



Anti-Bribery and Corruption Policy

Introduction

It is the company's policy to conduct all of 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 and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption. We remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

The company has appointed Helen Bolton, Operations and Compliance Manager, to deal with all issues covered by this policy.

Scope of this policy

This policy applies to all employees and officers of the company, actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, temporary workers, consultants, contractors, subsidiaries acting for, or on behalf of, the organisation within the UK and overseas.

Every employee and associated person acting for, or on behalf of, the company is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the organisation.

The organisation may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the organisation.

This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of employees and associated persons acting for, or on behalf of, the organisation; and
- the consequences of any breaches of this policy.

Bribery Act 2010

The organisation is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; or

- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another organisation or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

- an employee or associated person acting for, or on behalf of, the organisation offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, the organisation offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of their duties (where local law does not permit or require such influence); and
- the organisation does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

What is prohibited?

The organisation prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or organisation, regardless of whether the employee or associated person is situated in the UK or overseas. The bribe might be made to ensure that a person or organisation improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the organisation in either obtaining or maintaining organisation business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

Records

Employees and, where applicable, associated persons, are required to take particular care to ensure that all organisation records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative

Employees and associated persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

Working overseas

Principle

Employees and associated persons conducting business on behalf of the organisation outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. Employees and associated persons owe a duty to the organisation to be extra vigilant when conducting international business.

Procedure

Employees and associated persons are required to cooperate with the organisation's risk management procedures and to report suspicions of bribery to Helen Bolton, Operations and Compliance Manager. While any suspicious circumstances should be reported, employees and associated persons are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees;
- a history of corruption in the country in which the business is being undertaken;
- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

If an employee or associated person is in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to Helen Bolton, Operations and Compliance Manager.

Facilitation payments

Principle

The organisation prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the organisation under the Bribery Act 2010, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

Procedure

Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to Helen Bolton, Operations and Compliance Manager.

If the public official provides written details, Helen Bolton, Operations and Compliance Manager will consider the nature of the payment. Local legal advice may be sought by the organisation.

If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, the organisation will authorise the employee to make the payment. Where Helen Bolton, Operations and Compliance Manager considers that the request is for a facilitation payment, the employee or associated person will be instructed to refuse to make the payment and notify the public official that the employee or associated person is required to report the matter to the organisation and the UK embassy.

The organisation will seek the assistance of the relevant employee in its investigation and may determine that the matter should be referred to the prosecution authorities.

If an employee or associated person has any other concerns about the nature of a request for payment, they should report it to Helen Bolton, Operations and Compliance Manager.

Corporate entertainment, gifts, hospitality and promotional expenditure

Principle

The organisation permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the organisation; or
- to present the organisation's services effectively;
provided that it is:
- arranged in good faith; and
- not offered, promised or accepted to secure an advantage for the organisation or any of its employees or associated persons or to influence the impartiality of the recipient.

The organisation will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

This principle applies to employees and associated persons, whether based in the UK or overseas.

Procedure

Employees and, where relevant, associated persons should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to their Line Manager. If the Line Manager is unsure they should refer to Helen Bolton, Operations and Compliance Manager.

The following details should be provided by the Employee and logged in the 'Gifts and Hospitality Register'

- the objective of the proposed client entertainment or expenditure;
- the identity of those who will be attending;
- the organisation that they represent; and
- details and rationale of the proposed activity.

The organisation will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The organisation will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example prior to a tendering exercise).

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to Helen Bolton, Operations and Compliance Manager. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees.

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from Helen Bolton, Operations and Compliance Manager is

required, together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in limited circumstances.

Employees and, where applicable, associated persons must supply records and receipts, in accordance with the organisation's expenses policy.

Reporting suspected bribery

Principle

The organisation depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the organisation and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to Helen Bolton, Operations and Compliance Manager as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

Procedure

Any reported concerns will be dealt with in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery. Employees will also be required to comply with the organisation's whistleblowing policy.

Employees or associated persons who report instances of bribery in good faith will be supported by the organisation. The organisation will ensure that the individual is not subjected to detrimental treatment as a consequence of their report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to Helen Bolton, Operations and Compliance Manager.

When an individual reports suspected instances of bribery, the organisation will process any personal data collected in accordance with its data protection policy. Data collected from the point at which the individual makes the report is held securely and accessed by, and disclosed to, individuals only for the purposes of dealing with the report of bribery.

Action by the organisation

The organisation will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The organisation will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. The organisation may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the organisation who are found to have breached this policy.

The organisation may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police.

The organisation will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Review of procedures and training

The organisation will provide training as part of Compliance Certification Programme to all Employees.

Helen Bolton, Operations and Compliance Manager will monitor and review the implementation of this policy and related procedures, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

Employees and those working for, or on behalf of, the organisation are encouraged to contact Helen Bolton, Operations and Compliance Manager with any suggestions, comments or feedback that they may have on how these procedures may be improved.

The organisation reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment