



RRD Anti-Bribery & Anti-Corruption Policy

An Important Message from our CEO:

“In today’s business environment, compliance with anti-bribery and anti-corruption laws is essential. Each of us has a responsibility to understand and follow these laws. This Policy describes these laws and our requirements in plain language. It will help you to understand which behaviors are permitted and which are not. Please read this Policy carefully and keep it for reference. Failing to obey the anti-corruption laws can lead to prison terms for individuals involved and substantial fines for the Company. Violating this Policy will lead to disciplinary action, which may include dismissal.

RRD does not shy away from competing to earn business. As we compete, we will adhere to the highest ethical standards. As the Policy states, none of us should ever engage in lawful conduct that could be misinterpreted or mischaracterized as illegal. If you ever think that you have observed a potential violation of this Policy or any law, immediately report it to your supervisor, a member of our Legal Department, the Chief Compliance Officer, or contact the Company’s Ethics Hotline.

Thank you for helping to assure that we always conduct business honestly and with integrity.”

-- Thomas J. Quinlan, President and Chief Executive Officer, RRD

Purpose:

The purpose of this Anti-Bribery & Anti-Corruption Policy (the “Policy”) is to ensure that all RRD businesses, personnel, and business partners comply with all applicable anti-bribery and anti-corruption (“ABAC”) laws, including but not limited to the U.S. Foreign Corrupt Practices Act (the “FCPA”), the U.K. Bribery Act, and similar laws in other countries where RRD does business. This Policy is a key component of RRD’s Ethics and Compliance Program. The Company will enforce a zero-tolerance approach for violations of the Policy. Accordingly, violations of the Policy may be grounds for immediate termination of employment or contract, and violators may also be personally subject to significant legal penalties, including civil or criminal fines and/or imprisonment.

Scope:

Businesses: This Policy applies to all RRD domestic and international businesses, including the Company’s subsidiaries, branches, and joint ventures (“RRD” or “Covered Businesses”).



Personnel: This Policy applies to all members of RRD’s Board of Directors, officers, employees, and contractors of any Covered Business (“Covered Persons”).

Third Parties: This Policy applies to all Company “Third Parties,” including distributors, agents, consultants, representatives, lobbyists, contractors, joint venture partners, and suppliers.

Policy:

I. INTRODUCTION

RRD adheres to the highest standards of integrity and ethics to ensure its business is conducted in compliance with the law. It is the policy of RRD that no Covered Person or Third Party, whether U.S. or foreign-based, shall in any way attempt to obtain or retain business, or secure a business advantage, through unlawful payments, bribes, kickbacks, gifts, or other unlawful inducements to any other person, including government officials and business partners.

In particular, and as mandated by law, RRD and its Covered Persons and Third Parties may not promise, offer, give, or authorize the giving of money or anything of value, directly or indirectly, to government officials (including officers or employees of state-owned or -controlled businesses), political parties, candidates for political office, officials of a public international organization (collectively, “Political Entities”), or any person for the purpose of influencing any act or decision of such official or securing a business advantage, or obtaining or retaining business. Such conduct is illegal under the FCPA, the U.K. Bribery Act, and the ABAC laws of many of the countries where RRD operates. Accordingly, no payments of any amount shall be made to any government official or Political Entity .

The values of RRD require all Covered Persons and Third Parties to follow the spirit and the letter of the laws in every country where RRD conducts business. By carefully reading and understanding the information in this Policy, you can protect the Company against violations and adhere to the Company’s zero tolerance policy toward bribery and corruption. Violations of this Policy will not be tolerated and may be grounds for dismissal. The FCPA, for example, is vigorously enforced and has led to significant financial penalties against companies and lengthy prison sentences for individuals.

II. GENERAL POLICY REQUIREMENTS

(Terms in bold and italics are defined in Section III of this Policy.)

General requirements

1. **Zero Tolerance for Illegal Payments**: This Policy prohibits making bribes, payments, or *giving*, offering, or promising *anything of value* to a *government official* or any person to *obtain or retain business* or to *secure a business advantage*.



Even small payments to government officials (which may be customary in certain countries) or other persons to obtain or retain business are prohibited by this Policy.

2. **Zero Tolerance for Illegal Payments Through Third Parties:** The Policy also prohibits making illegal payments through or to Third Parties (for example, sales agents or intermediaries) with *knowledge* or reasonable grounds to believe that all or part of the payment will be offered to any government official or person to obtain or retain business or to secure a business advantage. We may not ask or instruct Third Parties to do what we, the Company, cannot.
3. **Commercial Bribery:** This Policy prohibits the making of *any* bribe, kick-back, or payment, or offering *anything of value* to any potential or existing non-governmental business partner, including vendors, agents, consultants, clients, customers, or other third parties *to obtain or retain business or to secure a business advantage*. Covered Persons may not solicit or accept such payments.
4. **Record Keeping and Internal Accounting Controls:** This Policy requires Covered Persons to keep accurate books, records, and accounts, and to implement internal accounting controls sufficient to provide reasonable assurance that management is aware of all transactions, and management is directing transactions ethically and in compliance with all ABAC laws. Covered Persons must ensure that record-keeping and internal control procedures are strictly adhered to at all times. Inaccurate record keeping and accounting practices can violate anti-corruption laws, including the FCPA, even if bribes are not involved.
5. **Political Contributions and Charitable Donations:** Covered Persons may not make political or charitable donations, whether in their own name or in the name of RRD, *to obtain or retain business or to secure a business advantage for the Company*. Any political or charitable contributions by RRD must be (i) permitted under the law, (ii) made to a *bona fide* organization, and (iii) in the case of political contributions or charitable contributions connected to or made at the request of any *government official* or government entity, made with the prior approval of the Chief Compliance Officer or her designee. The Chief Compliance Officer must be notified if a *government official* solicits a political or charitable contribution in connection with any government action related to RRD. Covered Persons may not make political contributions on behalf of the Company.
6. **Compliance with All Laws:** This Policy requires compliance with the ABAC laws of the United States and of every country where RRD does business. Acting in any manner that creates the appearance of impropriety or a violation of such laws is prohibited by this Policy.



III. ABAC POLICY DEFINITIONS, PRINCIPLES & GUIDELINES

Understanding the following core definitions, principles, and guidelines is essential to understanding the broad scope of RRD's ABAC Policy.

Definitions

- **Giving**: Making, providing, offering, or promising any payment, gift, or any other thing of value either directly or indirectly. You may not instruct, authorize, or allow a Third Party to make a prohibited payment on your behalf, and you may not make a payment to a Third Party knowing or having reasonable grounds to believe that some or all of that payment will likely be used to obtain or retain a business advantage.
- **Knowledge**: RRD is considered to have knowledge of an anti-corruption violation if a Covered Person is aware that an illegal payment is being made, is aware that an illegal payment is likely to occur, or has reasonable grounds to believe that an illegal payment will likely occur. Deliberate ignorance or "willful blindness" is treated as "knowledge" under this Policy and under ABAC laws.
- **Anything of Value**: Includes cash or cash equivalents (e.g., gift cards), stock, gifts, meals, entertainment, travel, payment of expenses, provision of services of any type, favors for family members, purchase of property or services at inflated prices, assumption or forgiveness of indebtedness, or any other transfer of goods, services, or any other tangible or intangible property.
- **Government Official**: An officer, employee, or person acting on behalf of a government, or any department, agency or instrumentality of such government. "Government officials" include members of armed forces and officers or employees of state-owned or state-controlled businesses (e.g., banks, telephone companies, hospitals, bus companies). "Government officials" also include employees of public international organizations such as the United Nations, the International Committee of the Red Cross, the World Health Organization, the Organization of American States, the Organization of African Unity, the Organization for Economic Cooperation and Development, the International Monetary Fund, as well as political parties and their officials, or any candidate for political office or a representative of such a candidate.
- **Obtain or Retain Business or Secure Business Advantage**: Any payment to a government official or a Third Party to further or benefit RRD's business, including payments to obtain or retain government business or to gain any business or regulatory advantage, such as tax relief/reduction or other preferential treatment.



Gifts and Entertainment

This Policy prohibits RRD and Covered Persons from offering, promising, or providing gifts, meals, entertainment, or travel to government officials. *It is crucial that absolutely no Covered Person offers or provides gifts, meals, travel, entertainment, or other benefits to a government official without the advance written approval of RRD's Chief Compliance Officer or her designee.*

Dealing with Consultants and Agents

RRD and its Covered Persons must exercise due diligence in dealing with consultants, representatives, lobbyists, contractors, and agents outside the United States ("Agents"). Covered Persons must conduct due diligence on all Agents before they are engaged, as set forth in the RRD Procedures for Hiring Agents, Consultants, Lobbyists or Other Representatives Who May or Will Have Contact with Government Officials ("Procedures"). Additionally, Covered Persons must ensure that all relevant requirements for hiring Agents set forth in those Procedures are followed. Third Parties are also strictly prohibited from offering, promising, or providing gifts, meals, travel, entertainment, or other benefits to a government official on behalf of RRD per this Policy.

Exception for Legitimate Marketing Expenses

As a general rule, payments to or on behalf of government officials outside the United States that would otherwise be prohibited by U.S. Law are defensible under the law, and permitted by this policy, only if:

- They are made (i) as a reasonable and *bona fide* expenditure directly related to either promotion, demonstration, or explanation of products and services, or (ii) in the course of the execution or performance of a contract with a government agency; and
- In all such cases above, the Covered Person obtains advance written approval to make such payment from RRD's Chief Compliance Officer or her designee.

Facilitation Payments Prohibited

Facilitation or "grease" payments are small payments to government officials to expedite or secure performance of a routine, non-discretionary governmental action, such as obtaining utility services or a license. Such facilitation payments are prohibited under this Policy. In most countries, such payments are also illegal. In the rare circumstance where a proposed facilitation payment is lawful under local law and U.S. law, an exception to the general prohibition of facilitation payments may be made, but only with the prior written approval of RRD's Chief Compliance Officer or her designee.



Record Keeping and Accounting

RRD and its Covered Persons must ensure the accuracy of the Company's books, records, and accounts, and must ensure that all transactions are conducted ethically and in compliance with applicable laws. Covered Persons must adhere strictly to the following key rules:

- All accounting records, expenditures, expense reports, invoices, vouchers, gifts, business entertainment, and any other business records must be accurately and reliably reported and recorded in accordance with generally accepted accounting principles and must accurately and fairly reflect the transactions and the disposition of RRD assets.
- Payments by or on behalf of RRD may be made only upon appropriate authorization and documentation and only for the purpose specified in the documentation.
- No undisclosed or unrecorded fund or asset (sometimes referred to as "slush funds" or "off-the-books" accounts) may be established or maintained for any purpose.
- To avoid even the appearance of impropriety or a bribe, no payments to any Third Party shall be made in cash, other than documented petty cash disbursements which should be considered extremely rare.
- No payments shall be made to vendors in currency other than the currency of the jurisdiction where services were performed, or deposited into "off-shore" accounts located other than the jurisdiction of where the services were performed.
- No corporate checks shall be written to "cash" or "bearer." No corporate checks shall be written to third-party designees of a business partner entitled to payment unless such arrangement is commercially reasonable, lawful, and not intended to circumvent this Policy.
- No payments shall be offered, promised, or made to a government official without advance written approval by RRD's Chief Compliance Officer or her designee. In the rare circumstances where such a payment is lawful and approved by the Chief Compliance Officer, it must be accurately recorded in the Company's books, the true purpose reflected, and any accompanying supporting documentation maintained.
- All Covered Persons must respond fully and truthfully to any question or request from the Company's internal or independent auditors or any outside investigators engaged by the Company.

Inaccurate record keeping and accounting practices can violate anti-corruption laws, including the FCPA, even if bribes are not involved. Failure to abide by these key rules or other RRD record keeping and accounting rules will result in immediate discipline, up to and including termination.



IV. COMPLIANCE AND RED FLAGS

Compliance with the Policy will be monitored by the Chief Compliance Officer in accordance with the RRD Ethics and Compliance Program and through the regular internal audit process.

Each Covered Person must be alert to “red flag” situations that may indicate possible violations of ABAC laws or this Policy. Some “red flag” situations include:

- Requests for payments in cash or by unusual means, such as through bank accounts or in currency of jurisdictions outside the country where the services are being offered;
- Demands for commissions, bonuses, or upfront payments in excess of the going rate, or for ancillary or supplementary services not covered by the original contract;
- Requests to backdate or alter invoices;
- Hand-written invoices in large amounts;
- Extraordinarily high fees for nominal work;
- Requests by a government official to use a specific third-party consultant, agent, lobbyist, or distributor, particularly if this agent is owned by a government official, has close ties to a government official, is a family member of a government official, or lacks experience or capacity to perform the contract;
- Requests by a government official or other person to give special consideration to hiring the relative of that or some other government official;
- Requests by a Third Party to increase his or her commission during active negotiations with a government customer, or to be reimbursed for additional sales and marketing expenses;
- Requests to work without a contract or refusal to sign a certification of compliance with this Policy;
- Entertainment of government officials that is not provided in connection with the *bona fide* demonstration of RRD’s products and services, or entertainment of government officials’ family members; or
- Off-the-book accounts or shell companies created to receive revenues and facilitate transactions.

Covered Persons who discover any of the above “red flag” situations, similarly suspicious transactions, or potential violations of this Policy must report them immediately to RRD’s Chief



Compliance Officer or another member of management, who will report it to the Chief Compliance Officer. Violations of this Policy will not be tolerated and are grounds for immediate termination.

V. MERGERS, ACQUISITIONS, AND JOINT VENTURES

In the event RRD considers acquiring, merging with, or entering into a joint venture with another company, care should be taken to ensure RRD fully understands the bribery and corruption risk posed by the transaction, obtains all appropriate warranties and indemnification protection, and plans to appropriately mitigate the risk post-acquisition. The business teams responsible for the transaction and for integrating the new business shall follow the Anti-Bribery & Anti-Corruption Due Diligence Procedures. Questions on these matters should be addressed to the Chief Compliance Officer.

VI. GOVERNMENT CONTRACTS AND TENDERS

For any contract with a foreign government worth more than USD \$1 million annually, Covered Businesses must seek written authorization from the Chief Compliance Officer and Chief Executive Officer prior to entering the contract or participating in a public tender associated with it. Public hospitals, public colleges, public universities, and publishers in China (any of which may be state-owned or state-controlled) should be treated as foreign governmental actors, though under the exception to this Policy, contracts with such entities are exempt from the pre-approval and reporting requirements outlined in this section if the value of the contract is less than or equal to USD \$1 million annually.

Any Covered Business that secures a contract worth over USD \$1 million annually to provide goods or services to a foreign governmental entity must report annually to the corporate Finance Department and to the Chief Compliance Officer on the status of the contract, the services rendered under the contract to date, any entertainment expenses incurred in connection with the relationship, and payments received from the client. Additionally, if an agent participates in a tender or in managing the relationship with a foreign governmental entity, regardless of the value of the contract, pre-approval must be received in writing from the Chief Compliance Officer, and the Covered Business must report to the corporate Finance Department and to the Chief Compliance Officer quarterly on amounts paid to the agent and services rendered by the agent.

VII. WHERE TO GO FOR HELP

If you have any questions or concerns regarding this Policy or its application, or need to report potential violations of this Policy, please reach out to RRD's Executive Vice President, General Counsel, and Chief Compliance Officer (312-326-8129 or deb.steiner@rrd.com) or another member of the Legal Department. Seek clarification and guidance before you act if you are unsure whether your conduct is lawful. Do not try to resolve uncertainties on your own.

You may also ask a question or report a potential violation, including anonymously, by calling the Ethics Hotline or reporting online.



Once you have reported a potential violation, an investigation team will be assigned to investigate your report. The investigators will contact you and let you know of any further steps they would like you to take involving the collection of information.