

PART A - INTRODUCTION

1. POLICY STATEMENT

- 1.1 It is the Company’s policy to conduct all of its business in an honest and ethical manner. The Company takes a zero-tolerance approach to bribery and corruption. It is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates. It enforces effective systems to counter bribery.
- 1.2 The Company will uphold all applicable laws relevant to countering bribery and corruption in all the jurisdictions in which it operates. However, the Company remains bound by the laws of the UK, including the Bribery Act 2010, in respect of its conduct both at home and abroad.
- 1.3 The purpose of this policy is to:
- a. set out the Company’s responsibilities, and of those working for it and parties acting on its behalf, in observing and upholding its position on bribery and corruption; and
 - b. provide information and guidance to those working for the Company and parties acting on its behalf on how to recognise and deal with bribery and corruption issues.
- 1.4 Bribery and corruption are punishable for individuals by up to ten years’ imprisonment. If the Company is found to have taken part in corruption, it could face an unlimited fine and face damage to its reputation. The Company therefore takes its legal responsibilities very seriously.
- 1.5 The Company has identified that the following areas present particular risks for its business:
- a. Bribery risks associated with corporate hospitality/gifts or promotional expenditure; and
 - b. Where distributors/agents/other third parties act on the Company’s behalf, particularly in high risk jurisdictions.

To address these risks, the Company has, among other things, established this policy and provides general and specific training on this policy and corruption risks to employees on a regular basis. The Company has also established and maintains an ABC Register to capture details of gifts and corporate hospitality given and received (in accordance with provision 4). In addition, the Company has carried out due diligence on the relevant third parties with which it operates; any new third parties are subject to the same due diligence process.

- 1.6 In this policy, third party means any individual or organisation you come into contact with during the course of your work for the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisers, representatives and officials, politicians and political parties.
- 1.7 In this policy, if the Company Secretary is unavailable, please contact the Legal Counsel.

2. WHO IS COVERED BY THE POLICY?

This policy applies to all individuals working at all levels and grades, including directors, senior managers, employees (whether permanent, fixed-term or temporary), consultants, contractors, seconded staff, homeworkers, casual workers and agency staff, volunteers, agents, sponsors, or any other person associated with the Company, or any of its subsidiaries

or their employees, wherever located (collectively referred to as workers in this policy) together with any third party that provides services for or on behalf of the Company (e.g. distributors and suppliers of services).

PART B – BRIBERY AND ANTI-CORRUPTION

3. 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 potential customer tickets to a major football game, but only if they agree to do business with the Company.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. The Company may also be found to have committed an offence because the offer has been made to obtain business for it. It may also be an offence for the potential client to accept your offer.

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in the Company to ensure it continues to do business with them.

It is an offence for a supplier 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.

Bribing a foreign official

You arrange for the Company to pay an additional payment to a foreign official to speed up an administrative process, such as clearing goods through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for the Company. The Company may also be found to have committed an offence.

4. GIFTS AND HOSPITALITY

4.1 This policy does not prohibit legitimate and proportionate hospitality (given and received) to or from third parties.

4.2 The giving or receiving of gifts or corporate hospitality is not prohibited, if the following requirements are met:

- a. if the gift or corporate hospitality is worth more than £50 but less than £250, it must be approved by your manager by email;

- b. if the gift or corporate hospitality is worth £250 or over, you must report this to the ABC Register, including details and the value of the gift or corporate hospitality. Reports should be made by completing the Google Form linked [here](#). Your line manager must provide their approval (which will be requested automatically after you have completed the Google Form);
- c. the gift or corporate hospitality must not be 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;
- d. the gift or corporate hospitality must comply with local law;
- e. the gift or corporate hospitality must be given in the Company's name, not in your name;
- f. the gift or corporate hospitality must not include cash or a cash equivalent (such as gift certificates or vouchers);
- g. the gift or corporate hospitality is appropriate in the circumstances, e.g. in the UK it is customary for small gifts to be given at Christmas time;
- h. taking into account the reason for any gift, it is of an appropriate type and value and given at an appropriate time;
- i. the gift or corporate hospitality must be given openly, not secretly; and
- j. gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of your manager and the Company Secretary.

4.3 The Company appreciates that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. 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.

4.4 Examples of appropriate, reasonable and justifiable gifts and corporate hospitality are as follows:

- Inviting customers to the Company's corporate boxes at football games;
- Tickets or hospitality associated with the Company's sponsorship deals;
- Inviting customers or suppliers to the Company's annual conference.

However, as outlined above, these examples must always be considered in accordance with the provisions of 4.2.

5. WHAT IS NOT ACCEPTABLE?

It is not acceptable for you (or someone on your behalf) to:

- a. give, promise to give, or offer, a payment, gift or hospitality around the time of procurement exercises;
- b. 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;
- c. 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, e.g. clearing goods through customs;
- d. 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;
- e. 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 the Company in return;

- f. threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy;
- g. engage in any activity that might lead to a breach of this policy; or
- h. request a payment, gift or hospitality from a third party.

6. FACILITATION PAYMENTS AND KICKBACKS

- 6.1 The Company does not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions in which the Company (or third parties acting on its behalf) operate.
- 6.2 If you are asked to make a payment on the Company's behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Company Secretary.
- 6.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by the Company.

7. DONATIONS

The Company only makes charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Corporate Affairs and Communication team.

All charitable donations are recorded on the Company's Charitable Donation Register and subject to managerial review.

8. RECORD-KEEPING

- 8.1 The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 8.2 In accordance with provision 4 of this policy, for gifts/corporate hospitality valued at £250 or over, you must submit a report to the ABC Register with the details and value of such gift or corporate hospitality. Your line manager must approve the gift/hospitality reported. This information will then be logged in the Company's ABC Register which will be subject to managerial review.
- 8.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's expenses policy (which can be found on the HR intranet site) and specifically record the reason for the expenditure.
- 8.4 All accounts, invoices, memorandum and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to

facilitate or conceal improper payments.

9. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell the Company Secretary 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.

10. 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 your manager or the Company Secretary. Concerns should be reported by following the procedure set out in the Company’s Speaking Up Policy, which can be found on the HR intranet site.

PART C – THIRD PARTIES PROVIDING SERVICES FOR OR ON BEHALF OF THE COMPANY:

11 REQUIREMENTS SPECIFIC TO THIRD PARTIES PROVIDING SERVICES FOR OR ON BEHALF OF THE COMPANY:

11.1 As a third party that provides services for or on behalf of the Company, you agree:

- a. to comply with all applicable laws, statutes, regulations relating to anti-bribery and anti-corruption in the UK (and, if applicable, any other territory in which you provide services for or on behalf of the Company), including the Bribery Act 2010 (the “**Relevant Requirements**”);
- b. not to engage in any activity, practice or conduct which would constitute an offence under sections 1, 2 or 6 of the Bribery Act 2010 if such activity, practice or conduct had been carried out in the UK;
- c. to comply with this ABC Policy;
- d. to have, maintain, and enforce, your own policies and procedures, including adequate procedures under the Bribery Act 2010, to ensure compliance with the Relevant Requirements and provide copies of your policies and procedures if requested to do so by the Company;
- e. to notify the Company immediately if a foreign public official joins you as an officer or employee or acquires a direct or indirect interest in your business.

11.2 You represent that you have no foreign public officials as officers, employees or direct or indirect owners as at the date you commenced the provision of services for or on behalf of the Company.

PART D – GENERAL

12. YOUR RESPONSIBILITIES

12.1 You must ensure that you read, understand and comply with this policy.

12.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under its control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

12.3 You must notify your manager or the Company Secretary as soon as possible if you believe or suspect that a breach of this policy has occurred, or may occur in the future. For example, if a customer or potential customer offers you something to gain a business advantage with the Company, or indicates to you that a gift or payment is required to secure their business.

12.4 Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. The Company reserves the right to terminate its contractual relationship with other workers, or third parties acting on its behalf, if they breach this policy.

13. PROTECTION

13.1 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. The Company aims 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.

13.2 The Company is 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 Company Secretary immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the Company's Grievance Procedure, which can be found on the HR intranet site.

14. TRAINING AND COMMUNICATION

14.1 Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

14.2 The Company's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of its business relationship with them and as appropriate thereafter.

15. WHO IS RESPONSIBLE FOR THE POLICY?

15.1 The board of directors has overall responsibility for ensuring this policy complies with the Company's legal and ethical obligations, and that all those under its control comply with it.

15.2 The Company Secretary is the designated anti-corruption compliance officer and 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.

16. MONITORING AND REVIEW

- 16.1 The Company Secretary 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.
- 16.2 All workers are responsible for complying with this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Last reviewed : February 2021

Last updated : March 2020