



Anti-bribery and Corruption Policy

Purpose

This policy outlines AVEVA's commitment to act ethically and comply with all applicable anti-corruption laws, including the UK Bribery Act 2010, the U.S. Foreign Corrupt Practices Act of 1977, the Sapin II Law, and the anti-corruption laws of the countries in which AVEVA operates.

Policy

Bribery and Corruption

Corruption is the abuse of power or position for private gain and can take the form of bribery.

Bribery is the payment or provision of anything that someone might consider to be of value, if made with the purpose of obtaining business or an advantage in the course of business by inducing another person to perform his or her functions or activities improperly, or to influence a public official in the performance of his public functions.

AVEVA prohibits bribery and corruption in any form.

Employees must not directly or indirectly seek, solicit, offer, promise, give or demand, arrange or receive any bribe, kick back or other advantage (of any kind, financial or otherwise, including payments, discounts, loans, or benefits) to:

- obtain or retain business or other improper advantage for AVEVA;
- influence a business decision or Public Official (or act in a manner which could be perceived in that way);
- induce or reward the improper performance of a function or activity; or
- obtain any personal benefit or benefit for their family, friends, associates, or acquaintances.

Facilitation Payments

In some countries small "grease" payments, known as "facilitation," payments, are sought by or offered to Public Officials to expedite or effect routine services or administrative actions provided or performed by those individuals.

Employees must not make facilitation payments even if they are nominal in amount.

If employees have any doubts and suspect a payment may be a facilitation payment, they should consult the AVEVA Compliance team before making the payment.

Employees may make facilitation payments if a demand for payment is accompanied by an immediate threat of physical harm. Any payment made in these circumstances must be reported immediately to the AVEVA Compliance team.

Employees must not make facilitation payments solely to prevent economic harm or the loss of business for AVEVA.



Gifts and Hospitality

The practice of gift-giving and corporate hospitality is widespread and can be a legitimate means of consolidating a business relationship.

However, gifts or entertainment may, depending on their nature, amount, timing, and context, be inappropriate and can in certain circumstances amount to bribery. While bribery often involves payments of cash, it can also involve travel expenses and expensive gifts.

There is no minimum amount for corrupt gifts or payments, and it does not matter if employees use AVEVA resources or personal funds.

The issue is whether a benefit is given which is intended to, or may look like it would, influence the actions (or inaction) of a third party, in favour of AVEVA.

The AVEVA Corporate Gifts and Hospitality Policy contains further detailed guidance in respect of approval thresholds for gifts and offers of hospitality, payment of travel expenses, making political and charitable donations.

Hiring and Visas

AVEVA has in place a human resources policy which ensures all hiring decisions are made on the merits and be based on the qualifications of the candidate for the position.

Internships and employment are not to be provided to gain an improper business advantage. Hiring of Politically Exposed Persons, Public Officials, a family member of such person or indeed anyone else at the request or suggestion of a Public Official or a current or prospective client must be approved by the AVEVA Compliance team.

AVEVA will not hire any person at the request of a Public Official or a current or prospective client for any improper purpose (such as to gain an improper business advantage) or if the hiring creates the appearance of impropriety.

AVEVA will only sponsor visas of people who are not AVEVA employees for genuine business reasons. Visa sponsorship for Politically Exposed Persons, Public Officials, their family and known associates requires approval from the AVEVA Compliance team.

Engaging Third Parties to act on AVEVA's behalf

AVEVA makes extensive use of Third Parties in re-selling, promoting, and marketing its products worldwide, and in engaging with customers, prospective customers, and government bodies.

Where AVEVA uses Third Parties to assist in facilitating, securing, or retaining business, the risk of bribery or corruption may be higher. This is because AVEVA cannot directly control the actions of Third Parties in the same way it can control its own actions.

AVEVA must not use Third Parties to pay bribes or make any other corrupt payments or offers of payment on its behalf anywhere in the world. In addition, AVEVA may be held liable for improper payments a Third Party makes on behalf of AVEVA, even if AVEVA has no direct knowledge of the payment.



Prior to engaging any Third Party to act for or on behalf of AVEVA anywhere in the world, employees must ensure that appropriate due diligence has been carried out and measures are put in place to prevent the Third Party from committing acts of bribery.

AVEVA Partners

AVEVA distributes its products and services globally both directly to customers and through a network of Partners, including Distributor Partners, Specialist Solutions Provider Partners, and others.

AVEVA Partners are subject to strict contractual conditions requiring them to comply with all applicable laws, including laws relating to bribery and corruption in connection with all business relating to AVEVA products and services. AVEVA Partners are also subject to the *AVEVA Partner Code of Conduct* (which sets out AVEVA's expectations of its partners, including compliance with applicable laws, including laws relating to bribery and corruption. Partners are also required to execute, on an annual basis, an AVEVA Partner Compliance Certification in which they certify that they have complied with all applicable laws relating to bribery and corruption in the prior year, and commit to continuing to do so, in connection with all business relating to AVEVA products and services.

AVEVA operates a detailed procedure for the engagement, performance of due diligence on and onboarding of Partners. That procedure is managed by the AVEVA Compliance team, in collaboration with AVEVA's Sales, Partners, Tax, Compliance and other functions.

No Third Party may be engaged to distribute AVEVA products and services anywhere in the world without going through that procedure. If employees wish to propose the engagement of a Partner to distribute AVEVA products and services, they should contact the AVEVA Compliance team.

Other Third Parties who may act on AVEVA's behalf

In limited circumstances, AVEVA may wish to engage Third Parties to perform services for it or otherwise act on its behalf, such as consultants, contractors, auditors, legal and other advisers.

Before entering or renewing a contract or other business arrangement with such a Third-Party employees must:

- ensure, through Corporate Legal, that the Third party is engaged pursuant to a written contract containing appropriate 'compliance with applicable laws and anti-bribery provisions;
- comply with all existing and applicable authority limits and approval requirements and all applicable requirements of the AVEVA Corporate Gifts & Hospitality Policy;
- ensure that fees payable to any Third Party shall be limited to amounts representing appropriate remuneration for the legitimate services contracted for, and that any expenses incurred by the Third Party on AVEVA's behalf are approved in advance and are reasonable in connection with the legitimate services contracted for; and
- bring the potential engagement to the attention of the AVEVA Compliance team, when required by internal protocol, who will conduct enhanced due diligence.

Suppliers

AVEVA purchases a variety of goods and services from Third Parties.



In cases where the purchases AVEVA makes from a Third Party are to be limited to physical goods, software or other IT products or services which do not involve the Third Party in representing AVEVA in dealings with others, acting on its behalf, or performing services to others for AVEVA (that is to say, where the Third Party is simply acting as a seller of goods or services to AVEVA), the risk of the Third Party committing bribery on AVEVA's behalf is relatively limited. Nonetheless, engagement of any such Third Party must be carried out in connection with the AVEVA Procurement Policy (internal).

In cases where AVEVA's relationship with the supplier may involve some representation of AVEVA or action on AVEVA's behalf, this Policy should be followed in connection with the engagement of the supplier.

Payments

Suspicious requests for payments

Employees must immediately report suspicious requests for payments, including the following activities, to the AVEVA Compliance team:

- a request from a Third Party for payment in advance of or prior to an award of a concession, contract, or other business.
- a request from a Third Party for large contingency or "success" fees.
- a request from a Third Party for reimbursement of extraordinary, poorly documented, or last-minute expenses.
- a request from a Third Party for payment in cash, to a numbered account, or to an account in the name of a person other than the one providing the services to AVEVA.
- a request from a Third Party for payment to an entity or an account in a country other than the one in which the services have been provided to AVEVA.

Prohibited payments

Unless specifically authorised by the AVEVA Compliance team, no payment should be made or delivered to any Third Party:

- in cash (other than documented petty cash disbursements).
- with corporate cheques payable to "cash", "bearer" or third-party designees of the party entitled to the payment.
- to any person or entity other than AVEVA's contractual counterparty.
- to a Politically Exposed Person, a Public Official, or a family member of such person.
- to an individual employee of a client entity, in his or her private capacity

Compliance regarding payments

All payments to be made by AVEVA, including payments under purchase orders or invoices, must and may only be made in compliance with all applicable local AVEVA payment policies, AVEVA policies and procedures generally and applicable laws.



Accurate Books and Records

All Employees and Contractors must do their part to ensure that AVEVA's books and records accurately and fairly reflect, in reasonable detail, all AVEVA's transactions with Third Parties.

No false or misleading entries should be made in AVEVA's books or records for ANY reason. No accounts may be kept 'off-book.' All contracts and other documents must accurately describe the transactions to which they relate.

No payment should be approved without adequate supporting documentation, and no payment should be 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.

When seeking approval or financing for payments to Third parties, or project which may result in payments to Third Parties, AVEVA personnel must follow all appropriate AVEVA processes and policies and must not make such payments using AVEVA funds intended for other purposes.

Reporting Suspicious Activity

Employees must report the actual or suspected offer or receipt of an improper payment, any suspicious activity or concerns or any potential violations of this policy.

Employees can make a formal report orally or in writing

- You should make a report to the AVEVA Compliance team or your line manager.

Employees can make a report anonymously

- If you wish to make a confidential report, you can follow AVEVA's whistleblowing procedure as set out in The AVEVA "Speak Up" Policy.

Employees will not suffer any detriment by making a report

- There will be no detriment to you if you report in good faith an actual or suspected breach of this policy.
- AVEVA will make all proper efforts to protect the confidentiality of individuals who raise concerns and keep them informed of developments as appropriate.
- Any attempt to deter individuals from raising concerns, or any subsequent retaliation against individuals who speak up, will be treated as a serious disciplinary offence.

Employee responsibilities

Employees are required to comply with this policy and failure to do so may result in disciplinary actions. Employees will not suffer any demotion, penalty, or other adverse consequences for compliance with this policy, even if such compliance may result in AVEVA losing business.

Monitoring and Training

Online training will be provided on this Policy on an annual basis and will be mandatory. New Employees are required to complete online training on this subject within one month of starting. Certain Employees will be identified to receive more in-depth training on matters relating to bribery and corruption, which will also be mandatory. Details of individuals who do not complete the mandatory training within the set timescales are sent to the Executive and then shared with managers to ensure completion.