



Anti-Bribery & Corruption Policy

1 Introduction

- 1.1 Bribery and corruption remain a major issue in world trade, despite the many dedicated efforts to prevent them. Our legal obligations are primarily governed by the Bribery Act 2010. That Act affects us, as a UK company, if bribery occurs anywhere in our business.
 - 1.2 Corruption and bribery are very damaging to the societies in which they occur. They divert money and other resources from those who need them most and hinder economic and social development. They damage business, not least by increasing the cost of goods and services.
 - 1.3 The Company runs its business with integrity and in an honest and ethical manner. All of us must work together to ensure that our business remains untainted by bribery or corruption. This policy is a crucial element of that effort. This policy has the full support of the Company's board. However, the policy needs the full support of you, the Company's employees, to make it work.
 - 1.4 This policy sets out the steps all of us must take to prevent bribery and corruption in the business in order to comply with relevant legislation and the Company's requirements. It does not form part of any employee's contract of employment and the Company may amend it at any time.
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2 What are bribery and corruption?

- 2.1 A '**bribe**' is a financial or other advantage offered, promised, requested or given to induce a person to perform a relevant function or activity improperly, or to reward them for doing so. In this context, a 'financial or other advantage' is likely to include cash or cash equivalent, gifts, hospitality and entertainment, services, loans, preferential treatment in a tendering process, discounts etc. The timing of the bribe is irrelevant, and payments made after the relevant event will still be caught, as will bribes that are given or received unknowingly. It is not necessary for the individual or organisation to receive any benefit as a result of the bribe.
- 2.2 '**Bribery**' includes offering, promising, giving, accepting or seeking a bribe.
- 2.3 '**Corruption**' is the misuse of office or power for private gain.
- 2.4 All forms of bribery and corruption are strictly prohibited. If any employee is unsure about whether an act constitutes bribery, they should raise it with their Manager.
- 2.5 Employees must not:
 - 2.5.1 give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received, or to reward any business received;
 - 2.5.2 accept any offer from a third party that you know, or suspect is made with the expectation that we will provide a business advantage for them or anyone else; and
 - 2.5.3 give or offer any payment (sometimes known as a 'facilitation payment') to a government official in any country to facilitate or speed up a routine or necessary procedure.
- 2.6 No person must threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

3 Who might be involved in bribery and in what circumstances?

- 3.1 Bribery and corruption might be committed by:
 - 3.1.1 the Company's employees, officers or directors;
 - 3.1.2 anyone they authorise to do things on their behalf;
 - 3.1.3 the Company's representatives and other third parties who act on its behalf;
 - 3.1.4 the Company's suppliers; and
 - 3.1.5 even the Company's customers (for example, a customer might try to induce one of the Company's employees to give that customer more favourable terms).
- 3.2 Bribery can occur in both the public and private sectors. The person receiving the bribe is usually able to influence the award or the progress of business, often a government or other public official.

4 The legal position on bribery

- 4.1 Bribery and corruption are criminal offences in most countries where the Company does business. UK-incorporated companies, including the Company, are subject to the Bribery Act 2010. Under the Act, it is illegal:
 - 4.1.1 to pay or offer to pay a bribe;
 - 4.1.2 to receive or agree to receive a bribe;
 - 4.1.3 to bribe a foreign public official; and/or
 - 4.1.4 for a commercial organisation, to fail to have adequate procedures in place to prevent bribery.
- 4.2 It does not matter whether the bribery occurs in the UK or abroad. A corrupt act committed abroad may well result in a prosecution in the UK.

5 The Company's position on bribery

- 5.1 Involvement in bribery and corruption exposes the Company to a criminal offence. It will also damage our reputation and the confidence of our clients, customers, suppliers and business partners.
- 5.2 The Company's position is simple: The Company conducts its business to the highest legal and ethical standards. The Company will not be party to corruption or bribery in any form. Such acts would damage the Company's reputation and expose the Company, and its employees and representatives, to the risk of fines and imprisonment.
- 5.3 The Company takes a zero-tolerance approach to bribery and corruption by its people and its third-party representatives.
- 5.4 Bribery may be more widespread in some countries, and business sectors, than others. In some cases, you may be told that unless the Company pay bribes it will not win business or be able to complete contracts. That does not matter.

5.5 This ethical stance is good for our business and is non-negotiable.

6 What are indicators of bribery and corruption?

- 6.1 Common indicators of bribery and corruption include those listed below but there may well be others. Examples include:
- 6.1.1 **Payments** are for abnormal amounts or purposes (eg 'commission'), or made in an unusual way (eg what would normally be a single payment is made in stages, through a bank account never previously used, and/or in a currency or via a country which has no connection with the transaction);
 - 6.1.2 **Process** is bypassed for approval or sign-off of terms or submission of tender documents, payments, or other commercial matters; those whose job it is to monitor commercial processes may be prevented from or hindered in doing so;
 - 6.1.3 **Individuals** are secretive about certain matters or relationships and/or insist on dealing with particular customers or contacts personally; they may make trips at short notice without explanation, or have a more lavish lifestyle than expected;
 - 6.1.4 **Decisions** are taken for which there is no clear rationale; and/or
 - 6.1.5 **Records** are incomplete or missing.
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7 Your responsibility

- 7.1 Everyone in the Company is responsible:
- 7.1.1 for reading and being aware of the contents of this policy and complying with it;
 - 7.1.2 for keeping full and accurate records of all cases where bribery is suspected; and
 - 7.1.3 for reporting cases where the individual knows, or has a reasonable suspicion, that bribery has occurred or is likely to occur in the business.
- 7.2 We will not penalise anyone who loses business as a result of not engaging in bribery or corruption.
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8 Gifts and Corporate hospitality

- 8.1 Corporate hospitality or gifts that are proportionate and offered as part of building business relationships that are open and transparent and approved by Senior Management are permitted by this policy.
- 8.2 Gifts or hospitality over the value of £10 but below £50 must be reported on the Gift and Hospitality tracker
- 8.3 All Gifts or Hospitality above the value of £50 can only be accepted after prior approval from an Executive Board Member.
- 8.4 Employees must not accept any cash gifts regardless of value

9 What to do if you think something is wrong

- 9.1 Each of us has a responsibility to speak out if we discover anything corrupt or otherwise improper occurring in relation to the business. The Company cannot maintain its integrity unless we do that. If you are offered a bribe, or are asked to make one, or if you discover or suspect that any bribery or corruption has occurred or may occur, you must tell your Manager.
- 9.2 You must make your report as soon as reasonably practicable. You may be required to explain any delays.

10 Compliance with this policy

- 10.1 The Company takes compliance with this policy very seriously. Failure to comply puts both individuals and the Company at risk.
- 10.2 Individuals may commit a criminal offence if they fail to comply with this policy. The criminal law relating to bribery and corruption carries severe penalties.
- 10.3 Because of the importance of this policy, failure to comply with any requirement of it may lead to disciplinary action under our procedures, and this action may result in dismissal for gross misconduct. Any non-employee who breaches this policy is liable to have their contract terminated with immediate effect.