

ROLL GROUP ANTI-BRIBERY POLICY

Roll Group operates in a global economy where business ethics are playing an increasingly critical role. Since our establishment Roll Group has maintained a commitment to honest, respectful and ethical behaviour, wherever we work. We consider this behaviour the most important asset of our company.

Roll Group is an international organisation and we conduct our business under the jurisdiction/control of international and national authorities that keep expanding their jurisdictional reach covering our business activities throughout the world.

We consider that compliance with the applicable anti-bribery laws is not only a legal requirement, it is also a full reflection of who we are, what we stand for and how we conduct our business. These business ethics are playing an increasingly critical role in the global economy and our clients expect us to meet all these legal requirements.

We expect from all our employees and anyone acting on our behalf, such as agents, representatives and consultants, to fully comply with the applicable anti-bribery laws, our Code of Conduct and this Roll Group Anti-Bribery Policy. We expect to conduct our business not only in accordance with the letter of the law or policies but also in accordance with the spirit of it.

We acknowledge that in the international environment in which we operate and also due to the cultural differences around the globe, our employees will face situations where their integrity and the integrity of the company will be tested. It must be emphasised that the days in which bribery may have been an "acceptable" way of doing business in certain regions are behind us! It must also be said that even if a certain practice may be followed or acceptable in a particular country or region it does not make that practice lawful.

We encourage and expect everybody who works for or on behalf of Roll Group to bring forward any question or concern in respect of, or to report any potential violation of the anti-bribery laws or this Policy. A firm Anti-Retaliation Policy is applicable for any good faith reporting.

Therefore, we expect from everybody who works for or on behalf of Roll Group to read this policy carefully and in the event that there are any questions in respect of this Policy or the anti-bribery laws, to consult the Legal Department.

Together We Know How.

Bribery

Throughout the world, the various national, federal, state, or local laws forbid bribery of government officials, foreign government officials and business relations whether directly or indirectly through third parties such as agents.

The word "**bribery**" means that *a person or company pays, offers or promises anything of value to another person* for the purpose of influencing an official act or decision of that other person, inducing such other person to do or omit to do any act in violation of his or her lawful duties and/or securing any improper purpose.

The "**paying, offering or promising anything of value**" to a person can take many different forms, such as promising, offering or actual payment of money, entertainment, gifts, travel or lodging expenses, humanitarian aid, business for a company in which the person or a close relative has an ownership or other financial interest, or a simple gratuity.

It is the policy of Roll Group that everybody who works for or on behalf of Roll Group is prohibited from promising, offering or paying directly or indirectly anything that can be considered a **BRIBE** (to any employee, official, agent of any government, commercial entity or individual). Nothing of value may be offered, promised or paid to any person with the intent to gain any improper advantage for Roll Group.

Gifts and Entertainment

In many cultures it is an accepted practice to provide relationships with incidental business gifts and entertainment. Roll Group adheres to the local common practice on receiving and providing gifts and entertainment provided that all gifts and entertainment are of a *reasonable value and appropriate* to the business relation in question and in accordance with the local law.

All our employees, directors and third parties acting on behalf of Roll Group providing or receiving such gifts and entertainment are expected to exercise good judgement in each case, taking into

account pertinent circumstances including the character of the gift or entertainment, the purpose, the business context, reciprocity, the position of the persons, and applicable laws and social norms. In case of any doubt, it is expected to consult the Legal Department to determine if the gift or entertainment can be considered to be of *reasonable value* and *appropriate*.

Gifts and entertainment must not be intended to create an improper advantage or benefit for Roll Group. All cost and expenses for gifts and entertainment provided by Roll Group must be accurately recorded in the company's books and records. All employees are to be expected to be open and honest on the received and provided gifts and entertainment to our internal and external auditors and Roll Group board of management.

Routine Government Payments:

All governments require fees, taxes and payments for governmental services. Payments for these services are allowed and should occur in the ordinary course of dealing with a government. It is not allowed to make such payments to officials in their individual capacity or paying amounts in excess of the amount required by law.

Facilitation Payments

Facilitation payments are small payments made to officials in accordance with publicly known or widely followed local customs to facilitate or expedite routine government actions. Some examples are: to obtain government permits and licenses, expedite official documentation, get through customs, provide utilities, etc. Facilitation payments are forbidden in most countries, but not all. Facilitation payments are for instance allowed under the US Foreign Corrupt Practices Act ("FCPA") to secure routine governmental actions, while under the UK Bribery Act such payments are prohibited.

Roll Group discourages employees from making facilitation payments in countries where the local law permits it, and where it is prohibited under local law to make facilitation payments, Roll Group also prohibits it. In case of any doubt, it is expected to consult the Legal Department to determine whether or not a particular payment is regarded as a prohibited facilitation payment.

Commission Payments

In a lot of countries Roll Group has appointed local individuals or companies as an agent, representative or consultant to conduct our business for the set region or activities. Roll Group can be held liable and responsible for corrupt payments made by such a person on Roll Group's behalf, with or without the knowledge of Roll Group.

It is crucial that all our agents, representatives and consultants fully comply with the anti-bribery laws and Roll Group's Code of Conduct and policies. Each Roll Group company that secures an agent, representative or consultant must keep a detailed file of the due diligence/investigation efforts and checks that were made when contracting such person. As a minimum a check must be made in relation to the various "Sanctioned Person" lists, and the person's integrity and historical behaviour in respect of anti-bribery laws. Each agent, representative or consultant must be appointed based on the contract format available at the Legal Department.

The compensation to be paid to such agent, representative or consultant in exchange for the services provided must be proportional and reasonable in light of all the circumstances. The compensation must reflect a fair value in relation to the provided services. Any success fee compensation mechanisms must deserve high attention and must be proportional.

Accounting and Record Keeping

It is the firm policy of Roll Group that all financial transactions (anything of value) and all information in respect thereof shall be recorded in writing in a timely and accurate manner. All records must reflect the transactions in accordance with the accepted accounting standards. No off-the-books transactions are permitted. No employee is entitled to make any false or misleading entry in the books and records.

Violation

Violation of the various anti-bribery laws can have serious consequences. Not only for the individuals involved but also for our company. These consequences may include damage to our reputation, suspension of doing business, fines, personal liability and even imprisonment.

Violation of the various anti-bribery laws or this Roll Group Anti-Bribery Policy are grounds for disciplinary action, up to and including termination of employment or contract. For the avoidance of doubt no one should fear that his or her career will suffer, if the compliance with the Code of Conduct or this Policy has an adverse impact on our business results.

How to deal

Neither this Policy nor any compliance training will provide any firm or definite answer to all questions that may be there in respect of the anti-bribery legislation. This Policy is not intended to make everybody who works for or on behalf of Roll Group an anti-bribery expert, but to make you aware of the general requirements of the legislation and to provide an introduction and some basic knowledge to identify potential bribery issues.

In every dealing with these kind of situations, you should ask yourself at least the following questions:

- Does it comply with this Policy or the Code of Conduct?
- Would I discuss this with my family at the breakfast table?
- Do I want to read it in the newspaper?
- Do I take full responsibility for this?

If one of the answers is negative, do not do anything and discuss it first with your management or consult the Legal Department. If there are any doubts in some situations or more specific information is required, you must always consult the Legal Department.