

ANTI-BRIBERY & ANTI- CORRUPTION POLICY



Enabling trust

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1 INTRODUCTION

This SICPA Policy on Anti-Bribery & Anti-Corruption (the "Policy"), as approved by the Board of Directors of SICPA HOLDING SA on 15.09.2014, updates and replaces the previous Policy in place.

SICPA's business depends on its relationships with Governments and Government bodies as well as with private industry customers and the trust they place in the company. To ensure the protection of this trust SICPA undertakes to conduct all activities in an honest and ethical manner and in accordance with anti-bribery and anti-corruption laws and regulations.

Violation of such laws and regulations creates legal, financial and reputation risks for SICPA and individual employees and is not acceptable. SICPA has a zero tolerance approach towards bribery and corruption, as illustrated in chapter 2.4 of SICPA Group Code of Business Conduct.

2 SCOPE AND COMMUNICATION

This Policy applies to all employees and relevant Associated Third Parties (as defined in section 3.4 below) of SICPA and shall be communicated to them at the outset of the business relationship and as appropriate thereafter.

SICPA's anti-corruption policy should also be communicated to other third parties that have a relationship with SICPA (customers, partners, suppliers, contractors, etc.) and whenever possible related clauses should be inserted in the contractual arrangement with such parties.

This Policy applies in all countries or territories where SICPA operates. In any case, local customs, standards or laws must be complied with.

3 POLICY

GOLDEN RULE:

Do not offer or receive monetary advantages, gifts or entertainment that would cause embarrassment if made public.

➔ *If you would find it difficult to explain a given situation, to your management or a "neutral party", this is a clear warning signal.*

3.1 GENERAL PRINCIPLE & COMPLIANCE WITH THE LAW

SICPA does not tolerate any form of bribery or corruption and it is its policy to conduct all of its business in an ethical manner and to comply with the provisions of applicable national and international laws and regulations relating to anti-corruption.

In doing business anywhere in the world, neither SICPA nor any person or entity associated with SICPA, shall neither directly nor indirectly:

authorize, offer, promise, give, solicit or accept any bribe, kickback, or other benefit or advantage, whether cash or other inducement,

to or from

any person or company, wherever they are situated, and irrespective of whether they are public official or public body or private person or company

in order to

gain any commercial, contractual or regulatory advantage for SICPA in a way which is illegal or undue or to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

3.2 PROHIBITIONS ON DIRECT ADVANTAGES

It is prohibited to offer or grant an advantage to a government official or a private sector person to persuade that official or person to help the company to obtain undue or illegal benefits. Improper advantage can be widely defined, including anything of value. For example, it is not allowed to:

- offer an advantage to a government official or a private person to illegally or unduly obtain a service or a good;
- purchase government official's or private sector person's property or services at inflated prices; or
- offer benefits (travel expenses, gifts, scholarship, employment etc.) to a family member of a government official or a private sector person to influence a decision.

Such an advantage to government officials or private sector persons is prohibited even if:

- (i) the benefits flow to another party and not to the party granting the advantage;
- (ii) the business is not with the government or the private sector entity;
- (iii) the granting of the advantage does not result in the award of the business or service expected;
- (iv) the government official or the private sector person initially suggested or requested the granting of the advantage.

3.2.1 GIFTS, HOSPITALITY AND PAYMENT OF BONA FIDE BUSINESS EXPENSES

3.2.1.1 Gifts and Hospitality

Offering or accepting reasonable gifts and hospitality is allowed but caution should be taken in accepting or providing gifts or hospitality that could be perceived as inappropriate or create a position of obligation on the part of the recipient. Solicitation of gifts or hospitality is prohibited.

The practice of giving business gifts and hospitality varies between cultures and countries. What may be normal and acceptable in one country may not be in another. In any case, local customs and laws shall be understood and respected and the gifts and hospitality (offered or received) shall be proportionate and appropriate and shall not be capable of misinterpretation if publicly disclosed.

Particular restraint shall be exercised with government employees and officials to avoid any impression of exerting improper influence on official decisions.

Corrupt gift or hospitality giving can best be defined by analyzing intent. If giving a gift or hospitality is intended to influence normal decision-making, such that the giver gains special advantage, this constitutes corruption, but reasonable gifts and entertainment offered openly to promote good relations or mark significant occasions are not corruption.

Consequently, the giving of gifts or hospitality to a third party and the receiving of gifts and hospitality from a third party are not prohibited, if they meet following requirements:

- a. it is not made with the objective of influencing anyone to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- b. it complies with local law and practice (e.g., most countries impose restrictions on what government officials or employees may receive and such local rules, incl. internal rules of government agencies, must be identified and followed);
- c. it is reasonable and proportionate in all circumstances from both an international and local perspective (e.g., in Europe it may be customary to give small gifts at Christmas time, while giving an expensive gift in the middle of a tender process is likely to be perceived as a bribe);
- d. it does not have a significant value;
- e. it is not in cash;
- f. it is given openly, not secretly; and
- g. it is properly recorded, including the reason for the expenditure, and accounted.

Gifts

All non-trivial gifts (notably gifts with a value exceeding CHF 100 or the value specified for the considered country) given to a third party must be approved in advance by the Division Managing Director and be properly accounted for and recorded with relevant supporting documentation. When SICPA employees or Associated Third Parties receive such non-trivial gifts from third parties, this must be reported to the manager in charge and properly recorded.

Names, organisations and positions of the providers/recipients of non-trivial gifts as well as the nature and motivation of the gift given or received shall be reported in the gift register.

In addition, the giving or receiving of any gift with a value in excess of CHF 5'000 requires the prior approval by the CEO.

Hospitality

Corporate hospitality (including business entertainment) is a legitimate way of building business relationships. Although lavish hospitality in certain circumstances can amount to a bribe, appropriate, reasonable and genuine hospitality are allowed. It is generally recognized that the value of appropriate hospitality may be higher than the value of an appropriate gift.

Reasonable expenses incurred on behalf of a government official that are directly related to promoting, demonstrating, explaining, or certifying SICPA's products or services, or that are directly related to executing or performing a contract with a government, can normally be considered proper. Payment of such expenses may include items such as the reasonable cost of a government official's transportation, meals and lodging. However, before payment of a government official's expenses, it is important to ensure that such payments are permitted under the government official's local law. Caution must be exercised because payments which are construed as excessive may constitute an improper advantage. In case of doubt, SICPA Group Legal Department must be consulted in advance to ensure that payment of such expenses is proper. All hospitality expenses must be appropriate, proportionate and transparent and shall be accurately and properly recorded (incl. supporting documentation) in the financial records.

The giving of hospitality that appears to be higher than, or the receiving of hospitality higher than, the equivalent of CHF 500.- per person per occasion must be recorded in the hospitality register. The entry should indicate the employees and third parties concerned, providing names and company affiliation, a short description of the event, the nature of the hospitality received or given, together with the business reason for such hospitality. The giving and the receiving of such hospitality is subject to the prior approval of the Managing Director. In case of doubt concerning any hospitality given or received, it is recommended the prior approval of the Managing Director is sought before incurring the expenses.

The same principles shall apply to gifts and hospitality payments received by employees or Associated Third Parties (as defined in Section 3.4 below).

3.2.1.2 Client Travel and Expenses

Paying for official(s) or government employee(s) to attend a conference or other events should not violate anti-bribery legislation when the following factors are observed:

- a. SICPA plays no active role in selecting which government employees attend the conference or event (i.e. the choice is made by the government);
- b. the government officials do not have direct authority to award future contracts to SICPA;
- c. SICPA pays expenses for travel and accommodations directly or reimburses the attendees only upon presentation of a written receipt;

- d. while limited and appropriate entertainment remains possible, the visit is predominantly focusing on business matters;
- e. the total cost is reasonable under the given circumstances; and
- f. the expense is properly recorded, including the reason for the expenditure, and accounted.

Unless exceptional circumstances and previously approved by the CEO, the payment or reimbursement of hospitality expenses for a spouse or family member of a public official is prohibited.

3.2.2 CONTRIBUTIONS TO POLITICAL PARTIES, ORGANIZATIONS OR INDIVIDUALS

Direct or indirect contributions to political organizations or individuals as a way of obtaining illegal or undue advantage are prohibited. For example, giving a contribution to a political candidate in return for that candidate's promise to vote for legislation is prohibited. Political contributions may be made legitimately when they are made in accordance with local legislation and free of any obligation. In case of doubt, SICPA Group Legal Department should be consulted. Any such contribution requires prior approval from the CEO, the Compliance Committee and the relevant divisional Managing Director. Any payment relating to the above-mentioned subject matters must be properly accounted and recorded with supporting documentation. Such contribution must be notified directly to the Group Compliance Officer who will maintain a central register.

Employees and Associated Third Parties acting in their personal capacity as citizens are not restricted from participating in political processes. Employees making political contributions in their personal capacity shall not state their company affiliation.

3.2.3 SPONSORSHIPS, DONATIONS, CONTRIBUTIONS TO CHARITY OR SOCIAL PROJECTS

Monetary and other contributions to charities, social projects and funds, including schools, educational funds and infrastructure projects, must be handled in accordance with applicable Corporate Sponsorship & Donations Guidelines. In order to minimize any risk, SICPA requires an appropriate investigation be conducted into such charities and projects before funding, namely in order to exclude such contributions indirectly support any client, potential client or government bodies. Any such contribution requires prior approval of the divisional Managing Director, with consultation of the Group Compliance Officer. If the amount of the contribution exceeds CHF 20,000, prior approval of the CEO is also required. Any payment relating to the above-mentioned subject matters must be properly accounted and recorded, and supporting documentation must be kept.

3.2.4 FACILITATIONS PAYMENTS AND KICKBACKS

SICPA does not make, and will not accept, facilitation payments or kickbacks of any kind anywhere in the world. Where the facilitation payment is being extorted or any SICPA employee is being coerced to pay it and their safety or liberty is under threat or they feel they have no alternative but to pay for personal or family peace of mind, then they should pay the facilitation payment and report this to their line manager as soon as possible. The matter shall also be immediately reported to SICPA Group Security Office and Legal Department.

The divisional SICPA services (supply chain etc.) responsible for interaction with government officials (e.g. custom agents, freight forwarders, companies assisting in the obtaining of permits and similar service providers) shall exercise care in the selection of such service providers and shall carry out a due diligence check into such service providers. It shall also supervise them appropriately and establish and maintain a list that outlines all service providers with which SICPA is in a direct contractual relationship. Such lists shall be made available to SICPA Group Legal Department who will check that the contracts with such service providers include the appropriate protection language. Moreover, the services rendered must be specified and remuneration of such customs agents and similar service providers must be proportionate in relation to the services rendered (“value for money”).

3.3 PROHIBITIONS ON INDIRECT ADVANTAGES

Payments to Associated Third Parties (as defined in Section 3.4 below), where the Associated Third Parties would subsequently make an illegal payment, are a violation of applicable anti-bribery and anti-corruption laws and regulations.

Employee’s position with SICPA shall not be used for personal gain. Employees shall use their good judgment to ensure that actual conflicts of interest are avoided and potential conflicts of interest are announced (line manager or Group Compliance Officer), recorded and resolved.

3.4 ASSOCIATED THIRD PARTIES: DUE DILIGENCE, APPOINTMENT, LEGAL DOCUMENTATION, RECORDS AND ACCOUNTS

SICPA works with third parties to solicit business on the company’s behalf, as a legitimate element in its international marketing and sales strategy and so as to ensure a flexible global business development network.

In order to preclude involvement in corruption, it is SICPA’s policy to do business only with reputable and qualified third parties.

For any third party which may be engaged to assist SICPA in its business development and commercial efforts in its dealings with customers or which may do business on SICPA’s behalf, whatever the description of such third party, i.e. consultant, agent, adviser, broker, distributor, intermediary, representative, partner (in a joint-venture or other) or any other term

(hereafter together defined as “**Associated Third Parties**”), SICPA has adopted appropriate procedures for conducting integrity due diligence on such Associated Third Parties.

Associated Third Parties do not operate fully under SICPA’s control and constant vigilance is required. While SICPA employees cannot always be expected to be aware of any detail of the behaviours and actions of properly appointed Associated Third Parties, Associated Third Parties’ activities must be monitored and - as specified below - suspected violations of this Policy by Associated Third Parties must be reported.

Before an Associated Third Party is appointed and a contractual relationship is entered into between SICPA and such Associated Third Party, the internal approval procedures shall be completed.

All legal documentation with an Associated Third Party must be drawn up in coordination with SICPA Group Legal Department and all signed contracts with Associated Third Parties must be provided to SICPA Group Legal Department for filing and contract management. Such contracts shall always bind the relevant Associated Third Party to the principles outlined in the present Policy.

SICPA and any of its affiliates shall make and keep accurate books & records and maintain an appropriate system of internal controls. No undisclosed or unrecorded fund or account may be established for any purpose. Although these requirements apply to all corporate transactions, SICPA’s employees should take special care to ensure that any expenditure of company’s funds related to Associated Third Parties, or in exceptional cases, to any government official, is accurately and completely documented, regardless of the amount of such transaction.

For each relationship with an Associated Third Party, the responsible SICPA Business Director shall maintain a file that, as appropriate in the individual business case, reasonably documents interactions with such Associated Third Party (such as due diligence documentation, meeting and other reports, working papers, etc.) and controls of lobbying activities (all interactions with governments on behalf of SICPA shall be recorded internally).

All SICPA employees shall adhere to SICPA’s mandatory due diligence, internal approval, financial reporting, and documentation retention requirements regarding Associated Third Parties.

4 RESPONSIBILITY FOR ENFORCEMENT

This Policy has been endorsed by the Board of Directors of SICPA Group, and all SICPA employees and relevant Associated Third Parties are expected to fully comply with it. SICPA’s Directors and Officers are responsible for ensuring that this Policy is adhered to within their organization.

5 TRAINING, REPORTING, SANCTIONS AND MONITORING

SICPA Group Legal Department, together with SICPA Human Resources and SICPA Group Compliance Officer, will on a continuing basis provide specific training on this Policy and on anti-bribery and anti-corruption laws in general, for SICPA employees and relevant Associated Third Parties. In particular, SICPA Group Legal and Compliance Department supports training for SICPA's sales, business development and procurements teams as well as for employees involved in internal control procedures, to ensure that their responsibilities and duties are correctly understood and that best practice is followed.

All SICPA employees and relevant Associated Third Parties shall promptly report to the SICPA Group Compliance Officer (compliance@sicpa.com) any suspected violations of this Policy. SICPA will protect its employees against retaliation and will keep its employees identity confidential at their request (unless such employees have themselves violated the present Policy or have acted in bad faith). Failure to report known or suspected violations may lead to disciplinary action.

SICPA's employees and Associated Third Parties who violate any applicable anti-bribery and anti-corruption laws may be subject personally to severe criminal and civil penalties, including imprisonment and substantial fines, which will not and cannot be reimbursed by SICPA.

In addition, SICPA's employees who violate any applicable anti-bribery and anti-corruption laws and regulations or this Policy will be subject to SICPA internal disciplinary action, which may include termination of the employee's employment relationship. Appropriate sanctions, including immediate contract termination, shall apply to Associated Third Parties who violate any applicable anti-bribery and anti-corruption laws and regulations or this Policy.

If you have any question, doubt or concern in relation to the application of this Policy, please contact SICPA Group Compliance Officer or SICPA General Counsel and/or seek further advice with SICPA Group Legal Department.

Compliance with this Policy will be periodically reviewed by Internal and External Audit.