



# ETHIC Intelligence Certification Committee Chairman

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

Awarded to  
**Royal HaskoningDHV**

Paris, 30 April 2014

Beijing  
Brussels  
Frankfurt  
Geneva  
Istanbul  
London  
Milan  
Paris  
Toronto  
Sao Paulo  
Washington DC

### CONTACT

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**The Chairman of the ETHIC Intelligence Certification Committee**, Philippe Montigny, completed on 30 April 2014 his examination of the results of a surveillance audit presented by SGS regarding Royal HaskoningDHV's group-level program to prevent corruption.

**The ETHIC Intelligence Certification Committee Chairman,**

- **Taking into account** the letter signed by Royal HaskoningDHV's CEO stating his intent to submit the company's program to prevent corruption for audit by SGS with a view to obtaining ETHIC Intelligence Anti-corruption Compliance System certification (Annex 1);
- **Acknowledging** that, as a first step to obtaining certification of its overall anti-corruption compliance system, Royal HaskoningDHV opted for a review of the design and implementation of its compliance program within the perimeter of DHV prior to its merger with Royal Haskoning in January 2013 which led to the award by the ETHIC Intelligence Certification Committee of a one-year Anti-corruption Compliance Policy Certificate in 2013 upon the recommendation of the following Certification Committee Members;
  - Michael Davies (Toronto), Queen's Counsel, Vice Chair and Director, Canadian Centre for Ethics & Corporate Policy;
  - Marc Henzelin (Geneva), Partner at Lalive Geneva and Judge at the Cour de Cassation of Geneva,
  - Charlie Monteith (Basel), Head of Legal and Case Consultancy at the Basel Institute's International Centre for Asset Recovery, former Head of Legal and Operational Assurance of the UK Serious Fraud Office;
- **Acknowledging** that, as a second step to obtaining certification of its overall anti-corruption compliance system, SGS conducted a surveillance audit of the overall Royal HaskoningDHV perimeter with a particular focus on the former Royal Haskoning perimeter and that the results of this surveillance audit were to be reviewed by the Certification Committee Chairman for decision to award group-level System certification;
- **having taken note** that the definition of the terms and conditions governing the surveillance audit process satisfies the requirements of ETHIC Intelligence Anti-corruption Compliance Policy 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 Program;
- **noting** that the SGS auditors involved in the surveillance audit process have been accredited by ETHIC Intelligence (Annex 4);
- **Supporting** the overall evaluation reached by the Auditor, namely that the Compliance Program meets the requirements of the aforementioned Certificate (Annex 3);

**AWARDS**, on this day and for a duration of two (2) years, Anti-corruption Compliance System Certification to Royal HaskoningDHV (Registered under the Chamber of Commerce

Certification File 2012-F-11

Client's initials

Committee President's initials

no. 55535474, The Netherlands) in virtue of the design and implementation of the anti-corruption compliance program.

**Paris, 30 April 2014**

**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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Ethic Intelligence  
Attn. Philippe Montigny  
Certification Committee President  
10 rue Pergolèse  
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Amersfoort, 10 January 2013

our ref : RvB/13-001  
file : DHV422.15  
subject : Ethic certificate  
classification : RHDHV confidential

Dear Mr. Montigny,

I undersigned, Bertrand M. van Ee, President of the Royal (*Koninklijke*) Haskoning DHV Groep B.V. hereby confirm my intention to have our anti-corruption program audited by SGS with a view to renewing the ETHIC Intelligence Active AC Certificate awarded to DHV Holding B.V. on 7 October 2010. The purpose of this Certificate is to attest that our program to prevent corruption conforms to international best practices and is adequately enforced.

The Certificate was awarded to DHV Holding B.V. in 2010. DHV Holding B.V. and Royal Haskoning Groep B.V. merged operationally on 1 July 2012 and merged legally on 1 January 2013. Given this merger, of which ETHIC Intelligence was duly and timely informed, I request that the audit be carried out over a period of 6 months, in 2013, in order to take into account the ongoing structural adjustments (if any) of the two companies.

I would like the audit to examine in particular:

- the adequacy of our corruption risk analysis with respect to Royal Haskoning DHV's activities;
- the adequacy of our prevention policy and procedures in relation to identified risks;
- the implementation quality of these procedures within our Group's various entities.

For the purpose of the audit, I appoint Mr. Evert Jan Wijers, Group Compliance Officer of Royal Haskoning DHV Groep B.V., as the official contact and representative, and request that he:

- provides SGS auditors with all relevant data and information;
- grants SGS auditors access to any files they wish to consult;
- arrange meetings between SGS auditors and any Royal HaskoningDHV's employee or person working on behalf of the Royal Haskoning DHV Group that the auditors wish to speak to.

I look forward to your reply.

Sincerely yours,



B.M. van Ee  
President Royal Haskoning DHV Groep B.V.

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

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Royal HaskoningDHV's CEO stated his intent to have the company's overall anti-corruption compliance program audited in view of obtaining ETHIC Intelligence certification.

He requested that the following be examined in particular:

- The adequacy of its corruption risk analysis;
- The design of the compliance program with respect to its corruption risks;
- The implementation of the program within the Group's various entities.

As a first step to obtaining ETHIC Intelligence Anti-corruption Compliance System certification for the group-level anti-corruption compliance program, Royal HaskoningDHV has requested an initial evaluation of the compliance program designed and implemented within the perimeter of DHV prior to its merger with Royal Haskoning in January 2013. This initial review corresponded to the perimeter of the ETHIC Intelligence Active AC certificate awarded on 7 October 2010 which Royal HaskoningDHV wished to renew. The certification file prepared by SGS during its initial review led to the award by the ETHIC Intelligence Certification Committee of a one-year Anti-corruption Compliance Policy Certificate in March 2013.

As a second step to obtaining the ETHIC Intelligence Anti-corruption Compliance System certification for the group-level anti-corruption compliance program, SGS carried out a surveillance audit on both the former DHV perimeter and the former Royal Haskoning perimeter. The results of the surveillance audit were submitted to the Certification Committee Chairman who made the decision to award a two-year System certificate to Royal HaskoningDHV.

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

### **International anti-corruption conventions**

- UN Convention Against Corruption (2003)
- OECD Convention on Combating Bribery in International Business Transactions (1997)
- Convention on the Fight Against Corruption Involving Officials of the European Communities or Officials of Member States of the European Union (1997)
- EU Framework Convention on combating corruption in the private sector (2003)
- Council of Europe Civil and Criminal Law Conventions of 1999

### **Guidance provided by selected national and intergovernmental authorities**

- USA : Chapter 8 of the US Federal Sentencing Guidelines ( known as "the Seven Steps"), DOJ opinion releases and 2012 FCPA Resource Guide
- UK: 2011 Bribery Act guidance
- Italy: Law Decree 231
- OECD Guidelines for Multinational Enterprises (2000)
- OECD Typologies on the Role of Intermediaries in Intl. Business Transactions (2009)
- UN Global Compact (2004)

### **Guidelines issued by professional organizations**

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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)  
Certification File 2012-F-11

- ICC Rules of Conduct and Recommendations for Combating Extortion and Bribery (2005)
- ICC Guidelines on Agents, Intermediaries and Other Third Parties (2010);
- ICC Guidelines on Whistleblowing (2008)

#### **Principles issued by non-governmental organizations**

- The World Economic Forum's Partnering Against Corruption Initiative – Principles for Countering Bribery (2004);
- TI Business principles for countering bribery (2009)
- ISO 26000 Guidelines (2010)

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

### **Execution of the Audit**

SGS experts conducted their on-site review in February and March 2014 at the Royal HaskoningDHV Group head office in Amersfoort (The Netherlands) as well as in subsidiaries in the UK and Dubai. Unlike the initial review conducted in 2013, the scope of this review included former the Royal Haskoning perimeter prior to its merger with DHV in January 2013. This second audit therefore covered the Compliance Program at group level.

The audit was based on documentation reviews 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 corruption risk, the Compliance Program provides for communications in a way that corresponds 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").

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

Taking into account Royal HaskoningDHV's specific corruption risk, the Compliance Program provides for training in a way that corresponds 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").

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

Taking into account Royal HaskoningDHV's specific corruption risk, the Compliance Program provides for tools and processes in a way that corresponds to international best practices.

- Criterion n°3 corresponds to:

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- 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”).

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

Taking into account Royal HaskoningDHV’s specific corruption risk, the Compliance Program provides for control processes in a way that corresponds 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”).

### **Overall Conclusion**

**Upon thorough review of documentation provided and interviews conducted by SGS, the ETHIC Intelligence Certification Committee Chairman ascertains that Royal HaskoningDHV’s anti-corruption Compliance Program is properly designed according to its specific corruption risk and implemented at group level, in a coherent manner, corresponding to international best practices.**

## **ANNEX 4**

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The surveillance audit was conducted in March and April 2014 by Christian Déramaux, Senior Auditor, SGS France and reviewed by Céleste Cornu, Regional Manager, Corporate Social Responsibility Solutions, SGS France.

Céleste Cornu, Lead Auditor, has been accredited by ETHIC Intelligence.