



EXPERIENCE THE EXCEPTIONAL

AES Engineering Group Anti-bribery and Corruption Group Policy

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Introduction

AES Engineering Limited and its subsidiaries “AES Group” is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is the policy of AES Group to conduct all of its business activities with honesty, integrity, and the highest possible ethical standards. The appropriate actions and conduct of AES Group employees, together with those third party agents, consultants, contractors and suppliers acting on behalf of the business are essential to maintaining these high standards. It is a mandatory requirement that all those within the scope of the policy set out below, who engage in business activities on behalf of AES Group or its subsidiary companies, fully comply with this Anti-Bribery and Corruption Policy (the “Policy”), and related AES Group policies as set out below.

You as an employee of AES Group are required to read and understand all aspects of this policy, and abide by it

This document originates in English. If you, or anyone for whom you are responsible for requires translation into another language you should request this from the Personnel Department at Head Office. If no request is made, you are accepting agreement and understanding of the contents

‘Our Business Principles govern the manner in which we at AES conduct ourselves. They have been set by the Group and are a requirement placed upon each individual operating company. We apply these principles across the Group, they are subject to regular review and comment upon them is encouraged.’

*Chris Rea
Group Managing Director*

Scope

This Policy applies to all businesses within the AES Group, to all subsidiaries, joint ventures and affiliates where AES Group has a controlling interest, and duly appointed intermediaries and agents undertaking business on behalf of the AES Group; and to all officers, directors, colleagues and representatives of any of the above entities, whether permanent, temporary or contract (“AES Group Personnel”), within all territories, regions, areas and functions (the “Scope”).

AES Group also expects its business partners, suppliers and contractors to abide by the terms of this Policy and will, where appropriate, include clauses to this effect in relevant contracts.

Purpose

The purpose of this Policy is to set out the responsibilities of those persons within the Scope in observing and upholding the AES Group position against the use of bribery and corruption, and to ensure compliance in accordance with the UK Bribery Act 2010.

This Policy prohibits the offering, promising, making, giving, requesting, agreeing to receive, accepting, receiving or facilitation of any inducement which results in personal gain or advantage to the recipient or any person or body associated with the recipient, and which is intended to influence the decision of the recipient.

The Policy should be read in conjunction with the guidance given under the AES Group *Business Ethics Policy* which sets out the principles behind the standards, policies and processes that drive the day to day operations of how AES Group carries out business throughout the world and underpins the working relationships and company values throughout the Group. The *Business Ethics Policy* can be located on the intranet in the Electronic Library, Personnel and is Appendix K of the Employee handbook, available on the Company Intranet

Policy

AES Group recognises that market practice varies across the territories in which it carries on business, and that what is normal and acceptable behaviour in one territory would not necessarily be considered normal and acceptable in another. The AES Group requires, in accordance with the UK Bribery Act 2010, all AES Group Personnel to comply with the terms of the Policy set out below:

- 1) AES Group Personnel must conduct company business in compliance with the highest professional and ethical standards, with honesty and integrity, and within the laws of all countries in which AES Group carries on business. AES Group Personnel must comply with the spirit, as well as the letter, of the Policy, laws and regulations.
- 2) AES Group does not engage in bribery or any form of unethical inducement or payment and the use of AES Group funds, other funds, or other forms of incentive (as set out under 3 below), regardless of size or amount, to elicit the offering, promising or giving of financial or other advantage to another person, to induce such a person to perform improperly or reward improper performance or any other unlawful, improper or unethical purpose is strictly prohibited. It is a criminal offence in the UK to offer, promise, or make such inducements or facilitation payments anywhere in the world.
- 3) Prohibited payments or incentives under 2) include any offer, gift or payment, or any authorisation of an offer, gift or payment, or any money or thing of value to or for the benefit of any government or corporate official, director or employee, or any other person.

4) In the course of business AES Group Personnel must not request, agree to receive, or accept a financial or other advantage with the intention of, or as a consequence of, performing a relevant function improperly. Such advantage may include any offer, gift or payment or any money or thing of value. It is a criminal offence to request, agree to receive, or accept such inducements or payments anywhere in the world.

5) All AES Group Personnel must report any suspected or actual instances of non-compliance with items 1–4 above, and must provide all pertinent information to assist in any internal investigation of the relevant circumstances. Reports should be made to an employee's line manager or to the confidential reporting hotline using the details given at the end of this document.

Gifts, Hospitality and Entertainment

Offers of gifts and/or hospitality from current or potential suppliers are part of the day to day working life for certain personnel within the AES Group. It is important, however, that any gift that might be perceived as materially influencing a relationship to obtain unfair advantage, and thus falling under the description of a bribe as set out in this Policy should not be given or accepted.

Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business. These activities are acceptable provided they fall within reasonable bands of value and occurrence.

How to evaluate what is 'acceptable':

First, take a step back and ask yourself the following:

What is the intent – is it to build a relationship or is it something else?

How would this look if these details were on the front of a newspaper?

What if the situation were to be reversed – would there be a double standard?

If you find it difficult to answer one of the above questions, there may a risk involved which could potentially damage AES Group's reputation and business. The action could well be unlawful.

Although no two situations are the same, the following guidance should be considered globally:

Never acceptable

Circumstances which are **never** permissible include examples that involve:

- "quid pro quo" (offered for something in return)
- Gifts in the form of cash/or cash equivalent vouchers
- Entertainment of a sexual or similarly inappropriate nature

Usually acceptable

Possible circumstances that are usually acceptable include:

- Modest/occasional meals with someone with whom we do business
- Occasional attendance at ordinary sports, theatre and other cultural events
- Gifts of nominal value, such as pens, or small promotional items

A variety of cultural factors such as customs, currency and expectations may influence the level of acceptability. If you feel uncertain at any time regarding cultural acceptability of gifts, entertainment or hospitality, please consult the Global Head of HR, Kevin Smith.

Please note all gifts received in the UK should be sent to Head Office to be included in the annual raffle.

Facilitation/ "Grease" payments

Facilitation payments are small payments made to secure or speed up routine actions, usually by public officials, such as issuing permits. It's where you're not trying to influence the outcome of some decision, but you're just trying to get an official to do his job quickly. AES Group prohibits 'facilitation' or 'grease' payments as these are bribes. If you have doubts about a payment and suspect that it might be considered a facilitation payment, only make the payment if the official or third party can provide a formal receipt or written confirmation of its legality. If practicable, obtain senior management approval for the payment.

Training & Communication

AES Group will communicate this Policy and any relevant guidance to AES Personnel across the Group through established internal communication channels. Managers, key employees and other relevant parties will be required to sign a document to state they have read the policy and will adhere to it, whilst others will have the policy communicated to them however based on a Group risk assessment will not be required to sign the policy document due to the other extensive Group controls. This Policy will be translated into local languages where appropriate, and brought to the attention of new employees as part of their induction process.

Monitoring

The Board of Directors will review the implementation of this Policy in respect of its suitability, adequacy and effectiveness and make improvements as appropriate. The results of this process will periodically be reported to the Group Audit Committee and, if appropriate, the Board, who will make an independent assessment on the adequacy of the Policy and disclose any material non-compliance.

Penalties

The AES Group will take firm disciplinary action in cases of fraud, bribery and corrupt practices. This will likely lead to dismissal or the termination of contract of involved parties. Furthermore cases of such practices may be reported to the relevant public authorities, which may result in criminal prosecution.

Reporting

The prevention, detection and reporting of bribery is the responsibility of all employees throughout the AES Group. AES Group Personnel are encouraged to raise concerns about any instance of malpractice at the earliest possible stage through their line manager.

To ensure our commitment to integrity and to make our compliance with business standards even stronger, we are introducing the Expolink telephone hotline service to all employees to encourage your involvement in the process. We would, of course, always encourage those of you who may have a concern to speak first with your manager. If, however, you believe an issue about dishonesty or malpractice within the AES Group needs investigating but feel uncomfortable using the normal channels to report your concern, then you should call Expolink.

The service is an independent, confidential telephone service that any AES employee can use to help focus attention on compliance with company policy and ethical requirements.

The line will be available 24 hours a day, 7 days a week. The freephone number is 0800 374199 and all calls are taken by Expolink, an independent organisations with impartial staff trained to handle these types of calls. Please see Appendix 1 for telephone numbers for use if outside of the UK.

All reports to this hotline or to a manager will be reported to the Global Head of HR, Kevin Smith (or a suitable designate in his absence) and will be investigated as appropriate. Under no circumstances will the reporting of a possible impropriety service as a basis for retaliatory actions against any individual. The AES Group Audit Committee will monitor the matters reported and the outcomes of all investigations.

APPENDIX 1 - International Freephone Numbers

Country	Freephone active	Freephone number
Argentina	Yes	0800 6662603
Australia	Yes	1800 121 889
Austria	Yes	0800 281700
Bahrain	Yes	80004475
Bangladesh	Yes	Bangladesh dials 157001 then the caller will either get through to the operator or hear a recorded message which will then prompt them to dial 8779167615.
Belgium	Yes	0800 71025
Brazil	Yes	0800 891 8807
Bulgaria	Yes	00800 110 44 74
Canada	Yes	1888 268 5816
Chile	Yes	123 002 004 12
China Netcom (North)	Yes	00800 3838 3000
China Telecom (South)	Yes	10800 441 0078
Croatia	Yes	0 800 222 845
Columbia	Yes	01800-944 4796
Costa Rica	Yes	08000440101
Cuba		For Cuba dials 2935 then he will either get through to the operator or hear a recorded message which will then prompt them to dial 8779167615
Cyprus	Yes	800 95207
Czech Republic	Yes	800 142 428
Denmark	Yes	8088 4368
Egypt	Yes	0800 000 00 23
Eire	Yes	1800 567 014
Estonia	Yes	800 00 44 265
Finland	Yes	0800 116773
France	Yes	0800 900240
Germany	Yes	0800 182 3246
Greece	Yes	00800 441 31422
Hawaii	Yes	1866 293 2604
Hong Kong	Yes	800 930770
Hungary	Yes	06800 14863
Iceland	Yes	800 82 79
India	Yes	000 800 440 1286
Indonesia	Yes	001 803 0441 1201
Israel	Yes	1809446487
Italy	Yes	800 783776
Japan	Yes	00531 78 0023

Korea (South)	Yes	00308 442 0074
Latvia	Yes	8000 26 70
Lithuania	Yes	8800 30 444
Luxembourg	Yes	8002 4450
Malaysia	Yes	1800 807055
Malta	Yes	800 62404
Mexico	Yes	01800 123 0193
Netherlands	Yes	0800 022 9026
New Zealand	Yes	0800 443 816
Norway	Yes	800 14870
Pakistan	Yes	00800 900 44181
Philippines	Yes	1800 1442 0076
Poland	Yes	00800 441 2392
Portugal	Yes	800 880 374
Puerto Rico	Yes	1866 293 1804
Romania	Yes	08008 94440
Russia	Yes	810 800 2058 2044
Saudi Arabia	Yes	800 844 0172
Singapore	Yes	800 4411 140
Slovakia	Yes	0800 004461
Slovenia	Yes	0800 80886
South Africa	Yes	0800 990520
Spain	Yes	900 944401
Sri Lanka	Yes	011 244 5413 (dialling from Colombo omit 011)
Sweden	Yes	0200 285415
Switzerland	Yes	0800 563823
Taiwan	Yes	0080 10 44202
Thailand	Yes	001 800 442 078
Turkey	Yes	00800 4463 2066
United Kingdom	Yes	0800 374199
UAE (United Arab Emirates)	Yes	8000 44 138 73
USA	Yes	1877 533 5310
Venezuela	Yes	0800 100 3199
Vietnam	Yes	120 11527

Where there is no Freephone number please communicate the following:

Collect call/reverse charge number steps as follows:

1. Caller dials their country operator
2. Asks for a international collect call or reverse charge to: 0044 1249 661 808
3. Operator will dial the number and speak to an Expolink Operator who will accept the call and charges
4. Country operator connects caller to Expolink, leaves the call and then the call takes place as normal

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Electronic Library
Section: Corporate Documents

Once you have read the Anti-bribery and Corruption document and understand the policy, please sign below and return to the UK HR Department

This form can be returned via post, email (scanned copy) to donna.cannon@aes seal.co.uk or fax back to +44 (0) 1709 377571

Date	Print Name	Signed