

## CORPORATE POLICY RB-GRP-COMPL-POL-0001

### Speak Up Policy Concerning Potential Breaches of Code of Conduct

#### I. Purpose

As set out in the Group's Code of Business Conduct, RB is committed to high standards of corporate behaviour towards employees, customers, suppliers, consumers, governments and communities in which we operate. As part of our commitment, this policy provides a mechanism to enable employees and "Others" acting on behalf of RB (contractors, agents, representatives, etc.) to "Speak Up" and voice Code of Conduct concerns in a responsible and effective manner. RB will treat all such disclosures in an appropriate and sensitive manner.

It should be emphasised that this policy is intended to assist individuals who believe that they have discovered malpractice or impropriety within, or involving, RB and its Group companies. It is not designed to question financial or business decisions or to address routine employee grievances, which should be dealt with in accordance with the Group guideline on "Avoidance of Grievance", a copy of which is available from local HR departments. However, in the event that an employee grievance is received to the Speak Up Service it will be properly routed to the appropriate HR department.

#### II. Scope of Policy

The policy is designed to enable all RB employees and Others to "Speak Up" and raise concerns internally and at a senior level and to disclose information which the individual believes shows malpractice or impropriety within the Group. These concerns could include:

- Financial malpractice or impropriety or fraud
- Failure to comply with legal obligations
- Dangers to health and safety or the environment
- Criminal activity
- Improper conduct or unethical behaviour
- Significant breaches of the Code of Conduct and associated policies or procedures
- Failure to comply with an applicable industry code to which RB has subscribed
- Attempts to conceal any of the above once they have occurred

However, this is not intended to be an exhaustive list.

#### III. Policy Statement

RB takes instances of malpractice or impropriety seriously. Every employee and Others have a duty and obligation when he or she becomes aware of any actual or suspected malpractice or impropriety, to promptly report the concern or incident in the manner described in this Policy. Doing so will allow RB to address the issue and resolve it, ideally before it becomes an actual



violation of law or a risk to health, security, safety, or the reputation of RB or the Group. Every employee and Others have an obligation to participate and cooperate in good faith in any internal review, finding of facts and assessment of a reported instance of malpractice or impropriety.

Disciplinary action, up to and including termination of employment, may be taken against any individual who fails to report an actual or suspected instance of malpractice or impropriety, withholds relevant information about a violation, or fails to cooperate in good faith in any review or assessment of a reported violation.

### **A. Confidentiality**

This policy is designed to give employees and Others confidence that genuine concerns they have will be treated seriously, that they will suffer no intimidation or retaliation as a result of raising genuine concerns and to provide an indication of the seriousness with which the Company manages such issues. The Company recognises that employees and Others in these circumstances may not always feel comfortable raising the issue either with their direct line manager or anyone else within the Company. Therefore, in order to support employees and Others needing to exercise their obligation to voice concerns, the Company has set up an arrangement with a confidential third party Speak Up Service where issues can be disclosed and concerns aired.

The Company encourages individuals to put their name to any disclosures they make. Regardless, concerns expressed anonymously will be considered and assessed where the individual Speaking Up provides sufficient information to permit review of the alleged malpractice or impropriety. However, the third party Speak Up Service provider will not disclose the identity of the caller unless the caller has consented for this to be done. The only exception to this confidential approach relates to instances where the Company or the Speak Up Service provider is under a legal obligation to disclose information to public authorities, for instance in the case of certain very serious types of criminal conduct.

If the individual does decide to disclose his or her identity to senior Group or Business Unit management, either directly or via the Speak Up Service provider, and makes an allegation in good faith which is not confirmed by subsequent events no action will be taken against this individual and their identity will remain confidential. In making a disclosure, however, the individual should exercise due care to ensure the accuracy of the information disclosed.

### **B. Employee Rights**

The company will take the necessary steps to ensure that an employee has the right to report in a responsible manner any malpractice or impropriety without being penalised by his/her peers or superiors. The Company will also ensure that an individual will not suffer any reprisals or victimisation as a result of voicing concerns on such matters in good faith or for assisting or participating in the review and assessment of any reported concern.

### **C. Untrue Allegations**

If an individual knowingly makes malicious or untrue allegations and particularly if he or she persists in repeatedly making them on an ongoing basis, this will be treated as a breach of our Code of Conduct.

#### **D. Procedures for Making a Disclosure**

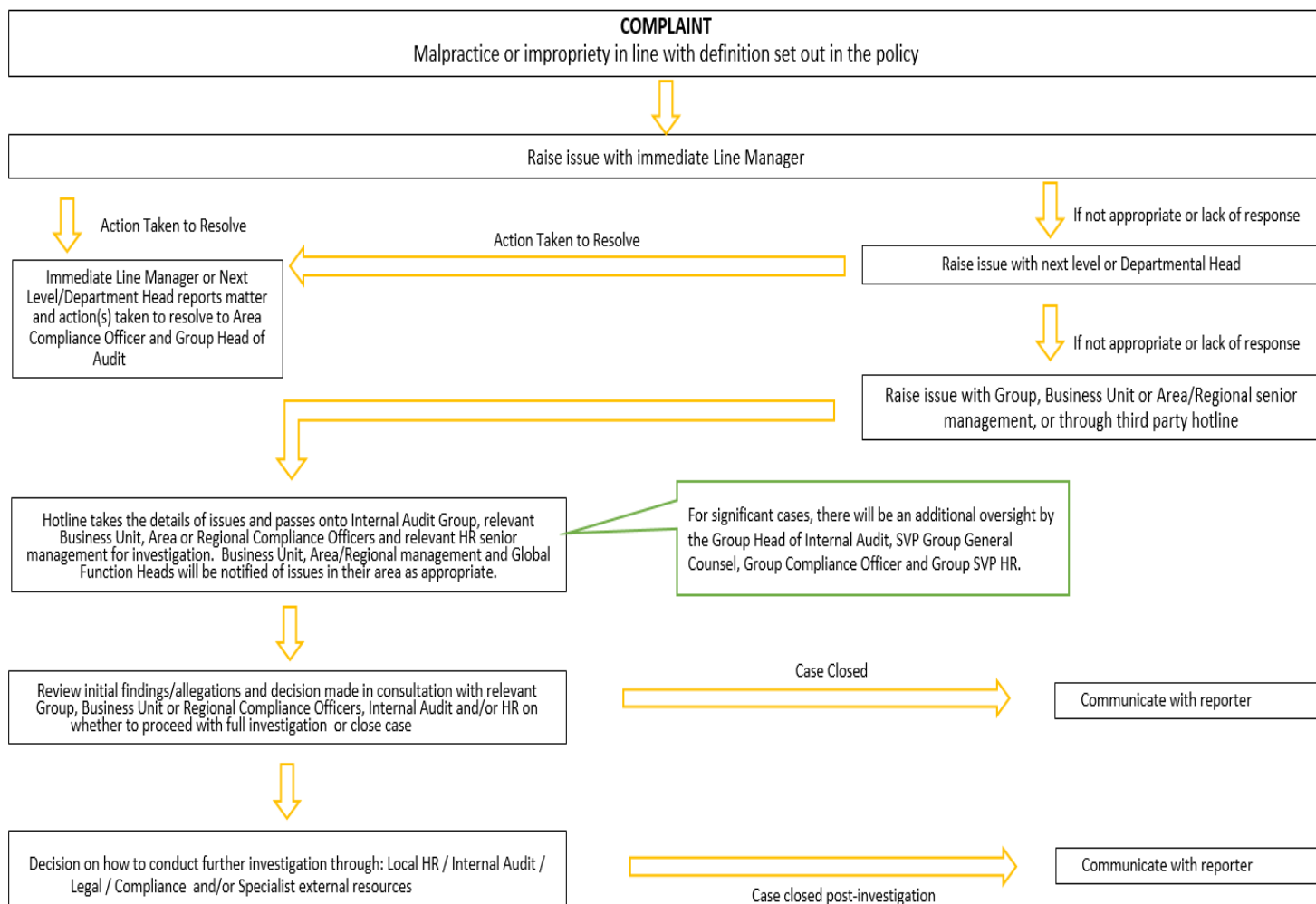
1. The Company would always encourage employees to raise concerns internally in the first instance with their direct line manager or, in the event that this is inappropriate, a member of the Legal, Compliance or HR teams, or another senior person in the business. However, it is not a prerequisite that this occur before an employee may use one of the other avenues described below for reporting a concern.
2. If having disclosed the concern internally, the individual raising the concern is not satisfied by the response (or lack of response), or it is believed to be inappropriate to refer the matter to any one of the people referred to above, contact should be made either with Group, Business Unit Area or Regional senior management directly or through the confidential third party Speak Up Service.
3. When reporting any concern, whether to your direct line manager or through the other mechanisms listed above, it is important that you provide as much detail as is available about the suspected malpractice or impropriety, including:
  - WHO: The target of the allegation; others who know about the alleged conduct
  - WHAT: The law, policy, requirement, etc. alleged to have been broken
  - WHY: What might be gained/benefit from the alleged action
  - WHERE: Group, Business Unit, Area, Region, country, department, team involved in the alleged activities
  - WHEN: Timeframe of the alleged incident
4. The confidential Speak Up Service provider will initially contact the nominated Internal Audit, group and relevant Business Unit, Area or Regional Compliance and HR senior management contacts to notify them of the allegation; a copy of all reports will also be sent to the Group Head of Internal Audit, SVP Group General Counsel, the Group Compliance Officer and Group SVP HR. Area management and global functional heads will in turn be notified of any incidents relating to their functions or areas if appropriate.
5. A decision will then be made in consultation with the relevant Group, Business Unit and Area or Regional Compliance Officers, Internal Audit and/or HR as to whether to proceed with a full investigation and how to conduct the investigation. This could be conducted either simply by local HR, by Internal Audit with appropriate support from RB Legal/Compliance or through the use of specialist external resources, always under the respective Business Unit, Area or Regional Compliance Officer oversight.
6. All employees, including but not limited to line supervisors and Local, Regional, Area, Business Unit or, Group management must formally report all informal (i.e., not occurring through the Speak Up Service provider) instances of Speaking Up to the relevant Business Unit or Area/Regional Compliance Officer and the Group Head of Audit upon receipt from an individual reporter.
7. Group Management have the right to refer the complaint back to Business Unit or Area/Regional management if they feel that Business Unit or Area/Regional management, without any conflict of interest, can more appropriately investigate the complaint.
8. If an allegation or concern is found to be well-founded, Group, Business Unit, Area and/or Regional senior management will take appropriate action to both correct the issue and (so far as practicable) prevent it happening again. Such action may include disciplinary or other appropriate procedures.

## **E. Timescales**

Due to the varied nature of issues which may be raised it is not possible to lay down precise timescales for either internal or external investigations. Investigation will be undertaken as quickly as possible in line with the nature and severity of the allegation / concern without affecting the quality and depth of the investigation. Initial stage investigations will seek to conclude their enquiries and provide feedback to the Group Head of Internal Audit and the Group and relevant, Business Unit, Area or Regional Compliance Officers within 4 weeks.

## **F. Investigating procedures**

1. Provided there is sufficient information provided to support the allegation/concern, a prompt investigation will be conducted with the objective of establishing whether impropriety or malpractice has occurred. The format of the investigation will vary depending on the circumstances. The investigation may need to be carried out under strict terms of confidentiality i.e. not informing the subject of the complaint until (or if) it becomes necessary to do so, for example as in the case of suspected fraud. Employees and Others making the complaint may be contacted for further information, but only if the reporting individual has given express permission for their name and contact details to be disclosed.
2. The investigation team will inform the complainant of the results of the investigation and its outcome if this has been requested, provided adequate communication channels exist either directly or indirectly via the confidential Speak Up Service.
3. The relevant Area or Regional Compliance Officer is responsible for ensuring that all investigation outcomes and recommendations are actioned.
4. For significant cases (denoted as 'Red' flag cases), there will be additional oversight by the Group Head of Internal Audit, SVP Group General Counsel, Group Compliance Officer and Group SVP HR to ensure clear ownership of and accountability (Business Unit, Area, Region or Global Function) for the particular concern raised, appropriate investigation team resourcing (independence, level & capability), rapid action with defined timing for completion and specific deliverables for action (including disciplinary recommendations).
5. The Board of RB appreciates the concern shown by individuals in reporting suspected wrong-doing and makes a clear commitment that no employee making a genuine allegation will suffer as a consequence of bringing to their attention or that of senior management a breach or suspected breach of any matters covered by this policy.



## G. Communication with the Individual

When a new case is received, on a case by case basis, the Area or Regional Compliance Officer and Area Head of Internal Audit may determine that it is appropriate to contact the individual, and this will be done either through the 'Follow-Up' option in the case management system or through email/phone if the individual has provided their contact details.

Upon closure of a case, the Area or Regional Compliance Officer and/or Area Head of Internal Audit will routinely provide a brief and appropriate high level summary of the conclusions and actions taken to the individual for their information. This will be done either through the 'Follow-Up' option in EthicsPoint or through email/phone if the individual has provided their contact detail

#### H. **Speak Up Service Access (online and Freephone/toll-free telephone reporting)**

Employee and Others have three options for making a report when electing to use the confidential Speak Up platform:

- **On-Line submission** – the user accesses the Speak Up Platform to create their report directly; [www.rbspeakup.com](http://www.rbspeakup.com)
- **Via Telephone** –The Speak Up hotline can be contacted to report a concern, given that sometimes these numbers do change it is recommended that reference be made to the website for the most up-to-date numbers; [www.rbspeakup.com](http://www.rbspeakup.com)
- **Other Means** – A report can be made through a manager; the manager will contact the Business Integrity Team to create a report by proxy.
- **By Proxy** - All individuals provided access to the Convercent Platform can raise a case by Proxy.

## Appendix A

### Document History

Effective Date	Version Number	Content Owner(s)	Description
	1.0	Marco Gregorio	This is version 1 of a combined MJN/RB policy related to reporting and escalating business conduct concerns.
	1.1	Marco Gregorio	This version has removed previous supplier details for the contact information. No content changes