

Kalle

ANTI-BRIBERY AND CORRUPTION POLICY

Purpose

This guideline sets out the policy, measures and responsibility of Kalle Group, its separate legal entities and all workers of Kalle Group in respect to preventing bribery and corruption.

It also provides information and guidance to all workers of Kalle Group on how to recognise and deal with bribery and corruption issues.

Policy Statement

It is Kalle Group's policy to conduct all business in an honest and ethical manner. A zero-tolerance approach to bribery and corruption is taken by Kalle Group and it is committed to acting professionally, fairly and with integrity in all dealings wherever it operates. Kalle Group is committed to effectively counter bribery and corruption.

Legislation

Bribery is punishable for both individuals (imprisonment and unlimited fines) and corporate entities (unlimited fines) under legislation of most countries worldwide.

Examples of laws directly dealing with bribery prevention are the German Strafgesetzbuch (StGB), the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act 2010.

In addition, it is an offence for corporate entities to fail to prevent bribery.

Who is covered by the policy?

This policy applies to all directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, sales agents or any other person providing services to Kalle Group (in this policy collectively referred to as "workers").

What is bribery?

A bribe is a financial or other advantage offered or given to a person or an organisation in order to gain a commercial, contractual or personal advantage. For the avoidance of doubt, this does not include customary contractual regulations such as volume rebates, discounts or similar.

It is an offence to bribe another or to receive a bribe. In addition, however, no money needs to have changed hands for people to be caught under the bribery regulations – a person can be guilty of an offence if they offer/promise to pay or request/agree to receive a financial or other advantage.

Gifts, Hospitality and Donations

Kalle Group will not provide gifts or hospitality with the intention of persuading anyone to act improperly or to influence any commercial or public official in the performance of their duties. Kalle Group will not make contributions of any kind to political parties.

This policy does not prohibit the giving and receiving of promotional gifts of low value or normal and appropriate hospitality.

Gifts or hospitality given or received must be reasonable, justifiable and socially adequate. The following points are intended as guidelines in this respect:

- Gifts or hospitality are not made with the intention of influencing a third party to obtain or retain business or a business advantage;
- a gift or hospitality complies with local law;
- a gift or hospitality is given in the name of the business;
- a gift does not include cash or a cash equivalent (such as gift certificates or vouchers);
- a gift or hospitality is appropriate in the circumstances (for example, small gifts given at Christmas time if customary in the relevant country) and is given at an appropriate time;

- gifts and hospitality must not be offered to, or accepted from, government officials or representatives, or representatives of public international organisations, or politicians or political parties or representatives of government connected enterprises without the prior approval of Kalle's Centralized Contact for anti-bribery questions;
- a gift or hospitality complies with the "Gifts & Entertaining Policy" of the relevant company of the Kalle Group, if there such a policy is in operation.

Kalle Group only makes charitable donations that are legal and ethical under local laws and practices. They are not intended to gain a commercial advantage. Charitable donations require the approval of the Chief Executive Officer of Kalle GmbH. The CEO can delegate the task of approval to charitable donation to a director of Kalle GmbH or the managing director of each Kalle Group company. For the avoidance of doubt this does not include donations in connection with PR-activities, promotions or advertising.

Record-keeping

Each company of Kalle Group will keep its financial records and have appropriate internal controls in place which will evidence the business reason for making any payments to third parties.

Workers must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the expenses policy in force at each business.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties such as customers, suppliers and other business contacts must be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

Workers responsibilities

All workers must ensure that they read, understand and comply with this policy at all times.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Kalle Group or under Kalle Group's control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Kalle Group companies reserve their right to terminate the contractual relationship with other workers if they breach this policy.

Raising Concerns

Kalle Group has established a Centralised Contact for questions in connection with anti-bribery and corruption issues (anti-bribery@kalle.de / contact persons being Detlev Schauwecker and/or Stefan Schwenkedel).

Workers can raise questions or concerns to their Manager or Company Director or the Centralised Contact about any issue of malpractice.

No worker will suffer any detrimental treatment as a result of either refusing to take part in bribery or as a result of raising genuine concerns about bribery, even if these turn out to be mistaken. (Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern).

Monitoring

The Managing Directors of each company of Kalle Group have the responsibility for ensuring the effectiveness of this policy in their company.

The contact persons will monitor the effectiveness of this policy and will amend it, if appropriate.

All workers are responsible for the success of this policy.