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# ETHIC Intelligence Certification Committee

## Decision of Award and Registration **ANTI-CORRUPTION COMPLIANCE SYSTEM CERTIFICATION**

Awarded to  
**Royal HaskoningDHV Groep B.V**

12 July 2016

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**Philippe MONTIGNY**

President

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CERTIFYING EXCELLENCE IN ANTI-CORRUPTION COMPLIANCE

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### **The ETHIC Intelligence Certification Committee,**

Composed of:

- Hans-Hermann Aldenhoff (Frankfurt), Partner and Country Head of Simmons & Simmons Germany;
- François Vincke (Brussels), President of the International Chamber of Commerce Anti-corruption Commission and Lawyer at the Brussels bar;
- Michael Davies, Vice Chair and Director of the Canadian Centre for Ethics & Corporate Policy and former Associate General Counsel at General Electric Canada Inc.
- Jingzhou Tao (Beijing), Managing Partner at Dechert LLP Beijing and former Partner at Jones Day Beijing, specialization in international mergers and acquisitions, arbitration and corporate law
- Bruno Cova (Milan), Partner and Co-Chair at Paul Hastings Milan and former Group General Counsel for Fiat SpA
- Marc Henzelin (Geneva), Partner at Lalive Geneva and Judge at the Cour de Cassation of Geneva
- Elizabeth Robertson (London), Partner, Head of Corporate Crime and Regulation, K&L Gates LLP London
- Kevin Abikoff (Washington, D.C.), Partner at Hughes, Hubbard & Reed; Chairman of the Anti-corruption and Internal Investigations Practice Group and Co-Chairman of the Securities Litigation Practice Group, former SVP and General Counsel at the American General Corporation
- Charlie Monteith (Basel), Head of Legal and Case Consultancy, Basel Institute on Governance International Centre for Asset Recovery and former Head of Legal and Operational Assurance at the UK Serious Fraud Office;
- Jean-Claude Najjar (Paris, Istanbul), Lawyer at the Paris bar, Lazareff Le Bars and former Corporate General Counsel France & Senior Counsel Europe at the General Electric Group
- Ana Paula Martinez (Sao Paulo), Partner at the Antitrust and Corporate Governance and Compliance Practice Groups, Levy & Salomao Advogados and former Deputy Secretary of State with the Federal Government of Brazil.
- Robertson Park (Washington), Shareholder at Murphy & McGonigle and former Assistant chief at the Fraud Section of the Criminal Division of the US DOJ.

Completed, on 12<sup>th</sup> of July its examination of the certification file presented by SGS regarding RHDHV's system to prevent corruption (the Compliance System).

### **The ETHIC Intelligence Certification Committee,**

- **Taking into account** the letter signed by Royal HaskoningDHV's CEO stating his intent to submit Royal HaskoningDHV's anti-corruption Compliance System for audit by SGS with a view to obtain ETHIC Intelligence Anti-corruption Compliance System certification (Annex 1);
- **having taken note** that the definition of the terms and conditions governing the audit process satisfies the requirements of ETHIC Intelligence Anti-corruption Compliance System certification (Annex 2);

- **having concluded**, after careful review, that the Certification File was established in a rigorous, objective and impartial way and accurately reflects the true nature of the Compliance System;
- **noting** that the SGS auditors involved in the audit process have been accredited by ETHIC Intelligence (Annex 4);
- **Supporting** the overall evaluation reached by the Auditor, namely that the Compliance System meets the requirements of the aforementioned Certificate (Annex 3);

**AWARDS**, on this day and for a duration of three years (3), Anti-corruption Compliance System Certification to Royal HaskoningDHV (Company Number KvK-nr. 5552574) in virtue of the design and implementation of its compliance system to prevent corruption.

Paris, 12 July 2016

Chairman of the Certification Committee

A handwritten signature in black ink, appearing to read "Ph. Montigny".

Philippe Montigny

## ANNEX 1: LETTER OF INTENT

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Mr. Philippe Montigny  
Chairman  
ETHIC Intelligence Certification Committee  
10, rue Pergolèse  
75116 Paris - France

KONINKLIJKE HASKONINGDHV GROEP B.V.

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Date:	12 February 2016	Contact name:	Marjolein Demmers
Your reference:	EB_L0011_EO	Telephone:	+31883482709
Our reference:	CRL001D01-2016	Email:	marjolein.demmers@rhdhv.com
Classification:	Open		

Dear Sir,

I undersigned, Mr. Erik Oostwegel, Chairman of the Executive Board at Royal HaskoningDHV, hereby confirm my intent to have Royal HaskoningDHV's anti-corruption compliance program evaluated by SGS and submitted to the ETHIC Intelligence Certification Committee in view of obtaining an ETHIC Intelligence Anti-corruption Compliance System Certificate.

I wish that the following be examined in particular:

- The way our compliance program is designed with respect to international best practices;
- The implementation of this compliance program within Royal HaskoningDHV's operations with respect to international best practices.

For the purposes of this certification process, I request that Ms. Marjolein Demmers, Royal HaskoningDHV Group compliance Officer:

- Provide SGS auditors with all relevant data and information;
- Grant SGS auditors access, in the best of terms, to all files they should wish to consult;
- Arrange meetings between the SGS auditors and all Royal HaskoningDHV employees and persons working on behalf of Royal HaskoningDHV that the auditors should wish to interview.

I acknowledge that I am under obligation to review all information contained in the Certification File drafted by SGS and that said Certification File will be transmitted to you only if the information it contains is complete and accurate.

Sincerely,



Erik Oostwegel  
Chairman of the Executive Board



## **ANNEX 2: TERMS OF REFERENCE GOVERNING THE AUDIT**

Royal HaskoningDHV's CEO stated his intent to have the procedures governing the management and control of the RHDHV's anti-corruption compliance management system audited in view of obtaining ETHIC Intelligence certification.

He requested that the following be examined in particular:

- The design of the Compliance System with respect to international best practices;
- The implementation of the System within the company.

Certification terms of reference<sup>1</sup> are based on international best practices implemented by companies to comply with general guidelines including:

- International anti-corruption conventions
- Guidance provided by selected national and intergovernmental authorities
- Guidelines issued by international governmental organizations
- Principles issued by non-governmental organizations

## **ANNEX 3: ANTI-CORRUPTION COMPLIANCE PROGRAM AUDIT**

### **Execution of the Audit**

The SGS on-site audit began in April 6, 2016 at the head offices of Royal HaskoningDHV in Amersfoort (The Netherlands). The audit covered Royal HaskoningDHV head offices in Amersfoort, RHDHV Vietnam and RHDHV PTY Johannesburg, South Africa. SGS concluded the on-site audit in April 21, 2016.

The audit was based on documentation review as well as interviews with executives. Documents analyzed were either made spontaneously available by Royal HaskoningDHV or were requested by the Auditor.

### **Conclusions of the Audit**

#### **1. Framework Review Criterion n°1: Information**

Taking into account Royal HaskoningDHV's specific risk of corruption, the Audit focussed on the following:

- Do the nature and consistency of communications on the Compliance System correspond to international best practices?
  - Is communication on the Compliance System implemented in ways which correspond to international best practices?
- ⇒ Criterion n°1 corresponds to step 2 of the USFSG ("tone at the top"), Hallmark 1 of the 2012 US FCPA Resource Guide ("Commitment from Senior Management and a Clearly Articulated Policy against Corruption") and Principle 2 of the UK Bribery Act guidance ("top-level commitment").

#### **Conclusion upon review of criterion n° 1:**

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<sup>1</sup> Certification terms of reference are publicly available and can be requested via [www.ethic-intelligence.com](http://www.ethic-intelligence.com)

***Both the communication on Royal HaskoningDHV's Compliance System and the way it is implemented correspond to international best practices.***

## **2. Review of criterion n°2: Training**

Taking into account Royal HaskoningDHV's specific corruption risk, the Auditor focussed on the following:

- Does the nature and consistency of training on the Compliance System correspond to international best practices?
  - Is training implemented in ways which correspond to international best practices?
- ⇒ Criterion n°2 corresponds to step 4 of the USFSG ("effective training"), Hallmark 5 of the US FCPA Resource Guide ("Training and Continuing Advice") and Principle 5 of the UK Bribery Act guidance ("Communication including training").

### **Conclusion upon review of criterion n° 2:**

***Both the training on Royal HaskoningDHV's Compliance System and the way it is implemented correspond to international best practices.***

## **3. Review of criterion n°3: Tools/processes**

Taking into account Royal HaskoningDHV's specific corruption risk, the Auditor focussed on the following:

- Does the nature of the Compliance System's processes correspond to international best practices?
  - Are Compliance System processes implemented in ways which correspond to international best practices?
- ⇒ Criterion n°3 corresponds to:
- USFSG steps 1 ("establish standards to prevent and detect criminal conduct"), 3 ("prior verification – due diligence") and 6 ("consistent promotion of the compliance program");
  - 2012 US FCPA Resource Guide Hallmarks 2 ("Code of conduct and compliance policies and procedures"), 4 ("Risk Assessment"), 7 (Third-Party Due Diligence and Payments ") and 10 ("Merges and Acquisitions: Pre-Acquisition Due Diligence and Post-Acquisition Integration");
  - UK Bribery Act Guiding Principles 1 ("Proportionate procedures"), 3 ("Risk Assessment") and 4 ("Due Diligence").

### **Conclusion on the review of criterion n°3:**

***Royal HaskoningDHV's Compliance System processes and the way they are implemented correspond to international best practices.***

## **4. Review of criterion n°4: Control**

Taking into account Royal HaskoningDHV's specific corruption risk, the Auditor focussed on the following:

- Do the Compliance System's control processes correspond to international best practices?

- Are the Compliance System's control processes implemented in ways which correspond to international best practices?
- ⇒ Criterion n°4 corresponds to:
  - USFSG steps 5 ("evaluate the effectiveness of the compliance program, including a mechanism to report violations without fear of retaliation") and 7 ("respond appropriately to misconduct and to make necessary modifications in procedure");
  - 2012 US FCPA Resource Guide Hallmarks 3 ("Oversight, Autonomy, and Resources"), 6 ("Incentive and Disciplinary Measures"), 8 ("confidential Reporting and Internal Investigation") and 9 ("Continuous Improvement: Periodic Testing and Review");
  - UK Bribery Act Guiding Principle 6 ("monitoring and review").

***Conclusions upon review of criterion n°4:***

***Royal HaskoningDHV's Compliance System control processes and the way they are implemented correspond to international best practices.***