



# **Anti-Corruption Guideline of Blue Cap-Group**

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## **1 Definition of the term “corruption”**

Blue Cap does not tolerate any form of corruption, bribery or other illegal practices.

We define bribery as the proposal to grant or accept benefits (money or gifts) with the aim of exerting undue influence on decisions or conduct of the recipient in order to gain a personal advantage or otherwise secure a business advantage.

Not only acceptance or granting of financial or other benefits, but also their offering or soliciting is considered illegal. Financial benefits include all forms of direct and indirect payments. Other benefits may be tangible or intangible, such as gifts, invitations, hospitality, favours, discounts, entertainment, loans, deferrals of payment, or any items of monetary value, including services, transportation, other amenities or meals (whether provided in kind, by purchase of a ticket, payment in advance, or reimbursement of expenses incurred), rewards, non-market discounts, or donations.

Corruption is not a trivial offence, but a criminal offence. Criminal offences associated with corrupt behaviour can include fraud, embezzlement, anti-competitive bid-rigging, and money laundering.

Violations of the ban on corruption can result in severe prison sentences or fines for employees committing the violations. In such cases, Blue Cap could also face serious negative consequences such as fines and damage to its reputation. Also members of the board of directors or management board could face heavy fines if violations of anti-corruption provisions are identified within the company.

## **2 Aim and purpose of the Anti-Corruption Guideline**

This Anti-Corruption Guideline specifies in greater detail various principles of conduct laid down in chapter 6 of the “Code of Conduct of Blue Cap -Group”. The purpose of this Guideline is to sensitise all employees to the dangers of corruption and at the same time to provide guidance and assistance in preventing and combating corruption, particularly in connection with the granting or acceptance of invitations or gifts in business transactions. The purpose is to avoid damage to any group company and Blue Cap-Group that may be caused by corruption or bribery or their suspicion.

This Anti-Corruption Guideline, along with the Code of Conduct, forms the global framework for the Blue Cap Anti-Corruption Programme and sets the minimum standards for Blue Cap-Group.

Further specific anti-corruption procedures can be defined at subsidiary level in local company-specific guidelines. Regulations in such guidelines must not contradict the minimum standards set out in this Anti-Corruption Guideline. Any more stringent local company-specific requirements apply in addition to the minimum standards set out in this Anti-Corruption Guideline.

## **3 Approval, implementation and updating of the Anti-Corruption Guideline**

The Anti-Corruption Guideline comes into force on 1 October 2020 following a resolution by the Board of Directors of Blue Cap AG and a corresponding notification at all subsidiaries. The regulations of this Guideline are reviewed regularly, at least every two years, to ensure that they are up-to-date and appropriate, and, if necessary, revised.

The management of each subsidiary is obliged to observe and implement this Guideline as a binding framework and to ensure and monitor compliance with it within the company. It is also responsible for announcing this Guideline or its revisions or amendments at all employee levels. The Compliance Officers of each company provide support in this respect.

#### **4 Scope of application of the Anti-Corruption Guideline**

This Anti-Corruption Guideline is binding on all companies (in particular also the subsidiaries) of Blue Cap-Group and their employees. Each employee is bound by the Anti-Corruption Guideline and is personally responsible for complying with it. This Anti-Corruption Guideline also applies to all transactions within Blue Cap-Group.

This Guideline applies to every business transaction, to all business partners, authorities and third parties as well as to all internal group transactions. The rules and measures outlined in this Guideline apply to both passive corruption (e.g. taking a bribe) and active corruption (e.g. offering a bribe).

“Business Partner” means any company, association or person with whom a company of Blue Cap-Group maintains or intends to establish a business relationship.

Blue Cap will consistently pursue violations of this Guideline and prosecute violators appropriately.

## 5 Dealing with public officials

“Public officials” are civil servants, judges, persons holding public offices (ministers, notaries etc.) or persons who perform public administrative functions for an authority.

In many countries, however, the term “public official” is defined very broadly and includes not only elected and appointed officials and employees of national or international authorities. It also applies to employees of for-profit companies if the company is wholly or partly owned or controlled by the state. Even candidates for public office, party members and employees and their respective family members may be public officials.

Since national and international laws governing dealing with public officials are stricter, benefits should generally be avoided. In order to be able to rule out corrupt behaviour when dealing with public officials in cases of doubt, the following principles must be observed:

- Benefits granted to public officials may only include small gifts of little value that are legally sound and
- are a matter of custom and courtesy (e.g. depending on the occasion, a standard marketing gift of Blue Cap or a bouquet of flowers).
- When extending invitations to public officials, care should be taken to ensure that hospitality is customary and suitable for the occasion.
- As regards invitations to events, the public official should always be invited as a representative of his or her authority or due to the mandate he or she exercises.

Most public institutions have their own legal and administrative regulations governing the acceptance of benefits and invitations. It is therefore quite common that benefits or invitations are not accepted.

If a benefit is to be offered or granted to a public official, an approval of the responsible compliance officer should be first obtained.

If there is any doubt concerning dealing with public officials, every Blue Cap employee must first obtain written opinion from his or her supervisor or the responsible compliance officer.

## 6 Gifts and invitations

### **Granting and promising gifts or invitations**

Gifts to business partners and invitations extended to business partners by employees of Blue Cap-Group are only permissible if they:

- are appropriate,
- are non-cash and of low value, and
- comply with local law and local customs.

If there is any doubt as to whether a gift or invitation to be given or promised to a business partner is permissible under the above criteria, any Blue Cap employee who intends to promise or grant such a gift or invitation must first obtain written opinion from his or her supervisor or the relevant compliance officer.

### **Soliciting and accepting gifts and invitations**

- **Ban on soliciting gifts and invitations**  
No Blue Cap employee may solicit gifts or invitations from business partners.
  
- **Acceptance of gifts**  
Acceptance of gifts from business partners by employees of Blue Cap-Group is only permissible if they:
  - are appropriate,
  - are non-cash and of low value, and
  - comply with local law and local customs.

If there is any doubt as to whether a gift fulfils the above criteria, any Blue Cap employee who intends to accept such a gift must first obtain written opinion from his or her supervisor or the relevant compliance officer.

- **Acceptance of invitations**  
If an employee of Blue Cap is invited by a business partner, the employee may only accept such an invitation if:
  - it is appropriate,
  - it is non-cash and of low value, and
  - complies with local law and local customs.

If there is any doubt as to whether an invitation fulfils the above criteria, any Blue Cap employee who intends to accept such an invitation has to obtain written opinion from his or her supervisor or the relevant compliance officer first.

## **7 Dealings with representatives and consultants**

Business cooperation with representatives or consultants is very common in practice. Fees for representatives and consultants are often suspected of concealing a benefit involving a corrupt element. It should be noted that Blue Cap is basically also responsible for corrupt behaviour of a consultant or a representative.

In order to ensure that the interests of Blue Cap are safeguarded in the best possible manner and that there is not even the slightest appearance of corrupt behaviour, the following principles must be observed by all employees:

- The level of fees for consultants, agents and intermediaries must be commensurate with the value of the service provided and with personal qualifications, and must be at arm's length.
- A written agreement is concluded for every type of cooperation.
- Representatives and consultants engaged to work for Blue Cap will only be paid their fees upon submitting relevant activity and time records.
- Any fees intended to exert influence on business partners or third parties are illegal and strictly prohibited.
- Decisions on the engagement and selection of consultants, agents or intermediaries are made based on a transparent procedure.
- Payments in cash are not permitted.
- Representatives and consultants working on behalf of Blue Cap must strictly adhere to national laws.
- The term of employment of consultants is limited and subject to regular review.

In summary, all of the above criteria must be observed by every employee when dealing with representatives or consultants. Every consultant or representative should also be made aware of these principles of conduct at Blue Cap and adjust his or her own conduct to the standards of Blue Cap in terms of ethics and integrity.

## **8 Donations and sponsorship**

Blue Cap allows corporate donations and sponsorship that seek to improve the image of our Group.

The following criteria should be considered when making a donation or granting sponsorship (including merchandising).

Every donation or sponsoring activity must at all times:

- be in accordance with the applicable law;
- be in accordance with the values and goals of Blue Cap and cannot be made for personal gain or profit;
- be made with the intention of obtaining an unfair advantage or for a dishonest or improper purpose;
- not create the impression that the recipient is expected to act in a particular way because of the benefit received;
- be conducted in a transparent manner (documentation must include recipient's identity, purpose, reasons for sponsorship/ donation);
- if necessary, be approved in advance by the Board of Directors or the management.

Payments are expressly settled only on a cashless basis.

Political donations on behalf of Blue Cap are not allowed.



## **9 Anti-corruption clause in contracts with business partners**

As a matter of principle, the management board of each company of Blue Cap-Group has the obligation to ensure that an anti-corruption clause is included in every contract with a business partner of the respective company of Blue Cap-Group.

In the event that a business partner refuses to include an anti-corruption clause in the contract, an agreement should be reached with the responsible compliance officer and it should be ensured that the reasons for this refusal and, if necessary, a decision of the employee responsible for concluding the contract to nevertheless establish a business relationship are properly documented.