

# **Anti-bribery and corruption policy**

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## 1 Policy statement

It is our policy to conduct our business in an honest and ethical manner. We take a zero tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, by implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all locations where we operate and we are bound by the laws of the UK, including the Bribery Act 2010 (the “Bribery Act”), in respect of our conduct both at home and abroad.

The purpose of this policy is to:

- Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- Provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

## 2 Penalties for breach of the Bribery Act or this policy

Bribery and corruption are punishable for individuals by up to ten years’ imprisonment, and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and reputational damage. We therefore take our legal responsibilities very seriously.

In the unlikely event we become aware of an incident involving bribery, the Company’s policy is to report the matter to the relevant prosecuting authorities and to cooperate fully with them in their investigation and prosecution of the matter.

In this policy, third party means any individual or organisation you come into contact with during the course of your work for us. This includes actual and potential clients, customers, partners, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## 3 Who is covered by the policy?

This policy applies to all individuals, including Directors, Managers, Officers, employees and workers (whether permanent, fixed-term or temporary), Partners, Consultants, Contractors, remote and home workers, casual workers and agency staff, volunteers, interns and apprentices, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as workers in this policy).

## 4 What is bribery?

A bribe is an inducement or reward offered, promised or provided with the intention of gaining any commercial, contractual, regulatory or personal advantage. A bribe may not only be of a financial nature, such as a direct payment or benefit, but can cover indirect arrangements, which offer a benefit to the recipient.

Bribery includes offering somebody an inducement or reward (such as a lavish gift), but only if they agree to do business with (or share information about) the Company. It also includes receiving a bribe, for example if a supplier offers your nephew a job in return for you using your influence to ensure the Company continues to do business with that supplier.

We have listed a few examples of indirect arrangements which constitute bribery:

### Offering a bribe - Example 1

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

This would be an offence as you are making the offer to gain a commercial and contractual advantage. The Company may also be found to have committed an offence because the offer has been made to obtain business for the Company. It may also be an offence for the potential client to accept your offer.

### Offering a bribe - Example 2

A potential client requests you to make a donation to his preferred charity as a condition of you obtaining his business.

Even though the potential client might not benefit directly from the donation, any such donation offered or made could be considered to be a bribe.

### Receiving a bribe - Example 3

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

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain an advantage.

## 5 Gifts and hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

The giving or receipt of gifts (as applicable) are not prohibited, if the following requirements are met:

- It is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- It complies with both UK law and any local laws if not in the UK;
- It is given in our name, not in your name;
- It does not include cash or a cash equivalent (such as gift certificates or vouchers);
- It is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- Taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- It is given openly, not secretly; and
- Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of Legal & Compliance.

## 6 What is not acceptable?

It is not acceptable for you (or someone on your behalf) to:

- Give, promise to give, or offer a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- Give, promise to give, or offer a payment, gift or hospitality to a government official, agent or representative to 'facilitate' or expedite a routine procedure;
- Accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- Threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- Engage in any activity that might lead to a breach of this policy.

## 7 Donations

We do not make any political donations and only make charitable donations that are legal and ethical under UK laws and practices. No charitable donation may be offered or made without the prior approval of your Director.

## 8 Your responsibilities

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify your Manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in

the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

## 9 Record-keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare to the Company Secretary all hospitality or gifts accepted over an estimated value of £50, which will be subject to the Company Secretary's review. In the case of a gift they will determine whether you will be allowed to keep it. You must obtain the prior consent of the Company Secretary before offering any hospitality or gifts with a cost to the Company exceeding £50. For Directors, the value of any gifts or hospitality accepted must be declared is £100.

You must ensure all expense claims relating to hospitality, gifts or expenses given to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

## 10 How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of bribery as early as possible. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Company Secretary or a Director.

Alternatively, you may follow the procedure set out in the Company's **Whistleblowing Policy**, a copy of which may be found on Babble.

# 11 What to do if you are a victim of bribery or corruption

It is important that you tell your Manager as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of any other form of unlawful activity.

# 12 Protection

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment for 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 you believe that you have suffered any such treatment, you should inform the People & Culture Director. If the matter is not remedied, and you are an employee, you should raise it formally using our **Grievance Procedure**.

Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter. The most appropriate way to do so is to hand them a copy of this Policy.

# 13 Who is responsible for the policy?

The Board of Directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

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