

Graphic Packaging International, LLC

Anti-Bribery & Anti-Corruption Policy

Policy Statement

This policy applies to all officers, directors, and employees of GPI ("GPI Employees") and any person or entity performing service on behalf of GPI, or acting on behalf of GPI or in furtherance of GPI's interests ("GPI Associated Persons").

Graphic Packaging International and its affiliates and subsidiaries (collectively "GPI" or the "Company") adhere to the policy that one of GPI's basic corporate responsibilities is to obey the letter and spirit of all applicable laws prohibiting bribery and corruption in the countries where we do business. The United States *Foreign Corrupt Practices Act 1977* ("FCPA") and the U.K. *Bribery Act 2010* ("UKBA") are widely considered the most far-reaching anti-bribery/anti-corruption laws. Therefore, GPI policy is modeled after these laws. It should be noted that the key principles contained in these two laws are contained in nearly all other anti-bribery/anti-corruption laws that apply to our operations. The laws of some countries may not be as stringent as the rules contained in this policy, but in such event, GPI Employees and GPI Associated Persons will nevertheless be held to the standards of this policy.

Among the many other anti-bribery/anti-corruption laws applicable to GPI operations are the Brazilian Clean Companies Act, the Canadian Corruption of Foreign Public Officials Act, the New Zealand Crimes Act 1961, the New Zealand Secret Commission Act 1910, and laws contained in the criminal codes of Australia, Belgium, China, France, Germany, Japan, Mexico, the Netherlands, and Spain. A summary of the key provisions of these laws is contained in the Exhibits to this policy.

Anti-Bribery Requirements

GPI employees are prohibited from making direct or indirect payments to a government official for the purpose of obtaining or retaining business or securing an improper advantage. Payments include anything of value, including money, transfer of stock, bonds or any other property, payment of expenses, providing services of any type, entertainment, employment/work experience for government officials/their friends/their family members, contributions to a specific charity, assumption of a debt or release from the obligation to pay a debt, gifts, or any other transfer of goods or services. An indirect payment is anything of value paid or given to anyone with the knowledge that the payment, or a portion of the payment, will be passed on to a government official.

The term "government official" is to be taken very broadly and includes any officer, employee, political candidate or any person acting in an official capacity for or on behalf of any agency, instrumentality, department, subdivision, or other body of any national, state, or local government, including governmental committees or commissions and regulatory agencies or government-controlled businesses, corporations, companies, or societies. Even if a company is not wholly-owned by the government, it may be considered an "instrumentality" of a government if the government exercises substantial control over the company. These entities are often referred to as "state-owned entities," or "SOEs." Government officials also include individuals with dual

capacities as a key decision-maker in a private business, on the one hand, and a position in a government agency or foreign political party, or as a candidate for political office, on the other. Note that a person can be a “government official” even if he or she does not have a government title, or is not employed by a government agency.

GPI also prohibits payments made to commercial businesses or their employees that are for the purpose of securing an improper advantage, influencing or inducing a violation of the law, or influencing any act or decision (including a decision not to act) in order to assist GPI or any other company in obtaining or retaining business.

There is no requirement for the bribe to actually be paid in order for there to be a violation; a mere promise to pay will constitute a violation.

Recordkeeping Requirements

GPI employees must keep accurate books, records, and accounts and maintain internal accounting controls to properly account for all assets. These requirements help eliminate, among other things, the possibility of “slush funds” from which illegal payments may be made. These recordkeeping requirements should be understood to incorporate Generally Accepted Accounting Principles (“GAAP”), which require the creation and maintenance of internal accounting controls sufficient to provide reasonable assurances that:

- 1) all transactions are executed in accordance with management’s general or specific authorization;
- 2) transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP;
- 3) access to assets is permitted only in accordance with management’s general or specific authorization;
- 4) the recorded accountability for assets must be compared with the existing assets at reasonable intervals and appropriate action must be taken with respect to any differences.

Under these regulations, even a petty cash fund could be considered an “off-the-books slush fund” if it is not properly accounted for in the company’s books and records.

Operational Guidance

Due Diligence in Forming Customer and Contractual Relationships

Under various anti-bribery/anti-corruption laws, a company can be held liable for corrupt payments made by a third party acting on the company’s behalf, even if the company was not actually aware that the third party was engaging in this activity. Carefully following the Company’s procedures for selecting and appointing corporate consultants, sales agents, independent distributors and other representatives (the “Representatives”) abroad will help minimize the exposure to potential liability from unauthorized actions of GPI’s Representatives. Observing these procedures may also serve as persuasive evidence that you did not “knowingly” violate the law and could be a mitigating factor in the event that an inadvertent violation of a law has occurred. This will also assist in ensuring that GPI has adequate procedures in place in the event of a violation of any of the anti-bribery/anti-corruption laws.

Employees responsible for entering into contracts with Representatives should investigate known sources of information regarding a potential Representative's business performance and ethics record. They should ask the Representative about the business qualifications, and check with independent sources to verify information that is available in the public record, including potentially making contact with the relevant Foreign Commercial Service or desk officer in the U.S. Departments of Commerce and State, as well as with the commercial officer of the relevant U.S. embassy abroad.

Exhibit A to this policy contains the suggested due diligence to be undertaken prior to the retention of Representatives proposed to be engaged on GPI's behalf to conduct business in any foreign country. Working with the Law Department, GPI employees also should ensure that the contract with any Representative contains appropriate anti-bribery/anti-corruption compliance provisions. They should also retain and update the documentation that is collected throughout the contractual relationship and should keep the file of information for at least five years after the relationship has concluded.

What is Permissible?

There are only very limited exceptions that permit payments or other things of value to be provided to foreign officials. The most applicable exception for GPI allows for "*a reasonable and bona fide expenditure, such as travel and lodging expenses, incurred by or on behalf of a foreign official ...directly related to ...the promotion, demonstration, or explanation of products or services ...or the execution or performance of a contract with a foreign government or agency.*" This exception is interpreted very narrowly and on a case-by-case basis, and will cover only reasonable expenses that are closely and directly related to a genuine and specifically identifiable and essential business purpose. For example, it may be permissible to pay certain expenses in connection with travel to visit a GPI business location, such as a mill, for the purpose of observing the nature and extent of operations and capabilities. Legitimate business purposes could include opportunities to demonstrate products or manufacturing methods, or the handling of product-related environmental issues or similar technical subjects. Travel may also be reasonably necessary to attend training that is required to carry out the business dealings between the parties. However, GPI cannot pay any travel-related expenses for a foreign official if the business purpose of the trip could have been addressed in the official's home country.

Because of the complexity of the legal issues relating to the applicability of exceptions to this policy's broad restrictions, no payment can be made under these exceptions without previous, express permission from the Law Department.

Facilitation payments, which are low value payments usually made to Government Officials to deliver approvals or permissions more quickly, are not permitted under this policy. **GPI does not permit GPI Employees or Associated Persons to make such payments, even if a local law would otherwise allow it.**

Pre-Approval of Gifts, Travel, Meals and Entertainment Involving SOEs and Foreign Officials

As noted above, the coverage of anti-bribery/anti-corruption laws is very broad, and legal decisions as to what is permissible are case-by-case and very specific to each set of facts and circumstances. Therefore, the utmost care must be taken in evaluating these issues.

The threshold issue is determining whether a "foreign official" would be the recipient of a payment or other thing of value. A significant "red flag" in this area is whether the recipient works for an SOE. **If a customer is an SOE or a key decision-maker at a customer is determined to be a government official, provision of gifts, travel, meals, entertainment or anything else of value**

to that customer will be strictly governed by this policy, which supersedes any other GPI policy or practice relating to such subject matter. In each such case, all proposed payments, gifts, travel, meals and entertainment, or other “thing of value” involving “government officials” must be approved in advance by the Law Department. Sufficient notice and detail is required to allow a thorough legal review.

Assuming, on a case-by-case basis, that a customer is not an SOE and no foreign officials work for the customer in key decision-making capacities, GPI employees can provide appropriate gifts and entertainment in accordance with existing GPI policies and practices. Such gifts may not be made, however, for the purpose of securing an improper advantage, influencing or inducing a violation of the law, or influencing any act or decision (including a decision not to act) to assist GPI or any other company in obtaining or retaining business.

Education and Training

Anti-bribery/anti-corruption training is administered by the GPI Law Department, Corporate Accounting and Internal Audit. If any additional training is desired or questions arise, contact a member of the Law Department.

Reporting

Reporting of any suspected or alleged improper business conduct, including any potential violations of the FCPA, UKBA or other anti-bribery/anti-corruption law, should be made in accordance with GPI’s Code of Business Conduct and Ethics.

Enforcement and Discipline

Any employee who violates any applicable law, or who violates any related GPI policy or procedure, will be subject to appropriate disciplinary action, up to and including termination. Remember: in some cases, GPI policy or procedure may be more stringent than a local law. GPI employees must still comply with the GPI policy or procedure in such instances. Any employee who is aware of another employee’s violation of such laws, policies, or procedures but does not report same, will also be subject to appropriate disciplinary action. No employees will be penalized for reporting any concern or suspicion they have about corrupt behavior.

Whistleblower Hotline

Any employee having information or knowledge of any actual or contemplated violation of this Policy shall promptly inform his or her supervisor, report the matter to our General Counsel, call our Alertline or visit the Alertline website to report the matter. Employees may call the Alertline at the number for their location or visit the website as shown on the attached Exhibit B to this policy.

EXHIBIT A

SUGGESTED DUE DILIGENCE PROCEDURES FOR ENGAGING FOREIGN SALES AGENTS AND OTHER REPRESENTATIVES

A. IDENTIFY NEED

1. Determine and document the business justification for retaining the Representative.
2. Identify the functions to be performed.
3. Document reasons why these functions cannot be performed by GPI employees in-country.

B. DUE DILIGENCE REGARDING PROPOSED REPRESENTATIVE

1. What are the Representative's qualifications for the services to be performed, including the Representative's background and experience? Get resumes or CV's for the principals who will be involved in the engagement (in particular, is there any prior government service).
2. What experience and resources (personnel and financial) are to be employed by the Representative?
3. What is the organizational form (corporation, partnership, etc.) and structure (org chart) of Representative's corporate entity?
4. Research the ownership of the Representative's entity and obtain details of the beneficial owners – focus on whether any of the individuals are government officials, or have relationships with government officials.
5. Do the principals have affiliations with corporate entities other than the one being used for this engagement? -- If so, we need to understand ownership structure of other affiliated entities.
6. What is the Representative's business history -- years in business, employees, lines of business, approx revenues, etc.
7. Will Representative be retaining services of any third parties in carrying out work for GPI? If so, the same due diligence will need to be performed for each such third party so retained.
8. What local law governs the Representative's activities -- are they aware of and in compliance with local legal requirements for their business?

9. Obtain and check business references – a reference check should include questions about business ethics.
10. Obtain and check bank references.
11. Are there any prior bankruptcies; criminal convictions; pending investigations for bribery, tax evasion, export or antitrust violations?
12. Does the Representative have any anti-bribery and corruption ("ABC") policies of its own that are of an equivalent standard to GPI's? Do they provide ABC training to their staff?
13. If not, are they willing to adhere to GPI's policies and procedures and confirm in writing that they will train their staff to comply with them?
14. Does the Representative also use third parties when performing services for GPI?

EXHIBIT B

ALERTLINE PHONE NUMBERS

Australia	1.800.339276
Belgium	0800-77004
Brazil	0.800.891.1667
Canada	1.866.898.3750 1.855.350.9393
China	10.800.120.1239 10.800.712.1239
Cyprus	800.900.10 – At prompt enter 866.898.3750
France	0.800.90.2500
Germany	0.800.101.6582
Greece	0.080.012.6576
Italy	800.786.907
Ireland	1-800615403
Japan	00531.121520 0066.33.112505
Mexico	001.800.840.7907 or 001.866.737.6850
New Zealand	000-911-866-898-3750
Netherlands	0800-0226174
Spain	900.991.498
United Kingdom	0.800.032.8483
United States	1.866.898.3750

ALERTLINE WEBSITE: www.gpibusinessconductalertline.ethicspoint.com

GENERAL COUNSEL CONTACT INFORMATION

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EXHIBIT C

Summaries of Select Anti-bribery/Anti-corruption Laws in Countries Where We Do Business

Australia: Australian Criminal Code

Commonwealth legislation prohibits bribery of Commonwealth public officials and foreign public officials by asking for, receiving or agreeing to receive a benefit with the intention that the exercise of the official's duties will be influenced. For Commonwealth public officials, this prohibition applies whether or not the conduct (or a result of the conduct) constituting the offence occurs in Australia. Individual State legislation also prohibits bribery of public officers as well as prohibitions on certain private sector bribery, such as secret commissions.

A violation of the law by an individual can result in imprisonment for up to 10 years and/or fine of up to AU\$1.8M. A violation of the law by a corporate entity can result in a fine consisting of the greatest of: (a) AU\$18M OR (b) 3 times the value of the benefit obtained OR (c) 10% of the annual turnover of the body corporate for the 12 month period leading up to the conduct.

Belgium: Belgium Criminal Code

Public official and commercial bribery are prohibited. Both the offering of a bribe and the receiving are punishable.

Public bribery is defined as: offering, promising or giving a benefit, directly or indirectly, to a public official, to his/her own benefit or that of a third party, in order to induce him/her to perform or refrain from performing any act falling within the scope of responsibilities.

Private bribery is defined as: offering, promising or giving an advantage of any kind, directly or indirectly, to a director, proxy-holder, employee or other representative of a legal entity or natural person, for him/herself or for anyone else, intending to induce him/her to act or refrain from certain acts within his/her function without the authorization of the board of directors, the shareholders or principal.

Persons involved in bribery may be prosecuted in Belgium regardless of their citizenship if at least one element of the bribery offence was committed in Belgium. Public bribery committed outside of the Belgian territory, when the defendant is found on Belgian territory, may also be prosecuted in Belgium if the bribery concerns Belgian public officials or foreign officials who are Belgian citizens or who work for an international organization based in Belgium.

Public bribery by an individual is punishable with imprisonment ranging from 6 months to 15 years, and criminal fines from €800 up to €800,000. These penalties can be higher if the public official is a police officer or a member of the public Prosecutor's Office, in which case all penalties are doubled; or if the person exercises a public function in a foreign state or in an organization of public international law, in which case the minimum possible criminal fine is tripled and the maximum is quintupled.

Public bribery by a company is punishable with criminal fines ranging from €24,000 to €2.88 million.

Private bribery by an individual is punishable with imprisonment ranging from 6 months to 3 years, and criminal fines from €800 up to €800,000.

Private bribery by a company is punishable with criminal fines ranging from €24,000 EUR to €1.6 million.

Brazil: Brazilian Clean Companies Act

The Brazilian Criminal Code prohibits the promise, offer or grant of an undue advantage to a public agent, with the intent to motivate him/her to commit, omit or delay an official act (active corruption). Law 12,846/13 (“Anticorruption Law”) prohibits direct and indirect bribery of national and foreign public agents by legal entities. Directors and Officers of companies that pay bribes shall be held liable for the extent of their wrongdoing. Public agents or officers, private companies and individuals can also be held liable if fraud is committed in public biddings, under Law 8,666/93 (“Bidding Law”).

The law applies to all Brazilian companies, to foreign companies with offices, branches or representation in Brazil, to individuals, whether Brazilian or foreign, who violate Brazilian law, and to public agents.

Violation of the law by an individual for bribery of a public agent is punishable by imprisonment of 2 to 12 years, which may be increased according to the circumstances of the case, and a fine determined by the judge. Violation of the law for accepting a bribe is punishable by loss of the value (monetary or other items) obtained through the improper act, reimbursements of damages, loss of public position, suspension of public rights, a fine, and a prohibition on contracting with public authorities and receiving credit or fiscal benefits. Violation of the Bidding Law by an individual is punishable by detention and a fine, which may vary according to the crime. Also, public agents may lose their public position.

Violation of the law by a company is punishable by forfeiture of assets and rights obtained by improper means, and fines ranging from 0.1% to 20% of the company’s gross revenue from the preceding fiscal year, excluding taxes, as well as a duty to compensate for damages caused. The fine cannot be less than the benefit gained by the infracting party and, if not possible to use gross revenue for the calculation (i.e. in case the benefit gained by the infracting party cannot be estimated), the fine may range from BRL 6 thousand up to BRL 60 million (under the Anticorruption Law).

Canada: Corruption of Foreign Public Officials Act

Prohibits bribery of non-Canadian public officials (or any person for the benefit of a foreign public official) for purposes of obtaining or retaining an advantage in the course of business. Also prohibits manipulation or falsification of books and records to conceal bribery. Prohibits only payment of/offer to pay a bribe; requesting/accepting a bribe is not a violation. (However, recipients may be prosecuted under provisions of the Canadian *Criminal Code*).

The law applies to Canadian companies, Canadian citizens and permanent residents, and any person or entity where there is a “real and substantial connection” between Canada and the acts constituting the offence. A “real and substantial connection” will be found where a significant portion of the acts giving rise to the offence take place in Canada.

Violation of the law by an individual is punishable by up to 14 years imprisonment.

Violation of the law by corporate entities is punishable by fines, which are unlimited in amount.

China: Criminal Law of the People's Republic of China (PRC)

Prohibits bribery of public entities (including state organs, state-owned companies /enterprises/institutions and other public organizations), public officials who perform public duties in public entities for the purpose of illegitimate benefits (both statutorily prohibited benefits and lawful benefits obtained by statutorily prohibited means). Prohibits soliciting or accepting a bribe as well.

Commercial bribery in business activities for the purpose of selling or purchasing commodities is also prohibited.

The law applies to PRC companies, foreign companies that operate in PRC, PRC nationals and residents, any person acting while in PRC, any person acting overseas with a close connection to PRC, and any person or entity where there is a real and substantial connection between PRC and the acts constituting the offence.

Violation of the law by an individual is punishable as follows:

for bribing a public official – imprisonment, up to a life sentence, and unlimited fines

for commercial bribery – imprisonment up to 10 years and unlimited fines

for receiving a bribe as a government official – up to death penalty, permanent deprivation of political rights, and confiscation of property

for receiving a bribe as a non-public official – imprisonment up to 5 years, and confiscation of property

Violation of the law by a company is punishable as follows:

for bribing a public official - unlimited fines for the corporate entity, and up to 5 years imprisonment and unlimited fines for persons who are directly responsible for the offence.

For receiving commercial bribes – unlimited fines for the corporate entity if public, and up to 5 years imprisonment for persons who are directly responsible for the offence. If the corporate entity is not public, then fines from RMB10,000 to RMR200,000 and confiscation of illegal gains.

France: French Criminal Code

The French Criminal Code prohibits paying or offering a bribe, directly and indirectly, to *any* person (not limited to foreign officials or other public sector) – including any public official, any person in charge of a public mission and any holder of elected public office *in a foreign state or in a public international organization* – to induce them to perform an official act, whether or not thereby violating his or her official duty. The Criminal Code further prohibits the receiving of a bribe. It is also an offence to bribe someone so that he or she will *influence* a public official to act for the purposes of getting or keeping business or a business advantage.

The law applies to French companies, foreign persons (companies or individuals) who operate in France; French nationals and residents; and any person acting elsewhere if *any aspect* of the bribery scheme is committed in France (including by using French mails or wires).

Violation of the law by an individual is punishable by up to 10 years imprisonment and criminal fines up to €1,000,000 or double the profits generated from the offence.

Violation of the law by a company is punishable by up to €5,000,000 or 10 times the profits generated from the offence.

Germany: German Criminal Code & Related Statutory Acts

Germany prohibits bribery of any person in the German and EU public sector to induce them to perform an official act, whether or not thereby violating his official duty, bribery of non-EU foreign public officials to induce them to perform a future official act, thereby violating their official duty, and bribery of employees and agents in a business transaction to induce the receiver to agree to an unfair preference in the competitive purchase of goods or commercial services or without approval of the business. German law prohibits not only giving a bribe, but also taking a bribe (demanding, allowing oneself to be compromised and accepting a benefit).

The law can apply to: German and foreign nationals acting while in Germany, German nationals acting elsewhere and any person acting elsewhere if bribery is committed against German public officials.

Violation of the law by an individual is punishable as follows:

Bribery in the commercial context: up to 3 years imprisonment or a fine.

Bribery of public officials: 3 months up to 5 years' imprisonment or a fine.

Taking a bribe: 6 months to 5 years, 1 year or a fine, up to 10 years' imprisonment or a fine for judges/arbitrators.

Violation of the law by a company is punishable as follows:

Administrative offence (breach of duty of supervision for not providing a compliance management system): fine up to €1 million.

In the event of representatives or organ members committing:

a crime: up to €10 million;

an offence: the fine for the offence and, in certain cases, a multiple of 10 of the maximum fine.

Japan: Japanese Penal Code

Japan prohibits public officials from accepting, soliciting, or promising to accept a bribe in connection with their duties. It also prohibits a person who is going to become a public official from doing any of the above in the event he or she is appointed. The giving, offering or promising of a bribe to a public official or person who will become a public official is likewise prohibited.

Non-Japanese nationals are liable for bribery if it is committed within Japan. Japanese public officials are liable for accepting bribes even outside of Japan.

The punishment for violation of the law by a public official (or person to be appointed a public official) is imprisonment with work for up to five years, and forfeiture of the value of the bribe. If the public official agreed to perform an act in response to the improper request, the prison term may

be extended up to seven years. If the public official actually acted illegally, the prison term may be extended up to twenty years.

The punishment for offering a bribe to a public official is imprisonment with work for up to three years or a maximum fine of 2.5m yen.

Mexico: Mexican Criminal Code

Mexico prohibits both the giving and the receiving/requesting of a bribe to influence a Mexican public official, a foreign public official, or any other person to influence that person to reach out to a foreign public official and influence such official. Mexico also prohibits commercial bribery, which it defines as an offer, promise or grant, directly or through intermediaries, money or any other handout, whether in goods or services, in order to retain or obtain, for personal gain or gain to a third party, any undue advantages in the conduct of international business:

The law applies to Mexican public officials of the Executive, Legislative and Judicial branches at the Federal and State levels, including employees of public instrumentalities state owned enterprises; Mexicans citizens and residents; Mexican legal entities; foreign entities and individuals. Mexico will also exercise jurisdiction over a felony committed abroad by a foreign individual, if (i) the victim is Mexican, (ii) the offender is located in Mexico, (iii) the offender has not been prosecuted and tried in the country where the felony took place, and (iv) if the offense is considered a felony, both in Mexico and in the country where the incident took place.

A violation of the law by an individual for public bribery/public corruption is punishable by imprisonment ranging from 3 months to 14 years and a fine as calculated by Mexican law.

A violation of the law by a company for public bribery/public corruption is punishable by any combination of the following: dissolution of the legal entity, seizures, fines to be determined on a case by case basis, debarment, closure of premises, suspension of activities, publication of the sentencing, fines, and a ban from public procurement procedures.

A violation of the law by an individual for bribery of a foreign public official is punishable by imprisonment ranging from 3 months to 4 years and a fine as calculated by Mexican law.

A violation of the law by a company for bribery of a foreign public official is punishable by any combination of the following: suspension of activities, closure of premises, debarment, judicial intervention, fines, seizures, dissolution, and publication of sentencing

Netherlands: Dutch Criminal Code

All forms of bribery (commercial and public official bribery) are prohibited, but the legislation differs according to the type of persons involved: public officials (officials), judges (legal officials) and natural persons (non-officials). The commercial bribery law prohibits offering or providing, accepting or requesting a favor in consideration of an act or omission committed, or to be committed, by an employee or agent in breach of his or her duties as an employee or agent. This includes concealing the favor from the employer or principal in violation of standards of good faith.

Companies can be held responsible for acts of employees and third parties on their behalf.

Receiving or asking for bribes (also known as “passive” bribery) is also prohibited under Dutch law:

Officials who receive bribes violate the law if they had actual or perceived knowledge that the favour was given with malicious intent.

Judges who accept gifts, promises, guarantees or services which one should reasonably consider influential on the outcome of cases, can be held criminally liable.

Nonofficials who accept gifts are criminally liable if by doing so they breach a special duty of care that derives from their professional status.

The Dutch laws on bribery apply to:

Any natural person or legal person (incorporated under Dutch law or elsewhere) that engages in the act of bribery within the territory of the Netherlands, or on board a Dutch vessel or aircraft.

All Dutch nationals and legal persons (i.e. companies incorporated under Dutch law), who engage in acts of bribery abroad, provided that bribery is also punishable in the foreign country where it has been committed.

Anyone who bribes a Dutch public official abroad, provided that the bribery is also punishable in the foreign country where it has been committed.

Acts of bribery that are partly committed outside the territory of the Netherlands (e.g. if a Dutch public official accepts a bribe in the Netherlands, sent to him/her by a person from another country).

Violations of the law are punishable as follows:

For bribery of a (foreign) public official:

Individuals: Imprisonment (not exceeding six years) or a criminal fine.

Legal entities: Criminal fine, up to €830,000

For receiving or asking for bribes by a (foreign) public official:

Individuals: Imprisonment (not exceeding six years) or a criminal fine. If the public official holds a senior position (e.g. a Minister or mayor) the imprisonment will not exceed eight years.

For bribery of a judge:

Individuals: Imprisonment (not exceeding nine or twelve years) or a criminal fine.

Legal entities: criminal fine.

For receiving or asking for bribes by a judge:

Individuals: Imprisonment (not exceeding nine years) or a criminal fine. If the judge receives or asks for a bribe in order to influence the outcome of a criminal procedure, the imprisonment will not exceed twelve years.

For receiving and offering bribes by or to someone in the service of his/her employer or acting as an agent, not being a public official:

Individuals: Imprisonment (not exceeding five years) or a criminal fine.

Legal entities: Criminal fine.

New Zealand: Crimes Act 1961 & Secret Commission Act 1910

New Zealand prohibits the bribery of judicial officers, Ministers of the Crown, members of parliament, law enforcement officers or officials, as well as the receiving of a bribe by such persons. It further prohibits the bribery of foreign officials if the offense occurs in New Zealand, the person making the bribe is a New Zealand citizen or ordinary resident or a company solely incorporated under New Zealand law. It also prohibits bribery in the private sector.

New Zealand will apply its law whether or not the conduct or the result of the conduct constituting the offense occurs in New Zealand.

A violation of the law is punishable as follows:

for bribery of public officials other than judicial officers and Ministers of the Crown: up to 7 years imprisonment

for bribery of judicial officers and Ministers of the Crown: up to 14 years imprisonment

for bribery of foreign public officials: a fine of up to \$5 million, or if a court is satisfied that an offence occurred in the course of producing a commercial gain, and if the value of that commercial gain can be readily ascertained, 3 times the value of that commercial gain.

for bribery in the private sector: up to 7 years imprisonment

Spain: Spanish Criminal Code

The Spanish Criminal Code prohibits any private individual from offering or making a bribe of any kind to any public authority or official, including Spanish officials and foreign officials, as well as officials of the EU and public international organizations, Spanish law considers anyone holding a position in exercise of the public function a public authority or official, such as jurors, arbitrators, mediators, experts, judicially appointed controllers or managers, and insolvency administrators. The law prohibits both the giving and the accepting/requesting of the bribe.

Spanish law also prohibits commercial bribery, which is when any person offers, promises or grants an unjustified advantage or benefit of any kind to a manager, executive, employee or collaborator of a company in order to be unduly favored in merchandise purchasing, services procurement or any sort of commercial relations.

The law applies to any individual, Spanish national or otherwise, acting in Spanish territory, any Spanish or foreign company operating in Spain, public authorities, officials and holders of the public function of Spain, any member state of the European Union, or any other foreign state, the European Union or any public international organization. The law also applies to Spanish companies and Spanish individuals acting abroad, provided that the bribery offense (i) is punishable in the country where it has been committed –unless specified otherwise in international treaties – and (ii) has not been adjudicated in said country – i.e. not acquitted, not pardoned, not sentenced, or sentenced but sentence has not been fully served, in which case the punishment obtained in Spain shall be reduced in the amount of the partially served foreign conviction.

Violation of the law for bribery involving a public official is punishable as follows:

If the offense was to obtain actions or omissions contrary to the inherent duties of the official's position: by 3 to 6 years imprisonment, a daily fine for 12 to 24 months and 9 to 12 years debarment from public employment or office and passive suffrage (for the bribed official)/ 5 to 10 years debarment from public tenders, subsidies and fiscal and Social Security benefits (for the bribing individual or company).

If the offense was to obtain actions according to the inherent duties of the position: 2 to 4 years imprisonment, a daily fine for 12 to 24 months and 5 to 9 years debarment from public employment or office and passive suffrage (for the bribed official)/5 to 10 years debarment from public tenders, subsidies and fiscal and Social Security benefits (for the bribing individual or company).

If the offense was to obtain actions on account of the authority/official's position: 6 months to 1 year imprisonment and 1 to 3 years suspension from public employment or office (for the bribed official)/5 to 10 years debarment from public tenders, subsidies and fiscal and Social Security benefits (for the bribing individual or company).

For bribing companies (in addition to the above):

2 to 5 years/3 times to 5 times profit fine if the penalty for a natural person were higher than 5 years imprisonment.

1 to 3 years/2 times to 4 times profit fine if the penalty for a natural person were of 2 to 5 years imprisonment.

6 months to 2 year/2 times to 3 times profit fine if the penalty for a natural person were lower than 2 years imprisonment.

In cases of bribery of public authority or official in the context of international economic activities, the bribing individual shall be sanctioned with a penalty of 3 to 6 years imprisonment, 12 to 24 months/3 times profit fine and 7 to 12 years debarment from public tenders, subsidies and fiscal and Social Security benefits.

Violation of the law against commercial bribery is punishment by 6 months to 4 years imprisonment, fine of up to 3 times the value of the bribe and 1 to 6 years debarment from the exercise of industrial or commercial activities.

United Kingdom: UK Bribery Act

The UKBA makes it a criminal offence to bribe ("active bribery"), or be bribed ("passive bribery"), whether in the public or private sector. The UKBA also makes it an offence for a company to fail to prevent bribery, if persons associated with it bribe others with the intention of obtaining or retaining business for the company.

Bribery of a foreign public official ("FPO") requires an intention to influence the FPO in their capacity as a FPO, and, obtain or retain business or an advantage in the conduct of business. An FPO means any individual that holds a legislative, administrative or judicial position, or, exercises a public function in any territory outside the UK, or, is an official or agent of a public international organisation.

The UKBA has a specific criminal offence of failing to prevent bribery by its "Associated Persons". Associated Persons are people or companies who provide services for on behalf of GPI such as employees, agents, subsidiaries, joint venture partners, etc. Even if GPI is unaware of bribery by an Associated Person, it could still be liable for their conduct unless it can prove it had "adequate procedures" in place to prevent bribery.

Penalties for breach of the law include imprisonment for up to 10 years, unlimited fines, confiscation of the proceeds of crime, disqualification of directors for up to 15 years and debarment from public procurement processes.

United States: Foreign Corrupt Practices Act (FCPA)

The FCPA makes it illegal to bribe foreign governmental officials, and it requires publicly-traded companies, such as GPI, to maintain accurate books and records and to establish sufficient internal accounting controls.

The FCPA applies to US companies, most non-US subsidiaries of US companies, foreign companies listed (or with debt publicly traded) on a US stock exchange, US citizens and residents, third parties and employees of any nationality acting for a US company, and third parties and employees of any nationality who commit an act in furtherance of a violation in the US (including by using the US mail or wires).

Violation of the FCPA's anti-bribery provisions by an individual may be punished by up to five years imprisonment, fines of up to US \$250,000 per violation or two times the benefit sought through the corrupt payment/offer, civil penalties of up to US \$16,000 per violation, restitution, and forfeiture or disgorgement of ill-gotten gains.

Violation of the FCPA's recordkeeping and internal controls provisions by an individual may be punished by up to twenty years imprisonment, a criminal penalty of up to US \$5,000,000 per violation or two times the benefit sought through the corrupt payment/offer, a civil penalty of up to US \$150,000 per violation, and forfeiture or disgorgement of ill-gotten gains.

Violation of the FCPA's anti-bribery provisions by a company may be punished by criminal fines up to US \$2,000,000 per violation or two times the benefit sought through the corrupt payment/offer, civil penalties of up to US \$16,000 per violation, restitution, and forfeiture or disgorgement of ill-gotten gains.

Violation of the FCPA's recordkeeping and internal controls provisions by a company may be punished by criminal fines of up to US \$25,000,000 per violation or two times the benefit sought through the corrupt payment/offer, civil penalties of up to US \$750,000 per violation, and forfeiture or disgorgement of ill-gotten gains.