

INTRODUCTION

This factsheet has been prepared to provide guidance to all employees and other persons who may act for the Company such as agents, consultants and temporary workers on the practical arrangements introduced by the Company to ensure compliance with the Bribery Act 2010.

The Bribery Act 2010 is effective from 1st July 2011.

The factsheet aims to raise awareness among all employees and other persons working on behalf of the Company of the risk of bribery at work and to provide information on what steps the organisation has put in place to reduce the risk of bribery occurring. It also aims to communicate the Company's policy on anti-corruption/bribery and give practical advice on what should be done where an employee (or other relevant person) is either exposed to bribery, or suspects bribery is occurring in the workplace.

COMPANY POLICY

The Company is committed to the prevention of bribery and strictly forbids any employee, consultant, agency worker, agent or any other person connected with its business from receiving any reward that may amount to a bribe. The Company positively encourages employees, agency workers, agents, consultants and any other person working on behalf of the Company to immediately report any instance where they are approached/offered a reward that could amount to a bribe.

Specific guidance on hospitality and promotional activity such as taking a client/customer to dinner, which is still permitted under legislation (providing it is proportionate), is given below but it must of course be in line with the Company's internal policy.

The Company recognises that some employees may well operate in markets where bribery and corruption is prevalent and is committed to supporting any person representing the Company, to avoid bribery.

The Company person with specific responsibility for anti-corruption/bribery responsibilities and procedures is the Chief Financial Officer.

The Company is committed to putting in place appropriate measures where there is a risk of bribery in the workplace and to the monitoring/reviewing of the effectiveness of such measures on a regular basis.

Any employee found to be committing an offence under the Bribery Act will be subject to disciplinary proceedings. The Company has defined both the offering of a bribe or receiving of a bribe as "Gross Misconduct", which if found against an employee could result in dismissal for a first offence. In addition, an employee is likely to also face criminal proceedings/charges.

Non-employed individuals or organisations found to engage in bribery/corruption will be removed from the list of approved

suppliers immediately and may also face criminal proceedings/charges.

The Company will not hesitate to make the appropriate external authorities aware of any suspected bribery activity which may arise from one or more of the following four offences under the Bribery Act.

What the Bribery Act covers – the four offences

Under the Bribery Act there are four offences, the last of which is the "corporate" offence under which a Company can be prosecuted.

1. Bribing another person

The offering, promising or giving of a reward to induce a person to perform a relevant function or activity improperly.

2. Being Bribed

The accepting of, agreeing to accept or requesting of a reward in return for performing a relevant function or activity improperly.

3. Bribing a foreign public official

A specific offence of trying to influence a foreign public official with the intention of obtaining or retaining business in a situation where the public official was not permitted or required by law to be influenced.

4. Failure to prevent bribery

A "corporate" offence which occurs when an organisation fails to stop people who are operating on its behalf from being involved in bribery.

Who the Bribery Act covers

Under the "corporate" offence, an organisation can be prosecuted if it is unable to show it had "adequate procedures" in place to minimise the risk of bribery occurring. Liability under the "corporate offence" can therefore be triggered where not only an employee is involved in an act of bribery, but also any other "person associated with the organisation". This will for example, include, consultants, agents, agency workers and subsidiaries. The implication is that it widens significantly the scope for an employer to be prosecuted for the actions of its employees and business partners, unless of course it can show it has adequate procedures/measures in place to prevent bribery. Government guidance on this is broadly defined under six key principles.

Measures to be taken to minimise the risk of bribery occurring in the workplace

For many organisations, a few simple measures should be enough to minimise the risk of bribery taking place as the extent of any measures introduced should be proportionate to the risk involved.

All organisations should identify a senior person with overall responsibility for anti-corruption measures. The person with responsibility in this organisation is the Chief Financial Officer.

Managing the Risk of Bribery in the Workplace – UK

Where an organisation, following a risk assessment process has identified “**no risk**”, no additional action is required although the employee handbook will provide relevant information on bribery in the workplace to increase awareness among staff.

Where an organisation has identified a “**low**” risk, the following action(s) will be put in place, in addition to any specific actions identified through the risk assessment questionnaire.

- All relevant employees, agents, consultants, etc, must be issued with a copy of this factsheet, including new joiners and asked to confirm that they have read it and agree to comply with its content.

Where an organisation has identified a “**medium**” risk, the following additional action(s) will be put in place, in addition to any specific actions identified through the risk assessment questionnaire.

- All relevant employees, agents, consultants etc will be asked to complete a “self-declaration” questionnaire.

Where an organisation has identified a “**high**” risk, in addition to the measures stated previously, special actions will need to be implemented. Further guidance should be sought from the person identified with overall responsibility for anti-corruption measures.

In line with good business practice, the following measures should be adopted by all organisations, irrespective of risk level.

Due diligence - pre-employment checking (all new employees)

The HR function will continue to undertake employment checks, including references, proof of identity and any other pre-employment checks considered necessary for new employees.

Due diligence – all new business partners (non-employees)

Managers responsible for hiring agents, consultants and other business partners should ensure that appropriate checks are undertaken in line with good business practice.

Specific advice should be sought from the person nominated with responsibility for anti-corruption where business partners are engaged in a market identified as high risk.

OTHER THINGS YOU NEED TO KNOW

Hospitality and promotional activities

Hospitality and promotional activity, providing it is still in line with the Company’s policy is still permitted and is specifically excluded from the Bribery Act, as long as it is proportional and reasonable.

Should you accept a gift or form of hospitality with a value of GBP 300 /USD 500 /AUD 550/SGD 600/HKD 3,000/JPY 50,000 or more, you should immediately complete a F46 Corporate Hospitality and Gift Declaration Form, obtain your manager’s approval and forward the form to the Chief Financial Officer.

“Facilitation” payments

Facilitation payments are payments made to induce officials to perform routine functions they are obligated to perform and are bribes. There was no exemption under previous law and they are not permitted under the Bribery Act either.

Payment of legally required administrative fees or fast track services are permitted. These are not facilitation payments.

What you should do if you are approached by someone offering you a bribe

If you are asked for a facilitation payment or are offered a bribe, you should immediately advise the person responsible for anti-corruption measures in the workplace under the Company’s “Raising a Concern” procedure, contained in the employee handbook. You should not advise your immediate manager until you have spoken to the person identified with responsibility for anti-corruption.

What you should do if you suspect an act of bribery has been or is about to be committed.

If you suspect another employee, agent, consultant or other business partner of the organisation is receiving or giving a bribe, you should immediately notify the person identified as having responsibility for anti-corruption measures. You should not advise your immediate manager until you have spoken to the person identified with responsibility for anti-corruption.

REVIEW OF ANTI-CORRUPTION MEASURES

The Company will undertake a periodic review of its anti-corruption measures. Where an organisation commences business in a new market, the manager should ensure that a risk assessment is undertaken to establish whether any additional measures should be taken, before commencing business in the new market.

FURTHER INFORMATION

Further information can be obtained from the following sources.

A copy of the Government’s guidance on the Bribery Act can be downloaded from:

www.justice.gov.uk/guidance/making-and-reviewing-the-law/bribery.htm

Additional information including help on assessing the level of country risk can be obtained from the government sponsored “Business Anti-Corruption Portal” at:

www.business-anti-corruption.com