

Cernavoda C34

FCSA Anti-bribery and Corruption Policy

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Policy

1. Scope

This FCSA Anti-bribery and Corruption policy (the '**Policy**') applies to all FCSA project personnel (including joint venture partner companies' employees, permanent staff or independent contractors).

This Policy may be amended from time to time. Implementation and application of this Policy is monitored by the FCSA Governance & Compliance Director. All terms in ***bold and italics*** are defined in the Glossary (section 6 of this Policy).

2. Purpose

The purpose of this Policy is to provide guidance and set expectations to FCSA project personnel that they must comply with all ***anti-corruption laws***, adhere to the highest standards of business ethics and to conduct themselves and FCSA business in a manner that will safeguard FCSA's reputation and retain the respect of its stakeholders and all who associate with FCSA.

Compliance with this Policy is mandatory. It is the personal responsibility of all FCSA project personnel to acquaint themselves with the legal standards and policies applicable to their assigned duties, including all applicable ***anti-corruption laws***, and to conduct themselves accordingly in all respects. No FCSA project personnel will suffer adverse consequences for refusing to pay or receive ***bribes*** even if this may result in FCSA losing business.

3. Policy

FCSA is firmly combatting ***corruption***, rejecting it in any context and in any form and aims to prevent all forms of ***corruption***, active and passive, direct and indirect, public or private, involving FCSA project personnel and each person who carries out activities on behalf of FCSA.

As part of its commitment, FCSA has adopted the FCSA Code of Conduct and Ethics (the "Code") and implemented this Policy according to the fundamental values of integrity, transparency and responsibility. The Code and this Policy apply regardless of the countries in which FCSA operates. FCSA member companies explicitly require FCSA and FCSA project personnel to adhere to the Code and this Policy in order to promote a culture of compliance where ***corruption*** is never allowed or indulged.

4. Procedure

4.1 Bribes & Kickbacks

FCSA project personnel, officers, directors, and any agents, subsidiaries, consultants, brokers, or other individuals, intermediaries, contractors, distributors, suppliers or entities over which FCSA has ***control***, are strictly prohibited from paying a ***bribe***, ***kickback*** or any other improper payment to, or receiving a ***bribe***, ***kickback*** or any other improper payment from, any third party, public or private.

4.2 Third Parties

FCSA and/or its member companies may be liable under the terms of **anti-corruption laws** not only for the actions of FCSA project personnel, but also for the actions of third parties in certain circumstances. FCSA and/or its member companies can be liable if it knew, or should have known, that its agent, joint venture partner, intermediary, contractor, distributor, supplier or other third party which FCSA has **control** over was going to pay a **bribe, kickback** or any other improper payment (which was somehow intended to benefit FCSA) or failed to take appropriate steps to attempt to prevent such payment and thus implicitly authorized the **bribe, kickback** or any other improper payment.

All **counterparties** must acknowledge an understanding of and agree to comply with applicable **anti-corruption laws** and **FCSA's Counterparty Code**. FCSA retains the right to terminate its relationship if the counterparty is not fulfilling these requirements. Any violations or any solicitations by a counterparty that would result in a violation should be reported immediately to the FCSA Project Director, the FCSA Governance & Compliance Director or via the FCSA Compliance and Ethics Portal and Hotline (coming soon).

4.3 Public Officials

In accordance with sections 4.1, 4.4 and 4.7 of this Policy, FCSA project personnel should be extremely cautious when dealing with **public officials** because violations of **anti-corruption laws** have serious penalties. Notwithstanding the foregoing, other **anti-corruption laws**, such as the UK Bribery Act, prohibit **bribes** among the private sector as well, without any involvement of **public officials**.

For any questions regarding whether an individual might be covered by an applicable **anti-corruption law**, contact the FCSA Governance & Compliance Director or the FCSA Compliance and Ethics Portal and Hotline.

4.4 Expenditures in Connection with Public Officials

Under limited circumstances, certain **anti-corruption laws** may allow for bona fide expenditures in connection with **public officials**. For example, some travel and training expenses, when directly related to program evaluation and performance, may be permissible. FCSA project personnel should consult with the FCSA Project Director and FCSA Governance & Compliance Director before accepting responsibility for any payments on behalf of any **public official**. This will allow proper documentation, in addition to evaluating whether such travel or entertainment is allowed.

4.5 Facilitation Payments

While global **anti-corruption laws** may allow **facilitation payments** in certain circumstances, FCSA prohibits all **facilitation payments**. Thus, while **facilitation payments** may be considered a legal **facilitation payment** in one country, in another country it might be considered a **bribe**. Given this disparate treatment, it is FCSA's policy to prohibit making any **facilitation payments** to ensure that such payments do not violate any **anti-corruption laws**. Any **facilitation payment** is strictly prohibited and any instance of a request for one must be promptly reported to the FCSA Governance & Compliance Director.

However, if there is an immediate and credible threat to FCSA project personnel's physical health, safety or security and it is not reasonably possible to advise FCSA about a proposed payment demanded, the payment may be made. In such circumstances, it is very likely that the payment is not the type of business-related payment prohibited by **anti-corruption Laws**. Even so, if such payment is ever made, the presence

of an immediate and credible threat must be promptly documented in writing and reported to the FCSA Governance & Compliance Director and the FCSA Project Director as soon thereafter as possible.

4.6 Gifts, Entertainment and/or Hospitality

While **gifts, entertainment and/or hospitality** play an important role in facilitating and strengthening business relationships, common business courtesies may appear to be an attempt to improperly influence the recipient to make a decision in violation of their official corporate or governmental duties. In general, FCSA project personnel should ensure that any **gifts, entertainment and/or hospitality** that are given or accepted (i) would not have a negative impact on FCSA's reputation if knowledge of any **gifts, entertainment and/or hospitality** became public; (ii) do not affect government decision making or commercial decision making; and (iii) do not impose a sense of obligation on the recipient.

If an individual receives an inappropriate gift from a counterparty, they must return the item with a tactful yet clear explanation that the gift violates FCSA policy. The recipient must also let their supervisor know. If the person who gave the gift requests that the item be donated to a charity of FCSA's choice, the individual should consult their supervisor or direct the matter to the FCSA Governance & Compliance Director for handling.

4.7 Gifts, Entertainment and/or Hospitality to Public Officials

Special scrutiny must be applied anytime **gifts, entertainment and/or hospitality** are provided to **public officials** to ensure that it does not improperly influence or appear to influence a **public official**. Therefore, FCSA project personnel may not offer, accept, promise, give or authorize **gifts, entertainment and/or hospitality** to **public officials** without prior approval from the FCSA Governance & Compliance Director and the FCSA Project Director.

U.S. based **public officials** and agencies have strict rules regarding **gifts, entertainment and/or hospitality**. For example, **gifts, entertainment and/or hospitality** to U.S. **public officials** which are permitted (including, for example, meals) vary by agency. It is FCSA project personnel's responsibility to know and follow the specific rules that apply. Violations of these rules can result in loss of the contract, loss of FCSA's, and the joint venture partners' ability to do other government work, and even criminal prosecution of FCSA and the individuals involved.

4.8 Political and charitable contributions

Contributions to political parties, party officials, candidates, organizations or individuals engaged in politics, whether direct or indirect, are not allowed.

Contributions to charities or sponsorships, whether direct or indirect, must not be used to disguise **bribery** or other transactions that are contrary to applicable law. Such contributions require the prior review of the FCSA Project Director and FCSA Governance & Compliance Director and prior approval of the FCSA Management Committee. Proper recording and accounting of contributions is essential.

4.9 Due Diligence and Monitoring

It is FCSA's policy to do appropriate due diligence and monitoring of agents, joint venture partners, suppliers, contractors and other third parties before and while conducting business with them. Elements of

“appropriate” depend on the appearance of any “red flags,” including but not limited to the location and nature of the services provided by FCSA (high risk countries require special diligence); transactions with foreign governments or their agencies; transactions involving high dollar value projects; and agents, joint venture partners, suppliers or contractors that are known to condone **bribery**.

The FCSA Governance & Compliance Director has established due diligence procedures for agents and joint venture partners and must also review all agreements. FCSA Procurement and Contract functional groups have established due diligence procedures for suppliers and contractors as part of the prequalification of bidders or request for proposal processes. FCSA requires that all results of due diligence reviews be documented and recorded. The FCSA Governance & Compliance Director provides recommendations how and / or if a “red flag” identified during due diligence can be cleared. FCSA Procurement and Contracts personnel must always be involved in any dealings with FCSA suppliers or contractors.

4.10 Accurate books and records

FCSA must make and keep books, records and accounts that accurately and fairly reflect its transactions and disposition of assets in sufficient detail to facilitate a full understanding and audit trail. No false or misleading entries should be made in the books and records of FCSA for any reason. All contracts and other documents must accurately describe the transactions to which they relate. No payment on behalf of FCSA should be approved without adequate supporting documentation or made with the intention or understanding that all or part of any such payment is to be used for any purpose other than that described by the documents supporting the payment.

4.11 FCSA project personnel training

All relevant FCSA project personnel, at an appropriate time, will receive training on this Policy. Completion of such training is mandatory.

4.12 Reporting Obligations

FCSA project personnel who believe that FCSA’s standards articulated in this Policy are not being practiced are required to report the circumstance via the FCSA Compliance and Ethics Portal and Hotline (coming soon). Any reports to the FCSA Compliance and Ethics Portal and Hotline may be made anonymously, although FCSA project personnel are encouraged to identify themselves to facilitate a full investigation.

4.13 Review and audit

This Policy will be reviewed on bi-annual basis by the FCSA Governance & Compliance Director to ensure that it is current and aligned with the applicable **anti-corruption laws**.

FCSA member companies internal audit groups are also available to undertake appropriate special audits related to **anti-corruption laws** and issues with the prior approval of the Management Committee.

4.14 Encouraging Open Communication

No policy can anticipate every situation that may arise. Accordingly, this Policy is not meant to be all-inclusive, but rather is intended to serve as a source of guiding principles and to encourage communication and dialogue concerning standards of conduct addressed in this Policy. FCSA project personnel are encouraged to contact the FCSA Compliance and Ethics Portal and Hotline or the FCSA Governance & Compliance Director with questions about particular circumstances that may implicate the provisions of this Policy.

4.15 Violations

FCSA expressly prohibits FCSA project personnel from being involved in acts of **corruption**. FCSA ensures that any breach of the principles of this Policy and any conduct constituting a suspected act of **corruption** will be assessed, where appropriate through a specific investigation.

Violations of this Policy may result in disciplinary action up to and including removal from the project and/or termination. In addition, breaches of any **anti-corruption laws** may subject FCSA project personnel to civil and criminal penalties.

4.16 No Retaliation

Retaliation for reports of misconduct made in **good faith** is prohibited by law. FCSA will not permit retaliation of any kind against any individual who reports suspected misconduct in **good faith**. Reports that are made in **good faith** do not require proof of misconduct - only that there is a reasonable basis for making the claim. In addition, no FCSA project personnel may be adversely affected because of a refusal to carry out a directive which, in fact, constitutes fraud or is in violation of any law. Finally, FCSA prohibits **retaliation** against FCSA project personnel who are investigating misconduct, cooperating in an investigation, or otherwise trying to resolve reports of misconduct. You may report any retaliation to the FCSA Compliance & Ethics Portal and Hotline. FCSA project personnel who intentionally make false reports are abusing the FCSA's reporting procedures and trust and may be subject to disciplinary action.

5. Exceptions

Exceptions to this Policy are not allowed.

6. Glossary

Anti-corruption laws

refers to statutes such as the Foreign Corrupt Practices Act of the United States (FCPA), the Bribery Act 2010 of the United Kingdom (UK Bribery Act), and the applicable anti-bribery laws of all foreign countries in which FCSA operates.

Bribe

refers to an offer or promise to give, or the giving of, or authorizing to give, anything of value or any other advantage to improperly influence actions of a third party, public or private. Bribes may include money, gifts, travel or other expenses, hospitality, below-market loans, discounts, expenses, reciprocal favors, business or employment opportunities, political or charitable contributions, or any other direct or indirect benefit or consideration to improperly influence actions. Improper influence typically involves the intent to secure a quid pro quo to buy the misuse of someone's position.

Bribery

refers to the offering, giving, receiving, or soliciting of a **bribe**.

Control

refers to the effective power of FCSA to direct, manage, oversee, and/or restrict its relationship with, and affairs of, another entity.

Corruption

refers to the abuse of entrusted power for personal gain. **Bribery** and fraud are considered corrupt practices.

Counterparty/ies

refers to any third party that partners with, supplies goods and/or services to, carries out work for, acts on behalf of, or represents FCSA. That includes business partners, suppliers, manufacturers, distributors, service providers and contractors/subcontractors. That also includes their principals, owners, shareholders, or any other controlling person or entity, any entity under common ownership and anyone working for them or acting on their behalf (including their employees, consultants, representatives and anyone in their supply chain), whenever they are involved in FCSA business or related activities.

Facilitation Payments

refers to unofficial payments (as opposed to legitimate and official fees or taxes) made for the purpose of obtaining, securing, or accelerating the making of a decision or performance of a service or routine action to which the person or company paying is already entitled.

Facilitation payments are typically small payments made in cash, or small gifts, to an individual with little decision-making power, yet capable of controlling a process (holding up, obstructing, or drawing out the process). They tend to be made secretly and are often, but not exclusively, requested in the following situations:

- Obtaining issuance of licenses or permits;
- Clearing customs, immigration, or border security; or
- Processing governmental papers, such as visas and other official documents.

FCSA's Counterparty Code

refers to the most recent version of the code of business conduct and ethics for FCSA's **counterparties** published by FCSA. FCSA requires and expects **counterparties** to maintain the highest standards of integrity and to comply with the laws and regulations that govern their business and the business they do on behalf of FCSA.

Gifts, Entertainment and/or Hospitality

refers to anything of value (tangible or intangible) given to a person without payment. Gifts include, but are not limited to meals, travel, site tours, entertainment, logo items, recreation, lodging, transportation, (music, cultural, sporting or leisure) event tickets, trade fairs, donations, sponsorship, money, vouchers, financial credit, free services, or study grants for children and relatives, no-interest or low-interest loans. Entertainment requires project personnel to be present; if not, the expenditure is a gift when given.

Good Faith

refers to reasonable grounds to believe, in light of the circumstances and the information available at the time of expressing a concern, that the matter(s) reported are true. A report does not have to be proven true to be made in good faith.

Kickback

refers to any money, fee, commission, credit, gift, gratuity or anything of value provided directly or indirectly to or received from a supplier or subcontractor or their employees in order to obtain or reward favorable treatment in connection with a contract.

Public officials:

1. An officer or employee (including any persons nominated or appointed to be an officer or employee) of a government, department, agency, or instrumentality of a government (including a government-controlled enterprise);
2. Any person acting in an official capacity on behalf of a government or any department, agency, or instrumentality of a government;
3. Any officer or employee of a company or business owned or operated in whole or in part by a government, i.e.: a State-Owned Entity (SOE);
4. Any officer or employee of a non-governmental organization (NGO), such as the World Bank or United Nations;
5. Any officer or employee of a political party, or any person acting in an official capacity on behalf of a political party; or
6. Any political candidate for political office.

Retaliation

refers to punishing someone for reporting, in **good faith**, an allegation or concern. Retaliation can include any negative job action such as demotion, unjustified discipline, firing, salary reduction or job or shift reassignment, and can be performed directly or indirectly.

Sponsorship

refers to a form of marketing in which FCSA pays for all or some of the costs associated with a project, program or conference in exchange for recognition.