

ANTI BRIBERY POLICY

SUPPLIER VERSION

	Name	Date
Issued:	URSUS Breweries	
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Approved:	Consiliul de Administratie al Ursus Breweries	

Anti – Bribery Policy – Supplier Version

Issue Date: _____

Introduction

URSUS Breweries S.A. is a part of the Asahi Europe & International group. Asahi Europe & International has an utmost interest to set standards of integrity and business ethics within the Group.

Asahi Europe & International is committed to conducting our business responsibly and in accordance with the highest legal and ethical standards. Operating transparently and ethically is not only the right thing to do; it is the right thing for business.

Asahi Europe & International's Code of Business Conduct and Ethics states that *"We do not permit the direct or indirect offer, payment, solicitation or acceptance of any improper payments (for example bribes or illegal gratuities) in any form"*.

Most countries in which Asahi Europe & International operates have laws that prohibit improper payments, such as bribes. An increasing number of countries have also adopted laws that prohibit bribery even when it is committed outside these countries' own borders (particularly in the case of payments to public officials). Violating these laws is a serious criminal offence which can result in significant civil and criminal penalties.

To whom does this policy apply?

This policy applies to all suppliers of URSUS Breweries S.A. or its subsidiaries and sets out the minimum standards to which they must adhere at all times.

What is bribery?

Bribery can be described as the giving to or receiving by any person of anything of value (usually money, a gift, loan, reward, favour, commission or entertainment), as an improper inducement or reward for obtaining business or any other benefit. Bribery can take place in the public sector (e.g. bribing a public official) or private sector (e.g. bribing the employee of a customer). Bribery can also take place where an improper payment is made by or through a third party. Bribes and kickbacks can therefore include, but are not limited to:

- gifts and excessive or inappropriate entertainment, hospitality, travel and accommodation expenses;
- payments, whether by employees or business partners such as agents, introducers or consultants;
- other 'favours' provided to public officials or customers, such as engaging a company owned by a member of a public official's or customer's family;
- the uncompensated use of company services, facilities or property.

Our policy on bribery:

(i) General

No supplier is permitted to pay or offer a bribe in any form on behalf of URSUS Breweries S.A. You must never, whilst involved in work for URSUS Breweries S.A.:

- **Offer, pay or give anything of value to a public official in order to improperly obtain business or anything of benefit to URSUS Breweries.** "Public official" should be understood very widely, and broadly means anyone paid

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directly or indirectly by the government or performing a public function, including officials of state owned enterprises and public international organisations.

- **Attempt to induce a public official, whether local or foreign, to do something illegal or unethical. Pay any person when you know, or have reason to suspect, that all or part of the payment may be channelled to a public official.** You should therefore be careful when selecting third parties, such as agents and consultants (see guidance below).
- **Establish an unrecorded ('slush') fund for any purpose.**
- **Otherwise use illegal or improper means** (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or offering anything of value when you know it would be **contrary to the rules of the recipient's organisation** for the recipient to accept it.
- **Do anything to induce, assist or permit someone else to violate these rules.**
- **Ignore, or fail to report, any suggestion of a bribe.**

As well as complying with the specific prohibitions in this Policy, suppliers must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

(ii) Facilitation payments

- URSUS Breweries' policy is that so-called "facilitation" or "grease" payments are prohibited. Such payments should not be made to public officials.

(iii) Agents and Sub-contractors

- Suppliers should not sub-contract their work for URSUS Breweries S.A. to any party who they have reason to suspect will pay bribes on URSUS Breweries' behalf.
- Suppliers should seek to ensure that any third parties that are hired will not make, offer, solicit or receive improper payments on behalf of URSUS Breweries. All fees and expenses paid to third parties should represent appropriate and justifiable remuneration for legitimate services to be provided. Accurate financial records of all payments in relation to URSUS Breweries' business must be kept.

Reporting of bribery and suspicious activity

If suppliers become aware of any actual or suspected breach of this Policy, they should report this to their usual URSUS Breweries contact or, if that is not appropriate, to the URSUS Breweries S.A. whistleblowing helpline or to the Head of Legal URSUS Breweries S.A. or to the Head of Internal Audit, URSUS Breweries S.A.

Processes are in place to ensure that such complaints are investigated and appropriate action is taken.

Contacts

Whistleblowing hotline:

RO: 08008 94440 (free of charge - in Romtelecom and RCS&RDS networks and toll call: UPC network)

<https://wrs.expolink.co.uk/asahibreweries>

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Appendix 1: Guidance on Gifts, Entertainment and Hospitality

Introduction

Asahi Europe & International has a zero tolerance policy towards bribery and corruption. This prohibition extends to all the Group's businesses and transactions in all countries in which it operates.

All Group Companies are required to have a policy covering G, E & H. The policy should:

- clearly define and clarify the Company's position on the types of G, E & H that are acceptable and the types of G, E & H that are strictly prohibited;
- define who may offer gifts G, E & H and at what value; and
- be fully compliant with all local laws and regulations.

The purpose of this Appendix is to supplement the URSUS Breweries Anti-Bribery Policy by providing guidance on the minimum requirements for a local policy on gifts, entertainment and hospitality.

QUICK READ: KEY POINTS

- This policy does not include gifts or entertainment, extended among or between people employed within URSUS Breweries or within Asahi Europe & International. If you are not sure as to whether a gift or entertainment can be given or received in accordance with this policy, then you should contact senior management who will be able to advise you.
- *Employees must not request, accept, offer or provide gifts or hospitality designed to induce, support or reward improper conduct including in connection with any business or anticipated future business involving URSUS Breweries or ABE's Group. .*
- *Modest G, E & H may usually be offered or accepted provided there is no expectation or belief that something will be given in return.*
- *G, E & H of any type or financial value must never be offered or provided to a public official or government employee without consulting and abiding by the guidance set out in the URSUS Breweries Anti-Bribery Policy.*

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events, meals, discounts, loans, cash travel or transportation, favourable terms on products or services, prizes, trips, hospitality events, shares, gift vouchers, invitations to conferences.

Gifts can take many forms, from, for example, food or flowers to pens or jewellery. Tickets to sports and cultural events which are given to an individual (rather than being used in a hosted business context) are also gifts.

Hospitality and entertainment includes invitations to meals, receptions, sports and cultural events hosted in a business context.

Sponsored travel refers to circumstances where the company pays the travel expenses (e.g. flights, accommodation, and living expenses) of individuals who are not its Employees or representatives.

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. In some cultures they play an important role in business relationships. However, a problem may arise when such courtesies compromise, or appear to compromise, the ability to make objective and fair business decisions. Offering or receiving any G, E & H that may be perceived to unfairly influence a business relationship must be avoided.

Giving G,E&H

Gifts and entertainment should only be provided where they are appropriate, consistent with reasonable business practice, and would not be perceived to have any improper influence on the recipient. Additional guidelines are provided below as to gifts and entertainment which are never acceptable; gifts and entertainment which will normally be acceptable; and gifts and entertainment in relation to which pre-clearance is required.

Employees should use good judgment in offering gifts and entertainment; "everyone else does it" is not sufficient justification. Consider whether public disclosure of the gift or entertainment would be embarrassing to URSUS Breweries or to the recipient; if so, it should not be provided. In determining whether a specific gift or entertainment item lies within the bounds of acceptable business practice, Employees are encouraged to discuss the issue with their line manager.

If an unsolicited gift is received under these circumstances, the supplier should clearly understand that the gift will not be accepted personally.

Where a business related meal is required, URSUS Breweries employees should pay for all or part (at least their share) of the cost of the meal.

G, E & H that are Always Wrong Employees must not request, accept, offer or provide gifts or hospitality designed to induce, support or reward improper conduct in connection with any business or anticipated future business involving URSUS Breweries : for example, where the G,E&H might be seen as intended to compromise the receiver's judgment and integrity. This requirement extends to the provision or acceptance of G,E&H through third parties, or to family members of an Employee of an actual or a potential customer.

The following are Always Wrong:

- **gifts of cash or equivalents (e.g. gift certificates, loans, shares or share options);**
- **any inappropriate G,E&H (e.g. anything that is indecent or sexually explicit or which might otherwise adversely affect URSUS Breweries'reputation or commitment to respect and decency).**
- **G,E&H that breaches any local law or regulation, or any rule of the recipient's organisation. If there is any room for doubt in this regard, the recipient should always be asked to confirm in advance that acceptance by them would not contravene any applicable rules and has been approved;**

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- G,E&H given or offered as a "quid pro quo", i.e. as part of an agreement that something should be done in return for the G,E&H. Similarly, G,E&H which may be seen as having a material effect on any business transaction which has been, or which may be, entered into by URSUS Breweries, or which might otherwise give rise to a conflict of interest, are prohibited;
- If you are offered a gift that falls into the categories above, it must be reported to senior management and you must not accept the gift.
- Not recorded properly in the company books.

- **G,E&H that are usually acceptable**

You should use your own judgement to assess what is acceptable, taking account of any applicable local policy and the requirements for approval below.

Modest G,E&H may usually be offered or accepted, provided there is no expectation or belief that something will be given in return.

Modest G,E&H includes those which fall under theof **\$250 from any one source in any calendar year, and which fall within the following categories:**

- **small gifts, including gifts of nominal value such as t-shirts, calendars, diaries, pens and other small promotional items such as samples;**
- **common courtesies such as drinks, food or modest refreshments provided in connection with a legitimate business meeting;**
- **occasional modest meals with people with whom you conduct business;**
- **occasional attendance at entertainment events of modest value, e.g. a musical performance, the theatre or a sporting event, where this is reasonable in the business context;**
- **necessary and reasonable travel expenses in connection with legitimate business trips.**

- **When is Approval Required?**

You must always seek prior approval for:

- **any gift, entertainment or hospitality whose value exceeds \$250 from any one source in any calendar year ;**
- **G, E & H which does not fit into the categories of 'G,E&H that are usually acceptable' (above);**
- **Special events – such as a World Cup match (these will usually exceed the relevant value threshold);**
- **Entertainment involving parties involved in a tender or competitive bidding process where a Group Company is bidding (gifts should not be given in such circumstances);**
- **Travel or entertainment lasting more than a day;**
- **G,E&H which for any other reason you think might not be appropriate.**

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In determining whether to approve something in the “Always Ask” category, supervisors and senior management will use reasonable judgment and consider such issues as:

- Whether the gift or entertainment would be likely to influence your objectivity.
- Whether there is a business purpose (for example, will business be discussed as part of the event in question?).
- What kind of precedent it would set for other employees.
- How it would appear to other employees or people outside the company.

As well as considering the proportionality and intent behind the proposed G,E&H, you should also consider the frequency and appropriateness of its timing. Relatively modest G,E&H which is given / received frequently or, for example, during a contract negotiation period could be perceived as inappropriate. Therefore, even where a particular proposal does not exceed the approval threshold, you must satisfy yourself that it is not appropriate or prudent to seek approval, and such factors will also be born in mind when approving expenses.

Offering gifts and entertainment to Third Parties

URSUS Breweries personnel may occasionally wish to offer gifts or entertainment to third parties. For example, you may wish to offer meals or catering to suppliers, in the context of existing meetings. If considering whether or not to offer meals or catering, or any other gift or entertainment, you should still consider the general requirements of this Policy.

You should also consider that:

- The supplier or other third party is likely to have their own policy on offering and accepting gifts and entertainment. We must respect that policy, as we expect suppliers to respect our policies and URSUS Breweries personnel should not act in a way that might mean the supplier personnel contravene their own policy;
- Meals or catering (including all drinks and refreshments) provided at meetings should always be appropriate to the meeting, and reasonable (as with meals or catering that we might receive);
 - The provision of alcoholic drinks may be acceptable as part of the hospitality offered, but only if appropriate to the setting, acceptable to all those in attendance, and always subject to moderation. URSUS Breweries Alcohol Policy will also continue to apply.

Giving gifts to Public Officials

Giving or offering G,E&H to a public official raises special risks. In addition to the guidelines set out above, *never*:

- **offer, provide or approve gifts, gratuities or entertainment of any type or financial value to a public official or government employee "with strings attached"** – The key prohibitions relate to providing something of value to a public official with a view to obtaining something in return (a "quid pro quo");
- **offer or make a payment to a public official** – Any *payments* which are made for the benefit of a public official *personally* are prohibited. By contrast, payments to government bodies and government departments do not normally give rise to any corruption problem;
- **offer or make a payment to political parties** (which may be for the benefit of candidates running for election).The following are considered acceptable expenditure in respect of public officials:

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- **Entertaining and building relationships** – Legitimate and reasonable hospitality and promotional expenditure, given in good faith, which seeks to build relationships and enhance dialogue, with no strings attached, is recognised as an established and important part of doing business. It is not the company's intention to prohibit such activity.
- **Customary gifts of a reasonable value** – In some cultures it may be customary to give and receive small gifts, for example on festive occasions. Such gifts are permissible if they are:
 - a) Permitted by the official's internal rules;
 - b) Customary in the business context;
 - c) Modest and reasonable in value;
 - d) Unconnected with any business decision it is known the official will be making; and
 - e) In accordance with this Policy and approved by your line manager or the local legal department. If you are in any doubt as to whether particular expenditure is permissible, you must seek advice from your line manager, or alternatively the local legal department.

Receiving G,E&H

Employees must not actively solicit or demand any form of entertainment or gift from any person or organisation outside URSUS Breweries or Asahi Europe & International.

Employees are permitted to accept gifts and hospitality, provided (a) the G,E&H does not fall within any of the categories of G,E&H that are never acceptable (above) and, (b) in the case of G,E&H in excess of any limits specified by local gifts and entertainment policies, appropriate approvals have been provided.

If the gift or hospitality does not satisfy these requirements, it should be politely declined. If, in exceptional circumstances, it is not possible to decline a gift (for example, because that would cause serious offence), it must be declared as soon as possible thereafter, following this procedure. If an unsolicited gift is received under these circumstances, the supplier should clearly understand that the gift will not be accepted personally. Gifts will remain company property and may be kept by the company, sold or donated at the discretion of Senior Management. If appropriate, a letter should be sent to the donor explaining your company's policy with respect to gifts.

Where a business related meal is required, URSUS Breweries employees should pay for all or part (at least their share) of the cost of the meal.

Documenting G,E&H

All G,E&H notified as being in excess of the approval thresholds must be fully documented in an appropriate local gifts and hospitality register (or other mechanism for recording G,E&H which permits G,E&H expenditure to be identified and monitored). The record should state the nature and purpose of the expenditure and the giver/receiver of the business courtesy. Such records will be subject to periodic review.

Personal expenditure

Employees must never avoid their obligation to report or seek approval for any business entertainment or gift by paying personally for it in circumstances where they would otherwise be required to report and/or seek approval for it.

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Accountability

- All Employees: Ensure they are fully aware of this policy and act in accordance with this policy.
- Line Managers: Enforce and monitor compliance with the policy.

Contact

For further advice relating to the above information or other policies, please speak with your line manager.

Consiliul de Administratie al URSUS Breweries

Date: