

## **ANTI-BRIBERY AND CORRUPTION POLICY**

The purpose of this policy is to protect the company and all of our staff from stepping beyond the limits of acceptable behaviour that could amount to bribery or prompt allegations of bias being exercised in favour of particular clients, suppliers or contacts. It is important that the boundaries of this policy are adhered to because failure to exercise responsible corporate business ethics could result in criminal prosecution of both the company and individual staff members under the Bribery Act 2010. Failure to follow the rules in this policy will be a disciplinary offence and, in some cases, could amount to gross misconduct leading to dismissal. Where staff are considered to be in breach of the Bribery Act 2010 the police will be informed.

One of the Company's core values is to uphold sound, responsible and fair business operations. It is committed to promoting and maintaining the highest possible ethical standards in relation to all of its business activities. The Company's reputation for maintaining lawful business practices is of paramount importance to it and this policy is designed to preserve these values. The Company therefore has a zero tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all of its business dealings and relationships wherever it operates and implementing and enforcing effective systems to counter bribery.

### **Purpose and scope**

This policy sets out the Company's position on any form of bribery and corruption and provides guidelines aimed at:

- Ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK, but also in any other country within which the Company may carry out its business or in relation to which its business may be connected.
- Enabling employees and persons associated with the Company to understand risks associated with unlawful conduct and to enable and encourage them to be vigilant and to effectively recognise, prevent, avoid and report any wrongdoing, whether by themselves or others.
- Providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with.
- Creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or other unethical conduct.

This policy applies to all permanent and temporary employees of the Company (including any of its intermediaries, subsidiaries or associated companies). It also applies to any individual or corporate entity associated with the Company or who performs functions in relation to, or for and on behalf of, the Company, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers and sponsors ("associated persons").



All employees and associated persons are expected to adhere to the principles set out in this policy.

### **Legal obligations**

The key UK legislation on which this policy is based is the Bribery Act 2010 and it applies to the Company's conduct both in the UK and abroad.

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

#### **It is an offence in the UK to:**

- Offer, promise or give a financial or other advantage to another person (i.e. bribe a person) whether within the UK or abroad, with the intention of inducing or rewarding improper conduct.
- Request, agree to receive or accept a financial or other advantage (i.e. receive a bribe) for or in relation to improper conduct.
- Bribe a foreign public official.

You can be held personally liable for any such offence.

It is also an offence in the UK for an employee or an associated person to bribe another person in the course of doing business intending either to obtain or retain business, or to obtain or retain an advantage in the conduct of business, for the Company. The Company can be liable for this offence where it has failed to prevent such bribery by associated persons. As well as an unlimited fine, it could also suffer substantial reputational damage in connection with this offence.

### **Bribery Policy**

All employees and associated persons are required to:

- Comply with any anti-bribery and anti-corruption legislation that applies in any jurisdiction in any part of the world in which they might be expected to conduct business.
- Act honestly, responsibly and with integrity.
- Safeguard and uphold the Company's core values by operating in an ethical, professional and lawful manner at all times.

Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside or accounts created for the purposes of facilitating the payment or receipt of a bribe.



The Company recognises that industry practices may vary from country to country or from culture to culture. What is considered unacceptable in one place may be normal or usual practice in another. Nevertheless, a strict adherence to the guidelines set out in this policy is expected of all employees and associated persons at all times.

If in doubt as to what might amount to bribery or other unethical conduct or might constitute a breach of this policy, you should refer the matter to your line manager or to the company's Managing Director.

### **Gifts Policy**

This is not a definitive list of company rules and procedures in relation to the receipt of business gifts from third parties such as clients, customers, contractors and suppliers and corporate hospitality offered to or received from such third parties.

The giving of business gifts to clients, customers, contractors and suppliers is not prohibited provided the following requirements are met:

- The gift 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.
- It complies with local laws.
- It is given in the Company's name, not in the giver's personal name.
- It does not include cash or a cash equivalent (such as gift vouchers).
- It is of an appropriate and reasonable type and value and given at an appropriate time.
- It is given openly, not secretly.
- It is approved in advance by a Director of the Company.

Essentially, it is not acceptable to give, promise to give, or offer, a payment or gift with the expectation or hope that a business advantage will be received, or to reward a business advantage already given, or to accept a payment or gift from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

For the avoidance of doubt, any payment or gift to a public official or other person to secure or accelerate the prompt or proper performance of a routine government procedure or process, otherwise known as a "facilitation payment", is also strictly prohibited. Facilitation payments are not commonly paid in the UK but they are common in some other jurisdictions.

Examples of gifts which are unlikely to be acceptable:

- Extravagant events such as weekend trips, and particularly trips abroad;
- Personal gifts such as jewellery or expensive clothing;

- Expensive goods and / or vouchers with a value of more than £20.00

Examples of gifts which are likely to be acceptable:

- Token gifts, such as pens, mouse-mats and calendars

### **Hospitality Policy**

The giving or receiving of corporate hospitality is subject to the following general principles: It must be approved in advance, along with any associated expenses, by a Director if the total value is over £20.00. If staff are unsure as to the value, they should err on the side of caution and check with their Line Manager or the company's Managing Director. The procedure that must be followed, in full, is outlined below:

1. It will only be approved where there is a readily identifiable purpose that is based on a genuine need to develop an ethically sound business relationship; and
2. It will not be approved if it is likely that it is part of an attempt to procure the recipient to act improperly or in bad faith.

While it may be acceptable for staff to give or receive corporate hospitality below the value of £20.00, it is expected that staff will use their discretion and judgement in considering whether or not the hospitality below this level fall foul of the principles and rules included within this policy. Generally, hospitality or gifts that are particularly extravagant and extraordinary in their context should raise alarm bells. If staff are unsure as to how to proceed, they must contact their line manager or the company's Managing Director for guidance.

The following lists are not exhaustive and act as examples only. Employees should check with their Line Manager or the company's Managing Director if they have any specific queries as to what may or may not be acceptable.

Examples of hospitality that is unlikely to be acceptable:

- Attendance at particularly opulent and excessive events;
- Tickets to sporting events or concerts where the offeror does not intend to attend with the recipient.

Examples of hospitality that is likely to be acceptable:

- In-house lunches at training or promotional events;
- Modest meals offered or received at off-site restaurants;
- Tickets to sporting events when taken by the contact in question (i.e. not gifted to be used by staff by themselves);



- Tickets to charity dinners and events when the contact in question is also in attendance (i.e. not where a whole table is given to a staff member to be used at his discretion).

### **Responsibilities and reporting procedure**

It is the contractual duty and responsibility of all employees and associated persons to take whatever reasonable steps are necessary to ensure compliance with this policy and to prevent, detect and report any suspected bribery or corruption in accordance with the procedure set out in the Company's Public Interest Disclosure Policy. You must immediately disclose to the Company any knowledge or suspicion you may have that you, or any other employee or associated person, has plans to offer, promise or give a bribe or to request, agree to receive or accept a bribe in connection with the business of the Company. For the avoidance of doubt, this includes reporting your own wrongdoing.

The duty to prevent, detect and report any incident of bribery and any potential risks rests not only with the Directors of the Company but applies equally to all employees and associated persons.

The Company encourages all employees and associated persons to be vigilant and to report any inappropriate or unlawful conduct, suspicions or concerns promptly and without undue delay so that investigation may proceed and any action can be taken expeditiously. For example, if a client or potential client 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.

In the event that you wish to report an instance or suspected instance of bribery, you should follow the steps set out in the Company's Public Interest Disclosure Policy. Confidentiality will be maintained during the investigation to the extent that this is practical and appropriate in the circumstances. The Company is committed to taking appropriate action against bribery or other unethical conduct. This could include either reporting the matter to an appropriate external government department, regulatory agency or the police and/or taking internal disciplinary action against relevant employees and/or terminating contracts with associated persons.

The Company will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. It is also committed to ensuring nobody 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 corruption offence has taken place or may take place in the future.

All employees and associated persons must ensure that any contract or agreement entered into by them for or on behalf of the Company contains an appropriate clause aimed at ensuring that any third party to the contract is aware of and agrees to adhere to the contents of this policy and further, that the contract expressly sets out the consequences of non-



compliance including, where appropriate, clear provision for terminating the contract in the event of non-compliance or the commission of any relevant bribery offence.

### **Record-keeping**

All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off the record” to facilitate or conceal improper payments.

### **Sanctions for breach**

Breach of any of the provisions of this policy will constitute a disciplinary offence and will be dealt with in accordance with the Company’s disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal.

As far as associated persons are concerned, breach of this policy could lead to the suspension or termination of any relevant contract, sub-contract or other agreement with the associated person.

### **Monitoring compliance**

The company’s Managing Director has lead responsibility for ensuring compliance with this policy and will review its contents on a regular basis. They will be responsible for monitoring its effectiveness and will provide regular reports in this regard to the Board of Directors of the Company who have overall responsibility for ensuring this policy complies with the Company’s legal and ethical obligations.

### **Guidance**

The Company will provide guidance to all employees to help them understand their duties and responsibilities under this policy.

The Company’s zero tolerance approach to bribery will also be communicated to all business partners at the outset of the business relationship with them and as appropriate thereafter.

### **Examples of potential risks**

The following is a non-exhaustive list of possible issues which may raise bribery concerns and which you should report in accordance with the reporting procedure set out above:



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- A third party insists on receiving a commission or fee before committing to signing a contract with the Company, or carrying out a government function or process for the Company.
- A third party requests payment in cash, 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 an unexpected additional commission or fee to facilitate a service.
- A third party demands lavish, extraordinary or excessive gifts or hospitality before commencing or continuing contractual negotiations or provision of services.
- You are offered an unusually lavish, extraordinary or excessive gift or hospitality by a third party.
- You receive an invoice from a third party that appears to be non-standard or extraordinary.
- The Company is invoiced for a commission or fee payment that appears large given the service stated to have been provided.

## **For the 'Avoidance of Doubt'**

In all cases where a member of staff feels uncomfortable or does not fully understand the request or their position, they should seek clarification before proceeding from their line manager or the company's Managing Director.

PJ McGowan  
Director