboriginal and Torres Strait Islander) Act 2006; or
 - the Australian Capital Territory (Self-Government) Act 1988; or
 - the Corporations Act 2001; or
 - the Norfolk Island Act 1979; or
 - the Northern Territory (Self-Government) Act 1978; or
 - a provision specified in the regulations; or
- s) an individual who exercises powers, or performs functions, conferred on the person under a law in force in the Territory of Christmas Island or the Territory of Cocos (Keeling) Islands (whether the law is a law of the Commonwealth or a law of the Territory concerned); or
- t) the Registrar, or a Deputy Registrar, of Aboriginal and Torres Strait Islander Corporations.

BRIBERY IN PRIVATE SECTOR

ACTIVE / PASSIVE BRIBERY

- Private sector bribery is not contained in Australian Commonwealth laws.
- However, private bribery, kickbacks and secret commissions are criminal offenses under some Australian State and Territory laws. For example, in the State of NSW, this is governed by the Crimes Act 1900 (NSW) (the "Crimes Act"). The False Accounting Offences may also be applicable.

Refer to Annexure of the State laws for details.



INTERNATIONAL BRIBERY: CORRUPTION OF FOREIGN PUBLIC OFFICIALS

ACTIVE BRIBERY	PASSIVE BRIBERY
<p>Criminal Code Act 1995 (Cth) section 70.2 provides that a person commits an offence if:</p> <ul style="list-style-type: none">• they provide or offer to provide a benefit to another person (or cause a benefit to be provided or offered); and• the benefit is not legitimately due to the other person; and• the first-mentioned person does so with the intention of influencing a foreign public official (who may be the other person) in the exercise of the official's duties in order to obtain/retain business or obtain/retain a business advantage that is not legitimately due.	<ul style="list-style-type: none">• N/A



DEFINITION OF FOREIGN PUBLIC OFFICIAL
<p>Criminal Code Act 1995 (Cth) section 70.1, defines "foreign public official" to mean:</p> <ol style="list-style-type: none">a) an employee or official of a foreign government body; orb) an individual who performs work for a foreign government body under a contract; orc) an individual who holds or performs the duties of an appointment, office or position under a law of a foreign country or of part of a foreign country; ord) an individual who holds or performs the duties of an appointment, office or position created by custom or convention of a foreign country or of part of a foreign country; ore) an individual who is otherwise in the service of a foreign government body (including service as a member of a military force or police force); orf) a member of the executive, judiciary or magistracy of a foreign country or of part of a foreign country; org) an employee of a public international organisation; orh) an individual who performs work for a public international organisation under a contract; ori) an individual who holds or performs the duties of an office or position in a public international organisation; orj) an individual who is otherwise in the service of a public international organisation; ork) a member or officer of the legislature of a foreign country or of part of a foreign country; orl) an individual who:



- is an authorised intermediary of a foreign public official covered by any of the above paragraphs; or
- holds himself or herself out to be the authorised intermediary of a foreign public official covered by any of the above paragraphs.

CONSEQUENCES OF BRIBERY

- ✓ For individuals:
 - *Fines*: Bribing a foreign public official or a Commonwealth public official or intentional false dealing with accounting documents under the Crimes Act 1995 (Cth) is punishable by up to 10,000 penalty units (currently AU\$2.1M)
 - *Imprisonment*: up to 10 years
 - *Forfeiture/confiscations* of the price or the profit of the crime
 - *Other sanctions* (e.g. debarment from public office, debarment from management office, etc.)
- ✓ For the Company:
 - *Fines*: Bribing a foreign public official or a Commonwealth public official or intentional false dealing with accounting documents under the Crimes Act 1995 (Cth) is punishable by a fine of the greater of 100,000 penalty units (which currently equates to AU\$21M), or three times the benefit obtained that is reasonably attributable to the conduct constituting the offence, or if the court cannot determine the value of the benefit then 10% of the annual turnover of the body corporate during the 12 months ending at the end of the month in which the offence occurred (ss 70.2(5) and 141(6)) and 490.1(5).
 - *Disqualifying sanctions*: Australia's anti-bribery laws do not contain disqualifying sanctions. If, however, a director of a company was convicted of a bribery offence, this may provide grounds for the disqualification of the director from managing a company under the provisions of Australia's Corporations Act 2001 (Cth).
 - *Forfeiture/confiscations* of the price or the profit of the crime: Australia's Proceeds of Crimes Act 1987 (Cth) provides for the confiscation and forfeiture of the proceeds of, and the benefits derived from, the commission of offences such as bribery.

EXCEPTIONS AND AFFIRMATIVE DEFENSE

- ✓ Exemption for Models / Procedures: there is currently no positive requirement by law to adopt a compliance program however a body corporate can be liable for an individual's acts if the body corporate failed to create and maintain a corporate culture that required compliance. One way to demonstrate this corporate culture of compliance is to implement a compliance program. Training will also help to establish a corporate culture of compliance.
- ✓ Other factors for mitigating liability:



Another defence at section 70.3 of Criminal Code Act 1995 (Cth) is that the conduct was lawful in the

foreign public official's country (in respect of a written law in force in that place).

- ✓ Facilitation payments: Facilitation payments are a defence to the offence of bribing a foreign public official under section 70.2 of the Criminal Code Act 1995 (Cth). The defence is contained in section 70.4 and requires that the value of the benefit be of a minor nature, the payment was made for the sole or dominant purpose of expediting or securing the performance of a routine government action of a minor nature and a record of the conduct was made as soon as possible.

HOW TO DEAL WITH...

Political Contribution	<ul style="list-style-type: none"> ✓ Political donations can be a high risk activity and can be perceived as bribery/corruption. ✓ The Commonwealth Electoral Act 1918 (Cth) currently requires donations over \$13,800 to be disclosed to the Australian Electoral Commission. There are no caps on the maximum donation. The party who makes the donation above the threshold and the party who receives the donation above the threshold must both submit an annual donor return. The returns must list their total political expenditure, total donations used for political expenditure, and details of donors whose donations were used in whole or part for political expenditure and were above the disclosure threshold. It is common for companies to set internal limits in relation to any political donations made and to closely monitor the approval of any donations. <p><i>For State Laws refer to Annexure.</i></p>
Hospitality expenses (gifts, travel, meals, entertainment, etc.)	<ul style="list-style-type: none"> ✓ There are no statutory exceptions for gifts and hospitality. ✓ It is common for public sector departments and agencies to prohibit gifts and hospitality, or have a very low value threshold. ✓ It is common for private companies to set internal limits in respect of gifts and hospitality.
Sponsorships and donations	<ul style="list-style-type: none"> ✓ There are no statutory exceptions for sponsorships and donations. ✓ It is common for private companies to set internal limits in respect of sponsorships and donations.



WHISTLEBLOWING

Any specific legislation?

- ✓ The key piece of legislation is the newly enacted Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (Cth). The Act supplements whistleblowing protections contained in the Corporations Act 2001 (Cth) and Taxation Administration Act 1953 (Cth).
- ✓ Where an "eligible whistleblower" makes a "protected disclosure" to an "eligible recipient". Eligible whistleblower. A protected disclosure is where the person has reasonable grounds to suspect that the disclosure concerns misconduct. An eligible recipient covers officers, senior managers, auditors or actuaries of the entity.
 - The definition of "eligible whistleblower" is broad and includes an individual that is, or has been, an officer an employee, a supplier of goods or services, an employee of a supplier, an associate, a relative of an officer or employee, a dependant or a spouse of an officer or employee.
- ✓ Anonymous reporting: The identity of whistleblowers must be kept wholly confidential, as well as any information that is likely to lead to the identification of that whistleblower.
- ✓ Remedies or sanctions for non-compliance? Disclosure of the identity of a whistleblower or victimisation of a whistleblower is both an offence and attracts civil penalty provisions. Failing to have a whistleblower policy in place attracts a penalty.
- ✓ Public companies, large proprietary companies and superannuation companies are each required to maintain compliant whistleblower policies that are made available to the company's officers and employees.

The logo for Falck Renewables is centered within a large, light green topographic contour graphic. The word "Falck" is in a bold, dark green sans-serif font. "Renew" is in a lighter green, lowercase sans-serif font, and "ables" is in a bold, dark green sans-serif font.

Falck
Renew
ables

PURE POWER TO GROW

COMPLIANCE PROGRAM
Attachment 2



List of the Group Procedures

- I_STAFF12.GR "Relationships management with Public Administration";
- P_STAFF01.GR "Employee Group Handbook – HR Procedure".
- P_BUSLN02.GR "Engineering & Costruction – Operating procedure";
- P_BUSLN05.GR "Asset Governance – Operating procedure";
- P_BUSLN04.GR "Performance & Technical Innovation – Operating Procedure"
- P_BUSLN07.GR "Sale & Delivery (services for third party clients) – Operating procedure"
- P_BUSLN08.GR "Technical Asset Management – Operating Procedure"
- P_BUSLN06.GR "Thermal Generation – Operating Procedure"
- P_STAFF04.GR "Legal activities – Operating Procedure
- P_COMP01.GR "Business Development - Operating Procedure"
- I_STAFF06.GR "Structured Finance and Loans Administration - Operating Procedure";
- P_STAFF19.GR "Financial Accounting and Treasury – Accounting procedure";
- P_STAFF09.GR "Warranty Management – Operating procedure";
- P_STAFF10.GR "Insurance management – Operating procedure"
- P_STAFF14.GR "Administrative and accounting procedure for the preparation of consolidated financial statements"
- P_STAFF15.GR "Financial Risks Hedging – Accounting procedure";
- P_STAFF20.GR "Management of Accounting Closings and Preparation of Financial Statements – Accounting procedure";

- P_STAFF22.GR "Accounting Policy for the Companies not subject to the Group Accounting procedures"
- P_STAFF13.GR "Corporate affairs management – Accounting Procedure";
- P_BUSLN03.GR "Energy Management & Downstream Services – Operating Procedure";
- P_STAFF07.GR "Quality, Health, Safety, Environment (QHSE) – Operating Procedure"
- P_STAFF12.GR "Litigations Management – Accounting Procedure".
- P_STAFF03.GR "Planning Control"
- I_STAFF09.GR "Operating Instruction for Management Report (Whistleblowing)"
- I_STAFF01.GR "Gift Management – Operating instruction";
- I_STAFF02.GR "Donations and sponsorships – Operating instruction".
- I_STAFF03.GR "*Crisis Communication Management* – Operating instruction"
- I_STAFF11.GR "Participation in selection procedures conducted by Public Administrations and equivalent organizations – Operating instruction"
- P_STAFF05.GR "Procurement Procedure";
- P_STAFF08.GR "Accounting procedure – Accounts Payable";
- P_STAFF18.GR "Fixed Assets Management – Accounting procedure";
- P_STAFF21.GR "Procedura per la gestione dei servizi generali".
- P_STAFF11.GR "Procedure for the processing and public disclosure of inside information";
- P_STAFF16.GR "Accounts Receivable – Accounting Procedure";
- P_STAFF31.GR "Information Security Policy";