

OT Group Anti-Bribery Policy

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Related Documents

- OT Group Whistleblowing Policy
- OT Group Disciplinary Policy
- OT Group Expense and Benefits Policy

1. Introduction

OT Group (“the Company”) is committed to the highest standards of ethical conduct and integrity in its business activities. This policy outlines the Company’s position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010 (“BA10”) which comes into force on 1st July 2011.

The Company will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

2. Scope of this policy

This policy applies to all employees and officers of the Company, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company (“associated persons”). Every employee and associated person acting for, or on behalf of, the Company is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the Company.

The Company may also face criminal liability for unlawful actions taken by its employees or associated persons under BA10.

All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Company.

3. The Law - Bribery Act 2010

Under BA10, a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a **function or activity**; or
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant **function or activity** includes public, state or business activities or any activity performed in the course of a person’s employment, or on behalf of another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under BA10 if:

- an employee or associated person acting for, or on behalf of, the Company offers, **promises, gives, requests, receives or agrees to receive bribes**; or
- an employee or associated person acting for, or on behalf of, the Company offers, promises or **gives a bribe to a foreign public official** with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and
- the Company does not have the defence that it has **adequate procedures in place to prevent bribery** by its employees or associated persons.

4. What is prohibited?

The Company prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the employee or associated person is situated in the UK or overseas.

The bribe might be made to ensure that a person or company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the Company in either obtaining or maintaining Company business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

5. Corporate entertainment, gifts, hospitality and promotional expenditure

The Company permits corporate entertainment, gifts, hospitality and promotional expenditure that it is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the Company; or
- to present the Company's services and goods effectively;

provided that it is:

- arranged in good faith, and
- not offered, promised or accepted to secure an advantage for the Company or any of its employees or associated persons or to influence the impartiality of the recipient.

The Company will authorise only **reasonable, appropriate and proportionate** entertainment and promotional expenditure. This applies to employees and associated persons, whether based in the UK or overseas. See section later regarding working overseas.

5.1 Gifts offered to OT Group employees

No gift from a person or company that does business or seeks to do business with the Company should be offered, given, provided or accepted by any Company employee or any associated person unless it complies with all the rules below.

The gift must:

- not be a gift of cash or securities;
- be less than £100 per gift and must not exceed £200 per year, per recipient;
- be a one off or occasional gift and not form part of a regular pattern;
- not be able to be construed as a bribe or payoff or be given with the intent of influencing any decision;
- be given openly, not in secret; and
- not violate any laws or regulations.

All gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to your manager. Managers are required to keep a record of all gifts received by themselves or their staff and submit this annually to the Company Secretary (form attached).

In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees/associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example, where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees.

If an employee is offered any gift which does not comply with all the rules above, they must notify their Manager, who will inform the Company Secretary.

Gifts with a value in excess of £100 which do comply with all the other rules above, may be accepted but only with the authority of the employee's Director or the Company Secretary.

See below additional rules relating to tender process.

5.2 Gifts offered by OT Group Employees

No gift to any customer, potential customer, supplier or any other person shall be offered, given, or provided by an OT Group employee or associated person unless it complies with **all** the rules below.

The gift must:

- not be a gift of cash or securities;
- be less than £100 per gift, not to exceed £200 per year, per recipient;
- be a one off or occasional gift and not form part of a regular pattern;
- not be able to be construed as a bribe or payoff and must not be given with the intent of influencing any decision;
- must not violate any laws or regulations;
- be given in the Company's name (not the individual), in an open way, not in secret; and
- taking in account the reason for the gift, be appropriate in terms of the type, value and frequency, for example a small gift at Christmas is acceptable.

5.3 Business Entertainment

Reasonable **business entertainment**, such as an occasional meal, ticket to the theatre or sporting event, that is social in nature, is permitted only if **all** of the following apply:

- the Company host is present;
- the purpose is to hold a bona fide business discussion or to develop better business relations, not to form any form of obligation;
- the entertainment was openly offered and not solicited; and
- such entertainment is neither so frequent nor extensive to raise questions of impropriety.

If the entertainment will cost or is likely to cost more than £100 per person, this must be signed off by the employee's manager.

Any proposed business entertainment which does not comply with **all** the above rules, or is likely to cost more than £200 per person, should be submitted to the appropriate Director. The request must set out in writing the same details as required on the expense form (detailed below).

The Company will approve such business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The Company will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought, over and above building business relationships.

The Company may also support fundraising events involving employees for registered charities.

5.4 Expense Claims

All business entertainment and gifts offered by Company employees, within the rules set out above, should be claimed via expenses, and include on the expense form the following:

- the objective of the proposed client entertainment or expenditure; and
- the identity of those attending and which organisation they represent.

5.5 Additional Rules relating to Tender Process

The following rules apply **during a tender process** whether for a potential customer of OT Group or a potential supplier to OT Group:

- No gifts should be given or accepted during the tender process; and
- Hospitality should be refused from potential suppliers.

6. Record Keeping

Employees and, where applicable, associated persons, are required to take particular care to ensure that all Company records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

Employees and associated persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered, as outlined in this policy.

7. Sponsorship

If an OT Group employee wishes or is approached to sponsor supplier or customer events, this must be proportionate to turnover and profitability and irrespective of value be authorised by a Group Board Director and Company Secretary.

8. Political Donations

OT Group does not make political donations and no commercial sponsorship of political party activity can be undertaken by Company employees.

9. Charitable Donations

The Company considers that charitable giving can form part of its wider commitment and responsibility to the community. The Company supports a number of registered charities that are selected in accordance with objective criteria, following a risk assessment.

10. Risk Management

The Company has established risk management procedures to prevent, detect and prohibit bribery. The Company has conducted risk assessments, which will be reviewed on a regular basis and, where relevant, will identify employees or officers of the Company who are in positions where they may be exposed to bribery.

The Company will:

- regularly monitor "at risk" employees and associated persons;
- regularly communicate with "at risk" employees and associated persons;
- undertake due diligence of third parties and associated persons; and
- communicate its zero-tolerance approach to bribery to third parties, including actual and prospective customers, suppliers and joint-venture partners.

11. Reporting Suspected Bribery

The Company depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to their line manager as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients.

A form is attached and available on the staff intranet to allow employees to record any incidents of suspected bribery. Any such reports will be thoroughly and promptly investigated by the Company Secretary in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

Employees will also be required to comply with the Company's Whistleblowing Policy (attached).

Employees or associated persons who report instances of bribery in good faith will be supported by the Company. The Company will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report. 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 itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to the Company Secretary or Group Personnel Department.

12. Investigating Suspected Bribery

The Company will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. The Company may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Company who are found to have breached this policy.

The Company may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, HMRC and the police. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

13. Review of procedures and training

The Company will regularly communicate its anti-bribery measures to employees and associated persons. The Company will set up training sessions where applicable. The Company Secretary is responsible for the implementation of this policy.

The Company Secretary will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

Employees and those working for, or on behalf of, the Company are encouraged to contact the Company Secretary with any suggestions, comments or feedback that they may have on how these procedures may be improved.

The Company reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.

14. Working overseas

Employees and associated persons conducting business on behalf of the Company outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. Employees and associated persons owe a duty to the Company to be extra vigilant when conducting international business.

While any suspicious circumstances should be reported, employees and associated persons are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees;
- a history of corruption in the country in which the business is being undertaken;
- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

If an employee or associated person is in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to the Company Secretary.

15. Facilitation payments

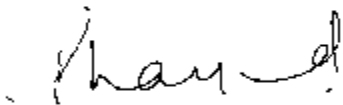
The Company prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the Company under BA10, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to the Company Secretary. If the public official provides written details, the Company Secretary will consider the nature of the payment. Local legal advice may be sought by the Company. If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, the Company will authorise the employee to make the payment.

Where the Company Secretary considers that the request is for a facilitation payment, the employee or associated person will be instructed to refuse to make the payment and notify the public official that the employee or associated person is required to report the matter to the Company and the UK embassy.

The Company will seek the assistance of the relevant employee in its investigation and may determine that the matter should be referred to the prosecution authorities.

If an employee or associated person has any other concerns about the nature of a request for payment, he/she should report it to The Company Secretary using the reporting procedure set out in this policy and in accordance with the Company's Whistleblowing Policy.

A handwritten signature in black ink, appearing to read 'Shard'.

Company Secretary
6/8/2021