
Kingspan Group plc
Anti-Bribery & Corruption Policy



Foreword

“Kingspan’s approach to bribery and corruption is very simple. Kingspan maintains a zero tolerance towards bribery and it is prohibited in any form.

It is essential that Kingspan conducts its business fairly, honestly and openly both on a domestic and international basis.”

Gene M Murtagh, CEO Kingspan Group plc

Our business principles state

We will not seek, offer or accept gifts, hospitality, bribes or other inducements, which encourage or reward a decision. We will report and record any potential exceptions to this principle.

Objectives

To ensure compliance by Kingspan with anti-bribery and anti-corruption laws in every jurisdiction in which we operate, as any violation could subject Kingspan, its directors and employees to severe penalties, including fines and imprisonment, and could be very damaging to Kingspan’s business and its reputation.

Scope

This policy is applicable to Kingspan Group plc and all its subsidiaries and joint ventures (with an interest of 50% or more), and their directors, officers and employees. The policy applies to all our business, both international and domestic, wherever it is carried on.

The policy also covers our agents and other persons acting on our behalf, in respect of whom we are under a duty to ensure that adequate procedures are in place to prevent bribery by such persons.

What the policy means

This policy prohibits:

- offering, promising, or giving a bribe;
- requesting, agreeing to receive, or accepting a bribe;
- whether in cash, or by way of other inducement;
- to or from any person or company, wherever they are situated and whether they are a public official/public foreign official or body, or private person or company;
- by any individual employee, agent or other person or body acting on Kingspan's behalf;
- in order to gain any commercial, contractual or regulatory advantage for Kingspan in a way which is unethical;
- or in order to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

Failure to comply with this policy may, depending on the circumstances, result in disciplinary action, up to and including dismissal, and/or prosecution.

Facilitation payments

This policy prohibits 'facilitation' or 'grease' payments as these are bribes and illegal, and breach our Business Principles.

Facilitation payments are small payments made to secure or speed up routine actions, usually by public officials.

If you have doubts about a payment and suspect that it might be considered a facilitation payment, only make the payment if the official or third party can provide a formal receipt or written confirmation of its legality. If practicable, obtain your line managers approval for the payment or consult the Legal & Compliance Team. If the demand is accompanied by an immediate threat of physical harm then safety must come first, and you should make the payment and then report it immediately to your line manager or the Legal & Compliance Team outlining the circumstances and amount of the payment.

Political contributions

This policy prohibits the making of political contributions in any form. Our Business Principles state that as a corporate entity, we will act with absolute political neutrality. We will abstain from any direct or indirect participation that could be interpreted as taking a position in favour of or against legitimate political parties. In particular, we will not make contributions or donations of any type, whether in cash or in kind, in support of political parties, organisations, factions, movements or public or private entities whose activities are clearly linked with political activity.

Charitable contributions

It is important to ensure that any contributions or sponsorships are not used as a pretence for bribery. A review of the charitable contribution and the end use of the funds must take place before making the payment.

Hospitality, promotional and other business expenditure

Bona fide hospitality and promotional, or other business expenditure which seeks to improve the image of the business, better present products and services, or establish cordial relations, is recognised as an established and important part of doing business and it is not the intention of this policy to prohibit such behaviour. Hospitality and promotional or other similar business expenditure should be reasonable and proportionate. Where hospitality is expected to exceed €4,000 then this must be formally approved by a divisional director prior to commencement.

Gifts

It is accepted practice that from time to time, to promote the best interest of the Company, gifts will be offered to third parties but will not exceed a value of €350. These gifts will never be viewed as inducements for business.

Employees are allowed to accept gifts where the value does not exceed €150. Any gifts received in excess of this value must be declared to your line manager, who will decide whether you should accept or decline the gift on behalf of the company. These gifts where accepted, will be registered in the Company's register of gifts.

What if I am not sure?

If anyone is in doubt as to whether a potential act constitutes bribery or an improper inducement, the matter should be referred to your line manager or the Legal & Compliance Team before proceeding.

Any eventuality not covered by this policy should be referred to your line manager or the Legal & Compliance team.

Employee responsibility

The prevention, detection and reporting of bribery is the responsibility of all employees throughout Kingspan. An individual who is concerned about another individual's non-compliance with this policy should raise the matter in the first instance with their line manager or by using the Confidential Helpline (see details set out below).

Risk assessment, due diligence and review

Kingspan will conduct a periodic risk assessment. Key risk factors are:

- business conducted in countries with a high propensity for corruption;
- business conducted through sales agents, joint ventures or other third parties;
- business conducted with government customers;
- operations where business entertainment is a significant element of the sales process;
- previous incidents of bribery within the company or industries/countries in which the company operates.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential agent, intermediary or representative. The scope and extent of the due diligence will be informed by the results of the risk assessment, but may include some or all of the following:

- communicating Kingspan's anti-bribery policy to the third party;
- requesting a copy of their compliance policies, training materials, risk assessment and reports;
- assessing the third party's reputation and seeking references where appropriate;
- incorporating appropriate anti-bribery terms and conditions in the commercial agreement with the agent/intermediary.

Kingspan will conduct regular internal audits by the Legal & Compliance Team to ensure compliance and the effectiveness of Kingspan's Anti-Bribery & Corruption Policy and procedures.

Training and awareness

We will ensure that our employees are trained to comply with this policy in accordance with regulatory best practice and (in certain jurisdictions) statutory obligations to prevent bribery by, among other things, having an adequate training and compliance regime.

Kingspan will provide regular training on its corruption policies to its director's, employee's, representatives, and business partners. Training will be tailored to meet the requirements identified in the risk assessment(s).

Those requiring specific and immediate guidance on Kingspan's Anti-Bribery & Corruption Policy should contact their line manager or a member of the Legal & Compliance Team, or Kingspan's Group Company Secretary.

Reporting and investigation

To report potential breaches of this policy, individuals can use the Confidential Helpline (see details set out below). Concerns can be reported anonymously without fear of intimidation, reprisal or retaliation.

Any report of corruption will be fully investigated by the Internal Audit Team and reported to the Management Board.

Criminal and disciplinary action

The potential consequences of being convicted of a bribery offence include criminal penalties for both the individual and the Company. Individuals can be imprisoned for up to ten years and/or receive an unlimited fine, and companies can receive unlimited fines.

Failure to comply with this policy may, depending on the circumstances, result in disciplinary action, up to and including dismissal, and/or prosecution.

Expolink confidential helpline

Expolink is an anonymous, free to call and confidential service to enable you to report if you have any serious concern. It could be criminal activity, fraud, theft or damage to property by the Company, its management, supervisors, employees or suppliers.

Expolink is a completely independent organisation with impartial staff to handle these types of calls. You can phone in total confidence knowing that your call will not be traced or recorded - you won't even be asked your name. The information you give Expolink will be passed on anonymously to one of your senior executives who will act on it without compromising you in any way. There's no charge - you can even call from home for total privacy.

Expolink gives you a unique code number to make it easy for you to phone back with more information if you wish. You can contact Expolink free from any phone in your country, 7 days, 24 hours.

Collect call number (this can be used internationally) 0044 1249 661 808

Ireland freephone number: 1800 567 014

UK freephone number: 0800 374 199

USA freephone number: 1877 533 5310