



## Anti-bribery policy

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.

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 face damage to our reputation. We therefore take our legal responsibilities very seriously.

In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential operatives, agencies, end-user companies, suppliers, distributors, business contacts, advisers, HRMC and other government and public bodies, including their advisors, representatives and officials.

### Who is covered by the policy?

This policy applies to all individuals working at all levels including directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, 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).

### What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

#### **Examples:**

##### *Offering a bribe*

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

This would be an offence as you are 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 third party to accept your offer.

##### *Receiving a bribe*

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

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

### What risks do we face?

We have identified that the following are particular risks for our business:

- A worker being induced to authorise and process an expense which he/she knows or believes to be illegitimate
- A worker being induced to record information which he/she knows or believes to be false
- A worker being induced in an unethical way to provide a third party with a commercial or contractual advantage.

You should be aware of these particular risks, and take extra care if you are handling a situation in which you might be exposed to such risks.

### Gifts

The giving or receipt of gifts is 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 is not an unlawful gift;
- 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, small gifts 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.

We appreciate that the practice of giving business gifts varies. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered. If you are at all unclear about the appropriateness of a particular gift, please speak to the managing director in the first instance.

### Hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties, provided it falls within reasonable bounds of value and occurrence.

Although no two situations are ever the same, it is possible to identify suitable indicators which will help us to evaluate what would be considered acceptable:

- What is the intent behind the hospitality - is it to build a relationship or is it something else?
- How would it look if details of the hospitality were made public? Would we feel embarrassed?
- What if the situation were reversed - would there be a double standard?

Entertainment of third parties may only be undertaken by directors or by others if they have been given express authorisation by a director in writing.

### 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;
- 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;
- offer or accept hospitality involving entertainment of a sexual or similarly inappropriate nature;
- solicit or try to solicit any gift or hospitality from a third party;
- 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.

If you are unsure whether your actions would be acceptable or not, please consult with a director before proceeding.

### Your responsibilities

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

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 the managing director 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 third party 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.

### 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 and keep a written record of all hospitality or gifts accepted or offered, which will be subject to review.

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

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

### How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. 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 managing director. Concerns should be reported via the same method.

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

It is important that you tell the managing director 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 another form of unlawful activity.

### 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 as a result 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 you believe that you have suffered any such treatment, you should inform the managing director immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be provided through contact with the HR department.

### Training and communication

Training on this policy can be requested via the HR department at any time.

Our zero-tolerance approach to bribery and corruption must be communicated to all operatives, agencies, suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

### 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.

The managing director has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. 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.

### Monitoring and review

The managing director will monitor the effectiveness and review the implementation of this policy regularly, considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the compliance manager.

This policy does not form part of any employee's contract of employment and it may be amended at any time.