



# ANTI-BRIBERY AND CORRUPTION POLICY

## Introduction

The Group is committed to the practice of responsible corporate behaviour and to complying with all laws, regulations and other requirements which govern the conduct of our operations.

The Group is fully committed to instilling a strong anti-corruption culture and is fully committed to compliance with all anti-bribery and anti-corruption legislation including, but not limited to, the Bribery Act 2010 and the Group ensures that no bribes or other corrupt payments, inducements or similar are made, offered, sought or obtained by it, the Group or anyone working on its behalf.

This Anti-Bribery and Corruption Policy does not form part of any employee's contract of employment, and we may amend it at any time. It will be reviewed regularly.

Each employee of the Group will receive a briefing on this Anti-Bribery and Corruption Policy and their obligations under it.

All contractors engaged by any member of the Group will be asked to agree to this Anti-Bribery and Corruption Policy as a condition of their engagement.

## Bribery

Bribery is defined as the giving or promising of a financial or other advantage to another party where that advantage is intended to induce the other party to perform a particular function improperly, to reward them for the same, or where the acceptance of that advantage is improper conduct.

Bribery is also deemed to take place if any party requests or agrees to receive a financial or other advantage from another party where that advantage is intended to induce that party to perform a particular function improperly, where the acceptance of that advantage is improper conduct, or where that party acts improperly in anticipation of such advantage.

Bribery of a foreign official is defined as the giving or promising of a financial or other advantage which is intended to influence the official in order to obtain business or an advantage in the conduct of business unless the foreign official is required or permitted by law to be influenced by such advantage.

## Consequences of bribery

Anyone or any organisation found guilty of bribery under the Bribery Act 2010 may face fines and/or prison terms. In addition, high legal costs and adverse publicity are likely to result from any breach of the Bribery Act 2010.

For employees of the Group and contractors engaged by the Group, failure to comply with this Anti-Bribery and Corruption Policy and/or with the Bribery Act 2010 may result in:

- for employees of the Group, disciplinary action which may include dismissal;
- for contractors engaged by the Group, termination of their contract with immediate effect; and
- criminal penalties under the Bribery Act 2010 which may result in a fine and/or imprisonment for up to 10 years.

For the Group, any breach of this Anti-Bribery and Corruption Policy by any employee or business associate may result in:

- the Company and/or the Group being deemed to be in breach of the Bribery Act 2010;



- the Company and/or the Group being subject to fines;
- the Company and/or the Group being excluded from tendering contracts; and
- the Company and/or the Group suffering negative publicity and further associated damage as a result of such breach.

### **Responsibility for compliance and scope of this *Anti-Bribery and Corruption Policy***

This Anti-Bribery and Corruption Policy applies to all persons working for the Group or on the Group's behalf in any capacity, including employees, agents, contractors, subcontractors, consultants, business partners and any other parties (including individuals, partnerships, and bodies corporate) associated with the Group.

It is the responsibility of all of the abovementioned parties to ensure that bribery is prevented, detected and reported and all such reports should be made in accordance with the Company's separate "Whistleblowing Policy" or as otherwise stated in this Anti-Bribery and Corruption Policy, as appropriate.

No party described above may:

- give or offer or promise any financial or other advantage to another party (or use a third party to do the same) on the Group's behalf where that advantage is intended to induce the other party to perform a particular function improperly, to reward them for the same, or where the acceptance of that advantage will constitute improper conduct;
- give or offer any payment (known as a facilitation payment and set out below) to a government official in any country to facilitate or speed up a routine or necessary procedure;
- request or agree or accept to receive any financial or other advantage from another party where that advantage is intended to induce the improper performance of a particular function, where the acceptance of that advantage will constitute improper conduct, or where the recipient intends to act improperly in anticipation of such an advantage.

Parties described above must:

- be aware and alert at all times of all bribery risks as described in this Anti-Bribery and Corruption Policy;
- exercise due diligence always when dealing with third parties on behalf of the Group; and
- not 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.

### **Raising a concern**

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

You should report all concerns relating to bribery to any member of the Executive Management Committee or, in the case of non-employees, their normal point of contact within the Group, or otherwise in accordance with that Company's separate Whistleblowing Policy.

If an employee or contractor is unsure about whether a particular act constitutes bribery or corruption, it should be raised with any member of the Executive Management Committee.

### **Facilitation payments**

A facilitation payment is defined as an unofficial payment made to officials to ensure or speed up the performance of routine or necessary functions.

Facilitation payments constitute bribes and may not be made at any time irrespective of prevailing business customs in certain territories.



Facilitation or similar payments may be made in limited circumstances where your life is in danger but under no other circumstances. Any payment so made must be reported to any member of the Executive Management Committee as soon as is reasonably possible and practicable.

### **Gifts and hospitality**

Gifts and hospitality remain a legitimate part of conducting business and this Anti-Bribery and Corruption Policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining the Group's image or reputation, or marketing our products and services.

Gifts and hospitality can, when excessive, constitute a bribe and/or a conflict of interest. Care and due diligence should be exercised at all times when giving or receiving any form of gift or hospitality on behalf of the Group.

The following general principles apply:

- gifts and hospitality may neither be given nor received as rewards, inducements, or encouragement for preferential treatment or inappropriate or dishonest conduct;
- neither gifts nor hospitality should be actively sought or encouraged from any party, nor should the impression be given that the award of any business, custom, contract or similar will be in any way conditional on gifts or hospitality;
- cash or cash equivalent (such as vouchers) should be neither given nor received as a gift under any circumstances;
- a gift or hospitality will not be appropriate if it is of an estimated value of £200 or more. Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift;
- promotional gifts of low value such as branded stationery may be given to or accepted from existing customers, suppliers, and business partners;
- gifts and hospitality to or from relevant parties should be generally avoided at the time of contracts being tendered or awarded;
- the value of all gifts and hospitality, whether given or received, should be proportionate to the matter to which they relate and should not be unusually high or generous when compared to prevailing practices in the Group's industry or sector;
- certain gifts which would otherwise be in breach of this Policy and/or the Hospitality and Gifts Policy may be accepted if refusal would cause significant and/or cultural offence, however the Group will donate any gifts accepted for such reasons to a charity of its choosing;
- all gifts and hospitality, whether given or received, must be recorded in the "Gifts & Hospitality Register"; and
- all accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "offbook" to facilitate or conceal improper payments.



### **Friends and family members**

Any business conducted by an employee of the Group, or a contractor engaged by the Group, with a friend or a member of their family should be brought to the attention a member of the Executive Management Committee.

Employees of the Group, or contractors engaged by the Group, must not offer any advantages resulting from their position within the Company (such as price discounts, priority service or the award of contracts) to their friends or members of their family, even if these advantages are offered in exchange for no consideration.

Offering such advantages to friends or family members or any company where friends or family members are employed is prohibited. Failure to comply with this will lead to disciplinary action and may result in dismissal.

### **Charitable donations**

- Charitable donations are permitted only to registered (non-profit) charities. No charitable donations may be given to any organisation which is not a registered charity.
- All charitable donations must be fully recorded by emailing the CEO.
- No donation must be offered or made without the prior approval of the CEO.
- Proof of receipt of all charitable donations must be obtained from the recipient organisation.
- Under no circumstances may charitable donations be made in cash.
- No charitable donation may be made at the request of any party where that donation may result in improper conduct.

### **Political donations**

- The Group does not make political donations and the Group is not affiliated with any political party, independent candidate, or with any other organisation whose activities are primarily political.
- Employees and other associated parties are free to make personal donations provided such payments are not purported to be made on behalf of the Group and are not made to obtain any form of advantage in any business transaction.

### **Due diligence and risks**

The following issues should be considered with care in all transactions, dealings with officials, and other business matters concerning third parties:

- territorial risks, particularly the prevalence of bribery and corruption in a particular country;
- cross-border payments;
- requests for cash payment, payment through intermediaries or other unusual methods of payment;
- activities requiring the Group and/or any associated party to obtain permits or other forms of official authorisation; and



- transactions involving the import or export of goods.

If an employee or contractor is unsure whether a particular transaction, deal with officials, and other business matter concerning third parties may be a breach of this *Anti-Bribery and Corruption Policy* it should be raised with a member of the Executive Management Committee.

This Anti-Bribery and Corruption Policy and these risks will be reviewed on an annual basis

### **Protection**

Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Group aims to encourage openness and will support anyone who raises genuine concerns in good faith under this *Anti-Bribery and Corruption Policy*, even if they turn out to be mistaken.

The Group is committed to ensuring no one suffers any detrimental treatment because of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats, or other unfavourable treatment connected with raising a concern. If employees and contractors believe that they have suffered any such treatment, they should inform a member of the Executive Management Committee immediately. If the matter is not remedied, employees should raise it formally using the Group's "Grievance, Redressal and Disciplinary Policy".