

# Anti-Bribery and Corruption Policy

**2024**



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## 1. Introduction

BBI is committed to conducting its business in an open, honest and ethical manner. It takes a zero tolerance approach to all forms of bribery and corruption. We are mindful of anti-corruption standards in countries worldwide where we have commercial or other relationships. We intend to undertake ongoing monitoring and assessment of compliance with anti-bribery and corruption legislation, in line with its zero-tolerance approach in this area.

This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located. It sets out the standards expected of all such individual's in relation to anti-bribery and corruption.

In all our business dealings, we aim to operate with the highest level of integrity. Similarly, we expect that none of our relationships with customers, suppliers, distributors or other partners should be tainted by improper conduct. This policy is also relevant for third parties who perform services for or on behalf of BBI. BBI expects those persons to abide by this policy or have in place equivalent policies and procedures to combat bribery and corruption.

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

## 2. The Importance of Reporting Concerns

There are important obligations set out within this policy. These include standards of conduct which you must abide by as well as duties to report any concerns or suspected breaches by others.

## 3. Raising a Concern

BBI will ensure any concerns are investigated appropriately. If you do have any concerns they should be raised as soon as possible, in accordance with the Whistleblowing Policy. Any individual who has raised a concern due to a genuine belief that misconduct has occurred must not suffer detriment for doing so.

BBI will take action against any individuals or other parties that it discovers are involved in bribery. Breaches of this policy may lead to disciplinary action, which could result in dismissal for gross misconduct.

Failure to report corrupt activity by other persons can also result in disciplinary sanctions, especially where there is evidence that an individual has attempted to cover up or disguise another's wrongdoing.

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

## 4. The Policy

BBI has a zero-tolerance policy towards bribery and corruption of all kinds.

When applying this policy, you should adhere in particular to the standards of conduct set out under the relevant laws and regulations in any given jurisdiction.

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

A bribe does not need to be a monetary sum. It can be any form of advantage, offered or received. A contract does not need to have been won for a corruption offence to have been committed. Similarly, a recipient does not need to benefit personally from a bribe; it may be the intended beneficiary is a third party or a company. Finally, bribery can occur in the private as well as the public sector. Thus our anti-bribery obligations are not just about our relationships with public officials.

BBI's policy consists of three straightforward rules that you must strictly adhere to:

- Do not offer, promise, give or pay bribes.
- Do not request, agree to or accept bribes.
- Do not facilitate the payment of bribes.

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

The risks of corruption are not always obvious. Accordingly, you should follow these principles:

- Do not make payments to someone (or favour them in any other way) if you know or suspect that this will involve someone misusing their position (or them performing their functions improperly).
- Do not misuse your position (or perform your functions improperly) in connection with payments (or other favours) for yourself or others.
- Do not deliberately use advantages to try to influence public officials around the world for business reasons. If you need to promote BBI's business with a public official around the world always check in advance with the Director of Business Services.

At BBI we have a set of principles that promote zero tolerance for any form of bribery or corrupt practices. Engagements with stakeholders should emphasise the importance of ethical behaviour and compliance with anti-corruption laws and regulations. BBI carries out due diligence with respect to third parties, as required. Our qualitative objectives include implementing a culture of integrity and accountability throughout the organisation, while quantitative objectives include reducing incidents of bribery allegations or legal violations related to corruption. Transparency and accountability are paramount, with clear reporting mechanisms in place to address any suspicions or allegations of corruption promptly.

## 5. **Gifts and Hospitality**

This policy is not intended to prohibit the giving or receiving of reasonable and proportionate gifts and hospitality, subject to the following rules:

- It is appropriate in all the circumstances and there is no risk or perception that it might improperly influence the recipient.
- It does not contravene any rules applying to the individual to whom the hospitality or gift is offered (that is, any policy that another organisation has in place) or any local laws applying to that other person.
- It is given in BBI's name, not in your own name and it is given openly, not secretly.
- The expenditure in question is not related in time to some actual or anticipated business with the recipient, particularly in a competitive context.
- In the case of hospitality provided or received, it is intended to foster cordial relations or has legitimate marketing purposes and:
  - The level of hospitality is proportionate with regard to the recipient and their organisation.
  - There are no unjustifiable "add-ons" such as inappropriate overnight accommodation, travel costs, or sundry or lavish expenses.
- In the case of gifts, these should never be cash and must be modest at all times and proportionate with regard to the recipient and their organisation. Appropriate gifts may include circumstances where:
  - It is a token of appreciation on a festival or at another special time such as the completion of a project with a customer/supplier; and
  - Where there is no risk of it being misconstrued as a reward, an inducement or other corrupt act.

In the case of any hospitality or token gift to be provided to a public official, this must be approved in advance by the Chief Executive Officer. In all cases, appropriate safeguards must be in place in relation to dealings with public officials so that there is no risk that BBI's conduct or that of its personnel is construed as inappropriate having regard to all the relevant circumstances.

### ***When to Seek Approval***

In relation to the giving or receiving of hospitality you must obtain written pre-approval from the Director of Business Services for any hospitality given or received above the value of £150 per person or per event or where the hospitality is reasonably expected to exceed this limit in cases where the value is not confirmed.

In relation to the giving or receiving of gifts you must obtain written pre-approval from the Director of Business Services for any gifts given or received above the value of £100 per gift or where the gift is reasonably expected to exceed this limit in cases where the value is not confirmed.

All offers of hospitality and gifts, given or received, must be recorded appropriately in the hospitality register and approval obtained in advance where required. Records of hospitality and gifts are subject to review by senior management on a periodic basis.

## *What you must not do*

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

- Give, promise to give, or offer, any advantage with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- Give or accept any advantage during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome.
- Accept any advantage from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return.
- Offer or accept any advantage from government officials or representatives, or politicians or political parties without prior approval.
- Threaten to cease business dealings with or otherwise retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy.
- Engage in any other activity that might lead to a breach of this policy.

## **6. Sponsorship, Charitable and Political Donations**

All donations made on behalf of BBI must be approved in advance by the BBI Board. All donations of any kind must be transparent.

BBI do not make contributions to political parties.

Requests for charitable donations can sometimes mask corrupt activity. No charitable donations should be made if these could be construed as improperly influencing another party with whom BBI or others within the BBI group of companies have a business relationship. Should you have any ethical concerns about a proposed donation, you should report this immediately to the Director of Business Services.

## **7. Facilitation Payments and Kickbacks**

Facilitation payments are bribes and are prohibited by this policy. They are typically small unofficial payments paid to speed up an administrative process or secure a routine government action by an official and are most frequently encountered in jurisdictions around the world with higher perceived corruption risks.

Facilitation payments should be contrasted with official, lawful payments (typically to an organisation rather than an individual) to expedite certain functions (for example, where there is a choice of fast track services to obtain a passport).

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

**BBI's policy strictly prohibits any kind of facilitation payments made by employees, agents or third parties acting on its behalf.**

If you are unsure as to the validity of an official's request for a payment, the steps below should be followed as far as they are applicable and as far as it is possible for you to do so without putting your personal safety or security at risk:

- If possible contact your line manager or supervisor immediately.
- Ask the official for proof of the validity of the fee.
- Request that a receipt be provided confirming the validity of the payment.
- If no proof of validity will be provided, politely decline to make the payment and explain you cannot make the payment because of BBI Company policy and anti-bribery laws.
- If possible ask to see the official's supervisor.
- Make a full note of the request, the circumstances and the parties involved.
- At all times remain calm, respectful and polite.

**If you find you are in fear for your safety or at risk of loss of liberty, do not refuse the payment. In all circumstances report any demand for facilitation payments immediately to the Director of Business Services.**

## **8. Potential Risk Scenarios: “red flags”**

The following is a list of possible red flags that may arise during the course of an individual’s employment with us and which may raise concerns under various anti-bribery and anti-corruption laws. This list is not intended to be exhaustive and is for illustrative purposes only.

If an employee encounters any of these red flags while working for BBI, the employee must report them promptly using the procedure set out in the Whistleblowing Policy:

- 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 bribers, 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 BBI, or carrying out a government function or process for BBI;
- 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 an employee provides 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 BBI have 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 BBI; or
- An employee is offered an unusually generous gift or offered lavish hospitality by a third party.

## 9. Seeking Further Guidance

Bribery and corruption can take many forms. It can arise with any type of advantage offered or requested: for example, an award of a contract, a discount in a commercial deal, or an offer of employment.

If in doubt, you should always seek further guidance about a proposed arrangement or relationship before taking any steps in relation to it. Any bribery-related concerns should be reported immediately to the Director of Business Services.

BBI 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 HR team or any of the Whistleblowing Officers immediately. Details of the whistleblowing officers can be found within the Whistleblowing Policy.

## 10. Record Keeping

BBI must keep accurate financial and other records and have appropriate internal controls in place which will evidence the business reason for making payments to any third parties (such as anyone who provides services for or on behalf of BBI).

You must apply these principles in all aspects of your work.

## 11. Responsibilities

Employees must read, understand, acknowledge and comply with this policy. During the induction process, training on this policy will be provided to employees as appropriate. The members of the Senior Leadership Team (SLT) and the Board will confirm in writing their understanding of this policy.

The BBI Board of Directors has overall responsibility for ensuring this policy complies with BBI's legal and ethical obligations and to take steps to help ensure that everyone in our organisation complies with its values and rules, as far as they are applicable and relevant to their roles.

The Director of Business Services has primary responsibility for implementing this policy and monitoring its effectiveness and has direct access to the chairman of the audit committee for raising any concerns related to this policy.

Management at all levels within the BBI group of companies are responsible for taking proportionate steps to ensure those reporting to them are made aware of and understand this policy and are given adequate and regular training on it as required. Corruption Awareness Training: Corruption awareness training forms part of employees ongoing development.

## 12. Policy Monitoring and Review

This policy will be monitored periodically by the organisation to judge its effectiveness and will be updated in accordance with changes in the law.