



ANTI-BRIBERY AND CORRUPTION POLICY

Bunzl plc and its subsidiaries ('Bunzl' or 'the Group')

Policy statement

We are committed to ensuring that our business is conducted in all respects according to rigorous ethical, professional and legal standards. As part of its commitment to ethical business practices, Bunzl will not tolerate any form of bribery or corruption.

This Anti-bribery and corruption policy outlines the behaviour and principles required to support this commitment. In particular, it outlines Bunzl's policies and procedures intended to ensure compliance with the UK's Bribery Act and the US Foreign Corrupt Practices Act.

The requirements set out in this policy apply to all Group companies and their employees. It also extends to agents, representatives and intermediaries who act on behalf of Bunzl, anywhere in the world.

Further instructions and guidance in relation to the policy can be found in the Bunzl Business code of conduct ('Code') and in the Group's various internal control, accounting and record-keeping procedures. The Bunzl Supplier code of conduct contains the requirements for our suppliers.

Given the serious nature of a breach of anti-bribery and corruption laws and regulations, an employee's failure to comply with this policy, whether intentionally or by an act of negligence, may lead to disciplinary action being taken that could ultimately result in termination of employment. Failure of a third party to comply with the policy, may lead to termination of the business relationship.

Regulations

Specific anti-bribery and corruption laws exist in most countries around the world. Group companies should comply with the laws of all countries which are applicable to their respective businesses. If no such anti-bribery and corruption laws apply, or are of a lesser standard to that prescribed in the UK Bribery Act 2010 (and this policy), Group companies should adhere to the terms of the UK Bribery Act 2010 and should seek legal advice where relevant.

The UK Bribery Act 2010 contains provisions in relation to the crimes of bribery, being bribed, the bribery of foreign public officials and the failure of commercial organisations to prevent bribery on its behalf. The Act applies to any offences taking place in the UK and to offences taking place wholly outside the UK where they are committed by subsidiaries of bodies incorporated in the UK, even in some cases when these are permitted under local law. The Act contains a corporate offence which imposes criminal liability on any company incorporated in the UK for failure to prevent bribery by anyone providing services for or on behalf of such company. This may include employees, agents, representatives, intermediaries, subsidiaries and joint ventures.

The US Foreign Corrupt Practices Act 1977 prohibits the giving or offering of money, gifts or anything of value to any foreign government official or party for the purpose of influencing the foreign official or party, or inducing the foreign official or party to exert influence to assist the

company in obtaining or retaining business. The law applies to US companies and any person acting on their behalf.

Definition of bribery

A bribe may involve the offering, giving or receiving of any form of gift, consideration, reward or advantage to someone in business or government in order to obtain or retain a commercial advantage or to induce or reward the recipient for acting improperly or where it would be improper for the recipient to accept the benefit. Bribery can also take place where the offering, giving or receiving of a bribe is made by or through a third party.

Examples of bribes/facilitation payments include the following:

- gifts, meals, entertainment or travel expenses where they are disproportionate, frequent or provided in the context of ongoing business negotiations;
- uncompensated use of company services, facilities or property;
- cash payments, loans, loan guarantees or other credit;
- the provision of a benefit to a member of the family of a potential customer or a public or government official;
- providing a subcontract to a person connected to someone involved in awarding the main contract;
- engagement of a local company owned or controlled by a member of the family of a potential customer or a public or government official; and
- payments to speed up or facilitate the performance of routine government action (such as the provision of visas or customs clearances).

Illegal payments

The making or receiving of illegal payments or inducements, such as bribes or facilitation payments or other corrupt practice, is contrary to the policy of the Group and the funds and resources of the Group shall not be used directly or indirectly for any such purpose.

Gifts and entertainment

The giving and receiving of gifts, entertainment and gratuities between employees, customers and suppliers or other outside business acquaintances represents a source of potential conflict of interest. Any significant gift or entertainment likely to be deemed as influential upon decision making is unacceptable.

All gifts and hospitality which require approval should be fully documented in local gift and hospitality registers. Gifts and hospitality given that are below the approval thresholds should be subject to the usual expenses approval processes and will not be approved if the relevant approver considers the expense to have been inappropriate.

Dealings with agents, representatives, intermediaries and other third parties

Agents, representatives and intermediaries engaged to represent Bunzl's interests must comply with the provisions of this policy. Thorough due diligence needs to be undertaken before engaging any agent, representative or intermediary, particularly in high-risk areas as identified in the Group bribery risk assessment. Bunzl's requirements in this regard should be communicated to, and followed by, such persons/entities with appropriate contractual protections and safeguards put in place.

The due diligence process should consider the following:

- whether the third party is appropriate for the role (including by reference to their expertise and any possible conflict of interest);
- whether the proposed remuneration is appropriate;
- details of the (ultimate) owners of the third party;
- background checks on key people and related risks (e.g. family connections);
- whether there has ever been any allegation or report of their involvement in any wrongful business conduct (media and social media screening);

- for whom the third party has previously worked (obtaining of references where possible); and
- whether the third party has its own anti-bribery and corruption policies and procedures.

Bunzl's businesses shall be responsible for ensuring that any commission and other payments to any agents, representatives or intermediaries under an approved intermediary (or equivalent) agreement are properly recorded, approved and paid in accordance with the agreement and any other legal requirements. All payments to agents, representatives or intermediaries must be made by direct bank transfer (not to or via any other third party) into the country in which the agent, representative or intermediary has its principal place of business or performs substantial services on behalf of Bunzl. Any request for payment to a third party of a commission, service fee or other fees in a manner that is not in accordance with this policy must be approved by the relevant Managing Director.

Dealing with governments

Particular care is required in relation to any dealings with governments, government agencies or government owned or controlled businesses, as rules applicable to the public sector tend to be stricter.

Any contact by Bunzl employees or other representatives with government, legislators, regulators or NGOs must be done with honesty, integrity, openness and in compliance with applicable laws. Bunzl prohibits the provision of money, gifts, entertainment or anything else of value to any public or government officials for the purpose of influencing such officials in order to obtain or retain business or a business or commercial advantage, or otherwise in relation to decisions that may be seen as beneficial to Bunzl's business interests.

Under no circumstance should gifts, entertainment and hospitality be offered to public or government officials.

Political donations

It is Bunzl's policy not to make any donations to political parties. Employees may choose to make personal payments from their own money but not with a view to influencing a third party for the benefit of Bunzl or in any way that might give the impression that such influence was intended.

Charitable donations

Care should be taken to ensure that charitable donations are legitimate and that any such donations are not diverted to other beneficiaries or can be viewed as disguised unlawful payments to private individuals or public or government officials in violation of anti-bribery and corruption laws or any other attempt to influence a third party for the benefit of Bunzl.

No charitable donations should be made or agreed without first obtaining local management approval.

Reporting issues internally

All Bunzl employees are required to report any actual or suspected acts of bribery, fraud or other malpractice to management for onward reporting to the relevant business area Finance Director. Employees may also report their concerns to the relevant business area management, to Bunzl's head office or through use of the Speak up policy.

Investigations

There may be instances in which Bunzl wishes to investigate a specific issue or allegation. In these events, an internal or external audit or investigation of records, books and accounts may be performed to detect violations of anti-bribery and corruption laws and procedures and to ensure compliance with this policy in the future. All employees have a duty to comply with such requests for assistance.

Application of the policy

Risk assessment

Bunzl's Corporate Responsibility Committee ('CRC') performs a Group-wide anti-bribery and corruption risk assessment and annually updates this assessment. Results of the risk assessment are used to assess the adequacy of the procedures to prevent bribery, particularly in areas of highest risk, such as the use of agents and trading in high risk countries. The updated risk assessment is reviewed and approved by the Executive Committee. The list of high risk countries will be reviewed regularly and communicated to the business areas.

Each business area, and as appropriate head office management, is responsible for identifying bribery and corruption risks associated with its activities and for developing, implementing and maintaining processes and controls to mitigate those risks. These processes and controls should, at a minimum, cover the elements set out below.

Informing and training of employees

Businesses should ensure that all new and existing staff are made aware of the Code by issuing them with a copy of the Code in their local language with their employment contract or within the employee handbook.

Businesses should ensure that the relevant requirements of this policy are included in local travel and expenses policies and that Speak up posters are displayed in all Group locations.

Businesses should provide training to relevant employees on anti-bribery and corruption, at a minimum by showing the Corporate responsibility training modules (Skill Pills) on anti-bribery and corruption to senior management, sales and procurement staff and at risk employee groups at least every three years and maintain records of completion of such training.

Operating gift and charity registers

Business areas will provide clearly defined thresholds and limits in relation to legitimate business expenses (including entertainment and hospitality).

Businesses should operate a gift register in which all gifts and hospitality which require approval are fully documented.

Businesses should also operate a charity register. The records will include a description of the charity to which a donation has been made, details of the amount and a description of the donation.

Due diligence during acquisition of companies

The Corporate Development function should carry out due diligence during potential company acquisitions relating to any potential bribery or corruption by or of the target company. The anti-bribery and corruption due diligence assessment of acquisitions in high risk countries should receive sign-off by the Director of Corporate Development before any such acquisition takes place, with a copy of the assessment provided to the Director of Group HR.

Business areas should ensure that senior managers in businesses newly acquired receive the Code and sign that they will comply with the Code when they agree their employment contract with Bunzl.

Due diligence in dealings with agents, representatives and intermediaries

Businesses should operate an anti-bribery and corruption due diligence process for appointing business partners such as agents, business introducers or other third parties providing services, such as purchasing and importing of goods, on their behalf.

Businesses should ensure that Bunzl's requirements in this regard are communicated to, and followed by, such persons/entities by providing the Bunzl Supplier code of conduct and, in high risk countries, ensuring that adherence to the Supplier code of conduct is confirmed by the third party and/or included in representative agreements.

Suppliers

Businesses should communicate the Supplier code of conduct, which sets out the applicable anti-bribery and corruption provisions to suppliers, as specified in the Ethical sourcing policy.

The Bunzl QA/QC and Sourcing function should ensure that the supplier audit programme covers adherence to the key requirements of the anti-bribery and corruption policy.

Businesses should also consider rotating relevant employees to a different role after a prolonged period of time within a position that is particularly susceptible to a risk of bribery or corruption.

Businesses should report to the relevant Business Area Head, Director of Group HR and Group Company Secretary any actual or suspected acts of bribery.

Policy ownership and monitoring

The Anti-bribery and corruption policy and the Group bribery risk assessment are owned by the Director of Group HR. The policy and risk assessment are subject to review and revision on an ongoing basis. The CRC will formally review the policy and the risk assessment every year.

Implementation of the requirement to watch the CR Skill Pill module on anti-bribery and corruption is monitored by the Group HR function.

The Director of Group HR will at least annually report to the Bunzl plc Board any significant actual or suspected acts of bribery.

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