



Progress beyond

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# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY



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# 01 Introduction

## The Solvay Group



commits to conducting its business in an ethical, fair, and honest way in accordance with the Solvay Code of Business Integrity. At Solvay, we compete in our markets based on the quality and value of our products and services, and we do not use Corruption to gain an unfair competitive advantage.

Solvay prohibits Corruption in any form, including Bribery.

# 02 Purpose

## The purpose

of the Anti-Bribery and Anti-Corruption Policy is to provide a framework of rules and procedures to detect, prevent, and address potential violations of applicable Anti-Corruption and commercial Bribery laws and to support Solvay's commitment to conducting business honestly and ethically in accordance with the Solvay Code of Business Integrity. This Policy will be further supplemented by additional procedures.

## 03 Scope

The Policy applies to Solvay and its affiliates, including their employees, officers, and directors, as well as to all third parties acting on Solvay's behalf.



## 04 Bribery

We shall not give or receive bribes in order to obtain or retain business. We shall never use a third party, such as an agent or a consultant, to pay bribes. Solicitations should be refused clearly, so as not to give the impression of agreement or acceptance. Solvay employees should remind anyone who solicits a bribe that Solvay has a strict Anti-Bribery and Anti-Corruption Policy and that we are forbidden from engaging in conduct that violates this Policy.

All persons subject to this Policy are responsible for recognizing and reporting Bribery situations, in accordance with the instructions in this Policy.

Bribery occurs when advantages are offered or accepted, directly or indirectly, to or from individuals, which can be Government Officials, third parties, clients, or prospective clients, for their personal benefit in order to influence their actions or decisions in their official or business capacity.

Some common examples of Bribery include giving cash or a cash equivalent (vouchers, gift cards), meals, entertainment, employment, gifts, hospitality, and travel.

However, sometimes, Bribery actions are not so obvious, such as contracting relationships, charitable contributions, or similar actions or omissions. For Charitable Donations we refer to the [Policy on Gifts, Entertainment, Charitable Donations, and Sponsorship](#).

Points of attention when exchanging gifts and entertainment:



A gift offered by a supplier during the negotiation or renewal period of a contract (even if the gift is within the amount allowed by the Solvay Policy on Gifts, Entertainment, Charitable Donations, and Sponsorship)



A supplier offering tickets to me and my spouse for a concert



Hiring a member of the family of a public agent responsible for issuing an important license to the company

## 05 Facilitation payments

Facilitation Payments are prohibited at Solvay except in the limited circumstance described below.

However, we are permitted to make a small, one-time safety payment to a Government Official or Government Entity to protect ourselves from imminent physical harm. In this case, we must report this safety payment to Solvay's Chief Compliance Officer and Security Officer as soon as practicable after

If we receive a Facilitation Payment request, we must refuse it and report it immediately.

making the safety payment and ensure that the safety payment is accurately recorded in Solvay's books and records. The Chief Compliance Officer and Security Officer will take the appropriate action to report the situation to the relevant authorities.

Examples of prohibited Facilitation Payments are small fees to a Government Official to secure or expedite the performance of a routine, non-discretionary government action, such as processing of permits, visas, paperwork, utility hookups, or tax returns or scheduling inspections.

## 06 Intermediaries

Solvay employees shall never use intermediaries, such as an agent or a consultant, to pay bribes or make Facilitation Payments.

In some countries, it is commonplace to hire well-connected business agents or “finders” to help identify and solicit new business, to make introductions, or to lobby Government Officials. This can become a conduit for bribes. We expect that all Solvay intermediaries perform legitimate services and adhere to the standards of ethical and professional conduct as described in this Policy and

the Solvay Code of Business Integrity. According to the laws in force worldwide on the subject of Corruption, Solvay can be held responsible for an intermediary’s actions if the intermediary participates in acts of Bribery or Corruption that would benefit Solvay, regardless of whether Solvay ordered or was aware of the alleged improper conduct practiced.



Some warning signs that deserve special attention in our relationship with intermediaries include:

- ! The intermediary doesn't have resources (such as human or technology) to do the work/project
- ! The intermediary does not present any background experience performing the job it has been hired for, or it is being hired solely because of its influence over a Government Official
- ! The intermediary makes suspicious statements such as "don't ask questions," "I'll take care of everything," "we don't need to sign a contract," "my price is higher but I bring results"...
- ! The intermediary has a non-transparent structure or insists on secrecy in its dealings, vague agreements, etc.
- ! The intermediary's commission or profit margin is high compared to market prices
- ! The intermediary asks to be paid using a personal account/offshore account
- ! The intermediary refuses to sign any document with an Anti-Corruption commitment
- ! A Government Official is recommending an intermediary



## 07 Business party due diligence

Solvay carries out compliance risk assessments aimed at knowing and assessing the integrity risks to which it may be exposed in its relationships with third parties.

### The due diligence

is based on the assessment of the third party's profile, its involvement in cases of Corruption, its reputation, and/or its Anti-Corruption practices, among other compliance criteria.

## 08 Anti-corruption clause

Contracts between Solvay and its third parties will contain an Anti-Corruption clause in which the parties declare their knowledge of the applicable Anti-Corruption laws and commit to fully comply with these laws by abstaining from any activity that constitutes or may constitute a violation of the law.



Failure to comply with the Anti-Corruption clause can generate remediation measures such as requesting clarifications to suspension or termination of the contract, without prejudice to other applicable measures.



## 09 Mergers and acquisitions

Solvay periodically engages in acquisitions of other businesses. By acquiring another company, the acquiring company can become liable for the prior conduct of the acquired company.

Therefore, prior to completing an acquisition, due diligence has to be performed to identify and mitigate

risks, including due diligence related to Corruption.

## 10 Books and records

We must ensure that Solvay records are accurate and properly retained in accordance with applicable laws and regulations.



We must never create any record that is false or misleading, nor accept from any vendor or other third party a record that does not meet our requirements. All business information including business and financial transactions must be reported in a timely and accurate manner. Financial information must reflect actual transactions and conform to generally

accepted accounting principles. It is not permitted for anyone to establish undisclosed or unrecorded funds or assets.

The Finance department is responsible for and shall take care of the administration of Solvay's books and records and accounting requirements.

# 11 Training and certification

The Solvay Ethics & Compliance department defines the frequency of the mandatory Anti-Bribery and Anti-Corruption training and the target population.

The target population is asked to indicate that they have read and understand the content of the Policy, that they agree to comply with all terms, and that they are not aware of any violations of this Policy (or they can report a violation at that time should they have knowledge of any violations).



# 12 Reporting and non-retaliation

This Policy is not intended to cover every aspect of Anti-Bribery and Anti-Corruption laws or provide answers to all questions that might arise.

If you have any question regarding this Policy, you should speak to the Ethics & Compliance department.

If you witness a breach of this Policy, you should use the Solvay Speak Up process as defined in the Code of Business Integrity.

Solvay encourages every employee to speak up for what is right when something is wrong. In no event shall an employee who makes a report be subject to retaliation. No action will be taken against an employee who expresses a concern that is found to be inaccurate if the concern is expressed in good faith. On the other hand, false or abusive accusations will not be tolerated and may result in disciplinary action.

## 13 Disciplinary action

Anyone who violates this Policy is subject to appropriate disciplinary action, up to and including dismissal, and may also be subject to individual criminal and/or civil prosecution in relevant jurisdictions.

Third parties working with Solvay who violate this Policy are subject to termination of all commercial relationships with Solvay in addition to potential criminal and/or civil prosecution.



## 14 Responsibilities

The Ethics & Compliance department is responsible for: (i) defining, (ii) reviewing, (iii) updating, (iv) deploying effective and timely communication, and (v) ensuring the effective deployment of this Policy, as well as for (vi) organizing all training related to the contents of the Policy. It is also responsible for investigating, either alone or with the assistance of other departments, all reports that have been brought to its attention.

Management is responsible for the enforcement of this Policy within his/her relevant domain and for being a role model.

All employees are responsible for i) reading and complying with the Policy and supporting internal requirements; ii) completing all assigned training in support of this Policy; iii) obtaining guidance from Ethics & Compliance

department in case of any questions about the Policy; and iv) reporting any observed or suspected violations of the Policy to any of the resources listed in Solvay's Code of Business Integrity or the Solvay Ethics Helpline.

Point of attention: Apart from compliance with this Policy and any related procedures, every Solvay employee, officer, and director is expected to comply with any Anti-Bribery and Anti-Corruption Laws applicable to the home country or

territory where business is conducted. Please note that many Anti-Bribery and Anti-Corruption Laws are extraterritorial and follow the employee. An employee cannot evade extraterritorial laws of his or her country by engaging in the prohibited activity in another country.

Nothing in this Policy prevents Solvay from also reporting observed or suspected violations to an appropriate Government Entity.

## 15 Definitions

**"Bribery"** is the offering, giving, promising, soliciting or receiving of an item of value (or any other advantage) in order to improperly influence the judgment or conduct of a person in a position of authority.

**"Corruption"** is a form of dishonesty or criminal offense undertaken by a person or an organization entrusted with a position of authority, to acquire illicit benefit or abuse power for one's private gain. Corruption may include many activities, like offering, promising, granting, receiving, soliciting, or

accepting an unjustified benefit, in order to unduly favor a party.

**"Government Officials"** are those who exercise a public function, temporarily or permanent, with or without remuneration, by election, appointment, designation, hiring or any form of investiture or bond, mandate, position, job or civil service. It is equivalent to a public agent who works for a contractor or contracted service provider to perform a typical Public Administration activity.



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**I am  
COMPLIANT**