



**DCC Group**

**Anti Bribery and Corruption Policy**

**7 November 2011**

## **DCC Group Anti Bribery and Corruption Policy**

### **Introduction and Key Policy Statements**

This Anti Bribery and Corruption Policy covers DCC plc and all of its subsidiaries, operating and legal entities and employees.

DCC plc is committed to conducting its business in an open, honest and ethical manner and the Board of DCC plc, the Chief Executive of DCC plc, senior management and all subsidiaries of the DCC Group have a zero risk appetite for and a zero tolerance approach to all forms of bribery and corruption. There are no policy waivers or exceptions.

Part of our commitment to our values is to adhere strictly to relevant laws in relation to bribery and corruption including the Prevention of Corruption Acts 1889 – 2010 and the Criminal Justice (Theft and Fraud Offences) Act 2001 in Ireland and the Bribery Act 2010 in the UK, where they are relevant to our operations and/or where they set the standards that we consider it is imperative for DCC to follow.

This policy sets out the standards expected of all DCC employees in relation to bribery and corruption. This policy is also relevant for third parties who perform services for or on behalf of DCC and its Group companies. DCC expects those employees and third parties to abide by this policy, or have in place equivalent policies and procedures to combat bribery and corruption, and to comply without exception with all relevant laws relating to bribery and corruption wherever DCC operates. DCC is aware of the serious risks that non-compliance brings should employees or service providers fail to comply.

DCC aims at all times to have suitable and proportionate structures and processes in place to identify and manage risks, to ensure that any breaches are appropriately and proportionately escalated in a timely fashion.

This policy and the effectiveness of the structures and processes for implementation and oversight are reviewed annually by the Board.

This policy should be read in conjunction with the more detailed policies which are in place in Group companies and the Guidance Note on the Bribery Act 2010, which is appended to those policies.

### **Bribery**

Bribery is a criminal offence in all countries in which the Group operates.

In the UK, the Bribery Act 2010 modernises the law on bribery and introduces a new corporate offence of failing to prevent bribery by a commercial organisation.

In the context of the Bribery Act 2010, a bribe is any financial or other advantage which is offered, promised or given by one person to another, where the intention is to induce or reward improper performance of a public function, or business activity, or is done in the

knowledge or belief that acceptance of the advantage itself constitutes the improper performance of a public function, or business activity.

A bribe does not need to be a monetary sum. A bribe can be any type of gift, consideration or advantage offered or requested, for example, an award of a contract, a discount in a commercial transaction or an offer of employment.

A contract or transaction does not need to have been won or completed for a corruption offence to have been committed. Similarly, a recipient does not need to benefit personally from a bribe – it may be the intended beneficiary is a third party or a company. Finally, bribery can occur in the private as well as the public sector.

DCC's policy incorporates two straightforward rules that all employees must adhere strictly to:

- Do not offer, promise or pay bribes
- Do not request, agree to or accept bribes

## **Corruption**

Corruption is an abuse of a position of trust in order to gain an undue advantage.

The risks of corruption are not always obvious. Accordingly, employees should follow these principles:

- Do not make payments to someone (or favour them in any other way) if you know that this will involve someone in misuse of their position (or them performing their functions improperly).
- Do not misuse your position (or perform your functions improperly) in connection with payments (or other favours) for yourself or others.
- Do not deliberately use advantages to try to influence foreign public officials for business reasons. If you need to promote DCC's business with a foreign public official, always check in advance with your company's managing director.

## **Facilitation Payments**

Facilitation payments are typically small payments paid to speed up an administrative process or secure a routine government action by an official and are most frequently encountered in foreign jurisdictions with perceived high corruption risks.

Facilitation payments are bribes and prohibited by this policy.

Facilitation payments should be contrasted with official, lawful payments (typically to an organisation rather than an individual) to expedite certain functions (e.g. where there is a choice of fast track services to obtain a passport).

DCC's policy strictly prohibits any kind of facilitation payments made by employees, agents or third parties acting on its behalf.

If you are unsure as to the validity of an official's request for a payment, the steps below should be followed as far as they are applicable and as far as it is possible for you to do so without putting your personal safety or security at risk:

- if possible contact your company's managing director immediately
- ask the official for proof of the validity of the payment
- request that a receipt be provided confirming the validity of the payment
- if no proof of validity will be provided, politely decline to make the payment and explain you cannot make the payment because of company policy and anti-bribery laws
- if possible ask to see the official's supervisor
- make a full note of the request, the circumstances and the parties involved
- at all times remain calm, respectful and polite

If you find you are in fear for your safety or at risk of loss of liberty, do not refuse the payment. In all circumstances, report any demand for facilitation payments to your company's managing director.

### **Gifts and Hospitality**

This policy is not meant to prohibit the giving or receiving of reasonable and proportionate gifts and hospitality, subject to the following rules:

- They are appropriate in all the circumstances and there is no risk or perception that they might improperly influence the recipient.
- They do not contravene any rules applying to the individual to whom the hospitality or gift is offered (i.e. any policy that another organisation has in place) or any laws applying to that other person (whether in Ireland, the UK or elsewhere).
- The expenditure in question is not related in time to some actual or anticipated business with the recipient, particularly in a competitive context.
- In the case of hospitality provided or received, it is intended to foster cordial relations or has legitimate marketing purposes and:
  - The level of hospitality is appropriate with regard to the recipient and their organisation.
  - There are no "add-ons" such as inappropriate overnight accommodation, travel costs, or sundry or lavish expenses.
- In the case of gifts, these should never be cash and must be modest at all times, such as a token of appreciation on a festival or at another special time such as the completion of a project with a customer/supplier, and where there is no risk of them being misconstrued as a reward, an inducement or other corrupt act.
- In the case of any gift or hospitality to be provided to a public official, this must also be approved in advance by your company's managing director.
- The expenditure (whether given or received) is in compliance with the limits and the approval processes set out in the detailed policies in place in all Group companies.
- All offers of hospitality and gifts given or received above an appropriate level, as approved by your company's managing director and divisional managing director, must be recorded, as required, in a Gifts and Hospitality Register.

## **Sponsorship, Charitable and Political Donations**

All sponsorship and charitable donations made on behalf of a Group company must be approved in advance by the company's managing director. Any political donation must be approved in advance by the relevant divisional managing director, who will consult with the DCC plc Compliance Officer.

### **Responsibilities**

#### *The Board of DCC plc:*

- Has overall responsibility for ensuring this policy complies with DCC's legal obligations (whether in Ireland, the UK, or elsewhere).
- Approves risk appetite and tolerance.
- Approves the policy statement.
- Oversees the implementation of the policy.

#### *The Risk Committee of DCC plc:*

- Reviews the policy and compliance structures on an annual basis and reports the results of this review to the Board.
- Reviews application of the policy and of significant issues escalated.

#### *The DCC plc Compliance Officer / Head of Group Compliance:*

- Has primary responsibility for monitoring the effectiveness of the policy.
- Carries out a comprehensive annual risk management assessment specifically relating to bribery and corruption issues.
- Has ownership of implementation structures for policy, compliance and of escalation processes.
- Is the ultimate point to which specific issues are escalated and has ownership of how issues escalated are dealt with.
- Ensures that throughout the business evidence is retained to demonstrate Bribery Act and other legislative and regulatory obligations.
- Has ownership of benchmarking DCC to relevant industry best practice.

#### *Group Internal Audit:*

- Assesses independently policy implementation and operational effectiveness.

#### *Subsidiary management:*

- Is the first line responsibility for compliance with policy.
- The boards of Group companies are responsible for ensuring that their employees comply with this policy and with the more detailed policies in place in all subsidiaries and that third parties who perform services for or on their behalf abide by these policies and with any equivalent policies and procedures that they may have in place.
- Management at all levels in all Group companies are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

*Employees:*

- Must read, understand and comply with this policy.

### **Seeking Further Guidance**

If in doubt, employees should always seek further guidance about a proposed arrangement or relationship before taking any steps in relation to it.

### **Breaches of Policy**

DCC plc and/or the relevant Group company will take action against any individuals or other parties that it discovers are involved in bribery or any other form of corruption. Breaches of this policy will lead to disciplinary action against employees, which could result in dismissal for gross misconduct.

Failure by any employee to report corrupt activity by other persons can also result in disciplinary sanctions, especially where there is evidence that an employee has attempted to cover up or disguise another's wrongdoing.

### **Raising a Concern**

Any employee who has a concern in regard to this policy should, in the first instance, report the concern to their direct line manager/director or managing director. If, for whatever reason, employees feel that they cannot speak with any of these about their concern or if they think the concern has not been handled properly, then they should follow the procedures set out in the Group Whistleblowing Policy and contact Gerard Whyte, DCC plc Compliance Officer, DCC plc, at DCC House, Brewery Road, Stillorgan, Co. Dublin, Ireland or call him on + 353 1 2799497 (dedicated number) or email him at [gwhyte@dcc.ie](mailto:gwhyte@dcc.ie).

DCC plc is committed to ensuring that any concerns are investigated appropriately and that any employee who raises a concern in good faith shall suffer no detriment or disadvantage for doing so – including where a concern may prove later to be unfounded.

### **Record Keeping**

DCC plc and its Group companies must keep accurate financial and other records and have appropriate internal controls in place which evidence the business reasons for making payments to any third parties (such as anyone who provides services for or on behalf of DCC).