



# Steelcase<sup>®</sup>

**ANTI-BRIBERY AND  
ANTI-CORRUPTION POLICY**

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It is our policy to conduct all of our business in an honest and ethical manner. “Act with Integrity” and “Tell the Truth” are core values that have guided Steelcase and the behavior of our employees over the years, be it with partners, clients, suppliers in any region of the world.

We will strive to avoid all situations that might result in bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate. It is our goal to implement and enforce effective systems to counter bribery and corruption.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate including, but not limited to, the US Foreign Corrupt Practices Act, the UK Bribery Act, the French Sapin II law, and the bribery and corruption laws of the People’s Republic of China.

Should you have any concerns about potential bribery, corruption or other fraudulent behavior, you should report it to the Company. You can contact your Manager, another leader, Corporate Compliance, Global Audit, or, if you are not comfortable reporting it directly to someone in management, you can use the Integrity Helpline.

Sara ARMBRUSTER



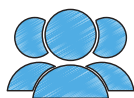
# ABOUT THIS POLICY

The purpose of this policy is to:

- set out responsibilities of employees and others working for or on behalf of Steelcase and any direct or indirect subsidiary of Steelcase to understand and follow our position on bribery and corruption; and
- provide information and guidance to those working for and on our behalf on how to recognize and deal with bribery and corruption issues.



It is a criminal offence to offer, promise, give, request, or accept a bribe. **Individuals found guilty can be punished by imprisonment and/or a fine.** As an employer if we fail to prevent bribery we could face substantial fines, exclusion from tendering for public contracts, and damage to our reputation. Therefore, we take our legal responsibilities very seriously.



In this policy, **third party** means any individual or organization you come into contact with during the course of your work for us, and includes actual and potential clients, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

- This policy has been implemented following consultation with works councils or trade unions, where locally required.
- This policy does not form part of any employee's contract of employment and we may amend it at any time. However, employees must abide this policy. Depending on location, this policy is incorporated into internal regulations or employee handbooks.
- The Global Business Standards of Steelcase incorporates this policy by reference.
- Employees may be asked on a regular basis to confirm that they understand and will comply with the Global Business Standards and this policy.

# 01



A bribe covers just about any form of financial advantage or benefit that can be given, requested or offered in connection with business dealings in order to obtain an improper advantage.

## What could be viewed as bribes?

Money of course, but even things such as upgrades to first class airfares, side trips to holiday resorts, or hiring a family member for a summer position could be viewed as bribes.



# WHO MUST COMPLY WITH THIS POLICY?

02



This policy applies to all persons working for Steelcase or any affiliated Steelcase Company or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third party representatives and business partners, sponsors, or any other person associated with us, wherever located.

# WHO IS RESPONSIBLE FOR THE POLICY?

03



**Corporate Compliance and Global Audit** have primary responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.



**Management, at all levels**, is responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.



**The board of directors** has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

# WHAT ARE BRIBERY AND CORRUPTION?

04



**Bribery** is offering, promising, giving, or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organization of any kind.



**Corruption** is the abuse of entrusted power or position for private gain.

Corruption is often combined with **illicit acts** such as trading in influence, the presentation of inaccurate financial statements, misuse of company assets, extortion, abuse of office, illicit enrichment. These acts intrinsically constitute criminal offences in most countries and may imply the existence of an act of corruption.

**Each employee must therefore be extremely vigilant to avoid situations involving corruption.**



# PROHIBITED BEHAVIOR

05



**It is not acceptable for you (or someone on your behalf or on Steelcase's behalf) to :**

- ✗** give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- ✗** give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- ✗** accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- ✗** accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- ✗** offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of the general counsel or corporate compliance officer;
- ✗** threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- ✗** engage in any other activity that might lead to a breach of this policy.

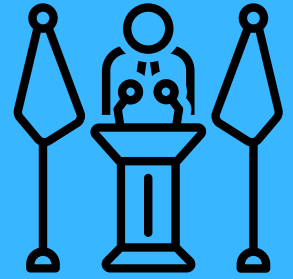


# PUBLIC OFFICIALS

# 06

This policy applies to both the public and private sectors. However, in most countries public officials are subject to stricter rules and restrictions than persons who work in the private sector.

"**Influence peddling**" or "**trading in influence**", occurs when an improper payment or benefit in kind is promised or given to a person who has real, contingent or alleged influence on the decision-making of a public official with the intent that the person uses its influence to persuade the decision maker (from a public authority of other administration) to act in a desired manner.



All our interactions with public officials must strictly comply with the rules and regulations that apply to them (generally the rules of the country for public officials or the rules imposed by the organization or company they are working for).

Public officials would generally know whether they can accept Steelcase paying for a meal or for instance for reasonable expenses like travel and accommodation for an educational trip to one of the LINC's or any other Steelcase facility; but, if in doubt, please contact the corporate compliance officer.



**Where it is appropriate to provide a benefit to the public official, it must be done in full transparency, properly documented and accounted for.**

The term "**public official**" is understood very broadly. It includes anyone working for a government entity, for a state-owned company, international organizations, political parties. Employees of schools, universities and health organizations are often public officials.



# CONFLICT OF INTEREST

A conflict of interest arises when an employee is able to influence, through the performance of his or her duties, a decision from which he or she could derive a personal benefit, or which could benefit other persons with whom he or she has a relationship, such as family or friends.

Steelcase requires that employees perform the responsibilities of their position solely on the basis of what is in the best interest of the Company and that they must set aside personal considerations and relationships when making decisions or recommendations on behalf of Steelcase.

Examples of a conflict of interest situation:

- ➔ When an employee or a partner participates in a purchasing procedure involving a company with which he has a relationship, directly or indirectly through a close relative.
- ➔ When an employee or a partner has close personal relations with a candidate for recruitment and participates in an assessment, selection or control concerning their hiring.
- ➔ When an employee has financial or beneficial interest in competitors or in suppliers or companies Steelcase is doing business with, and such employee has influence over decisions affecting Steelcase.



**A CONFLICT OF INTEREST LEADING TO A BIASED DECISION MAY CONSTITUTE AN ACT OF CORRUPTION.**

**Any potential conflict of interest must be identified and reported to Global Audit.**

# 07



You pick a friend or relative or a company directed by a friend or relative as a freelancer or service provider without disclosing the relationship.

**Is this a conflict of interest situation?**



This is a typical example of a conflict of interest as you picked this friend or relative to work as a freelancer for Steelcase without disclosing your relationship and without going through a proper supplier selection process. This may lead to a decision not purely based on objective reasons.



A supplier you are using for European factories asks you to visit their factory during the World Cup and invites you to attend a match and related entertainment at their expense.



You should not accept supplier transportation, like free plane tickets, though it is possible to accept short rides from rail stations or airport to the supplier location. Exceptions to this might be for safety or security purposes in an unfamiliar region or a pressing business need that makes this necessary, i.e., shutting down a production line or missing a critical deadline.

# FACILITATION PAYMENTS AND KICKBACKS

# 08



**Facilitation payments**, also known as "back-handers", "grease payments" or "payments for routine action", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are illegal in most countries, despite remaining common in some jurisdictions in which we operate.

**Kickbacks** are typically payments made in return for a business favor or advantage.

**WE DO NOT MAKE, AND WILL NOT ACCEPT,  
FACILITATION PAYMENTS OR "KICKBACKS" OF ANY  
KIND.**



You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are approving a payment to a vendor of Steelcase, you should always know what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your management or the compliance team.

**Though we understand that obtaining government approvals for routine actions can be difficult, we expect our suppliers to follow our standards on countering bribery and corruption.**



I've just been transferred to a new country and want to get a driver's license. My real estate agent has told me that he can speed the process along. He asked that I give him a small fee that he will pass along to the right people. It's not a lot of money and I wouldn't put it on my expense account.

**Is this okay?**

Knowing whether this type of payment is legal or not can be especially difficult. If you will be using your license and a company car, the payment would likely be considered a "facilitation payment", which is prohibited at Steelcase and prohibited in many countries. It likely would not be allowed under the laws of the host country.



# GIFTS AND HOSPITALITY

09

This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services.



A gift or hospitality will be inappropriate if it is unduly lavish or extravagant, or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).



Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift.



Gifts must not include cash or cash equivalent (such as gift cards (except through program approved by Corporate Compliance)), or be given in secret.



Gifts must be given in the name of Steelcase, not in the name of the employee providing the gift.



Promotional gifts of low value such as coffee mugs or pens may be given to or accepted from customers, suppliers and business partners.

We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

**If you have any questions about the appropriateness of a gift, you should contact the Compliance team.**



# DONATIONS

Steelcase does not make contributions to political parties.

We only make charitable donations that are legal and ethical under local laws and practices.

All proposed donations must be reported to and approved by the director of Corporate Social Innovation & Engagement.

# 10



A client demands that Steelcase make a charitable donation to his favorite charity before finalizing the contractual negotiations for a furniture purchase by his company.

**Is this prohibited?**



Steelcase cannot do this as it could be implied that the contract would be obtained only due to the donation. Donations should only be made following a thorough selection process, independent of sales contracts.

# RECORD-KEEPING

We must keep financial records and have appropriate internal controls in place to demonstrate the business reason for making payments to third parties.

**YOU MUST DECLARE AND KEEP A WRITTEN RECORD OF ALL HOSPITALITY OR GIFTS GIVEN OR RECEIVED, WHICH WILL BE SUBJECT TO MANAGERIAL REVIEW.**



**YOU MUST SUBMIT ALL EXPENSE CLAIMS RELATING TO HOSPITALITY, GIFTS OR PAYMENTS TO THIRD PARTIES IN ACCORDANCE WITH OUR EXPENSE POLICY AND RECORD THE REASON FOR THE EXPENDITURE, WHICH WILL BE SUBJECT TO MANAGERIAL REVIEW.**

All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

# 11

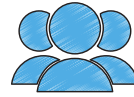


If you are not sure of whether the transaction is properly recorded, put yourself in the shoes of someone who didn't know anything about the transaction. Does the description provided allow someone to understand the transaction and all its implications, why it has been made and who benefited from it?



A third party requests that payment be made to a country or geographic location different from where the third party resides or conducts business; this is a red flag that may be indicative of bribe or fraud.

# THIRD PARTIES



# 12

Steelcase requires third-party partners have equivalent anti-corruption policies.

We work with third parties for the goods or services they will provide to Steelcase or their ability to reach customers locally. Suppliers are required to adhere to the supplier code of conduct of Steelcase which includes anti-bribery and anti-corruption provisions.



**A DUE DILIGENCE PROCESS IS REQUIRED BEFORE WORKING WITH A NEW THIRD PARTY.**



Steelcase cannot do anything through a third party that Steelcase would not do directly. Authorizing any third party (including a dealer) or intentionally keeping quiet about improper business practices of a third party that you know of or suspect to exist is a violation of this policy and can violate applicable anti-corruption laws.

Red flags specific to potential third-party partners include when the third party:



appears unqualified or understaffed;



is strongly recommended or made a condition of going forward by a public official or a client;



requests payments in cash, an excessive amount upfront or paid to offshore or third-party accounts;



seeks payment for services or goods in excess of market value; or



requests false documents or invoices.



An architect requests payment in cash and/or refuses to sign a service agreement, or to provide an invoice or receipt for a payment made, or asks to be paid for space planning work that the architect has not performed.

**Is this a problem?**

If the architect has not provided services to us, is not able to provide invoices or only wants cash payment, it is highly likely that the payment would be considered improper, especially where the architect is able to influence customer decisions.



You become aware that a third party (for instance a dealer or a supplier) engages in, or has been accused of engaging in, improper business practices, has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials.

**Is this a problem?**

In this case, you should inform your manager and contact Corporate Compliance as soon as possible. Indeed, keeping quiet about this third party's unethical practices may constitute a breach of anti-corruption laws and of this policy.



A third party insists on the use of side letters or refuses to put agreed terms in writing.

**Is this a problem?**

What the third party is trying to hide may not necessarily be suggestive of a bribe. However, this should be considered a red flag requiring further investigation and would be against the core value "Tell the truth".



# PREVENTION OF MONEY LAUNDERING AND FINANCING OF TERRORISM

**Money laundering** is the conversion of money or property gained from illegal activities into money that appears to have been legally earned.

**Financing of terrorism** is the provision of goods, services or funds that can be used for terrorist activities.

It is the Company's policy to:

- comply fully with all applicable anti-money laundering laws in the United States and in all other countries where the Company does business;
- conduct business only with third parties who are engaged in legitimate and lawful business activities; and
- transact business solely with funds derived from lawful activities and legitimate sources.



Steelcase will not allow any organizations or individuals to use Steelcase to launder money or engage in any activity that facilitates money laundering or helps to fund terrorism or any other criminal activity.

**Report any warning signs to your Manager or the Corporate Compliance Officer.**

# 13



**Examples of warning signs - when a third party :**

- is flagged by our screening process as being on a prohibited list, or
- refuses to give required identifying information, or
- insists on making payments in cash, or
- wishes to engage in transactions involving foreign shell or offshore companies.

# YOUR RESPONSIBILITIES

14

**YOU MUST ENSURE THAT YOU READ, UNDERSTAND AND COMPLY WITH THIS POLICY.**



The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

**YOU ARE ENCOURAGED TO RAISE CONCERNS ABOUT ANY ISSUE OR SUSPICION OF BRIBERY OR CORRUPTION AT THE EARLIEST POSSIBLE STAGE.**



**You must notify your manager, Corporate Compliance, Global Audit or use the Integrity Helpline as soon as possible** if you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur in the future.

For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Other examples given in this policy are red flags that can be indicative of bribery or corruption.

If you are unsure about whether a particular act constitutes bribery or corruption, you should discuss it with your manager, Corporate Compliance, Global Audit, or report it via the Integrity Helpline.



# PROTECTION

Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. In many countries including those of European Union and the US, such individuals are afforded legal protection as whistleblowers. We encourage openness and will support anyone who raises concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform Corporate Compliance immediately. If the matter is not remedied, you should raise it using our Integrity Helpline.

# 15



# TRAINING AND COMMUNICATION

Training on this policy forms part of the induction process for all individuals who work for us, and regular training for others will be provided.

**Our anti-bribery and anti-corruption policy must be communicated to all suppliers, dealers, contractors and business partners at the outset of our business relationship with them and regularly thereafter.**

# 16



# BREACHES OF THIS POLICY



Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.



We may terminate our relationship with other individuals and organizations working on our behalf if they breach this policy.

# 17