



Anti-Bribery and Corruption Policy Statement

1. POLICY STATEMENT

- 1.1 It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.
- 1.2 We will uphold all laws relevant to countering bribery and corruption. However, we remain bound by UK laws, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

2. ABOUT THIS POLICY

- 2.1 The purpose of this policy is to:
 - (a) Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
 - (b) Provide information and guidance to those working for us on how to recognize and deal with bribery and corruption issues.
- 2.2 It is a criminal offence to offer, promise, give request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer if we fail to prevent bribery, we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.
- 2.3 In this policy, third party means any individual or organization you come into contact with during the course of your work for us, 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.
- 2.4 This policy does not form part of any employee's contract of employment and we may amend it at any time.

3. WHO MUST COMPLY WITH THIS POLICY?

This policy applies to all persons working for us on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded worker, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

4. WHO IS RESPONSIBLE FOR THE POLICY?

- 4.1 Both the Managing Director and Commercial Director have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 4.2 The Depot Manager has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

4.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

5. WHAT ARE BRIBERY AND CORRUPTION?

5.1 Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

5.2 An advantage includes money, gifts, loans, fees, hospitality, services, discounts and the award of a contract or anything else of value.

5.3 A person acts improperly where they act illegally, unethically, or contrary to an expectation of good faith or impartially or where they abuse a position of trust. The improper act may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organization of any kind.

5.4 Corruption is the abuse of entrusted power or position for private gain.

Examples:

Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. 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 organization to ensure we 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 'facilitation' payment to a foreign official to speed up an administration process, such as clearing our goods through customs.

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

6. WHAT YOU MUST NOT DO

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

- (a) Give, promise to give, or offer, a payment, a gift or hospitality with the expectation or hope that a business advantage will be received or to reward a business advantage already given;
- (b) Give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) Accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that we will provide a business advantage for them or anyone else in return.
- (d) Accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.

- (e) Offer or accept a gift to or from government officials or representatives, or politicians or political parties; or
- (f) Engage in any other activity that might lead to a breach of this policy.

7. FACILITATION PAYMENTS AND KICKBACKS

7.1 We do not make, and will not accept, facilitation payments or “kickbacks” of any kind.

7.2 Facilitation payments, also known as “back-handers” or “grease payments” are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official).

7.3 Kickbacks are typically payments made in return for business favour or advantage.

7.4 You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our 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 Managing Director or Commercial Director.

8. GIFTS, HOSPITALITY AND EXPENSES

8.1 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purpose of:

- (a) Establishing or maintaining good business relationships.
- (b) Improving or maintaining our image or reputation; or
- (c) Marketing or presenting our products and /or services effectively.

9. DONATIONS

9.1 We do not make contributions to political parties.

9.2 We only make charitable donations that are legal and ethical under local practices. No donation must be offered or made without first consulting with the risk and compliance team who will seek the approval of the Managing Director before confirming if the charitable donation can be made.

10. RECORD-KEEPING

10.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

10.2 You must declare and keep a written record of all hospitality or gifts given or received.

10.3 You must submit all expenses claims relating to hospitality, gifts or payments to third parties and record the reason for expenditure.

10.4 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness.

11. YOUR RESPONSIBILITIES

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

11.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest a breach of this policy.

11.3 You must notify the Managing Director or Commercial Director as soon as possible if you 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 you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further “red flags” that may indicate bribery or corruption are set out in clause 15.

12. HOW TO RAISE A CONCERN

12.1 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify the Managing Director or Commercial Director as soon as possible.

12.2 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with the Managing Director or Commercial Director.

13. PROTECTION

13.1 Individuals who refuse to accept or offer a bribe, or who raise concerns or report another’s wrong doing, are sometimes worried about possible repercussions. We aim 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 We are 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 Managing Director or Commercial Director immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

14. BREACHES OF THIS POLICY

14.1 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

14.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

15. POTENTIAL RISK SCENARIOS: “RED FLAGS”

The following is a list of possible red flags that may arise during the course of you working for us 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 you encounter any of these red flags while working for us, you must report them promptly to the Managing Director or Commercial Director:

- (a) You become aware that a third party engages in, or has been accused of engaging in, improper business practices;

- (b) You learn 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;
- (c) A third party insists on receiving a commission or fee payment committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) 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;
- (e) A third party requests that payment is made to a country or geographic location where the third party resides or conducts business;
- (f) A third party requests an unexpected additional fee of commission to “facilitate” a service;
- (g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) A third party requests that a payment is made to “overlook” potential legal violations; (1) A third party requests that you provide employment or some other advantage to a friend or relative;
- (i) You receive an invoice from a third party that appears to be non-standard or customised,
- (j) A third party insists on the uses of side letters or refuses to put terms agreed in writing;
- (k) You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (l) 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 us; or
- (m) You are offered an unusually generous gift or offered lavish hospitality by a third party.

On behalf of Ashbrook



James Ashbrook

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