

### **F3: ANTI-BRIBERY POLICY**

1. The company is committed to effectively managing all of its activities. We can only achieve this by involving everyone and working together so that we can identify, manage, reduce and control risk. The Bribery Act came into force on 1st July 2011 and it created 4 key offences:
  - i) Bribery of another person
  - ii) Accepting a bribe
  - iii) Bribing a foreign official
  - iv) Failing to prevent bribery
2. The Bribery Act makes it an offence to offer, promise or give a bribe (Section 1). It also makes it an offence to request, agree to receive, or accept a bribe (Section 2). Section 6 of the Act creates a separate offence of bribing a foreign public official with the intention of obtaining or retaining business or an advantage in the conduct of business.
3. The most significant element of the Act is the corporate offence of failing to prevent bribery. An organisation is deemed to have committed this offence if any person (e.g. employee, agent, advisor, intermediary, joint venture partner, subsidiary, contractor or third party acting on its behalf) associated with it bribes another person for the organisation's benefit. Under this corporate criminal offence, a company may be guilty even if no one within the company knew of the bribery; this is what is known as a "strict liability" offence and means that there is no need for the prosecution to show that the company intended to make the bribe in bad faith, or that it was negligent as to whether any bribery activity took place.
4. Bribery offences carry criminal penalties for both individuals and organisations. An individual found guilty of an offence under sections 1, 2 or 6 is liable:
  - i) On conviction in a magistrates court to imprisonment for a maximum term of 12 months, or to a fine not exceeding £5,000, or to both
  - ii) On conviction in a crown court, to imprisonment for a maximum term of ten years, or to an unlimited fine, or both.
5. The Company, if convicted under sections 1, 2 or 6 will also face the same level of fines and, if guilty of an offence under section 7, is liable to an unlimited fine.

## **Factors for Consideration**

6. A company's defence in relation to the corporate offence of failing to prevent bribery is to prove that it had in place adequate procedures in place designed to prevent bribery. Adequate procedures need to be applied proportionately, based on the level of risk of bribery in the organisation. They are not intended to be prescriptive, but should be corporate arrangements that are both flexible and outcome focussed, allowing for the different circumstances of organisations and for them to be reviewed and updated as and when required.
7. The Ministry of Justice (MoJ) has published guidance outlining the procedures that organisations can put in place to prevent bribery, although whether procedures are 'adequate' will ultimately be a matter for the courts to decide on a case by case basis. The MoJ guidance states that the following six steps should form basis of an organisations anti-bribery arrangements. The steps highlighted also form the basis of the Company's action plan to ensure that the requisite principles are embedded.
  - i) Proportionate Processes: Ensure that processes to prevent bribery are proportionate to the bribery risks faced by the Company; they need to be clear, practical, accessible, effectively implemented and enforced.
  - ii) Top-Level Commitment: Endorsement of the Anti-Bribery Policy by the Corporate Management Team and the Audit Committee.
  - iii) Risk Assessment: Periodic risk assessment of the Company's exposure to bribery.
  - iv) Due Diligence: Application of due diligence procedures (DBS checking) in respect of persons and other organisations that perform services for or on behalf of the Company.
  - v) Communication: Anti-bribery policies, procedures and other information to be embedded and communicated to relevant parties.
  - vi) Monitoring and Review: Ensure that the arrangements to prevent bribery are subject to periodical monitoring, review and improvement.

## **Policy Commitment**

8. The Company is committed to:
  - i) Setting out a clear anti-bribery policy and keeping it up to date

- ii) Making all employees aware of their responsibilities to adhere strictly to this policy at all times
  - iii) Providing training, where appropriate, to allow managers and staff to recognise and avoid the use of bribery by themselves and others
  - iv) Encouraging its managers and staff to be vigilant and to report any suspicions of bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately
  - v) Rigorously investigating instances of alleged bribery and assisting police and other appropriate authorities in any resultant prosecution
  - vi) Taking firm and vigorous action against any individual(s) involved in bribery
  - vii) Providing information to all employees on how to report breaches and suspected breaches of this policy
  - viii) Introducing appropriate clauses in contracts to prevent bribery.
9. Bribery is not tolerated by the Company. It is unacceptable for persons acting on behalf of the Company to:
- i) 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
  - ii) 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
  - iii) Seek or accept a gift, hospitality or payment from a third party that you know or suspect is offered with the expectation that a business advantage will be provided by the Company in return
  - iv) Retaliate against or threaten a person who has refused to commit a bribery offence or who has raised concerns via this policy
  - v) Seek or accept facilitation payments (unofficial payments) in order to secure or expedite actions.

### **Reporting Suspicions of Bribery**

10. Anyone who has a concern regarding a suspected instance of bribery is encouraged to report their suspicions at an early stage. The Company will act as soon as possible to evaluate any concerns and carry out a thorough investigation.

11. Staff should use the Company's whistle-blowing procedure as a guide on how suspicions of bribery should be reported. This policy provides several routes by which staff can make confidential reports of any specific concerns that they may have. In the first place, it is recommended that staff report any such issues to their line manager.

**Other Relevant Policies**

12. This policy supplements, and should be read in conjunction with the following policies and procedures:
  - i) Anti-Fraud Policy
  - ii) Whistle Blowing Policy
  - iii) Disciplinary Rules and Procedure
  - iv) Code of Conduct