



OUR POLICY ON ANTI-CORRUPTION AND BRIBERY

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What's this policy about?

Our aim is to conduct our business in an honest and ethical manner. We're committed to having in place and enforcing effective systems to counter bribery and corruption, details of which are set out below.

This policy sets out our and your responsibilities in observing and upholding all laws related to anti-corruption and bribery. It also provides information and guidance on how you can recognise and deal with bribery and corruption.

We take a zero-tolerance approach to bribery and corruption and are committed to acting

professionally, fairly and with integrity at all times. While we will uphold laws relating to bribery and corruption in all countries, we're bound by UK laws (such as the UK's Bribery Act 2010), even when we conduct business abroad.

It's a criminal offence to offer, promise, give, request or accept a bribe. Any person found guilty can be sent to prison for up to ten years and/or be fined. As an employer, if we fail to prevent bribery, we may face an unlimited fine, be excluded from tendering for public contracts, and our reputation could be damaged.

Is this policy part of my contract of employment?

No, and we can change this policy at any time, but if any changes are made, we'll always make you aware of them. We may also vary things like time limits, if we feel we need to.

Who's covered by this policy?

This policy applies to anyone who works for us or on our behalf, in any capacity, regardless of where they are located. This includes employees, directors and other officers, workers, agency workers, volunteers, interns, contractors, consultants, third-party representatives, agents and business partners (or '**Staff**').

This policy will be given to all new employees when they join our organisation. We'll make sure non-employees are given access to a copy. In addition, our zero-tolerance approach to bribery and corruption will be communicated to all of our suppliers, contractors and business partners when beginning our business relationship with them, and afterwards as needed.

Please note that when we say '**third party**' in this policy, we mean any individual or organisation you come into contact with during your work with us. This includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisers, representatives and officials, politicians and political parties.

Who's responsible for this policy?

While we ask Directors (the most senior people within our organisation) to take overall responsibility for making sure this policy is complied with, its successful operation also depends on you, and that you let us know about any suspected wrongdoing.

Please take the time to read and understand this policy, and to go back to your manager with any questions you may have. Your manager should also make sure you are given adequate and regular training on our approach to anti-corruption and bribery.

What is bribery and corruption?

Bribery means offering, promising, giving or accepting any financial or other **advantage** to influence the person receiving the advantage (or any other person) to **act improperly** or to reward them for acting improperly. If accepting the advantage would be improper in itself, this also counts as bribery.

- An **advantage** could include money, gifts, hospitality, services, discounts, the award of a contract, or anything else valuable.
- **Acting improperly** means acting illegally, unethically or not in good faith. It also includes abusing a position of trust and may be in relation to any business or

professional activity, public function, employment or other activities by or on behalf of an organisation.

Corruption means the abuse of entrusted power or position for private gain.

Some example scenarios of bribery are:

- Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

You're committing an offence because you're making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

- Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our business to ensure we continue to do business with them.

It's an offence for a supplier to make this type of offer, and it would be an offence for you to accept the offer because you would be doing so to gain a personal advantage.

- Bribing a foreign official

You arrange for our organisation to pay an additional 'facilitation payment' to a foreign official to speed up an administrative process, such as clearing our goods through customs.

You are committing an offence of bribing a foreign public official as soon as you make this offer because it's made to gain a business advantage for us. We may also be found to have committed an offence.

Additional examples of things that may be considered bribery and corruption are set out below.

Examples of bribery and corruption

Below is a list of 'red flags' that may arise and cause concerns of bribery and corruption. If you see any of these, notify your manager as soon as possible. Please note that these are examples only, and that there may be other forms of behaviour you might want to report.

- You become aware that another person engages in, or has been accused of engaging in, improper business practices.
- You learn that a third party has a reputation for paying or asking for bribes, or has a reputation for having a 'special relationship' with foreign government officials.
- A third party insists on receiving a commission or payment before committing to a contract with us, or carrying out a government function or process for us.
- A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.
- A third party requests that payment is made to a country or location different from where that person lives or conducts business.
- A third party requests an unexpected additional fee or commission to 'facilitate' a

service.

- A third party demands lavish entertainment or gifts before starting or continuing contractual negotiations or providing services.
- A third party requests that a payment is made to ‘overlook’ potential legal violations.
- A third party requests that you provide employment or some other advantage to a friend or relative.
- You receive an invoice from a third party that appears to be non-standard or customized.
- A third party insists on the use of side letters or refuses to put terms you both have agreed to in writing.
- You notice that we have been invoiced for a commission or fee payment that appears large given the service the invoice describes.
- A third party requests or requires using an agent, intermediary, consultant, distributor or supplier that’s not typically used by or known to us.
- You are offered an unusually generous gift or lavish hospitality by a third party.

What ‘facilitation payments’ are and how to handle them

Facilitation payments are also known as ‘kickbacks’, ‘back-handers’ or ‘grease payments’. They are small unofficial payments made to secure or speed up an action (for example by a government official) in return for an advantage. These are not common in the UK but are common in some other countries.

Our organisation does not make and will not accept facilitation payments. You cannot make or accept facilitation payments at any time on our behalf, or do anything that could look like a facilitation payment will be made or accepted.

If someone asks you to make a payment on our behalf, think about what the payment is for and whether the amount requested is proportionate to the goods or services being provided.

Please make sure to also ask for a receipt that explains what you are paying for. If you have any concerns about a payment, please raise these with your manager.

Does this policy also apply to gifts, hospitality and expenses?

This policy doesn’t stop you from giving or receiving reasonable and appropriate hospitality or entertainment to or from others if it’s only to:

- establish or maintain good business relationships,
- improve or maintain our image or reputation, or
- market or present our products and/or services effectively.

You can also give and accept gifts if:

- it’s a promotional gift of low value (such as branded stationery),
- there’s no intention of influencing anyone to obtain or keep business, to obtain another advantage, or to reward either person,
- there’s no explicit or implicit exchange for favours or benefits,
- it’s given in our name, not in your name,
- it doesn’t include cash or a cash equivalent (such as gift certificates or vouchers),

- it's appropriate in the circumstances, taking into account the reason for the gift, timing and value (for example, it's common in the UK to receive small gifts at Christmas),
- it's given openly, not secretly, and
- it complies with all applicable laws.

Usually, reimbursements of expenses, such as travel expenses, don't amount to bribery. However, a payment that's beyond what's reasonable (like the cost of an extended hotel stay) is not acceptable.

Practices vary between countries, and what may be acceptable in one country may not be in another. In all cases, think about whether the gift, hospitality or payment is reasonable and justifiable, and consider the intention behind it. If you are unsure, please discuss it with your manager beforehand.

Can we make donations?

We only make charitable donations that are legal and ethical under local laws and practices. We don't make contributions to political parties.

Please don't offer or make any charitable donations unless this is approved beforehand by a Director. If you wish to suggest a donation, please discuss this with your manager.

What can I NOT do?

You, or anyone on your behalf, cannot:

- give, promise or offer a payment, gift or hospitality with the expectation or hope of receiving a work-related advantage or for rewarding an advantage,
- give or accept a gift or hospitality during any commercial negotiations or tender process if it could be seen as influencing the outcome,
- accept a payment, gift or hospitality from a third party that you know (or think) is expecting a work-related advantage for them or anyone else in return,
- accept hospitality from a third party that is overly lavish or extravagant under the circumstances,
- offer or accept a gift to or from government officials, representatives, politicians or political parties without the prior approval of your manager,
- threaten or retaliate against any other Staff member who has refused to commit a bribery offence or who has raised concerns under this policy, or
- do anything else that could lead to a breach of this policy.

What are my other responsibilities?

Please make sure that you have read, understood and comply with this policy.

All Staff are responsible for preventing, detecting and reporting bribery and any other forms of corruption. Avoid doing anything that could lead to a breach of this policy.

Please notify your manager as soon as possible if you think that this policy has been or may be breached.

It is important to understand that any employee who breaches this policy will face disciplinary

action, which could result in dismissal for gross misconduct. We may also terminate our contract with any third party working on our behalf if they breach this policy.

Records of payments

We need to keep financial records and have appropriate internal controls in place to show why we have made payments to third parties. These include:

- telling your manager and keeping a written record of any gifts or hospitality given or received; your manager will be responsible for reviewing these,
- submitting all expense claims for gifts, hospitality or payments made to third parties in line with our Expenses Policy and recording the reason for the expense, and
- keeping all accounts, invoices and other records about dealings with third parties accurate and complete. It is important that no records are kept ‘off-book’ to facilitate or hide any improper payments.

How can I raise a concern?

Please tell us about any issues or suspicions of bribery or corruption as soon as possible.

If anyone offers you a bribe, or if you are asked to make one, or if you think any bribery or corruption or any other breach of this policy has or may happen, please tell your manager or report it in line with our Whistleblowing Policy as soon as possible.

How will I be protected?

It’s understandable that you may be worried about possible repercussions if you refuse to accept or offer a bribe, or you raise concerns or report wrongdoing.

We encourage openness and will support anyone who raises genuine concerns, even if they turn out to be mistaken. This includes protecting you from dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you think this may have happened to you, please tell your manager straightaway. If the matter isn’t then resolved, you can raise it formally using our Grievance Procedure.

And that’s it... for now

We understand that things change, so we’ll continue to review the effectiveness of this policy and make sure it’s achieving its objectives.