



## *Company & Culture*

# Ethics & Compliance

### Code of Conduct

Anti-Bribery Principle Translations

## Anti-Bribery Principle

### Principle Statement:

3M prohibits bribery. 3M employees and any third party to whom this Principle applies, must not provide, offer or accept bribes, kickbacks, corrupt payments, facilitation payments, or inappropriate gifts, to or from Government Officials or any commercial person or entity, regardless of local practices or customs. All 3M employees and any third party acting on 3M's behalf must comply with all applicable anti-bribery laws and regulations, including, but not limited to, the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act (UKBA).

### Purpose:

This Principle ensures that 3M complies with all anti-bribery laws globally. Failure to comply with anti-bribery laws could lead to criminal and civil penalties for 3M and its employees, significant business disruptions, and harm to 3M's reputation.

This Principle applies globally to all employees and may apply to third parties acting on behalf of 3M. See the Compliance Principle for information on when a third party might be covered by the Code of Conduct Principles.

### Additional Guidance:

- A bribe is the direct or indirect offer to give or receive anything of value to a Government Official or commercial person or entity, with the intent to corruptly influence that official, person or entity to award new business, continue existing business or to gain any improper advantage. Facilitation payments are bribes and are prohibited.

- A facilitation payment or "grease payment" is a small sum of money paid to a Government Official in order to expedite routine and nondiscretionary activities, such as obtaining a visa or work order, installing telephone service, or initiating electrical service. 3M prohibits facilitation payments, which can violate the UKBA and other countries' anti-bribery laws.
- In this Principle, the term "improper advantage" is broadly defined to mean something to which 3M or one of its Business Partners is not clearly entitled, such as a price increase approval, improper influence on a government institution's or commercial business's decision to purchase 3M products, favorable product specification selection, contract award, grant of operating permits, product use/registration approval, favorable court decision, or tax dispute settlement.
- In this Principle, the term "corruptly influence" is broadly defined to mean that the offer, payment, promise or gift must be intended to induce the recipient to misuse his/her official/business position to benefit 3M or a 3M Business Partner. Such misuse could include wrongfully directing business to 3M, or a Business Partner, to obtain preferential legislation or regulations, or to cause the recipient to fail to perform an official/business function.
- In this Principle, the term "Government Official" is broadly defined to include a broad range of individuals:
  - Government employee or elected or appointed official;
  - Political party;
  - Candidate for political office (even if not currently in office);
  - Employees of a government or agency (police, tax and customs inspectors);
  - Professors who work at government affiliated universities;
  - Health care professional (e.g., doctor, nurse, dentist, hospital administrator) who works in a public or government-sponsored health care program (e.g., state-owned university hospital, government-funded dental program);
  - Consultant, speaker, or advisor retained by 3M who is a government employee;
  - Government employee who benefits from a 3M research grant;
  - Official or employee of a public international organization such as the United Nations, World Trade Organization, OECD, Red Cross, Organization of American States, International Monetary Fund and the World Bank; and
  - Employee of a quasi-public agency and other companies or organizations partly or wholly owned or controlled by a government
- In this Principle, the term "Business Partner" is broadly defined to include any person or entity with which 3M does business and includes:
  - 3M's agents (including sales agents)
  - Consultants
  - Distributors
  - Resellers
  - Converters
  - Suppliers
  - Independent contractors
- Small courtesies, such as a cup of coffee, a token gift of nominal value, or a reasonably priced lunch or dinner, are not bribes. When providing such courtesies to a Government Official, you must comply with the gift laws and monetary limits applicable to that Government Official. See Gifts, Entertainment & Travel Principle for more information.
- Remember that providing favors, promises, or discounts to Government Officials or their family members that are not available to others, can be "value", which could violate this Principle.

- The U.S. Foreign Corrupt Practices Act and other countries' bribery or corruption laws may consider the hiring of a family member of a Government Official as bribery, depending on why the family member was hired, his or her qualifications, and the Government Official's ability to make decisions that could affect 3M business. Relatives of Government Officials may be hired by 3M. However, special care must be taken when an applicant is the close relative (such as a spouse, child, sibling, niece, nephew, aunt or uncle) of a Government Official who is in a position to influence a decision related to the purchase, prescription, or use of a 3M product or 3M service, or to any other governmental action that would benefit 3M's business. In such cases, close relatives of that Government Official may be hired only if:
  1. the individual hired meets standards and qualifications that apply to all individuals that 3M hires for similar roles;
  2. the position was properly approved with a clear business purpose and not created as a special position for the relative; and
  3. the individual hired follows the transparency and conflict of interest procedures 3M expects of all employees when interacting with Government Officials.

But, a candidate being considered only because of his/her relative's ability to influence a decision in 3M's favor, may not be hired. In such circumstances, even offering that candidate employment could violate this Principle.

- The failure to maintain adequate books and financial records violates many countries' laws, including the U.S. FCPA, even where no bribery takes place. Every 3M employee must comply with 3M's Internal Controls, Financial Reporting, Document Retention, and Auditing Principle to insure that 3M can demonstrate its compliance with anti-bribery laws and regulations.
- Employees, supervisors, and managers must promptly report suspected violations of anti-bribery laws and this Principle to their assigned legal counsel, the Ethics & Compliance Department, to their management, or to any other resource listed in the Employee Obligations and Reporting Principle, or through other appropriate channels, and may do so anonymously.
- 3M's joint venture target companies and acquisitions should comply with all applicable anti-bribery laws and this Principle, or 3M employees and 3M may be held responsible for their violations. 3M employees must conduct assessments of existing and prospective joint ventures, acquisitions, and subsidiaries in accordance with 3M's Integrity Assessment procedures to determine if they are in compliance with applicable anti-bribery laws and this Principle.
- 3M employees have an obligation to carefully select every Business Partner that acts on 3M's behalf. 3M's Business Partners must comply with all applicable anti-bribery laws, and where agreed, this Principle. 3M employees must not allow any Business Partner to provide, offer or accept bribes, kickbacks, corrupt payments, facilitation payments, or inappropriate gifts, or 3M and the employee may be held responsible for the actions of the Business Partner. 3M employees must conduct assessments of existing and prospective Business Partners in accordance with 3M's Integrity Assessment procedures to determine if they are in compliance with applicable anti-bribery laws and this Principle. 3M employees must follow the requirements of the Integrity Assessment procedures to mitigate or terminate a business relationship if they learn that an existing or prospective third party may have violated applicable anti-bribery laws or this Principle.

**Penalties:**

Failure to comply with anti-bribery and gift laws could lead to criminal and civil penalties for 3M and for 3M employees personally, significant business disruptions, and harm to 3M's reputation. Violations of 3M's Code of Conduct will result in discipline, up to and including termination from employment.

**Related Information and Links:**

- [3MEthics.com \(https://secure.ethicspoint.com/domain/en/report\\_custom.asp?clientid=8897\)](https://secure.ethicspoint.com/domain/en/report_custom.asp?clientid=8897)
- [Doing Business with Government Agencies and Contractors Principle \(/sites/corpRC0011/Pages/Global/48.aspx\)](https://sites/corpRC0011/Pages/Global/48.aspx)
- [Frequently Asked Questions \(http://legalapps.mmm.com/legal/portal/C%26BC/Code/FAQ-AntiBribery.pdf\)](http://legalapps.mmm.com/legal/portal/C%26BC/Code/FAQ-AntiBribery.pdf)