

Procedures for Hiring Agents, Consultants, Lobbyists, or Other Representatives Who May or Will Have Contact with Government Officials

Payments to agents, consultants, lobbyists, or other persons or entities who may or will have interactions with Government Officials and who purport to hold themselves out as representatives of RRD or any of its subsidiaries (“Agents”) are prohibited if RRD has reasonable grounds to believe that those Agents, or any one of them, will use any part of those payments to them, or funds from any other source, to improperly obtain or retain business, or to secure a business advantage, for RRD. Employees cannot deliberately “look the other way” or act with conscious disregard of suspicious acts by Agents. Rather, employees must look for warning signs or “red flags,” investigate such “red flags,” and promptly report them if there are indications that a bribe has or may occur. *See* Appendix A for examples of “red flags.”

Important note: As used in these Procedures, and consistent with the Company’s Anti-Bribery Anti-Corruption Policy, “Government Official” means 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 (defined below) and may include political parties and their officials in some countries, or any candidate for political office or a representative of such a candidate.

Procedures for Agents

The documentation and ongoing review procedures set forth below are designed to ensure that RRD and its employees are not compromised by the actions of Agents.

1. *Diligence.* Any employee wishing to retain an Agent who may or will have any interactions with Government Officials must (i) complete the questionnaire in Appendix B (“Agent Questionnaire”) and (ii) send the completed questionnaire along with all required supporting documentation to the Chief Compliance Officer prior to engaging or conducting business with the Agent.
2. *Third Party Review.* Upon receipt of the information, the Company shall engage outside assistance in conducting due diligence on the proposed Agent. Upon completion of that review, the Chief Compliance Officer will either permit or prohibit engagement of the Agent.

3. *Contractual Documentation.* Upon completion of the above review and only after approval from the Chief Compliance Officer, the Agent may be hired/engaged to perform services to RRD. All agreements with Agents must be in writing and contain anti-corruption provisions as set forth more fully below.
4. *Updated Review.* Agents must certify compliance with these contract provisions at least every three years or more frequently if concerns arise regarding the Agent's integrity. The refusal of an Agent to enter into an agreement containing anti-corruption representations may itself be considered a warning sign or "red flag."
5. *Ongoing Responsibilities.* Employees responsible for retaining the Agent are required to monitor the ongoing performance of the Agent, unless the CCO determines otherwise. Set forth in Appendix A are generally recognized "red flags" that indicate an Agent may be involved in making improper payments, especially illicit payments to Government Officials. Employees who deal with Government Officials through Agents must familiarize themselves with these "red flags" and promptly report to the Chief Compliance Officer any concern that improper payments have been or may be made. Additionally, when appropriate, the Chief Compliance Officer may require the Agent's performance be monitored by a member of the legal or internal audit department in addition to, or instead of, the retaining employee(s).
6. *Exemptions.* Due to their well-known nature, certain entities are exempt from the diligence requirements contained in these procedures ("Exempt Third Parties").
 - International law firms with 100+ attorneys
 - "Big Four" Global audit and tax firms and their local affiliates: PwC, Deloitte, Ernst & Young, and KPMG

Despite being exempt from these procedures, Exempt Third Parties still require a contract that reflects standard contractual terms.

Questions; Reporting incidents

If you have any questions or concerns regarding these Procedures or their application, or need to report potential violations of these Procedures, contact the legal department. Seek clarification and guidance before you act. Do not attempt to resolve uncertainties on your own. You may also ask a question or report a potential violation anonymously if you wish by calling the Ethics Hotline or reporting online.

Retaliation for good faith reports of improper activity is strictly prohibited even if the allegations prove to be unfounded.

Contract provisions

All contracts with Agents shall be in writing. All of the terms and conditions of the associated contracts shall be no less stringent than those set forth by the following provisions.

All contracts with new or existing Agents shall include anti-corruption compliance clauses. All contracts signed by COMPANY shall articulate at a minimum clauses that:

- i. clearly prohibit engaging in any form of misconduct, including bribery and corruption, directly or through an Agent;
- ii. Require the Agent to comply with international and local laws and regulations;
- iii. effectuate RRD's Anti-bribery Anti-corruption Policy on the Agent for conduct deriving from or concerning RRD ;
- iv. impose upon the Agent a duty to report to RRD suspected or actual misconduct in connection with the business relationship; and
- v. stipulate RRD's right to terminate the relationship if the Agent has violated its anti-corruption obligations.
- vi. provide audit rights to RRD.

If the Chief Compliance Officer elects to deviate from the requirements outlined above, the rationale shall be documented in writing.

Appendix A
Warning Signs or “Red Flags” When Dealing With Agents

The following are “red flags” that put businesses on notice that they may encounter heightened risks under anticorruption laws when dealing with agents. Anti-corruption laws may impose liability based both upon actual knowledge of a potential bribe and upon facts that suggest someone deliberately ignored signs of a bribe. Thus, it is not necessarily a defense that an employee did not have actual knowledge of how money was to be spent by an agent.

The following list is not exhaustive, nor does any one factor or combination of factors necessarily demonstrate that a payment is illegal, but the list does provide a number of factors and examples regarding the behavior of business partners that indicate increased risk and need for attention:

- An Agent has a reputation for impropriety, unethical, or illegal conduct, or has been the subject of allegations or investigations related to bribery or other dishonest conduct
- An Agent seeks to perform services without a written agreement, or refuses to agree to anticorruption contract provisions
- An Agent requests (i) excessive or unusually high compensation or commissions, or (ii) unusual payment or financial arrangements (e.g., substantial and unorthodox upfront payments; payments via third parties or to countries other than where the Agent works, particularly those countries that historically have provided special protections for the identity of bank account holders; payments in cash or bearer instruments; “off-the books” payments; payments described in a suspicious manner (e.g., payments “to get the business”))
- An Agent has family ties or close social or business relationships with any Government Official
- A Government Official or government customer has recommended or insisted that RRD use a particular Agent
- A Government Official is a director, officer, senior employee of, or has an ownership interest in, an Agent
- An Agent makes misrepresentations or inconsistent statements in the diligence process

- The transaction involves the use of “shell” companies or other structures that serve no reasonable business purpose
- A party to the transaction seeks expense reimbursement without adequate documentation or seeks payment for unduly large expenses
- Any part of the arrangement violates local law or policy
- An Agent has no office space or employees
- An Agent is owned, directly or indirectly, by a Government Official or a relative of that official
- The Agent cannot dedicate sufficient or appropriate resources to accomplish the task for which it has been retained other than its influence with Government Officials
- The Agent refuses to agree to reasonable financial controls
- There are rumors that the Agent has a hidden partner who is a Government Official

There are two other types of “red flags” or risks that generally apply when conducting business either through Agents that may have relations with Government Officials or directly with Government Officials:

- The transaction involves an industry or line of business that has had a history of corruption problems (e.g., oil and gas, aircraft, construction, mining, pharmaceuticals)
- The transaction occurs in a country or part of the world with a high risk of corruption. Risky countries can be identified by reviewing the Corruption Perceptions Index of Transparency International, which can be viewed at the group’s website (<http://www.transparency.org/>)

Appendix B
Agent Questionnaire

General Background Information

1. Agent name, address, website address, and place of incorporation.
2. Copy of Agent's Legal Identification document (such as a Tax ID if company or national ID or passport number if an individual).
3. Names of shareholders, directors, and officers of the Agent. If a corporation owns the Agent in whole or part, identify the owner(s) of that corporation.
4. Who recommended the Agent? If an official of any government, government instrumentality, political party, or any candidate for political office, please describe the circumstances of the recommendation.

Engagement Letter or Agreement

5. Attach proposed summary of terms and, if available, the proposed engagement letter or contract.
6. Identify the country in which payment is to be made. If different than Number 10, below, what is the justification for the payment arrangement?

Capabilities and Services

7. Describe the Agent's physical facilities.
8. Identify the number of the Agent's employees and describe briefly the background of key employees who will be assigned to the RR Donnelley engagement.
9. Provide a list of other entities for which the Agent has performed services comparable to those proposed to be provided to RR Donnelley. In particular, does the Agent perform services for any government or government instrumentality?
10. Identify the country in which services will be rendered.

11. Describe other types of services provided by the Agent.
12. Attach any brochure or other promotional material provided by the Agent to RR Donnelley.
13. Attach the Agent’s code of conduct or ethics, internal procedures regulating interactions with Government Officials, and policy with respect to gifts and other gratuities.
14. Provide the business rationale for engaging this Agent. Was the Agent selected by a bidding process? If not, describe basis on which compensation was agreed, including information as to pricing used by other Agents providing comparable services.
15. Indicate whether RR Donnelley employees met with Agent officials and/or visited Agent facilities. If so, provide the name of the RR Donnelley employee(s) involved in these contacts and the date of the contact.

Connection with Government Officials

Important note: As used below, “Government Official” means 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 (defined below) and may include political parties and their officials in some countries, or any candidate for political office or a representative of such a candidate.

Please check Yes or No.

1. Are you aware of any instance in which the Agent has given or promised to give anything of value, directly or indirectly, to any Government Official to obtain or retain business or to obtain an improper advantage?

Yes ___ No ___

2. Are you aware of any close relationships (e.g., family, former colleagues, or other) between the Agent and Government Officials?

Yes ___ No ___

3. Has the Agent ever violated the law or been sanctioned by the government or a regulatory body?

Yes ___ No ___

Name of person who completed this form and date completed:

Name: _____ Date: _____

Title: _____

Signature: _____

Person responsible for ongoing monitoring of the Agent, if approved:
