



## BRIBERY & CORRUPTION POLICY

### INTRODUCTION

This Policy sets out the general rules and principles to which we adhere. It will be communicated to all businesses and employees overseen by the Amber Chemical Group ("Amber") UK Board, as well as relevant third-party representatives and other necessary individuals and entities. This policy explains the procedures through which Amber will maintain its high ethical standards and protect its reputation against any allegations of bribery and corruption. Its successful implementation requires pro-active adoption at the following levels:

- You – As an employee of Amber, you are required to read and understand all aspects of this policy, and abide by it
- Local Management – Local Finance Directors/Controllers, subject to approval by Local Managing Directors, will ensure adherence to Section 4, A, B & C of this policy. The business unit's overall compliance with the requirements of this policy is the responsibility of the Local Managing Director
- Amber Board – The Board will assist each business unit with continuous refreshing and reinforcing of this policy via application, guidance and monitoring

Bribery is a criminal offence in most countries in which Amber operates, and corrupt acts expose the Company and its employees to the risk of prosecution, fines and imprisonment, as well as endangering the Company's reputation. Legislation in the UK (the Bribery Act 2010, coming into force in July 2011) not only makes bribery and corruption illegal, but also **holds UK companies liable for failing to prevent such acts by those working for or on its behalf, no matter where the act takes place.** In addition, current US legislation (Foreign Corrupt Practices Act or FCPA) offers similar prohibitions and potential penalties and is enforced with vigour by the US authorities. It is therefore in your interests, as well as those of Amber, that you act with propriety at all times. Corrupt acts committed abroad may well result in a prosecution at home.

Bribery and corruption has a range of definitions in law, but the fundamental principles apply universally:

**Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.**

**Corruption is the misuse of public office or power for private gain; or misuse of private power in relation to business outside the realm of government.**

## **1.POLICY**

It is the Group's policy to conduct business in a professional, fair and honest manner and with integrity. The Group will not tolerate the use of corrupt practices or acts of bribery to obtain an unfair advantage.

Any violations of this policy will be treated as Gross Misconduct and after investigation, if necessary, disciplinary proceedings will be undertaken, which could lead to dismissal.

## **2.SCOPE**

This policy applies to all Amber Chemical Group employees (staff, contract and temporary) and extends to all our majority owned business dealings and transactions in all countries in which we or our subsidiaries and associates operate.

Where we have a minority interest, we will encourage the application of this policy amongst our business partners, including contractors, suppliers and joint venture partners.

## **3.POLICY PRINCIPLES**

The Group requires that all its operating units seek to abide by the following:

### ***Conflicts of Loyalty or Interest***

All employees are expected to declare in writing if they find themselves in a situation where their loyalty to the Company comes into conflict with personal interests or loyalties. Such a declaration should be made to their immediate Manager, who should report it to the local and group Chief Financial Officer.

### ***Gifts and Entertaining***

We will only accept or give gifts or entertainment that are for business purposes and are not material or frequent, as per our Business Gifts, Awards and Rewards Policy (UK). It is a key requirement that gifts or entertaining should not be given or received on such a scale that they form an inducement to do business which may not otherwise be undertaken.

What is considered appropriate will vary significantly from country to country. Therefore local business Managing Directors should put in place local rules to cover the giving and acceptance of gifts or entertainment that reflect local custom which are to be approved by Group Senior Executives.

### **Expenses**

Expenses will only be paid in relation to costs incurred in the course of legitimate business. Expenses should be claimed in accordance with the UK Travel and Expenses Policy and individual Company policies.

## **4.IMPLEMENTATION**

### **Responsibility**

It is the ultimate responsibility of the Amber Board routinely to refresh and reinforce this policy and its underlying principles and guidelines. Local Management are responsible for the establishment and on-going monitoring of sections A, B and C below of this policy. All Amber business unit employees and relevant third-parties are responsible for annual certification as to the receipt and understanding of this policy.

### **Monitoring and Compliance**

We will take the following steps to assist in the prevention of bribery and corruption:

#### **A. Risk Assessment**

Effective risk assessment lies at the very core of the success or failure of this policy. Risk identification pinpoints the specific areas in which we face bribery and corruption risks and allows us to better evaluate and mitigate these risks and thereby protect ourselves. Business practices around the world can be deeply rooted in the attitudes, cultures and economic prosperity of a particular region – any of which can vary. Local Management must assess the vulnerability of each business unit to these risks on an on-going basis and review with the Amber Group Chief Financial Officer.

#### **B. Accurate Books and Record-Keeping**

Many serious global bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. We must ensure that we maintain accurate books, records and financial reporting within all Amber business units and for all third-party representatives working on our behalf. Our books, records and overall financial reporting must also be transparent. That is, they must accurately reflect each of the underlying transactions. False, misleading or inaccurate records of any kind could potentially damage Amber.

#### **C. Effective Monitoring and Internal Control**

Our businesses must all maintain an effective system of internal control and monitoring of our transactions. Once bribery and corruption risks have been identified and highlighted via the risk assessment process, procedures can be developed within a comprehensive control and monitoring programme in order to help mitigate these risks on an on-going basis.

Each Divisional Finance Director/Controller must ensure that Local Management takes the necessary steps to prevent bribery and corruption.

## 5.WHERE DO BRIBERY AND CORRUPTION RISKS TYPICALLY ARISE?

Bribery and corruption risks typically fall within the following categories:

### **A. USE OF THIRD-PARTY REPRESENTATIVES**

The definition of a third-party is broad, and could include agents, distributors, consultants and joint venture partners. Whilst the use of third-parties can help us reach our goals, we need to be aware that these arrangements can potentially present Amber with significant risks.

Risk can be identified where a third-party conducts business activities on Amber's behalf, so that the result of their actions can be seen as benefiting Amber. **Third-parties who pose significant risks and act on Amber's behalf must operate at all times in accordance with this policy.** Local Management is responsible for the evaluation of each third-party relationship and determining whether or not it falls into this category.

Where risk regarding a third-party arrangement has been identified, Local Management must:

- evaluate the background, experience, and reputation of the third-party
- understand the services to be provided, and methods of compensation and payment
- evaluate the business rationale for engaging the third-party
- take reasonable steps to monitor the transactions of third-parties appropriately
- ensure there is a written agreement in place which acknowledges the third-party's understanding and compliance with this policy.

Amber is ultimately responsible for ensuring that third-parties who pose significant risks are compliant with this policy as well as any local laws. Ignorance or "turning a blind eye" is not an excuse. As the third-party evaluation process will vary by business unit and type of third-party, Local Management should consult in the first instance with their Divisional Finance Director, who will make available guidelines, principles and methodologies for the evaluation and vetting of third-parties. Finance Directors/Controllers should consult with the Group Chief Financial Officer where necessary and work according to the Amber Authorisation matrix.

### **B. BUSINESS GIFTS, AWARDS AND REWARDS**

See Policy Principles above.

### **C. FACILITATION PAYMENTS**

In many countries, it is customary business practice to make payments or gifts of small value to junior government officials in order to speed up or facilitate a routine action or process. It may be that we need to obtain licences or permits faster than the normal course; or, we may need lawfully to import or export books or materials. **Despite this, facilitation payments as defined here are against this Amber policy and we take the view that they are illegal within the UK as well as within most countries in which we operate.** Current and forthcoming UK legislation

makes no distinction between facilitation payments and bribes – regardless of size or local cultural expectations, even if that is “how business is done”.

However, in the event that a facilitation payment is being extorted, or if you are forced to pay under duress or faced with potential safety issues or harm, such a payment may be made, provided that certain steps are followed. If you are ever placed in such a situation, you must contact the Amber Chief Financial Officer as soon as possible and you must record the payment appropriately within Amber’s books and records to reflect the substance of the underlying transaction.

If you are unsure whether certain payments which resemble the definition of facilitation payments are permissible, please contact the Amber Chief Financial Officer.

## **6.LOCAL ADAPTATION**

In order for this policy to be effective, it is necessary for it to be applied across the Group worldwide, taking into consideration the different cultural environments in which we operate. This may require each business unit to adapt certain sections of this policy – such as gifts, entertainment and hospitality – to ensure they are fair, appropriate and applicable.

Local Management are responsible for reporting and confirming any local adaptations to this global policy with the Amber Board.

## **7.HOW TO RAISE A CONCERN**

As individuals who work on behalf of Amber, we all have a responsibility to help detect, prevent and report instances not only of bribery, but also of any other suspicious activity or wrongdoing. Amber is absolutely committed to ensuring that all of us have a safe, reliable, and confidential way of reporting any suspicious activity. We want each and every one to know how they can “speak up”.

**If you have a concern regarding a suspected instance of bribery or corruption, please speak up – your information and assistance can only help.** The sooner you act, the better for you and for the Company.

If you are concerned that a corrupt act of some kind is being considered or carried out – either within Amber, by any of our third-parties or by any of our competitors – you must report the issue/concern as per the guidelines in the Confidential Reporting Policy (UK).

We will support anyone who makes a confidential disclosure and protect them from reprisals or victimisation. If you come forward with a concern, you can be confident that your employment will in no way be affected. This applies equally if anyone comes forward in good faith with a concern which turns out later not to have been justified.

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