

# Anti-Bribery and Corruption Policy (UK)

## ANTI-BRIBERY & CORRUPTION POLICY

### Policy Statement

The purpose of this policy is to ensure that Rentokil Initial plc and its subsidiaries ("the Company") have appropriate systems and procedures in place to prevent bribery and corruption.

The Company has introduced this policy to supplement its commitment to the Code of Conduct that has been distributed internally to ensure that appropriate ethical conduct is applied across the group's activities throughout the world.

This policy is designed to ensure that each part of the Company applies appropriate steps to comply with the Company's ethical standards and the law.

This policy and Code of Conduct should form part of the induction of new colleagues and business partners.

### Definition

**"Corruption"** means bribery, extortion, fraud, deception, collusion, cartels, abuse of power, embezzlement, trading in influence, money-laundering and other similar activities.

### Responsibilities

- The board of directors are responsible for the effective design, implementation and operation of the anticorruption policy. The board shall ensure that management is aware of and accepts the policy, and that it is embedded in the corporate culture.
- The Chief Executive's statement of personal support for the anti-corruption policy shall be published on the Company's website.
- The Chief Executive shall be responsible for ensuring that systems are in place to prevent corruption; The Director of Internal Audit shall be provided with sufficient authority to monitor all policy activities, and shall have direct and prompt access to the Chief Executive and to the Audit Committee.
- The Company has implemented a code of conduct with an anti-corruption element, and shall continue to publicise the code internally and publish the code on its website.
- The Company shall take steps to ensure that its financial controls minimise the risk of the Company committing a corrupt act against a business partner, individual or organisation, or of any corrupt act being committed against the Company by a business partner, individual or organisation.

- The Company's audit committee shall carry out an annual internal review of the anti-corruption policy, regularly monitor its effectiveness and shall make appropriate recommendations to the board concerning revisions to the policy and other necessary action as appropriate in the light of this review.
- The risk of bribery and corruption and shall be reviewed by the Group Risk Committee on a regular basis. The Group Risk Committee shall assess the risk of corruption in the Company's business and review whether its procedures and controls are adequate to minimise those risks. The Group Risk Committee shall report to the Audit Committee.

## **Procedures**

### **Employment procedures**

The Company's employment practices shall ensure that:

- Employees, particularly those in management positions or other posts where bribery and corruption may be an issue, shall be vetted before they are employed to ascertain as far as is reasonable that they are the type of person who is likely to comply with the Company's anti-corruption policies.
- Employment contracts shall be modified to include contractual obligations and penalties in relation to corruption with specific reference to bribery.
- New employees shall be informed of the Company's Code of Conduct to ensure that they
- understand it and the importance of complying with it with specific reference to anti-corruption.
- Employees shall be required to declare any conflict of interest. Managers should monitor any potential conflicts of interest that may increase the risk of bribery and corruption.
- Disciplinary procedures shall be amended entitling the Company to take appropriate disciplinary action against an employee who commits a corrupt act. These procedures should be specified in the employment contract.
- Caution shall be taken in the provision of performance bonuses and performance targets to ensure that there are adequate safeguards to prevent bonuses and targets resulting in corrupt activity.

### **Gifts and hospitality**

The Company and each of its businesses shall implement a gifts and hospitality policy which puts in place sufficient guidance and limits on the giving or acceptance of all gifts, hospitality, and donations. Each business shall monitor compliance with its policy so as to avoid gifts and hospitality that are disproportionate and are contrary to local laws.

### **Training**

The Company and each of its businesses shall provide appropriate anti-corruption training upon recruitment and on a regular (at least triennial) basis to all relevant employees to make them aware of the types of corruption, the risks of engaging in corrupt activity, the Company's anti-corruption code and policies, and how they may report corruption.

Additional training shall be given to managers moving to a country where corruption is known to be a risk, particularly where they are moving from a country where corruption is not perceived to be a problem.

**New ventures and activities**

Before entering into any business relationship, transaction or project with a value in excess of £100,000, the Company's or its trading business shall carry out due diligence on the country in which the business is to be conducted (if it has not operated in that country before), on its potential business partners (in countries where corruption is known to be a risk), and on the proposed project or business transaction in order to identify as far as possible the risk of corruption.

Due diligence should be continued on an on-going basis during the project so that changes and new information can be properly assessed. Particular attention must be taken into any arrangements with any consultants offering facilitation services for the establishment of a new venture or activity in a new territory – and appropriate due diligence carried out on the individuals offering the facilitation services.

**Publication of Code of Conduct to business partners**

At the outset of any business dealing, all new business partners should be made aware in writing of the Company's Code of Conduct and specifically to the Company's anticorruption policy. A "business partner" includes project owners, joint-venture partners, consortium partners, suppliers, subcontractors, consultants, advisers, agents and other intermediaries but not customers.

**Adoption of anti-corruption policy by business partners**

The Company shall ensure as far as is reasonable that its business partners have implemented an anti-corruption policy that is at least as stringent as its own for the duration of the relevant business dealing.

**Anti-corruption contract terms**

All contracts between the Company and its business partners shall contain anti-corruption terms which provide express contractual obligations and penalties in relation to corruption.

**Commercial controls**

The Company and each of its businesses shall ensure that its commercial controls minimise the risk of the Company committing a corrupt act against a business partner, individual or organisation, or of any corrupt act being committed against the Company by a business partner, individual or organisation.

These commercial controls include appropriate procurement and supply chain management, appropriate signing authorities (e.g. with a requirement for more than one signatory on a procurement contract with a value in excess of £50,000) and the monitoring of contract execution.

**Detection procedures**

The Company shall ensure that risk management and financial control procedures or other processes which check projects, contracts and systems on an appropriate sample basis, each check for any indication of corruption. Checks should cover financial, operational and technical aspects.

**Reporting procedures**

The Company has in place internal procedures for reporting corruption in its “Speak Up” confidential reporting system which enables employees to report corruption in a safe and confidential manner to a responsible senior officer of the Company. Each of its businesses shall ensure that the “Speak Up” reporting system is known to its employees. Managers are obliged to report corruption as soon as they become aware of it to the senior management of the Company.

**Investigating and dealing with corruption**

All investigations will be conducted in accordance with the Company’s control incidents procedures.

**Keeping records**

The Company’s businesses shall keep records of compliance matters. These records include matters such as the steps taken to implement the anti-corruption policy, training provided, gifts and hospitality given and received, due diligence carried out, the reasons behind a decision to carry out work in a high risk country, whistle-blowing reports, investigations etc.