
Anti-bribery and Corruption Policy

Policy statement

The purpose of this policy is for Chaucer Associated persons to gain awareness of Anti-Bribery and Corruption legislation, understand the consequences of non-compliance with such legislation and become acquainted with the relevant Chaucer policy and procedures.

Scope of Policy

All employees, directors, officers and third parties performing services for or on behalf of Chaucer ("Chaucer Associated Person") are expected to understand and comply with this Chaucer Anti-Bribery and Corruption Policy. Any failure to comply may result in severe disciplinary or other actions, up to and including termination.

"Chaucer" means the company, its subsidiaries or holding companies from time to time and any subsidiary of any holding company from time to time including, for the avoidance of doubt, Bip Consulting UK Limited and all affiliates and subsidiaries.

Reference documents

- POL009 - Code of Ethical Conduct Policy
- POL004 – Gift and Hospitality Policy
- POL002 - Data Protection Policy
- POL036 – Delegation of Authority Policy
- Preventing Bribery in Business Mandatory e-learning course

What is bribery?

Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other commercial advantage or benefit.

Bribery includes offering, promising, giving, accepting or seeking a bribe.

All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your Delivery or Account Lead, Head of Operations, Director of Finance or email Governance@Chaucer.com

Specifically, you must not:

- give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received in return, or to reward any business received.

- accept any offer from a third party that you know, or suspect is made with the expectation that we will provide a business advantage for them or anyone else.
- give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure.

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.

General

Chaucer is committed to establishing the highest standards and promotion of good practice in bribery and corruption prevention as a reflection of its core values.

This Anti-Bribery and Corruption Policy applies across all of Chaucer's operations and to all directors, officers, employees of Chaucer, both within and outside the US and the UK. and to, without limitation, all agents, representatives, resellers, business partners, joint venture and partners, contractors, sub-contractors, agency workers, seconded workers, interns, external consultants or other third parties' representatives including persons or firms of any nationality and wherever incorporated who are hired or otherwise retained by Chaucer to perform services on its behalf ("Chaucer Associated Person").

All Chaucer Associated Persons are required to conduct Chaucer business legally and ethically and within delegated authority for their role. Chaucer will not tolerate any form of bribery or corruption either directly or through third parties. Chaucer will conduct every business transaction with integrity, regardless of differing local manners and traditions, and will comply with the laws and regulations of each foreign country in which Chaucer operates (except to the extent inconsistent with US or UK law), particularly the provisions of the Foreign Corrupt Practices Act in the US and the Bribery Act in the UK.

Bribery or corruption of any kind in any jurisdiction, regardless of local custom or practice, is strictly prohibited. No Chaucer Associated Person shall offer, promise, give any payment, advantage or anything of value, to any person, in order to improperly influence or induce that person to act in any way or to secure any form of advantage for Chaucer, including obtaining or retaining business, obtaining or retaining an advantage in the conduct of business, or directing business to any person or entity.

Nor shall any Chaucer Associated Person engage in any activity that would lessen the reputation or integrity of Chaucer.

Any Chaucer Associated Person who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Any non-employee who breaches this policy may have their contract terminated with immediate effect.

This policy does not form part of any Chaucer Employee's contract of employment, and we may amend it at any time. It will be reviewed regularly.

Donations, Gifts and hospitality

Chaucer does not seek to gain any improper advantage through the giving of gifts, entertainment, hospitality, loans, gratuities or other courtesies. Similarly, the impartial judgment of Chaucer Associated Persons must not be compromised through the receipt of such courtesies.

Giving or receiving gifts or other gratuities must be performed and approved under the rules of the Chaucer Code of Conduct Policy and the Chaucer Gift and Hospitality Policy.

Facilitation payments

A 'Facilitation Payment' is a financial payment that may constitute a bribe and is a payment made to a public or government official that acts as incentive for the official to complete some action or process expeditiously, to the benefit of the party making the payment.

In general, a facilitation payment is made to smooth the progress of a service to which the payer is legally entitled, without making such a payment.

The making or acceptance of facilitation payments by any Chaucer Associated Person is strictly prohibited.

Recording of transactions

All Chaucer Associated Persons shall make and keep books, records, and accounts, which, in reasonable detail, accurately reflect any transactions and dispositions of Chaucer. Any contracts involving, directly or indirectly, payment to a third party for the purpose of obtaining business (including the engagement of agents, resellers, contractors, sub-contractors, representatives, brokers or joint venture or consortia partners) must be in writing and reviewed by the Commercial Lead prior to execution.

Risk Assessment

Chaucer regularly and on an ongoing basis assesses the nature and extent of the risks relating to bribery and corruption to which it is exposed, being aware that risks are potentially present both internally and externally.

Chaucer will ensure that any person responsible for and/or involved in investigating and/or carrying out risk assessment exercises under this Anti - Bribery and Corruption Policy is adequately skilled and equipped to do so and will engage appropriately qualified external professionals where necessary.

Commercial Lead will take responsibility for instigating and carrying out relevant risk assessment exercises at regular intervals, such exercises to include (but not be limited to) consideration of:

- Chaucer's business activities across all of its operations nationally and internationally and any actual or proposed changes to those activities.

- Chaucer Associated Persons and their knowledge and understanding of Chaucer's business profile and associated bribery risks.
- the business activities of Chaucer's contractors, sub-consultants, intermediaries, agents, joint venture partners and other business partners and the interface between those activities and those of Chaucer.
- the markets and countries in which Chaucer Associated Persons operate.

Due Diligence and selection of business partners

For Chaucer in many instances, the use of a third party (including but not limited to local sales agents, resellers, consultants, sub-contractors, representatives, brokers or joint venture or consortia partners) is an essential element of doing business in a foreign country.

The FCPA and the Bribery Act offences also extend to the conduct of third-party agents, sub-contractors and other representatives or business partners.

All Chaucer Associated Persons must be sensitive to potential abuses and careful to avoid situations involving third parties which might lead to a violation of the FCPA, the Bribery Act and/or any other local law or regulation.

Chaucer is committed to investigating and being fully informed about the individuals and organisations with whom it has business dealings and about the markets in which it operates.

As part of the investigation to avoid potential abuses, due diligence enquiries are performed. Such enquiries are designed, inter alia, to:

- Discover a third party's role and position in the relevant society e.g., is the third party a public official.
- confirm that a third-party has sufficient experience and expertise to fulfil his/her role properly and professionally.
- where appropriate, make enquiries about the risk of bribery and corruption in a country or location in which Chaucer is seeking a business relationship, the types of bribery and corruption most commonly encountered there and any information about the preventive actions which are most effective.
- investigate the bribery risks that a business opportunity raises, for example, establishing whether the agent services are to be undertaken at market prices and have a defined legitimate objective and specification.
- establish whether individuals or other organisations involved in key decisions have a reputation for bribery or corruption and whether anyone associated with them is being investigated or prosecuted, or has been convicted for bribery, corruption or related offences. This may include considering the risks associated with politically exposed persons where the proposed business relationship involves, or is linked to, a prominent public office holder.
- ensure that all business relationships and transactions are properly documented and recorded and have the required Chaucer approval.
- All partners/third-party contractors must be identified and selected based on objective evaluation criteria (i.e., on the basis of his/her identifiable commercial and technical competencies and not because he/she is the relative of an important government official).

- A written agreement must be entered into prior to doing business with any partner/third-party, the form of which must be based on specific terms and conditions and receive the written approval of the Commercial Lead. Although the terms of such agreements may vary based upon the relationship between the relevant parties, the transaction at hand, and the relevant jurisdiction, each written agreement shall include appropriate Anti-Bribery and Corruption representations and warranties and a reference to the Chaucer Code of Conduct, and each partner/third-party contractor must agree in writing to abide by same.

Monitoring and review

The Enabling Team will ensure that this policy is monitored and reviewed on an annual basis and adapted to changing circumstances or in response to any incidents involving bribery or corruption.

Internal monitoring and review mechanisms may include the following actions:

- ensuring the use of effective financial and auditing controls to pick up potential and actual irregularities.
- reporting and escalation of anti-bribery and corruption to the Management Board.
- independent assessment of the adequacy of anti-bribery and corruption policies.

The Management Board takes ultimate responsibility for the implementation, compliance and enforcement of this policy with day-to-day matters being dealt with by the Enabling Team Head of who reports directly to the Management Board member.

Reporting procedures and further information

Any person who suspects or becomes aware of any violation of this Anti- Bribery and Corruption Policy must report the violation to his/her line manager, who will immediately advise the Commercial Lead, who shall cause an investigation of the reported matter to be conducted.

- A Chaucer Associated Person should also seek guidance from their line manager (who in turn should contact Commercial Lead) if they are unclear about any of the provisions of this policy or would like more information.
- No Chaucer Associated Person will not be retaliated against for raising in good faith any concerns or suspicions relating to this Anti-Bribery and Corruption Policy.
- No Chaucer Associated Person will be penalized for refusing to pay or accept a bribe even if such refusal results in the loss of business to Chaucer.

Definitions

- The Foreign Corrupt Practices Act ("FCPA") - a U.S. federal criminal and civil law (15 U.S.C. § 78-dd-21 et seq.) that exists to prevent corrupt practices in international transactions.
- The Bribery Act 2010 (the "Bribery Act") - a UK legislation which targets cross-border bribery. The Bribery Act similarly carries both civil and criminal liability.

- “Foreign official” as defined by the FCPA, includes any officer or employee of a foreign government (i.e. other than the United States) or any department, agency, or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a public international organisation, any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organisation, any foreign political party or party official, or any candidate for foreign political office. Thus, foreign officials include not only elected officials, but also consultants who hold government positions, employees of companies owned by foreign governments, political party officials and others.
- “Anything of value,” as interpreted by the FCPA, includes not only cash or cash equivalents, but also trips, donations, and services. The determination is not retail value but whether the recipient subjectively attaches value to the disbursement.
- “Relevant commercial organisation” under the Bribery Act is wide: it extends to a body incorporated or a partnership formed under the law of any part of the UK, which carries on a business (whether in the UK or elsewhere) or any other body corporate or partnership (wherever incorporated or formed) which carries on a business, or part of a business, in any part of the UK.
- “Associated person” under the Bribery Act can be any person who performs services on behalf of the organisation, including employees, agents, subsidiary companies and third-party service providers, as well as potentially including joint venture or consortia partners.

Equality and diversity

Chaucer are committed to respecting diversity in all aspects of our work and meeting our obligations under the Equality Act. In line with this, we welcome feedback on any aspect of this policy where there is a question over its adherence to the above legislation.

Data Protection

Chaucer are committed to applying this policy in line with the General Data Protection Regulations as set out in our Data Protection Policy (POL002).

Commitment and review

Chaucer looks to the support and professionalism of staff at all levels in making this policy truly effective. This policy statement, along with other related supporting policies and procedures in use, will be regularly reviewed and revised as and when necessary.

POL001_CG_Global_Anti-bribery and Corruption Policy

Approved by

Name: Julie Freeman

Position: Company Secretary

Signature:  DocuSigned by:
Julie Freeman

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Document Control

DATE LAST MODIFIED	SUMMARY OF CHANGES	CHANGED BY
2015/01/03	Policy Created.	
2017/12/04	More in-depth policy created to include definitions of US federal criminal and civil law and UK legislation which targets cross-border bribery.	
2018/4/10	Reformatted to new Chaucer branding.	
2018/11/07	Annual review, moved definitions to Appendix at the end of the document.	Tracy Brudenell
2022/02/03	Policy Review	Thomas Fletcher