

ANTI-BRIBERY & CORRUPTION POLICY

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It is our policy to conduct all our business activities 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 relationships and business dealings wherever we operate.

PURPOSE

The purpose of this policy is to:

- Set out our responsibilities, and of those working with us, in observing and upholding our position on bribery and corruption; and
- Provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

In addition to normal business activities we have identified that certain elements of our activities could potentially create particular risks for our organisation:

- Procurement of projects through the tender process
- The requirement to negotiate a competitive advantage
- Building strong relationships across our Client and Approved Contractor network

To address these risks we have taken the following steps:

- Communicated the risks to our employees
- Undertaken training for employees

COMPLIANCE

Our Employees, Agents and representatives are required to comply with our policy in relation to anti-bribery and corruption.

We will not conduct business with anyone that does not comply with our anti-bribery and corruption objectives. We reserve the right to terminate our contractual arrangements with any third parties acting for or on behalf of Bauder Limited, with immediate effect where there is evidence that they have committed acts of bribery.

Any breach of this policy could result in legal prosecution or disciplinary action.

WHAT IS CORRUPTION?

Corruption is any fraud, deception, dishonesty, wrongdoing through abuse of a position of trust in order to gain an undue advantage. It can include bribery, blackmail, money laundering, deception, fraud, extortion and collusion.

WHAT IS FRAUD?

Fraud is wrongful or criminal deception intended to result in financial or personal gain, for example:

- False representation
- False accounting
- Forgery
- Failing to disclose information

WHAT IS A BRIBE?

A bribe may include any payment, benefit or gift offered, given or received with the purpose of influencing a decision or outcome, whether directly or indirectly. A bribe can be any form of advantage, offered or received, a contract does not need to be won for an act of corruption to be committed. The following are considered bribes and are wholly prohibited, the offence does not necessarily require intent (this list is non-exhaustive):

- Facilitation payments (payments given to speed routine procedures i.e. 'grease payments' 'back-hander')
- Disproportionate levels of hospitality / gifts given to influence actual or anticipated business with the recipient (lavish hospitality i.e. holidays, lavish gifts)
- To make or receive unofficial payments to/from officials or influential individuals in order influence the business outcome
- Indirect payments offered or received by way of contribution to charity or other organisation
- Giving or receiving cash or cash equivalent (such as gift cards or vouchers) to influence the business outcome

PROPORTIONATE LEVELS OF CORPORATE ENTERTAINMENT, HOSPITALITY, GIFTS AND PROMOTIONAL EXPENDITURE

This policy does not prohibit the giving or receiving of reasonable and proportionate corporate entertainment, hospitality, gifts and promotional expenditure. Subject to the following criteria should these should;

- Have the purpose of establishing/maintaining good business relationships
- Aid and improve the image and reputation of the Company and or to present the Company's services effectively
- Be appropriate to the circumstances and with no risk or perception that they may improperly influence
- Have no direct link to actual or anticipated business with the recipient, particularly in relation to a competitive context
- Never include cash and should be modest and proportionate at all times and cannot be
- misconstrued as a reward, inducement or other corrupt act.

WHAT COULD BE CONSIDERED BRIBERY OR CORRUPTION?

Largely common sense will prevail in such circumstances, however if in doubt consider the following, both directly and indirectly:

- Could this be construed as favourable treatment or inducement?
- Does this influence decision or outcome?
- Does this link to specific project activity?
- Does this undermine impartial decision making outside of the proper performance of the job?
- Is the means proportionate?
- Would I feel embarrassed to disclose this?
- Do you feel comfortable with it?

TRAINING

The Company will continue to review its policy and provide training for employees deemed to be at highest risk. The training will be reviewed on a regular basis. If you require specific and immediate guidance on Anti-bribery and Corruption you should contact your line manager, the HR Manager or the Managing Director.

REPORTING SUSPECTED BRIBERY OR CORRUPTION – “SPEAK UP”

The message is clear, if you have any concerns, questions or are unsure in anyway, please ‘Speak up’. Incidents or concerns surrounding bribery, corruption or fraud should be reported to the Divisional Director in the first instance. Any gifts or events should be reported to the HR Department where they will be logged. Any reports which require escalating will be thoroughly and promptly investigated in the strictest confidence and will align with our ‘Speak up policy’ which complies with Whistleblowing requirements. The following reporting process should be used for both general notification and for those with more serious concerns relating to self or others:

- Step 1 Notify your Departmental Divisional Director in relation to queries, concerns or suspected issues. Notify the HR Department to report and log gifts, events and hospitality
- Step 2 Director to notify HR Department (all points raised will be logged within the HR Department and given a ref number)
- Step 2 For instances of a serious nature the Divisional Director will request completion of the Anti-bribery & Corruption Reporting form
- Step 3 Completed form to be submitted to the HR Department
- Step 4 The Company will launch investigation
- Step 5 The Company will advise of the appropriate outcome and course of action

Logging the gift, event or hospitality gives you the opportunity to notify the Company. In the event of more serious areas of concern issues can then be escalated without concern or fear of reprisal.

The Company will invoke its disciplinary procedures where any employee is suspected of bribery or corruption, proven allegations may result in a finding of gross misconduct and immediate dismissal.

Raising concerns or reporting another's wrong doing can sometimes cause individuals to worry about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns even if they turn out to be mistaken. Please see our 'Speak up' policy.

We aim to encourage openness and will support anyone who raises genuine concerns even if they turn out to be mistaken. Please see our Speak Up (Whistleblowing policy).

Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is also a disciplinary offence. The Company may also report any matter to the relevant authorities.

IN DOUBT?

Ultimately if you are in any doubt or have any questions in relation to what is deemed acceptable or proper conduct please refer to the Divisional Director / Managing Director / Head of HR for further guidance.