

BRIBERY AND CORRUPTION POLICY

The purpose of this policy is to set out our responsibilities and to provide guidance on how to recognise and deal with bribery and corruption issues. It is important that you read, understand and act in accordance with this policy.

1. To whom does this policy apply?

This policy applies to all employees (whether permanent, fixed-term or temporary), consultants, sub-contractors, trainees, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "Workers" in this policy).

This policy does not form part of any employee's contract of employment and it may be amended at any time.

2. Our Principles

- a. 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.
- b. It is our objective that those we do business with take a similar zero-tolerance approach to bribery and corruption.
- c. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.
- d. Bribery and corruption are criminal offences and are punishable for individuals by up to ten years' imprisonment. If we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously and expect you to do the same.
- e. In this policy "**third party**" means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, sub-contractors, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

3. Responsibility for the policy

- a. This policy is endorsed by our chief executive, Paul Wetherfield. Our board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

- b. The Company Directors have primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness.
- c. Management and senior staff at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate training on it.

4. Risks for our business

We have identified some particular risks for our business, an overview of which are set out in Schedule 1 to this policy together with our assessment of those risks.

5. What are Bribery and Corruption?

- a. Corruption is the abuse of public or private office for personal gain.
- b. In general terms, bribery is committed where a person (A) offers or gives some benefit to another person (B) as an inducement for that person (B) or another person (C) to act dishonestly in relation to his principal's or employer's business. In such case, all those persons (A, B and C), as well as other persons who were complicit in the offence, may be guilty of bribery.
- c. Remember:
 - a bribe does not have to be cash;
 - the person who receives the bribe is as guilty as the person who offers it even if it is unsolicited;
 - the bribe will still be an offence under UK law if it is committed overseas, irrespective of whether it would be illegal under local law; and
 - a bribe is a criminal offence.

6. Gifts and Hospitality

- a. This policy does not prohibit reasonable and proportionate hospitality (given and received) to or from third parties. Hospitality given or received with a value of £100 or greater should be approved by a line manager.
- b. Where it is an accepted part of your role (you should ask your line manager if you are unsure about this) you can offer and accept a reasonable amount of moderate hospitality for the purposes of business and client development, having regard to the list in paragraph 7.3 below.
- c. The giving or receipt of gifts and hospitality is not prohibited, if the following requirements are met:



it is not made as a condition of a third party obtaining or retaining business or a business advantage, or to reward the provision of a business advantage, or in explicit exchange for favours or benefits;

- it complies with local law;
 - it is given in our name, not in your name;
 - it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time;
 - it is given openly, not secretly; and
 - gifts and/or hospitality should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Company Directors.
- d. We appreciate that the practice of giving business gifts and or hospitality 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, proportionate and justifiable. The intention behind the gift or hospitality should always be considered.
- e. Subject to 7.2 above, workers are permitted to keep small gifts with a monetary value of £25 or less provided that the gift has been declared to your line manager.

7. What is not acceptable?

In addition to the above, it is not acceptable for you (or someone on your behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality on the condition 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 (where the payment is not a legitimate payment pursuant to local written law);
- accept payment from a third party that is intended to obtain a business advantage for them;
- accept a gift or hospitality from a third party if it is offered or provided on the condition that a business advantage will be provided by us 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 will breach this policy.

8. Facilitation Payments

- 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 in which we occasionally operate.
- Kickbacks are typically payments made in return for a business favour or advantage.
- We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. All Workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.
- 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 Compliance Manager.

9. Dealing with foreign officials and representatives of state owned enterprises

Additional restrictions apply in these cases. The Bribery Act contains a surprisingly wide concept of bribing a public official, which applies where Global gives a financial or other advantage to the official with the intention of influencing the performance of their functions, *except where the advantage is permitted or required by written law*. The odd aspect of this is that the government has clearly stated that the advantage could be indirect. So if Global agreed to invest in a local business and in return agreed to make a donation to a local school, which happened to be attended by the official with whom Global was dealing, this could result in the offence being committed. If unsure, you must speak to one of the Company Directors.

10. Donations

We do not make contributions to political parties and we 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 Company Directors. Obviously this policy only applies to business, not personal, donations.

11. Your responsibilities

- You are required to read, understand and comply with this policy, and to notify your manager or the Company Directors as soon as possible if you believe or suspect that a conflict with this policy has, or may occur. For example, if a client or potential client indicates to you that a gift or payment is required to secure their business. Further indicators that may point towards bribery or corruption are set out in Schedule 1.
- Such concerns will be treated in the utmost confidence and should be raised with the Company Directors.



- c. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.
- d. We reserve our right to terminate our contractual relationship with other Workers if they breach this policy.

12. Protection

- a. Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, 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.
- b. 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 Company Directors immediately.

13. Record-Keeping

- a. We are required to keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- b. You should seek line manager approval and declare and keep a written record of all hospitality or gifts accepted or offered above £100, which will be subject to managerial review.
- c. All expenses claims relating to hospitality, gifts or expenses incurred to third parties should be submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- d. 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.

14. How to raise a concern

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

15. What to do if you are a victim of bribery or corruption



It is important that you tell the Company Directors as soon as possible if you are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

16. Training and Communication

- a. All new Workers will be given a copy of this policy as part of their induction process and all existing Workers will receive training on how to implement and adhere to this policy.
- b. Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

17. Monitoring and Review

- b. The Company Directors will monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. 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.
- c. Workers 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 Company Directors

