

2.18.3 Anti-Bribery Policy

The company is committed to the highest standards of ethical conduct and integrity in its business activities. This policy outlines the company's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. The company will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

This policy applies to all employees and includes officers of the company and temporary workers ("employees"). Every employee 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 company.

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

This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of employees; and
- the consequences of any breaches of this policy.

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

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

1. What is prohibited?

The company prohibits employees 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 company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the employee is situated in the UK or overseas.

The bribe might be made to ensure that a person or company 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 company in either obtaining or maintaining company 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.

2. Records

Employees are required to take particular care to ensure that all company 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 prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

Employees are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered over the value of £20 per gift or event. An estimation of the value will suffice where the exact value is unknown.

Employees receiving corporate hospitality, entertainment or gifts over the value of £20 should complete the staff gratuities declaration form on the Intranet.

Employees are required to report suspicions of bribery to their line manager (see section 6). While any suspicious circumstances should be reported, employees 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;
- 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 is in any doubt as to whether a potential act constitutes bribery, the matter should be referred to the line manager.

3. Corporate entertainment, gifts, hospitality and promotional expenditure

The company 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 company; or
- to present the company's services effectively;

provided that it is:

- arranged in good faith; and
- not offered, promised or accepted to secure an advantage for the company or any of its employees or associated persons or to influence the impartiality of the recipient.

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

Employees should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to their line manager.

Employees are required to set out in writing:

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

The company will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The company 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 business benefit was being sought (for example prior to a tendering exercise).

If an employee wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from the line 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 and will be subject to a cap of £250 per recipient.

Employees must supply records and receipts, in accordance with the company's expenses policy.

4. Receiving corporate entertainment, gifts or hospitality

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts over £20 should be reported to the line manager and complete the Staff Gratuities Declaration Form on the Intranet. 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. Generally, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees. Cash payments must not be accepted.

5. Charitable and political donations

The company considers that charitable giving can form part of its wider commitment and responsibility to the community. The company supports a number of charities that are selected in

accordance with objective criteria, following a risk assessment. The company may also support fundraising events involving employees.

6. Risk management

The company may conduct risk assessments for each of its key business activities at any time and, where relevant, will identify employees or officers of the company who are in positions where they may be exposed to bribery.

The company will:

- regularly monitor "at risk" employees;
- regularly communicate with "at risk" employees; and
- review third parties and associated persons.

7. Reporting suspected bribery

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

Employees are encouraged to report any concerns that they may have to their line 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.

Any such reports will be thoroughly and promptly investigated by the line manager in the strictest confidence. Employees will be required to assist in any investigation into possible or suspected bribery. If the matter being reported concerns the line manager, then the matter should be reported to a member of senior management.

Employees who report instances of bribery in good faith will be supported by the company. The company will ensure that the individual is not subjected to detrimental treatment because 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 should not agree to remain silent. They should report the matter to the line manager or a member of senior management.

8. Action by the company

The company 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 company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and summary dismissal. The company may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the company who are found to have breached this policy.

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

9. Review of procedures and training

The company communicates its anti-bribery measures to employees via the company Intranet. The company will provide training sessions via its Learning Management System.

Employees are encouraged to contact their line manager with any suggestions, comments or feedback that they may have on how these procedures may be improved.

The company 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.