

# Business conduct

RB is committed to responsible corporate behaviour; this includes high standards of business conduct in our relationships with employees, contractors, customers, consumers, shareholders, suppliers, governments, healthcare professionals, healthcare entities, competitors and the local communities in which we have a presence.

RB's corporate responsibility framework sets the standards for which we operate as a business, and the values we want to uphold, right across our global value chain.

## 1. Our Code of Business Conduct and related policies

Our corporate responsibility framework and overview of policies and codes.

## 2. Business conduct: governance

How RB's CRSEC Committee supports the Board on ethics and compliance.

## 3. Speak Up

RB's global Speak Up policy and process – enabling employees and others to raise concerns.

## 1. Corporate responsibility framework: our Code of Business Conduct and related policies

RB is governed by a corporate responsibility framework, comprising our Code of Business Conduct, issue-specific policies, control arrangements and reporting. Our database of policies and reports cover our position on a comprehensive range of issues and are available to view on rb.com. They include:

- Consumer safety policy
- Anti-bribery and corruption policy
- Speak Up policy
- Global responsible advocacy policy
- Occupational health & safety policy
- Human rights
- Data protection policy
- Competition Law Compliance Manual
- Restricted substances list
- Animal testing policy
- Environmental policy
- Responsible sourcing of natural raw materials policy and standard (including zero deforestation)



[Click here to see our list of corporate policies.](#)

Further information on many of our activities in the areas above, including human rights, can be found in the Responsibility section of rb.com.



[Click here to visit the Responsibility section of the website.](#)

## Code of Business Conduct

Living our values means that we conduct business honestly and with integrity. We must act fairly and treat others with respect. We must look for opportunities to improve our products, develop the talent of our people and drive for results. And we must take responsibility for our work, for the effect we have on communities and environments in which we operate and for delivering sustainable results to our stakeholders.

RB's Code of Business Conduct (CoBC), available at rb.com, serves as a guide and standard to translate our values into everyday behaviour and to keep us working toward a common goal – to behave ethically and in accordance with our values, our policies and procedures, and applicable laws. No matter where around the globe RB companies operate, they will uphold the same high standards of business. The Code covers key issues including corruption and bribery, discrimination, confidentiality, conflicts of interest, anti-trust, money-laundering, environment, health and safety and the Speak Up service.

It is the responsibility of RB's Board, so far as is reasonably practicable, that the principles and ethical values embodied in the Code are communicated to all colleagues of the Company. Senior managers across the Company are required to report and sign-off compliance with the CoBC every year. The Board Audit Committee monitors the findings of this certification process, which is executed by the Ethics and Compliance team.

The CoBC policies and training programme are available in all core languages used across our business, ensuring that employees worldwide receive clear communication and education in this important area. All employees are required to complete annual CoBC training, which includes human rights issues besides several other aspects.

# Business conduct continued

Employees and contractors at all levels are required to certify, annually, that they understand the Code and that they (and those they supervise who do not have a Company email address) are in full compliance with this Code for the operations for which they have responsibility. On an annual basis by Internal Audit, the Board monitors the findings of this certification. Those who do not have a Company email address will have the Code communicated to them. Those that supervise these colleague groups will be required to sign that these groups are in full compliance with the Code.

Following the implementation of a revised RB CoBC, a new online training module was developed in 2017 and rolled out in January 2018 and has been completed by over 30,000 people (including contractors). This equates to approximately 45,000 hours being devoted to Compliance Passport-related training to date, which focuses on CoBC, data protection, anti-bribery, competition law and conflicts of interest. We regularly follow up with our employees to ensure they have taken the required training, but staff turnover and the continuous hiring of new staff may result in rates that are less than 100% in a calendar year and this is considered to be acceptable.

Compliance with the CoBC is taken extremely seriously and RB encourages any suspected breaches to be reported via the Speak Up service. The Board of RB will not criticise management for any loss of business resulting from adherence to the CoBC. The Company undertakes that no employee or contractor will suffer any retaliation as a consequence of bringing to the attention of the Board or senior management a known or suspected breach of this Code, nor will any employee or contractor suffer any adverse employment or contract decision for abiding by this Code.



[Click here to read our Code of Business Conduct.](#)



[Click here to access our Speak Up service.](#)

## Anti-bribery and corruption

RB has a zero-tolerance approach towards bribery. Our anti-bribery and corruption policy explains our responsibility in complying with anti-bribery and anti-corruption laws and ensuring third parties that we engage to act on our behalf do the same. The policy covers a broad sphere of activities including, but not limited to, bribes in any form, political donations and charitable contributions.

It is Company policy that all RB companies and their employees and contractors comply with the anti-bribery/anti-corruption laws of the UK and all countries in which they conduct Company business. Directors, managers and others with supervisory responsibility have a duty to ensure that employees and contractors under their supervision are aware of and comply with this policy. Violation of this policy may subject the individual to disciplinary action, including dismissal and cessation of contract.

RB employees receive formal training on anti-bribery and corruption including the UK Bribery Act, and all employees with email access are required to pass a mandatory online test as part of the process. This e-learning is intended to help employees, contractors and other third parties understand where issues may arise and support them in making the right decisions.

In addition, as part of the annual audit planning process, RB locations requiring further attention are assessed against a number of risk factors that include bribery and corruption risks. High-risk overseas operations are visited directly by the Internal Audit function.

RB received no fines, penalties or settlements in relation to corruption during the 2018 financial year or in the four preceding years. Prior to the acquisition, Mead Johnson Nutrition (MJN) was investigated by the Securities Exchange Commission (SEC) in the US due to issues linked to its operations in China. The case was

settled in 2015 and stronger controls and processes were implemented as a result. Following the acquisition, RB strengthened these controls under the supervision of the Ethics and Compliance team.

Additionally, RB incorporated MJN's policies and procedures regarding interactions with Healthcare Professionals (HCPs) and Healthcare Entities (HCEs) to ensure compliance with anti-bribery legislations, local regulations and international guidelines (e.g. the WHO Code).

Note that appropriate disclosure of any political donations or expenditure and charitable contributions are made in RB's Annual Report.



[Click here to read our anti-bribery and corruption policy.](#)



[Click here to read our Annual Report.](#)

## Anti-competitive behaviour

It is Company policy that all RB companies and their employees and contractors comply with the competition, anti-trust and anti-monopoly laws of all countries in which they conduct Company business.

RB is involved in a few investigations by government authorities and the litigation associated with them. Therefore, where appropriate, the Group has made provisions for such investigations. Where it is too early to determine the likely outcome of these matters, or to make a reliable estimate, the Directors have made no provision for such potential liabilities.

# Business conduct continued


## 2. Business conduct: governance

RB's Corporate Responsibility, Sustainability, Ethics and Compliance (CRSEC) Committee supports the Board in its duties relating to corporate responsibility, including ethical conduct and regulatory compliance.

In 2018, in addition to its standing agenda of matters to be considered and reviewed, the CRSEC Committee activities included oversight of the revised RB Code of Conduct and associated mandatory employee training. Moving forward to 2019, key activities will include supporting further actions to further instil the 'Responsibility' value into all aspects of RB's business, including the enhancement of Ethics and Compliance training, processes and controls.

At an operational level, an expanded Ethics and Compliance function was established within RB to incorporate the integration of MJN, reflecting our strong culture of integrity and supporting the business to live its core value of Responsibility. In addition to a Group Ethics and Compliance team, RB now has dedicated Compliance professionals, in both business units and in several different jurisdictions, to assist the Company to achieve its goal of conducting its business in an ethical way which complies with applicable laws, regulations and internal policies.

 [Click here to find out more about CRSEC Committee and its activities in our Annual Report.](#)

 [Click here to find out more about our sustainability governance and strategy.](#)

## 3. Speak Up

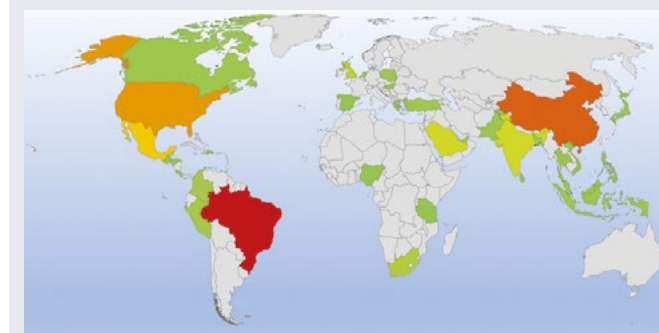
RB has a robust Speak Up policy and process. This includes our Speak Up service (formerly known as our whistleblower helpline), which provides a confidential service available on RB's internal website Rubi and through a freephone number in each country, operated by an external organisation that employees and contractors can use to report any suspected breaches of the CoBC, as well as any violation of any local law or regulation or any unethical behaviour. Typical issues identified include grievances with managers and allegations of unprofessional behaviour or bullying. The Speak Up policy has a non-retaliation element under sections A (Confidentiality) and B (Employee Rights), placing an obligation on RB to ensure that any employee will not suffer reprisals or victimisation as a result of their disclosure.

All reported issues are investigated under the leadership of the Ethics and Compliance team following the global standard process. Depending on the type of issue identified, new policies may be issued, training may be provided, and formal warnings may be issued. In some cases, if allegations against an employee have been proven valid by legal and HR, their contract may be terminated. This process is reported to and overseen by the Ethics and Management Committee and also the Board Audit Committee.

During 2018, the Ethics and Compliance team integrated MJN's Speak Up processes and systems into RB to ensure that all cases are timely investigated and the outcome reflected in proportionate and fair decisions.

RB received a total of 296 Speak Up cases during 2018 across the business. Of those cases, 202 were from Health, 86 from Hygiene Home and eight related to RB Group. The heat map below shows the countries where RB received most of its cases. All cases were or are in the process of being investigated.

**Speak Up case locations**



 [Click here to read our Speak Up policy.](#)