

Document ID MG-1-001-02	Title Anti-Bribery and Corruption Policy	
Effective Date 19/01/2021	Reviewed by Sharon Hawkins	Date Reviewed 05/05/2022
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ANTI-BRIBERY AND CORRUPTION POLICY

Last Updated 5TH May 2022

INTRODUCTION & THE IMPORTANCE OF REPORTING CONCERNS

The Company values its longstanding reputation for ethical behaviour and integrity. Conducting business with a zero-tolerance approach to all forms of corruption is central to these values and reputation.

The policy is the responsibility of the Chief Finance Officer (CFO) has the delegated responsibility for overseeing its implementation. The policy sets out the standards expected of all employees in relation to anti-bribery, fraud and corruption. All employees must adhere strictly to relevant laws in this area, including The Bribery Act 2010 and the Fraud Act 2006.

The Policy is also relevant to all persons working for us or on our behalf in any capacity, including but not limited to directors, Sub-Contractors, Agency workers, agents, apprentices or interns, third party representatives and Consultants. This policy does not form part of your Contract of Employment and may be amended from time to time. The Policy should be read in the context of a number of other measures that the Company has in place to ensure there is effective communication about anti-corruption issues in connection with its business. These include:

- » **Providing awareness on anti-bribery issues.**
- » **Promote to persons and companies associated with the Company the Company's approach to anti-corruption.**
- » **The Company will ensure any concerns are investigated appropriately and any individual making a report in good faith shall suffer no detriment for doing so.**

The Company will take action against any individuals or other parties that it discovers are involved in bribery or fraud. Any breach of the Policy by employees will result in disciplinary action under the Company's Disciplinary Procedure which can include the sanction of summary dismissal for gross misconduct in any case where an employee has been found to have paid or received a bribe.

Failure by any employee to report corrupt activity by other persons can also result in disciplinary sanctions, especially where there is evidence that an employee has attempted to cover up or disguise another's wrongdoing.

WHAT IS BRIBERY?

A financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. In this context, bribes can take the form of a cash, cash equivalent gifts, hospitality and entertainment, services, loans, preferential treatment in a tendering process, discounts etc.

The timing of the bribe is irrelevant, and payments made after the relevant event will still be captured, as will bribes that are given or received unknowingly. It is not necessary for the individual or organisation to receive any benefit because of the bribe.

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OUR POLICY ON BRIBERY

The Policy consists of two rules that you must adhere strictly to:

- » **Do not offer, promise or pay bribes.**
- » **Do not request, agree to or accept bribes.**

Bribery and corruption can occur in many forms, and it is important to recognise them so that they can be prevented:

- » **Facilitation payments are bribes and prohibited by this Policy. They are typically small unofficial payments paid to secure or speed up the performance of somebody's normal duty.**
- » **A kickback in the form of negotiated bribery in which a commission is paid to the bribe taker in exchange for services rendered, i.e., a payment is made in return for a business advantage or favour.**

You must 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.

REASONABLE & PROPORTIONATE GIFTS AND HOSPITALITY

This Policy is not meant to prohibit the giving or receiving of reasonable and proportionate gifts and hospitality for legitimate purposes, such as building relationships, maintaining Company image or reputation, or marketing our services. However, a gift or hospitality will not be appropriate if it is unduly lavish or extravagant or could be seen as an inducement or reward for any preferential treatment. They should not be accepted when they could influence a business decision (for example, during contractual negotiations or a tender process)

In the case of any gift or hospitality to be provided to a public official, this must also be approved in advance by the CFO.

All offers of hospitality over the value of £250 and gifts over the value of £50 given or received, must be recorded in a register maintained by the PA to CEO and such registers, together with any associated reports, must be submitted half yearly to the CFO as part of the Internal Controls Reporting Procedure.

DUE DILLIGENCE AND RISKS

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

- » **Incentives or payments to get a better service**
- » **Incentives or payments made to gain advantage in procurement processes.**
- » **Levels of hospitality disproportionate to a business transaction.**
- » **Reluctance for a supplier to go through a due diligence procedure.**
- » **Insist that you use a specific supplier, without making a business case.**
- » **A request is made that payments be made into an offshore account, in cash, or to a charitable cause.**

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SEEKING FURTHER GUIDANCE

Inevitably, decisions as to what is acceptable may not always be easy. If you are in doubt as to whether a potential act could give rise to corruption concerns, the matter should be referred immediately to the Head of Department with responsibility for this Policy before proceeding.

SPONSORSHIP, CHARITABLE AND POLITICAL DONATIONS

All sponsorship and donations made on behalf of the Company must be approved in advance by a member of the Board of Directors.

RECORD KEEPING

The Company must keep full and accurate financial and other records (in writing) of all gifts and hospitality given or received; this includes expense receipts, invoices, credit notes and purchase orders and have appropriate internal controls in place which will evidence the business reason for making payments to any third parties (such as anyone who provides services for or on behalf of the Company). Employees must apply the principles enshrined in this Policy in all aspects of their work.

EMPLOYEE RESPONSIBILITIES AND REPORTING

Employees are required to report any concerns that you may have to your line manager in the first instance. 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 customers or government officials.**

Any such reports will be thoroughly and promptly investigated in the strictest confidence. You will be required to assist in any investigation into possible or suspected bribery.

You will also be required to comply with our Whistleblowing Policy, the Whistleblowing Policy also details on reporting to third parties.

If you were to report instances of bribery in good faith, the matter will be supported by the Company. We will ensure that you are not subjected to detrimental treatment. Any instances of detrimental treatment by a fellow employee because of a report that you have made 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, you should not agree to remain silent. You should report the matter.

Our zero-tolerance approach to bribery and corruption is communicated to suppliers, contractors, and business partners.

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WHAT IS FRAUD?

Fraud is a form of dishonesty, involving either false representation, failing to disclose information or abuse of position, undertaken to make gain or cause loss to another. Theft is dishonestly appropriating property belonging to another with the intention of permanently depriving the other of it. Examples of types of fraud and theft include but are not limited to:

- » **Forgery or alteration of invoices, purchase orders, expense claims, cheques, drafts, letters, contracts, etc.**
- » **Tax evasion**
- » **Misuse of the Company's bank account**
- » **Fraudulent credit or debit card transactions or charges**
- » **Stealing or 'skimming off' money from cash collections or invoice payments**
- » **Creation of false employee's expenses claims, overtime or other claims**
- » **Unofficial or unapproved borrowing or loaning of Company funds, temporary or long-term**
- » **Any misappropriation of funds, supplies or any other asset owned, or service provided**
- » **Any irregularity in the handling or reporting of any transactions**
- » **Misappropriation or misuse of Company property, equipment, materials, information or records**
- » **Seeking or accepting anything of value from vendors, consultants or contractors doing business with the Company.**
- » **Any computer related activity involving the alteration, destruction, forgery or manipulation of data for fraudulent purposes or misappropriation of Company-owned software**
- » **Any claim for reimbursement of expenses not incurred completely and exclusively in the performance of one's official duty**
- » **Identity fraud / theft**
- » **Any similar or related irregularity**

We are committed to the elimination of any fraud occurring, and to the rigorous investigation of any such cases.

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REPORTING FRAUD

The Company would encourage you, should you have reasonable suspicions of fraud or observe anything you think might be a contravention of the policy, to report your concerns without fear of reprisal, as long as you are raising concerns or reporting what you genuinely believe to be improper, unethical or inappropriate behaviour.

You can therefore be confident that you will not be victimised as a result of reporting reasonably held suspicions of fraud. These principles are contained within our Whistleblowing policy.

Authority in investigating fraud has been delegated to the CFO, who shall also be responsible for informing third parties such as the financial statements auditors and, where appropriate, the police. In the event that the allegation involves a senior manager or director, the board of directors will decide and nominate a member of the board of directors to fulfil this role.

You have a duty to protect the assets of the Company, which include information and goodwill as well as property.

You should initially discuss your suspicions confidentially with a Company director.

Time may be of the utmost importance to prevent further loss to the Company. The designated assessor shall:

- » **Inform and consult the board of directors at the first opportunity in all cases**
- » **Determine whether to inform the Police**
- » **Determine whether the Financial Statements Auditors should be informed**

RECOVERING A LOSS

Where recovering a loss is likely to require a civil action it will probably be necessary to seek legal advice. Where external legal advisors are used the independent examiner must ensure there is co-ordination between the various parties involved.

If the loss may be covered by insurance the independent examiner should inform the manager or director who is responsible for insurance matters. There may be time limits for making a claim and in certain cases claims may be invalidated if legal action has not been taken.

ACTION

We will fully investigate any instances of alleged or suspected fraud or bribery. Any employee suspected of bribery may be suspended from their duties while the investigation is being carried out. The Company may invoke its disciplinary procedures where any employee is suspected of fraud or bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. We 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.

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

EMPLOYER RESPONSIBILITIES

The CFO and HR Director have overall responsibility for ensuring this Policy complies with the Company's legal and ethical obligations and to ensure everyone in the Company complies with it. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy.