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# ANTI-BRIBERY AND CORRUPTION POLICY 2021

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## 1. Introduction

Sweco's business model is straightforward, efficient and customer oriented. It should be easy for customers to do business with Sweco. With respect to, and together with our belief in a straightforward business model, Sweco is fully committed to conducting its business with high standards of ethical conduct and integrity. Corruption, (such as bribery), fraudulent actions and competition restricting practises ("**Misconduct**") is unethical, unacceptable and inconsistent with Sweco core value of integrity and is illegal in most countries. When Sweco conducts business, all such activities are non-acceptable.

Sweco's Code of Conduct Policy defines our approach to society. The purpose of this document is to further support the guidance in relation to Business Ethics and Misconduct and to provide direction to assist in the prevention of Misconduct. These policies set out Sweco's responsibilities and the responsibilities of those providing services to Sweco. Furthermore, this document also provides information on how to raise concerns regarding any breach of these policies.

The involvement in Misconduct is prohibited when a Sweco company is, or Sweco employees are, acting on behalf of Sweco and also where they are acting on behalf of a customer or other third party. Sweco also expects its Business Partners (sub-consultants, consortium partners and agents/representatives) to adhere to these policies at all times when conducting business with or on behalf of Sweco, directly or indirectly.

Abuse of these policies is considered to be a serious matter and any breach against the policy is potentially a disciplinary offence which could lead to, for example, a written warning or dismissal. When considering any disciplinary action, Sweco will assess to what extent an individual has followed both the rules and spirit of these policies.

## 2. General principles - Zero-tolerance of corruption and other Misconduct

Sweco takes a zero-tolerance approach to any kind of bribery and corruption or other Misconduct and is dedicated to act in a fair and professional manner with integrity in all our relationships and business practises.

Consequently, Sweco does not accept any kind of fraudulent behaviour, bribes, corruption or unpermitted competition-restricting business dealings.

For further guidance on gifts and entertainment, please see the [Sweco Gifts and Entertainment policy](#).

In addition, Sweco employees must act and report whenever they come across Misconduct in their course of work, even if Sweco is not directly involved or party to the relevant agreement.

## 2.1 What constitutes bribery and corruption?

A bribe, generally defined, is an **undue benefit** offered, requested, promised or provided to influence the conduct or to induce or reward **improper conduct** to gain any commercial, contractual, regulatory or personal **advantage**.

**Bribery and corruption** (such as money laundering) – whether involving Public Officials<sup>1</sup> or commercial entities – can be direct or indirect through third parties like agents, sub-consultants and consortium partners. For example, a payment to a relative of a Public Official that is expected to benefit the Public Official can be held to violate the anti-bribery laws in the same way and to the same extent as a payment that is given directly to the Public Official. The same is true of offers, promises or payments that are provided through intermediaries such as sub-consultants, consortium partners and agents/representatives.

No one at Sweco may, directly or indirectly, request or accept improper payment or other types of improper compensation or a promise thereof, nor may anyone at Sweco, directly or indirectly, offer or provide or promise any payment or other types of compensation that can be regarded as improper to individuals, organisations, companies or persons closely related to them.

Things of value include, but are not limited to, extravagant hospitality with regard to travel costs, vacation and holidays and memberships and gift certificates. Further on, no one at Sweco may provide anything of value for someone who represents Sweco in a certain matter and thereby promote the giving or taking of a bribe or handling under influence.

Within Sweco, facilitation payments are considered bribes even though in some countries, facilitation payments are legal. A common example of a facilitation payment is where a government official is, in an improper and non-transparent manner, given money or goods to perform (or speed up the performance of) an existing duty, e.g. obtaining permits or licenses, processing visas, scheduling inspections, providing utilities, cargo handling, etc.

Most countries around the world have laws prohibiting bribery and other forms of corruption such as money laundering. The applicable legislation in the respective country of operation set the minimum standards required by Sweco, however all employees should be aware that some laws (including the U.S. Foreign Corrupt Practices Act and the U.K.'s Bribery Act) are wide-ranging and apply to activities by persons and entities outside of those countries.

In addition to the anti-bribery laws, the Sweco Code of Conduct and these policies, Sweco and its directors, officers and employees are required to abide by the Code of Ethics of the International Federation of Consulting Engineers (the “FIDIC Ethics Code”). Although

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<sup>1</sup> The term “Public Official” includes elected or appointed officials at all levels of government; employees or officers of a national, regional or local government; employees or officers of a government owned or controlled entity; employees or officers of public international organisations (e.g., the World Bank and other international financial institutions); or political parties, political party officials and candidates for public office. The term “Public Official” shall also include any other person who is carrying out activities on behalf of a government, government-owned entity, public international organisation, political party, or Public Official.

compliance with the FIDIC Ethics Code will not necessarily protect against a bribery prosecution, failure to comply can substantially increase the risk of a prosecution if bribery does occur.

The penalties for breach of laws concerning Misconduct are often severe and may involve civil or criminal penalties (including imprisonment).

## **2.2 What constitutes fraudulent actions?**

**Fraudulent practices include any fraud, collusive and coercive practices.** Such acts are unlawful in many of the countries in which Sweco does business, and also prohibited by Sweco. Though precise definitions vary from country to country, fraud always involves deception and dishonesty. Prohibited are actions or omissions that deliberately or recklessly attempt to deceive someone, act dishonestly or abuse a position to gain any kind of material advantage, or use or involve anyone else to do so. Fraud is an act carried out for profit, or to obtain money, property or services unjustly. It can involve defrauding the company or a third party. The intention is thereby to achieve an improper purpose, including to improperly influence the actions of another party.

## **2.3 What constitutes competition restricting activities?**

Sweco employees must not participate in any **competition restricting activities** with regard to competitors or actual or potential Business Partners which could constitute a breach of competition laws. Examples of such actions are improper agreements or concerted practices to fix prices or other commercial terms, market-sharing, or to participate in bid-rigging. Improper information exchange between competitors could also constitute such Misconduct.

Sweco employees shall comply with applicable competition laws; and even if permitted by applicable competition laws, not enter into agreements or arrangements that distort competition (or are intended to distort competition) if such agreements or arrangements would be unethical or inconsistent with the core value of integrity and generally exercise due care when dealing with competitors.

## **2.4 What is improper?**

Fraudulent actions, corruption, and competition-restricting practices are always improper. Sweco never tolerates cash gifts; loans, provision of guarantees or forgiving of loans and similar on non-market terms; offer of employment with the recipient, delivery of goods or services for private purposes on non-market terms, hidden provisions or financial incentives directly to the employee/contractor (and not to the company/organisation).

What is otherwise considered improper depends on the circumstances in each particular case. Actions that affect behaviour (i.e., actions that typically affect decisions or performance of services) are normally not permitted, but actions that affect attitudes (i.e. actions that typically are building relationship but do not affect decisions or behaviour) are normally allowed.

When deciding on whether, or not, an action is improper, special consideration should be made, but not limited to, the value and nature of the remuneration, the position and selection of the recipients and the forms for offering of the remuneration. Caution should be taken if the

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remuneration is not given openly, has a high value or is given frequently, lacks close connection to recipient's work or tasks, is aimed at certain selected recipients, is not proportionate to the purpose of the remuneration, is initiated by the recipient or deviates from accepted forms of social interaction between the industry and public authorities.

Note that special caution should be taken if the recipient has work duties that involve exercise of a public authority or public procurement activities or if the recipient is invited to events together with private company, e.g. spouse. For further reference, please see [Sweco Gifts and Entertainment Policy](#).

### **2.5 What is allowed?**

These policies are not intended to prohibit practices provided they are proportionate, appropriate and are properly recorded such as normal entertainment, provided that it is in compliance with Sweco Gifts and Entertainment Policy.

Within Sweco, there is clear distinction between facilitation payments and the type of payment of fee which is a legal, permitted and transparent payment, for instance courier services with express delivery. Payments are generally permissible, if they are legal under the applicable legislation, it is the only practical solution given the situation and the payment is clearly documented and properly accounted for.

## **3. Third parties**

Sweco does business with a range of entities and companies in the public and private sector, including sub-consultants, consortium partners and local agents/representatives collectively known as ("**Business Partners**"). Sweco sometimes engages Business Partners to represent its interests or act on its behalf in overseas markets when dealing with Public Officials. On other occasions, Business Partners represent Sweco in dealing with employees of other private sector companies.

Sweco employees should take appropriate steps in relation to mitigate the risk of conducting business with such Business Partners which may be involved in the offering, promise, making, requesting or accepting of bribes even if such conduct is legal or permitted under applicable law or local practice. Engaging a Business Partner constitutes a risk of Misconduct to Sweco caused by misconduct by the Business Partner, when acting on Sweco's behalf or for Sweco's benefit, can expose Sweco to civil and criminal penalties as well as reputational damage. A Business Partner that violates the anti-bribery laws also can present a risk to individual Sweco directors, officers and employees — particularly the directors, officers and employees who are managing Sweco's relationship with the Business Partner.

The general rule is that no Business Partner should be permitted to do anything on Sweco's behalf or for Sweco's benefit that Sweco may not legally do itself.

The Sweco Group has procedures for engagement and retention of Business Partners, which ensure that potential Business Partners can be relied upon to provide products or services to Sweco without violating any of the Anti-Bribery Laws.

When third parties such as Business Partners are used, the integrity must be proactively assessed before entering into agreements or other types of cooperation with such parties. Regardless of the type of remuneration that is paid to the third party, such fees shall to the largest extent possible be based on objective grounds and correspond to a reasonable and fair remuneration for the assignment. Fees or similar may only be provided as cash payments or payments to a bank in another country than the country in which the agent/partner is active/registered in exceptional cases and only for commercial reasons.

### 3.1 Appropriate anti-bribery steps in relation to third parties

The Sweco group is committed to complying with all applicable laws relating to business ethics when performing assignments, also referred to in Sweco group's Code of Conduct, and subsequently in this Policy. All Business Partners (sub-consultants, consortium partners and agent/representatives) are therefore assessed every 12<sup>th</sup> month for every assignment and agreement. Yet it is worth mentioning that Sweco is always ultimately responsible to our Customers for all actions taken by our Business Partners.

Thus, A Business Ethics Assessment is performed as part of the general Business Partner Risk Assessment required as per Sweco's quality assurance routines.

Misconduct is more prevalent in some countries than others and therefore doing business with individuals or organisations in certain countries increases the likelihood of misconduct such as bribery arising. Different assessment routines are therefore applicable for different markets (Home<sup>2</sup> markets and Export<sup>3</sup> markets), dependant on each market's perceived risk-level according to Transparency International's Corruption Perspective Index (CPI) rankings.

An agreement with a Business Partner can only be established once a Business Partner assessment according to Sweco's routines is approved.

Any new arrangement that has been agreed by Sweco and a Business Partner should be confirmed in a written contract. Every such contract must contain appropriate anti-bribery provisions.

When entering into agreements with agents or local representatives in connection with international assignments, the use of globally recognised Agreement forms such as FIDIC Model Representative Agreement for agents, FIDIC Model Services Agreement for sub-consultants and FIDIC Consortium Agreement for joint venture partners is preferred. Agreements with sub-consultants in a home market shall be in accordance with the model sub-

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<sup>2</sup> A country where Sweco has a permanent, continuous and long-term establishment and is performing business and supplying services by local employees to local clients and for which the country's operations is represented in Sweco group's Executive Team.

<sup>3</sup> An assignment with a Customer, or services provided to a Customer's project, located outside Sweco's home-market. See footnote 1. If the assignment is performed by one Sweco home-market country (the delivering country), and delivered to another Sweco home-market country (the receiving country), such an assignment should also be considered as an export assignment. However, exceptions can be granted for the latter by the Head of Export for the delivering country, provided that an appropriate Line Manager for the receiving country can evaluate and ensure, including through appropriate monitoring, the business risk and compliance with business ethics procedures.

consultancy agreement available in the management system (such as sweco@work), or correspond thereto.

All records generated pursuant to this policy and in the management system procedures, including Business Partner Business Ethics Assessments, checklists, forms and certificates, should be maintained for at least five years, unless otherwise required by law or instructed by the General Counsel.

Particular attention should also be paid to situations where a third party represents Sweco in its dealings with a governmental authority. A specific example of such a situation is where an individual or organisation is engaged by Sweco to provide services or to negotiate on Sweco's behalf with authorities.

### **3.2 What type of additional due diligence is recommended in respect of key third party relationships?**

Sweco's assessment of Business Partners follows international recognised standards such as World Bank Guidelines and includes:

- Ascertaining what anti-bribery and corruption policies, programs and compliance regime the third party has in place;
- Making third parties aware of Sweco's Code of Conduct, Anti-Bribery and Corruption Policy;
- Formally agreeing to abide by Sweco's policies as a prerequisite for cooperation; and
- More extensive background checks including screening of ownership of the potential third party, where cooperation is perceived to be high risk.

## **4. Employee responsibility**

The Corporate Compliance Officer of Sweco is primarily accountable for Sweco's Anti-Bribery and Corruption efforts and is responsible for reporting the results of compliance with these policies on a regular basis to the Board of Directors. All managers are responsible for ensuring that they, their employees and their Business Partners are familiar with and comply with these policies. Sweco will not consider a lack of understanding as a valid reason for inappropriate or incorrect behaviour.

Furthermore, all managers are responsible to ensure that those within the scope of the policies have relevant knowledge and understanding appropriate to their activities and the associated risks.

All employees are obligated to familiarise themselves with the contents of the policies and to follow them at all times. This includes an obligation to, as soon as practically possible, report any request for an improper payment or an indication of an improper payment.

All Sweco employees should report knowledge or suspicion of Misconduct which may be in conflict with these policies or the spirit of these policies to his or her manager, manager's manager, Sweco's Group Compliance Officer, HR or Sweco's General Counsel <sup>4</sup>.

## **5. Compliance with these policies**

### **5.1 Which policies should be followed if my Sweco subsidiary has its own Anti-Bribery and Corruption policy?**

If a Sweco subsidiary has policies, guidelines, procedures and/or processes that set standards in excess of these group policies, they should be followed by their Sweco employees. The Sweco group policy should be considered as a minimum standard that always applies.

### **5.2 What do I do if I have questions or have information on suspected or actual breaches or need further guidance?**

As soon as practically possible, please contact your manager, manager's manager, Sweco's Group Compliance Officer, HR or Sweco's General Counsel <sup>5</sup>.

Sweco encourages all its employees to primarily contact its manager or equivalent to raise concerns. As a second option, should the first option not be practically suitable, employees also have the possibility to report suspicion on an anonymous basis using Sweco Ethics Line for raising concerns by contacting phone number or web address valid for your country as set out on the Sweco intranet.

If any case of Misconduct is identified, an investigation will take place in accordance with what is set forth in this Policy.

Sweco may at any time conduct independent reviews of compliance with these policies.

Stockholm, December 15, 2020  
Sweco AB

Åsa Bergman  
President and CEO

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<sup>4</sup> Or other function as stated in Group investigation procedure.

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