

anti bribery and corruption policy

1. Introduction

1.1 Purpose

This Policy consolidates ABN AMRO Group's * (hereafter referred to as ABN AMRO) stance on bribery and corruption, it complements ABN AMRO's Core Values of integrity and the standards of behaviour expected from the bank's staff worldwide. It gives effect to the latest regulations and legislation.

ABN AMRO's policy position is that any form of bribery and corruption is prohibited. This applies to accepting, offering, paying, giving, soliciting, or authorising bribes. This Policy sets ABN AMRO's minimum standards. Where local laws are stricter than the standards contained herein, the local laws prevail. If, in exceptional cases, deviation from this Policy is requested, such deviation must be discussed with business line management who should liaise with Compliance to determine whether the request is acceptable and for the purposes of recording any such deviation together with the rationale for allowing any deviation.

This Policy should be read in conjunction with the associated policies. In particular ABN AMRO's Regulation Gifts policy, which set out the detailed policy requirements in relation to gifts and entertainment given to, or received from, clients and others.

* All ABN AMRO operations across the globe and all its subsidiaries and/ or any entities in which it has a stake of more than 50% and/ or management control.

1.2 Scope

This Policy applies to all activities and operations of ABN AMRO, irrespective of their jurisdiction, country or business. The Policy applies to:

- ▶ Members of ABN AMRO's Managing Board
- ▶ Members of ABN AMRO's Supervisory Board

- ▶ All ABN AMRO permanent staff
- ▶ All ABN AMRO temporary staff (for example temporary workers, advisors and consultants). Together, ABN AMRO permanent staff and temporary staff are known as "staff"
- ▶ The engagement of third-party service providers by ABN AMRO or any individual or corporate entity associated with ABN AMRO (for example suppliers, agents and sponsors).

This Policy applies to all public and private sector transactions in which ABN AMRO is engaged.

1.3 Background

The reputational and financial risks of the bank being involved in or becoming a vehicle for bribery and corruption are risks the bank takes seriously and wishes to mitigate.

Corruption increases uncertainty in business and in the costs of transactions. It restricts international trade and reduces investment, and therefore growth, both within a region and globally. The international community has been aware of the negative effect corruption has on national economies and has enacted international agreements and domestic laws to help combat this.

Bribery and corruption may among others be relevant for ABN AMRO in the following circumstances:

- ▶ Staff or third-party service providers accept or solicit bribes
- ▶ Staff or third-party service providers pay, offer or promise bribes
- ▶ Staff or third-party service providers authorise the actions above
- ▶ Clients misuse ABN AMRO's services and/or facilities (including, without limitation, financial), for example to deposit or transfer the proceeds of bribes

Although corruption is regarded as an increased risk in relation to public officials, it is also relevant in the private sector context.

1.4 Definitions

Bribery

This is the offering, suggesting, paying, or authorising of a payment to someone for their, or another's personal gain with the intention either to motivate active or passive deviation from a duty or to secure the performance of a duty.

Bribe

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Corruption

Refers to the state or situation resulting from providing, soliciting, authorising or offering a bribe.

Facilitation payments

See paragraph 2.2. This is defined widely and need not be monetary in nature; it can be of any value, and include goods, services and information.

Public official

This is any official or employee of a state or its agencies, including those who have been selected, appointed, or elected to perform activities or functions in the name of a state or in the service of a state. It also includes any official or agent of a public international organisation, private individuals carrying out official state functions, and officials of state owned enterprises. This is a wide definition and (local) Compliance or, if necessary, (local) Legal will be able to provide further guidance.

2. Policy

2.1 Policy

All ABN AMRO Staff and third-party service providers are prohibited from:

- ▶ Offering or suggesting a Bribe, or authorising the offer or suggestion of a Bribe
- ▶ Paying Bribes

- ▶ Soliciting or accepting a Bribe to influence a decision, to obtain unauthorised access to confidential information, or to commit or omit to do an act, whether or not the outcome would have been the same without the Bribe
- ▶ Making facilitation payments
- ▶ Using another party to conduct any of the above
- ▶ Using vendors or suppliers that do not have high standards on bribery and corruption
- ▶ Processing funds known to be, or reasonably suspected of being, the proceeds of bribery or corruption

ABN AMRO will carry out appropriate due diligence on its clients, agents, and suppliers to minimise the risk of being associated with acts of bribery or corruption. In addition, the bribery and corruption risks are monitored and managed effectively in order to maintain a strong control system. Advice can be obtained from business line management as the first line of defence, who can seek further guidance from Security & Intelligence Management (SIM) and (local) Legal or (local) Compliance to the extent required.

Infringements of this Policy may result in disciplinary action by ABN AMRO, including dismissal, and may involve criminal or regulatory proceedings for individuals and ABN AMRO.

This Policy should be read in conjunction with ABN AMRO's Regulation Gifts policy. As it has been widely acknowledged that corporate gifts and hospitality, whether lavish or not, can be used as a subterfuge for bribery and corruption, It is therefore important that compliance with this Policy includes adherence to the rules within ABN AMRO's Regulation Gifts policy as well as following the spirit of ABN AMRO's zero-tolerance approach to bribery and corruption.

2.2 Facilitation payments

Facilitation payments are typically small unofficial payments paid to speed up an administrative process or secure a routine government action by an official. Examples of Facilitation payments include but are not limited to:

- ▶ Obtaining or expediting a permit, licence or other official document or approval
- ▶ Securing police protection for a site against risk of theft or arson

- ▶ Facilitating the collection and/or delivery of mail
- ▶ Securing safe or prompt entry or exit from a jurisdiction or with regard to border controls or crossing and
- ▶ The provision of utilities to a site, such as connection of water, electricity, gas or telephone services

Facilitation payments should be contrasted with official, lawful, receipted 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.

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

If the safety or loss of liberty of staff or third-party service provider is at risk, the payment should not be refused. In all circumstances any demand for Facilitation payments must be reported to the local compliance officer immediately.

2.3 Indicators

The following are examples of relationships and events that could lead to a higher risk of bribery and corruption.

Fee payments

Where an agent or intermediary is used to make introductions to officials of public or government bodies and agencies, steps must be taken to ensure that any fee paid by ABN AMRO is proportionate to the activity being performed and in accordance with local law.

No such fee payments can be made without the express approval of business line management who may obtain advice from (local) Compliance or, if necessary, (local) Legal (as may be appropriate).

Charitable donations

When funds are donated in ABN AMRO's name for charitable purposes, appropriate due diligence must be conducted to ensure that, where a public official or public body is associated with the charity, written agreement is obtained from line management.

Any charitable donation must always be made directly to a recognised charitable organisation and not via another party or individual. In case of doubt refer to line management who may obtain advice from (local) Compliance or, if necessary, (local) Legal.

Sponsorship

Special requirements exist concerning the Bank's provision of Sponsorship activities and these are set out in the Sponsorship Policy.

Public officials

Appropriate due diligence must be conducted when public officials, their relatives or their close associates are invited to any entertainment provided by ABN AMRO, or when payments are made to them by or on behalf of ABN AMRO.

In assessing the amount of due diligence required, reference should be made to the Country Financial Crime Risk rating matrix of the level of corruption in a particular country and to ABN AMRO's Politically Exposed Person (PEP) screening process.

Political donations

No political contribution to a candidate for public office, an elected official, a political party or political action committee, can be made, on behalf of ABN AMRO without prior approval from a member of the Managing Board.

Offers of employment

Care must be taken when providing work experience or employment to people that are connected to, or are relatives of, senior public officials. Although it is not prohibited to employ such staff it is important to avoid any perception that any hiring is for an improper purpose. Where such a hiring is being considered, approval from business line management must be obtained.

2.4 Advice and reporting

Where a member of staff knows of an actual incident or breach of this Policy or any attempt to bribe or otherwise engage in corruption, he/she must report immediately, in accordance with the Reporting & Prevention of Security Incidents and Compliance Breaches policy or the Global Policy on Employee Whistleblowing.

Where there is suspicion or knowledge that funds held by ABN AMRO are intended to be used for, or are the proceeds of bribery or corruption, the responsibility is on the individual immediately to notify business line management who should assist the individual in contacting SIM, (local) Compliance or (local) Legal.