

NMC ANTI-BRIBERY, ANTI-CORRUPTION, GIFTS AND ENTERTAINMENT POLICY

Information sheet

**ISSUED BY
NMC Health Plc**

TARGET AUDIENCE

All NMC Health Plc Employees

Employees of all majority owned NMC Health Plc Group businesses (or business units), businesses under NMC Health Plc's management control and staff departments, along with entities or persons who act on NMC Health Plc's behalf and any minority owned entity that has agreed to or chooses to comply with NMC Health Plc's compliance standards.

**APPROVED BY
NMC Health Plc Board on 19 March 2012**

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1. INTRODUCTION AND GOVERNANCE

1.1 INTRODUCTION

NMC Health Plc's (NMC) business principles require the highest level of personal and professional conduct by all Employees and Third Parties. Engaging in behaviour or activities contrary to NMC's business principles, as well as all other applicable laws and regulations, violates our promise to our stakeholders and puts the business, resources and reputation of NMC at risk. NMC has a zero tolerance policy towards bribery and corruption, regardless of the identity or position of the originator or recipient of the Bribe. This zero tolerance is endorsed and supported by the highest level of management within NMC, with the intention of:

- protecting the business, resources and reputation of NMC;
- protecting all Employees, Management and other stakeholders from the consequences of wrongdoing;
- ensuring compliance with applicable anti-fraud, anti-bribery and other anti-corruption laws and regulations in all jurisdictions in which NMC conducts its business; and
- ensuring the integrity of our financial reporting.

In the normal course of our business, we offer Gifts and Entertainment as a way to strengthen business relationships as well as to increase knowledge of our products, services and capabilities by our clients and prospective clients. However, giving or receiving Gifts and Entertainment can give the perception that we are trying to Bribe or are being Bribed.

Therefore, this NMC Anti-Bribery, Anti-Corruption, Gifts and Entertainment Policy (the **Policy**) was established to raise awareness among NMC Employees and Third Parties (where applicable) of their responsibilities to protect NMC against bribery and corruption. Having these clear statements helps to ensure that both you and NMC live up to our NMC business principles.

1.2 SCOPE

This Policy serves as a minimum standard and compliance with it by all Employees is mandatory at all times. In jurisdictions where (local) laws or regulations set stricter rules than those set out in this Policy (e.g. lower thresholds), the stricter rules must prevail.

This Policy does not cover Gifts or Entertainment provided by NMC businesses or Employees to other NMC businesses or Employees. For internal situations NMC's business principles must at all times be adhered to and giving or receiving Bribes or inappropriate Gifts and Entertainment is not permitted.

1.3 INTERPRETATION

The Chief Financial Officer and legal department of NMC are solely authorised to provide interpretations of this Policy in cases where needed.

2. ROLES AND RESPONSIBILITIES

2.1 EMPLOYEES

Employees must act, at all times, honestly and with integrity. In particular, Employees are responsible for:

- complying with all elements of this Policy, and all applicable anti-fraud, anti-bribery and anti-corruption laws in all jurisdictions in which NMC operates;
- having a good understanding of how the rules relate to their functions and/or responsibilities;
- seeking guidance from Management or a Compliance Officer when in doubt; and
- reporting any known or suspected violation of any element of this Policy.

2.2 THIRD PARTIES

NMC will only engage Third Parties who uphold NMC anti-corruption and anti-bribery practices and policies and comply with all applicable anti-corruption laws and regulations.

Third Parties are described in more detail on page 12 but, in summary, include any person or entity which performs services, or engages in business activities, for or on behalf of any member of NMC, or could be perceived as doing so.

2.3 MANAGEMENT

Management is responsible for the full implementation of this Policy and in particular for:

- incorporating this Policy in local policies/procedures;
- fostering an open environment for Employees to discuss possible violations of this Policy;
- confirming that the Gifts and Entertainment registers and financial/accounting records align to these Policy requirements;
- informing Employees about the requirements set out in this Policy and providing periodic training on the anti-bribery provisions, including induction training of new Employees;
- conducting periodic anti-bribery risk assessments, in particular, in relation to Third Parties and ensuring that the risks of Bribery are included as appropriate in other risk assessments;
- tracking compliance with this Policy and applicable laws and regulations; and
- taking appropriate action when breaches of this Policy are identified.

2.4 COMPLIANCE OFFICERS

Compliance Officers are responsible for:

- assisting Management with developing necessary procedures, implementing this Policy to comply with applicable laws and regulations and providing guidance to Employees, Third Parties and to Management on the interpretation of this Policy, where necessary;

- assisting Management with the communications and training needs associated with implementing this Policy;
- assisting Management with advice about exception, deviation and waiver requests;
- monitoring implementation of and compliance with this Policy;
- reporting any unauthorised Gifts and Entertainment; and
- immediately reporting all significant breaches (and any breaches relating to Public Officials).

3. OBLIGATIONS

This section describes NMC's stance on Bribery and the rules for giving and receiving Gifts and Entertainment. Following these rules will help NMC to ensure that Employees and Third Parties comply with applicable laws and regulations and meet NMC's obligations to stakeholders.

3.1 BRIBERY IS STRICTLY PROHIBITED

It is strictly prohibited to offer or accept (or engage in any activity that gives the appearance of offering or accepting) a Bribe.

Employees and Third Parties cannot, directly or indirectly, make, promise, pay, solicit, request, agree to receive or accept Anything of Value to or from external parties if doing so:

- would violate this Policy;
- could be perceived as a Bribe;
- influences, is intended to influence or reasonably gives the appearance of influencing any act or decision by anyone, including inducing anyone to do or omit to do something which is dishonest, illegal, misleading or a breach of trust or to improperly perform their function;
- is done whilst the recipient conceals, or can be expected to conceal, the request, promise, offer or Gift from his employer;
- makes the recipient appear to be under an obligation to NMC or places the NMC Employee under an obligation; or
- is intended to secure, maintain or obtain business or an advantage in business by inducing a person to perform their function improperly.

Management is responsible for tracking the risks of Bribery. Management must carry out on a periodic basis an assessment of the business' risks of Bribery.

3.2 RULES FOR GIFTS AND ENTERTAINMENT

Adhere to maximum thresholds and limits for Gifts and Entertainment.

Gifts and Entertainment includes the offer or receipt of Gifts, business meals, tokens of appreciation and gratitude, or invitations to or sponsorship of events, functions or other social or entertainment gatherings, in connection with matters related to NMC's business.

NMC Employees and Third Parties should only give or accept Gifts or Entertainment where it is reasonable, proportionate and appropriate in the circumstances, and never in order to secure any improper advantage, or to influence a business decision. Entertainment is only permitted to be given where its purpose is to provide an opportunity to develop or enhance business relationships, ie by creating an opportunity to engage in discussions with a client or business partner.

Gifts and Entertainment should only be offered within the framework of Table 1 below.

Gifts, Entertainment and other advantages offered to, or received by, Closely Related Individuals of any NMC Employees must also comply with these Policies and Procedures.

Further details on Gifts and Entertainment offered to, or received from, Public Officials is included below, but, in any case, written permission should always be sought from Management or your Compliance Officer before accepting or offering such Gifts or Entertainment.

Accordingly, NMC Employees and Third Parties may not, in the course of or in connection with their employment or association with NMC, promise, give or offer, or request, accept, or agree to accept, any Gift or Entertainment that:

- exceeds customary courtesies common under accepted ethical business practices or is not otherwise appropriate in the circumstances;
- is not for a bona fide business purpose;
- is intended to secure any kind of personal or business advantage, or is intended to influence a Government or Public Official in the performance of their official function, or to represent an inducement or reward for improper performance by any person of a relevant function or activity;
- co-incides or is in any way at risk of being associated with a decision to be taken by, or on behalf of, or in connection with, NMC in respect of any procurement matter; or
- would breach the known policies and procedures of a client or a recipient third party's organisation.

Some practical guidance

Official guidance published by the Ministry of Justice in the United Kingdom has made it clear that bona fide, reasonable and proportionate Entertainment and promotional, or other business expenditure, which seeks to improve the image of a commercial organisation, better present services, or establish cordial relationships, is recognised as an important part of doing business and it is not the intention of the UK Bribery Act 2010 to criminalise such behaviour. Common sense should be used at all times when approaching issues of Gifts or Entertainment. Without limiting the policy and any applicable thresholds described above, some examples of Gifts and Entertainment that would *usually* be acceptable are:

- modest, occasional meals with someone with whom NMC does business;
- occasional attendance at sports, theatre and other cultural events that does not involve overseas travel by either the inviting party or the invitee;
- Gifts of nominal value, such as pens, calendars, coffee cards charged with nominal amounts, small mementos or small promotional items (such as company logo branded low cost merchandise – stress ball, umbrella, sports bags etc); and

- customary or seasonal Gifts of modest value (e.g. congratulatory flowers or fruit baskets).

Entertainment should generally be limited to no more than four times in one calendar year to any one individual.

Some key questions to ask yourself when considering Gifts and Entertainment are:

- Could the Gift or Entertainment be seen as lavish or excessive? If the recipient is not in a position to reciprocate to the same standard, this could indicate that the Gift or Entertainment is excessive.
- Is the Gift or Entertainment out of the ordinary in the context of industry or local norms?
- Does the Gift or Entertainment invitation extend to family members (other than spouses or partners) or other parties outside the normal business relationship?
- Is the Gift or Entertainment intended to be an inducement or reward for past or future business (or are you aware of any new business being pitched to or tendered for by the recipient at the time the Gift or Entertainment is offered)?
- Is the recipient a Government or Public Official?
- If details of the Gift or Entertainment were to become publicly known would it seem difficult to justify, or otherwise risk being harmful to the reputation of NMC?

If the answer to any of the above questions is 'yes' or 'possibly', this indicates an increased risk profile for bribery. You should consider carefully whether the Gift or Entertainment is permissible within the terms of these Policies and Procedures, and seek guidance from a Compliance Officer.

Circumstances that would *never* be permissible include (but are not limited to):

- a 'quid pro quo' (i.e. Gifts or Entertainment offered for something in return);
- Gifts in the form of cash or cash equivalent vouchers – except, in the case of vouchers (such as coffee cards), where the vouchers are for a nominal amount (although clearly care will need to be taken where multiple vouchers are offered and the aggregate value could be seen as excessive or extravagant);
- Entertainment of a sexual or similarly inappropriate nature;
- payment or reimbursement of Travel and Accommodation expenses;
- Gifts and Entertainment, or other advantages, for any Closely Related Individuals of Government or Public Officials; or
- Gifts, Entertainment or other advantages provided at/to a private address.

Table 1 – Gifts and Entertainment for non-Public Officials

Gifts Employees may:					
Offer	Gifts	Up to a maximum of \$100 (or local currency equivalent)	To a single external person/entity		Not to exceed an annual cumulative value of \$400 (or local currency equivalent) per person/entity
Receive	Gifts	Up to a maximum of \$100 (or local currency equivalent)	From a single external person/entity		Not to exceed an annual cumulative value of \$400 (or local currency equivalent) per person/entity
Entertainment – Employees may:					
Offer	Entertainment	Up to a maximum of \$500 (or local currency equivalent) per occasion	To a single external person/entity	Can be offered up to four times per year per person/entity	Not to exceed a cumulative value of \$1,500 (or local currency equivalent) per person/entity
Receive	Entertainment	Up to a maximum of \$500 (or local currency equivalent) per occasion	From a single external person/entity	Can be accepted up to four times per year per person/entity	Not to exceed a cumulative value of \$1,500 (or local currency equivalent) per person/entity

Employees must consult Management and the Compliance Officer if it is ever unclear whether a Gift or Entertainment complies with this Policy. When there is any doubt, Employees must decline the Gift or Entertainment. Employees wishing to obtain an exception must obtain the approval of Management and the Compliance Officer.

3.3 PUBLIC OFFICIALS AND STATE-OWNED ENTERPRISES

Get written approval from Management and your Compliance Officer before offering Gifts and Entertainment to Public Officials.

Whilst this Policy does not prohibit legitimate business interactions with Public Officials or State-owned enterprises, these kinds of interactions increase the perception of Bribery and are consequently subject to stricter rules governing the offering or receipt of Gifts and Entertainment (or other financial advantage). In particular, it can be an offence to offer Gifts or Entertainment to

Public Officials to induce them to take or reward them for taking any action that is intended to retain or obtain business or an advantage in business. Some countries have even stricter laws.

To this extent, it is NMC's policy that no Gifts should be offered to or received from Public Officials, and any Entertainment is subject to the limits below.

Therefore, before offering Entertainment to Public Officials, you **must** first:

- ensure that the Entertainment does not exceed the threshold or limit set by Management;
- confirm to Management and your Compliance officer that the proposed Entertainment would not be considered excessive under local market practice;
- obtain written authorisations from Management **and** your Compliance Officer; and
- maintain appropriate records to show compliance with the above rule.

Table 2 – Limits on Amounts for Gifts and Entertainment for Public Officials

Gifts Employees may:				
Offer	Gifts	Not allowed		
Receive	Gifts	Not allowed		

Entertainment – Employees may:					
Offer	Entertainment	Up to a maximum of \$100 (or local currency equivalent) per occasion	To a single external person/entity	Can be offered up to two times per year per person/entity,	Not to exceed a cumulative value of \$200 (or local currency equivalent) per person/entity
Receive	Entertainment	Up to a maximum of \$100 (or local currency equivalent) per occasion	From a single external person/entity	Can be accepted up to two times per year per person/entity,	Not to exceed a cumulative value of \$200 (or local currency equivalent) per person/entity

Gifts and Entertainment or other advantages for Closely Related Individuals of Public Officials can **never** be offered without prior written approval from the senior Compliance Officer of NMC.

3.4 FACILITATION PAYMENTS

Facilitation or grease payments should never be offered (or accepted)

Certain anti-corruption laws contain a narrow exception for what are known as "facilitation payments" or "grease payments". A facilitation or grease payment is a payment or a Gift, usually of

small value, made to a Government or Public Official to speed up, or secure the performance of a routine, governmental action which the official is already obliged to perform, such as:

- providing certain permits, licences or other official documents to enable a person or entity to do business in a foreign country;
- processing governmental papers such as visas and work orders;
- providing police protection, mail delivery, or scheduling inspections associated with contract performance or the shipment of goods or loading and unloading cargo;
- providing phone, power or water services; or
- other action of a similar nature.

Prohibition

It is NMC'S policy not to make or permit facilitation payments *of any kind*.

Reasons for prohibition

NMC Employees and Third Parties are prohibited from making these types of payments, no matter how large or small, because they can constitute bribes under the laws of many countries. Even where such payments appear "harmless", or are perceived to be part of local practice or "custom", they should not be made because they can be illegal.

Where facilitation payments are demanded (or a payment is suspected to be a facilitation payment), NMC Employees and Third Parties should (in addition to refusing to make the payment) make an appropriate enquiry, for example, asking for confirmation of the demand from the superior(s) of the requesting party.

Finally, it should be noted that legally required (this must be written law, not customary practice) administrative fees or fast-track fees are permissible, as these are not facilitation payments.

3.5 CHARITABLE CONTRIBUTIONS AND POLITICAL DONATIONS

Get written approval from Management and your Compliance Officer before making Charitable Contributions on NMC's behalf.

Employees of NMC may make appropriate Charitable Contributions on NMC's behalf in the form of goods or services, technical assistance, training or financial support. However, care must be taken to ensure that the recipient is a bona fide charity and that there is no reason to believe that the charity itself may be operated directly or indirectly for the private benefit of a Public Official or a Closely Related Individual of a Public Official. Therefore, Employees must first obtain written approval from Management and the Compliance Officer before making any Charitable Contributions on NMC's behalf.

NMC businesses are not permitted to make Gifts or Political Donations or to offer Entertainment to political parties or candidates for political office.

Please refer to Recording Gifts and Entertainment below in relation to recording Charitable Contributions.

3.6 REPORT VIOLATIONS

Report any actual or suspected violations of this Policy through normal reporting channels or using NMC's Whistleblower Procedure.

If an Employee or Third Party becomes aware of any violation or potential violation of this Policy, the Employee or Third Party must immediately report it to Management or the Compliance Officer. If the Employee or Third Party does not feel comfortable with reporting it to Management the report can be filed anonymously under NMC's Whistleblower Procedure.

3.7 RULES FOR ENGAGING THIRD PARTIES

Management must ensure an appropriate level of due diligence is carried out prior to the appointment of any Third Parties.

What is a Third Party?

A "Third Party" is any individual or entity that provides services, or engages in business activities, on behalf of NMC. Third Parties include a wide range of different individuals and entities and could include anyone who is working on behalf of NMC in any way in the conduct of its business.

Third Parties include, but are not limited to:

- commercial agents;
- sales representatives;
- external consultants;
- investigation agencies or agents;
- advisors (including tax and financial advisors, accountants and lawyers);
- trading houses;
- joint venture partners;
- visa processors;
- freight forwarders;
- suppliers of services;
- customs brokers;
- contractors or subcontractors; and
- any other service providers who act on behalf of NMC in any way in connection with its business.

The assistance and local knowledge of such Third Parties can be essential. However, to minimise the risk of fraud or corruption on their part, Third Parties should be made aware of and adhere to these Policies and Procedures, as described below.

These Policies and Procedures are intended to ensure that NMC does not do business with any Third Party that engages in corrupt practices, and to ensure that NMC takes all appropriate steps to be satisfied that Third Parties involved in NMC's business comply at all times with all applicable Anti-Corruption laws and regulations across the world.

Conditions for retention or authorisation of Third Parties

No Third Party may be retained or authorised to do any act on behalf of any member of NMC except in the manner and following the requirements for evaluating, selecting and retaining such Third Parties as set out below.

Payments to Third Parties must be commercially reasonable and commensurate with the tasks they undertake. They may be paid by cheque or electronic transfer only, and never in cash.

All payments will be made pursuant to invoices, receipts or other documentation documenting services rendered in detail.

Third Parties may be hired or authorised to act on behalf of NMC only after the completion and recording of an appropriate level of due diligence and ensuring the results are acceptable. Written sign off should be provided by the Chief Financial Officer.

The level of due diligence conducted should be **proportionate with the perceived likelihood that the Third Party will be in a position to be involved in any corrupt practices**, particularly if there is any requirement for them to interact with Government or Public Officials. Such due diligence could include: ownership, background checks, reviews of letters of recommendation, reviews of credentials, reviews of financial statements, contact with local Chambers of Commerce, independent confirmation of the potential Third Party's history of government employment and evaluation of the potential Third Party's other connections to Government or Public Officials, including family relations.

Alternatively, if the risk is perceived as being higher, it would be appropriate to request such additional background information financial statements or accounts and written references from the Third Party. It may even be appropriate to engage an external due diligence provider (eg TRACE) who may have more expertise in a particular business sector.

The results of all due diligence should be recorded.

Red flags

Any concerns or questions should be investigated fully and resolved before the due diligence process is deemed to be complete. When evaluating the due diligence information for a proposed Third Party, NMC Employees should take into account the following corruption risk factors or "red flags." This list is not intended to be exhaustive. Where any red flags are identified the matter should be referred to a Compliance Officer.

- unusual payment patterns or financial arrangements;
- any lack of visibility as to the actual services the Third Party offers;
- requests for unusually high commission;
- lack of transparency in the Third Party's expenses and accounting records;

- apparent lack of qualifications or resources on the part of the proposed Third Party to perform the services offered;
- the Third Party proposes to give Gifts or provide entertainment/business meals to Government or Public Officials or clients;
- the Third Party has a reputation for corruption, operates in an environment where corruption is recognised as being common, or you are aware of rumours that the Third Party is involved with corruption;
- the Third Party has a close connection with or is managed/owned (at least in part) by a public official, customer or end user. This includes connections with family members of Government or Public Officials, customers and end users;
- the Third Party claims he can help because he "knows all the right people";
- the Third Party is an unknown company with no track record of doing business;
- the Third Party has an unclear ownership structure;
- the Third Party appears to have no office or workplace;
- the Third Party makes any of the following demands:
 - payments of "commission" to others;
 - payments of "commission" in cash or other untraceable funds; and
 - payments of "commission" into foreign bank accounts or to unidentifiable companies;
- the Third Party tries to make late changes to fee/commission arrangements (either generally or for individual projects);
- the Third Party is unwilling or unable to provide due diligence information that is requested; or
- the Third Party appears to rely heavily on government/customer contacts rather than on its expertise to win business.

Following engagement of a Third Party, NMC Employees dealing with a Third Party should continue to monitor the activities of the Third Party to assess whether the Third Party is violating or acting inconsistently with the Policies and Procedures and Anti-Corruption Laws. In that context, monitoring for the occurrence of any of the above red flags will be particularly important. If any concerns arise, NMC Employees should contact Management or a Compliance Officer.

Contractual terms

In addition to the commercial terms of any arrangement with a Third Party, the contract with the Third Party (entered into at the commencement of the relationship, or upon extension of the engagement of the Third Party) should also contain appropriate representations or warranties from the Third Party concerning past and future compliance with Anti-Corruption Laws. To the extent that the existing contractual terms (if any) in place do not already substantively cover the following,

the Third Party should represent and warrant in the contract (on terms substantially similar to the following) that the Third Party:

- understands all applicable anti-corruption laws, including but not limited to the US Foreign Corrupt Practices Act and the UK Bribery Act, and will not in the future engage in conduct on behalf of, or in relation to, NMC that would violate anti-corruption laws and/or would have an adverse impact on the commercial interests or reputation of NMC ;
- is not a Government or Public Official, or affiliated with any Government or Public Official, and will immediately advise of any change of these conditions during the course of the contract;
- has read, understood and agrees to comply with these Policies and Procedures in so far as they relate to Third Parties;
- will allow NMC reasonable access to the Third Party's books and records (which the Third Party should maintain in accurate form); and
- will not subcontract or assign its obligations or responsibilities under the contract or agreement without prior written approval from NMC, and will ensure that any permitted subcontractors observe the above anti-corruption provisions.

3.8 RECORDING GIFTS AND ENTERTAINMENT

Management must ensure that all Gifts and Entertainment given and received are recorded in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets in the businesses accounting/financial reporting system.

Employees must record all Gifts and Entertainment above \$50 (or local currency equivalent) given and received in NMC business' Gifts and Entertainment register.

NMC's accounting/financial reporting system must, in reasonable detail, accurately and fairly reflect all transactions and dispositions of the company's assets, including all Gifts and Entertainment given as well as Charitable Contributions made. Therefore, all Managers who are involved in the upkeep of the business' accounting system must ensure this accuracy at all times, and must direct relevant Employees accordingly.

In addition, every NMC business must create a Gifts and Entertainment register and ensure that Employees record all Gifts and Entertainment above £50 (or local currency equivalent) given and received. Note that all Gifts and Entertainment given or received from Public Officials must be recorded in the Gifts and Entertainment register regardless of the amount.

"Off the books" transactions, "slush funds" and falsifying records are strictly prohibited.

All NMC Employees shall respond fully and truthfully to any questions they are posed by either internal or external auditors.

3.9 SANCTIONS FOR NON COMPLIANCE

Management must ensure that violations of this Policy are addressed.

Violations of any element of this Policy could result in civil and criminal penalties against NMC and could also subject Employees to prosecution, criminal fines and imprisonment. In addition to any

criminal and civil sanctions, Employees' failure to comply with any element of this Policy may be grounds for disciplinary action, including termination of employment.

3.10 EXCEPTIONS, DEVIATIONS AND WAIVERS

Management must ensure that exceptions to, and, deviations and waivers from, this Policy are in accordance with NMC's established procedures and recorded and reasons given.

Only the Senior Compliance Officer of NMC can grant exceptions from this Policy in respect of Public Officials, including State-owned Enterprises, Third Parties, Political Donations and Charitable Contributions. Any such exceptions must be made in writing.

For all other provisions, Management may authorise an exception from this Policy under specific circumstances. Before doing so, Management must first obtain written support from their Compliance Officer.

If Management wishes to deviate from this Policy by using a different method to meet the obligations or wishes to obtain a waiver to exclude any of the other Policy's obligations relating to this Policy, Management must follow the relevant NMC guidelines.

4. MONITORING AND REPORTING

NMC is committed to sound business conduct and therefore manages its business in an ethical and transparent way. Its aim is to instil a culture where integrity is stimulated and enhanced, and fraud and corruption is deterred by the promotion of strong internal business and financial controls.

Incidents of fraud or suspected fraud should be reported in accordance with the Whistleblowing Policy.

Periodically, Management and Compliance Officers will be requested to report on the status of implementation, tracking and monitoring activities and to immediately report issues in relation to this Policy.

4.1 DEFINITIONS

ANYTHING OF VALUE

Anything – tangible or intangible, financial or not – that provides a benefit or advantage to the recipient, including, but not limited to, Cash or Cash Equivalents, the purchase of property or services at inflated or discounted prices, Gifts, Entertainment, cars, jewellery, home improvements, travel and accommodation, securities, etc.

BOOKS AND RECORDS

Books and Records include all data, digital or on paper, that is used for or part of the bookkeeping and financial accounting of an NMC entity. Some specific examples of Books and Records include, but are not limited to, ledgers, sub-ledgers, deposit books, cheque books, cancelled cheques, bank statements, wire transfer instructions, bills, receipts, purchase orders, invoices, staff expense declarations, corporate credit card data, control sheets, and certain records created by customers, suppliers and other Third Parties and that are maintained by NMC business.

BRIBE/BRIBERY

A Bribe is where a person, either directly or indirectly promises, pays, solicits, requests, agrees to receive or accepts Anything of Value to:

- another person with the intention to induce that person to perform a function or activity improperly, or to reward a person for the improper performance of a function or activity;
- another person, knowing or believing that accepting or requesting Anything of Value would be an improper performance of a function or activity;
- another person, knowing or believing that that person will conceal the request, promise, offer or Gift from his employer whilst he is required to disclose this information; or
- a Public Official to obtain or retain business or an advantage in business.

This includes an inducement to do or refrain from doing an act in the conduct of business which is in breach of that person's duties to his employer or principal, is dishonest, illegal or a breach of trust.

CASH AND CASH EQUIVALENTS

Payments in currency or anything that is directly convertible to currency, including cheques, gift cards and vouchers, gold coins, equities or other securities.

CHARITABLE CONTRIBUTIONS

Payments made without demand or expectation of business return, to registered charitable organisations, solely for the benefit of society, for charitable, education, social welfare and similar causes.

CLOSELY RELATED INDIVIDUALS

Spouses, partners, children and other immediate family members of the relevant person.

COMPLIANCE OFFICER

Any manager or other Employee nominated by NMC for anti-bribery and anti-corruption compliance in a particular region, business, or group.

EMPLOYEE

Anyone who is permanently or ad interim/temporarily employed by NMC or on secondment/as a trainee at NMC, which includes, among others:

- all Board members, Management and other staff of NMC;
- anyone who works at a majority owned NMC businesses; and
- anyone who works at businesses under NMC's control.

ENTERTAINMENT

Any benefit, where the donor is also present, provided to an NMC Employee or Closely Related Individual by an external person or provided by an NMC Employee to an external person or Closely Related Individual in the form of:

- meals, drinks, visits to theatres, other venues, etc; and/or
- tickets to events (eg, invitations to concerts, exhibitions, sporting events).

FACILITATION PAYMENTS

Facilitation payments are also known as expediting payments. Facilitation payments are small payments to expedite or secure the performance of routine governmental action. These payments generally concern non-discretionary actions by a Public Official such as processing government paperwork, providing routine government services. Routine governmental action does not include a decision by a Public Official to award business to, or to continue business with, a company.

Examples of facilitation payments would include payments intended to expedite the process to:

- Obtain routine permits or licenses necessary to conduct business;
- Process governmental paper (eg, visas, work orders);
- Provide police protection, mail pickup, and delivery;
- Schedule inspections associated with contract performance or related to cross-border transit of goods;
- Provide phone service, power, and water supply.

GIFTS

Any benefit (financial or not) other than Entertainment provided to an NMC Employee or Closely Related Individual by an external person or provided by an NMC Employee to an external person or Closely Related Individual. Benefits also include all kinds of services and the procurement of goods at a price below market value.

Gifts do not include any item that is:

- one of a number of identical items that are widely distributed (eg, pens, desk sets, promotional materials, items marked with a corporate logo, etc); or
- covered by the definition of 'Entertainment'.

MANAGEMENT

The people, so appointed, who are individually or jointly responsible for the decision-making, general operation and administration of an NMC entity (eg, Group or Corporate level, region, business unit, branch).

POLICY

The NMC Anti-Bribery, Anti-Corruption, Gifts and Entertainment Policy, approved by the board of NMC on 19 March 2012.

POLITICAL DONATION

A contribution, financial or in kind, to support a political cause. Financial contributions can include both donations and loans whereas in-kind contributions tend to be payments in goods or services. In

kind contributions can include Gifts or loans of property, provision of services, advertising or promotional activities endorsing a political party, purchase of tickets to fundraising events, contributions to research organisations or think-tanks with close associations to a political party, or the release of Employees without pay to undertake political campaigning or to stand for office.

A political cause may include political parties, election committees, party affiliated organisations, party aligned research bodies, pressure or lobby groups, causes that are politically aligned, party officers and candidates.

PUBLIC OFFICIAL

- Any officer or employee of a foreign, national, local or municipal government whether elected or appointed (this includes officials holding a legislative, administrative or judicial position of any kind);
- Any person acting in an official capacity or exercising a public function for or on behalf of any government or its instrumentality such as a professional working for a public health agency;
- Any officer or employee of a public international organisation such as the UN or the World Bank;
- Political parties, their officials, and candidates for public office; or
- Employees of State-owned enterprises or state controlled commercial enterprises.

STATE-OWNED ENTERPRISES

Any organ or instrumentality of the government (if the government exercises substantial control over a company, the company must be considered an "instrumentality", even if some portion of the company's shares are owned by other entities or are publicly owned). Some examples of State-owned enterprises include sovereign wealth funds, state-owned pension funds, schools or hospitals.

THIRD PARTY/THIRD PARTIES

Entities or persons who perform services for or act on behalf of NMC, regardless of the capacity in which the Third Party performs services. Some examples of entities and persons acting on NMC's behalf include, but are not limited to, subsidiaries, distributors, intermediaries, agents, brokers, advisors, suppliers, consultants/(sub) contractors, vendors, outsourcing partners and joint venture partners. For more information see section 3.7 of this Policy.

TRAVEL AND ACCOMMODATION

Accommodation is lodging of any kind including hotels, bed and breakfast establishments, homes, etc.

Travel includes flights, train journeys, car rental, travel by boats or ships, etc Travel does not include transport of a short distance such as arranging a bus or a taxi to take external clients or Employees from one point to another.