

# Anti-corruption and Bribery Policy

## 1. Introduction

- 1.1 It is the general policy of Hughes and Salvidge Holdings (“the Company”) to conduct all of our business in an honest and ethical manner. The Company takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever the Company operates and implementing and enforcing effective systems to counter bribery.
- 1.2 The Company will uphold all laws relevant to countering bribery and corruption (in all the jurisdictions in which the Company operate). 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:
  - set out the Company's responsibilities, and those working for it, in observing and upholding the Company's position on bribery and corruption; and
  - provide information and guidance to those working for the Company 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 and if the Company is found to have taken part in corruption the Company could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. The Company therefore takes its legal responsibilities very seriously.
- 1.5 The Company has not currently identified any situation that presents a particular risk to its business. However, should particular risks become apparent then appropriate measures will be introduced and this policy will be amended.
- 1.6 In this policy, ‘third party’ means any individual or organisation an employee comes into contact with during the course of their work for the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## 2. Who is covered by the policy?

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual employees and agency staff, volunteers, interns, agents, sponsors, or any other person associated with the Company, or any of its subsidiaries or their employees, wherever located (collectively referred to as ‘employees’ in this policy).

## 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 client tickets to a major sporting event, 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 our organisation to ensure the Company continue 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 business 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 normal and appropriate hospitality (given and received) to or from third parties.

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

- it is not 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;
- it complies with local law;
- it is given in the Company's name, not in your name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- it is given openly, not secretly; and
- 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.

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.

## **5. What is not acceptable?**

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

- 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;

- 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;
- 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;
- 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;
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy.

## **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.
- 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 manager.
- 6.3 Kickbacks are typically payments made in return for a business favour or advantage. All employees 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 will only make 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 Managing Director.

## **8. Employee responsibilities**

- 8.1 Employees will be provided with a copy of this policy which they must ensure that they read, understand and comply with.
- 8.2 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 employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 8.3 Employees must notify their manager as soon as possible if they believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers something to gain a business advantage with the Company, or indicates that a gift or payment is required to secure their business.
- 8.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. The Company reserves its right to terminate its contractual relationship with other employees if they breach this policy.

## **9. Record-keeping**

- 9.1 The Company will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

- 9.2 Employees must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to review.
- 9.3 Employees 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 and specifically record the reason for the expenditure.
- 9.4 All accounts, invoices, memoranda 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.

## **10. How to raise a concern**

Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If they are unsure whether a particular act constitutes bribery or corruption, or if they have any other queries, these should be raised with their manager.

## **11. What to do if you are a victim of bribery or corruption**

It is important that employees tell their manager as soon as possible if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

## **12. Protection**

- 12.1 Employees 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.
- 12.2 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 your manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the Company's Grievance Procedure.

## **13. Training and communication**

- 13.1 Training on this policy forms part of the induction process for all new employees. All existing employees will receive regular, relevant training on how to implement and adhere to this policy.
- 13.2 The Company's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of the business relationship with them and as appropriate thereafter.

## **14. Who is responsible for the policy?**

- 14.1 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 the Company's control comply with it.
- 14.2 All Directors 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.

**15. Monitoring and review**

- 15.1 The Directors 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.
- 15.2 All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 15.3 Employees are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Directors.
- 15.4 This procedure does not form part of any employee's contract of employment. It may be amended at any time and the Company may depart from it depending on the circumstances of any case.

Signed



**Martyn Burnett – Managing Director**  
**January 2016**

## Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for the Company and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If employees encounter any of these red flags while working for the Company, they must report them promptly to their manager:

- An employee becomes aware that a third party engages in, or has been accused of engaging in, improper business practices
- An employee learns that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials
- A third party insists on receiving a commission or fee payment before committing to sign up to a contract with the Company, or carrying out a government function or process for the Company
- A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made
- A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business
- A third party requests an unexpected additional fee or commission to "facilitate" a service
- A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services
- A third party requests that a payment is made to "overlook" potential legal violations
- A third party requests that you provide employment or some other advantage to a friend or relative
- An employee receives an invoice from a third party that appears to be non-standard or customised
- A third party insists on the use of side letters or refuses to put terms agreed in writing
- An employee notices that the Company has been invoiced for a commission or fee payment that appears large given the service stated to have been provided
- A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Company
- An employee is offered an unusually generous gift or offered lavish hospitality by a third party.