

Anti-Bribery & Corruption Policy

Human Resources

19th June 2023
Confidential



Anti-Bribery & Corruption Policy

1. Scope

- 1.1.1 This policy applies to all employees and third-party representatives of Portview Fit-out Ltd.

2. Related Documentation

- 2.1.1 Bribery Act 2010 (BA 2010)

3. Terms and Definitions

- 3.1.1 Corruption is the misuse of office or power for private gain.
- 3.1.2 Bribery is a form of corruption. It includes offering, promising, giving, accepting, or seeking a bribe.
- 3.1.3 A bribe is a financial or other advantage, promised, requested, or given to induce a person to perform a relevant function or activity improperly, or to reward them for doing so.

4. Context or Purpose

4.1 Purpose

- 4.1.1 The purpose of this policy is to define the Company's approach to the topic of bribery and corruption in the workplace.
- 4.1.2 Portview will run our business with integrity and in an honest and ethical manner. All of us must work together to ensure it remains untainted by bribery or corruption.

5. Responsibility

- 5.1.1 Managing Director has overall responsibility for this policy. He is responsible for ensuring this policy is adhered to by all staff.
- 5.1.2 HR Manager (Owner) - To support and advise managers and employees on the application of this policy. To provide training and/or assist with training as appropriate in line with this policy.
- 5.1.3 Department Managers - Responsible for ensuring that suitable and sufficient arrangements are in place to implement this policy within their sphere of responsibility.
- 5.1.4 All Employees - To comply with the requirements set out in this policy.

6. Policy Principles

6.1 Introduction

- 6.1.1 We run our business with integrity and in an honest and ethical manner. All of us must work together to ensure it remains untainted by bribery or corruption.
- 6.1.2 Our legal obligations are primarily governed by the Bribery Act 2010 (BA 2010). BA 2010 affects us as a UK organisation if bribery occurs anywhere within our business.
- 6.1.3 Bribery and corruption remain major issues in world trade despite the many dedicated efforts to prevent them. They are very damaging to the societies in which they occur. They:
- Divert money and other resources from those who need them most
 - Hinder economic and social development
 - Damage business, not least by increasing the cost of goods and services





6.1.4 This policy is a crucial element of that effort. It has the full support of the Board. It sets out the steps all of us must take to prevent bribery and corruption in our business and to comply with relevant legislation.

6.1.5 If you have any questions on this policy, please contact your manager.

6.2 What are bribery and corruption?

6.2.1 Corruption is the misuse of office or power for private gain.

6.2.2 Bribery is a form of corruption. It includes offering, promising, giving, accepting, or seeking a bribe.

6.2.3 A bribe is a financial or other advantage, promised, requested, or given to induce a person to perform a relevant function or activity improperly, or to reward them for doing so.

6.2.4 In practical terms, a financial or other advantage is likely to include cash or cash equivalent, gifts, meals, entertainment, services, loans, preferential treatment, discounts, or anything else of value.

6.2.5 The timing of the bribe is irrelevant, and payments made after the relevant event will still be caught, as will bribes that are given or received unknowingly.

6.2.6 It is not necessary for the individual or organisation to actually receive any benefit as a result of the bribe.

6.2.7 All forms of bribery and corruption are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your manager. This means that you must not:

- Give or offer any payment, gift, hospitality, or other benefit in the expectation that a business advantage will be received, or to reward any business received that extends beyond the normal low-level company practice approved by the Board of Directors.
- Accept any offer from a third party that you know, or suspect is made with the

expectation that we will provide a business advantage for them or anyone else that extends beyond the normal low-level company practice approved by the Board of Directors.

- Give or offer any payment to a government official in any country to facilitate or speed up a routine or necessary procedure

6.2.8 No person must threaten or retaliate against another person who has refused to offer or accept a bribe, or who has refused to offer or accept a bribe, or who has raised concerns about possible bribery or corruption.

6.3 Who can be involved in bribery and in what circumstances?

6.3.1 Bribery and corruption may be committed by our:

- Staff (employees, directors etc) or anyone they authorise to do things on our behalf
- Representatives and other third parties who act on our behalf
- Suppliers
- Clients (because they might try to induce one of our people to give them more favourable terms)

6.3.2 Bribery can occur in both the public and private sectors. The person receiving the bribe is usually in a position to influence the award or the progress of business, sometimes a government or other public official.

6.4 The legal position on bribery

6.4.1 Bribery and corruption are criminal offences in most countries where we do business. UK businesses, including this one, are subject to BA 2010. Under BA 2010 it is illegal:

- To pay or offer to pay a bribe
- To receive or agree to receive a bribe
- To bribe a foreign public official

6.4.2 A commercial organisation can also commit an offence if a person associated with it





bribes another and does so with the intention of obtaining or retaining business or a business advantage for the organisation.

6.4.3 It does not matter whether the bribery or corruption occurs in the UK or abroad. An act of bribery or corruption committed abroad may well result in a prosecution in the UK. Nor does it matter whether the act is done directly or indirectly.

6.5 Our position on bribery

6.5.1 Our position is simple: we conduct our business to the highest legal and ethical standards. We will not be party to corruption or bribery in any form. Such acts would damage our reputation and expose us, and our staff and representatives, to the risk of fines and imprisonment. We take a zero-tolerance approach to bribery and corruption by our people and our third-party representatives.

6.5.2 Bribery and corruption may be more widespread in some countries and business sectors than others. In some cases, you may be told that unless we pay bribes we will not win business. That does not matter. If we were to be involved in even one instance of bribery or corruption, we would have shown that we engage in such conduct. We do not.

6.6 Acting with integrity—benefits and consequences

6.6.1 The Benefits of acting with Integrity:

- Increased chances of being selected as a supplier in public and private sectors.
- Other business will want to work with us.
- Remain in good standing with our banks and own suppliers.
- People will be more likely to want to work for us.
- Protected reputation.

6.6.2 The consequences of not acting with integrity:

- A business that pays or accepts bribes is not in control of its dealings and is at risk of blackmail.
- If the business is found guilty of bribery, or if it fails to put in place adequate procedures to prevent it, could be subject to large fines.
- Any person guilty of bribery will be subject to fines and/or imprisonment (up to ten years under BA 2010).
- An allegation of bribery or corruption would result in severe reputational damage.
- The value of our company would suffer.
- The cost of our insurance cover could increase very significantly.
- Banking or supply facilities might be withdrawn or offered only on less favourable terms.
- Being blacklisted for tendering for private and public sector contracts.
- Good people will not want to work for us.

6.7 What are indicators of corruption and bribery?

6.7.1 Common indicators of bribery and corruption include those listed below. There may well be others:

- Payments are for abnormal amounts or purposes (e.g. commission), or made in an unusual way, e.g. what would normally be a single payment is made in stages, through a bank account never previously used, or in a currency or via a country which has no connection with the transaction.
- Process is bypassed for approval or sign-off of terms or other commercial matters, or we are prevented from or hindered in monitoring commercial processes.
- Individuals are secretive about certain matters or relationships and/or insist on dealing with them personally; they may make trips at short notice without explanation or have a more lavish lifestyle than expected.
- Decisions are taken for which there is no clear rationale.
- Records are incomplete or missing.





6.7.2 Further indicators of bribery and corruption are set out at Appendix 1.

6.8 Risk assessment

6.8.1 We aim to ensure our anti-bribery and corruption procedures are proportionate to the risks we face.

6.8.2 We have performed an assessment of the risk of our organisation being exposed to bribery and corruption. This Anti-bribery and corruption policy have been developed in response to the results of that risk assessment. Where necessary, we will review our risk assessment and make appropriate changes to this policy.

Areas of Specific Risk

6.8.3 We have identified certain aspects of our business where we are presented with a higher risk than others. These include:

- Gifts and hospitality
- Facilitation payments:
 - Also known as 'grease' payments
 - Usually small amounts paid to officials to provide goods or services to which we are already entitled, e.g. speeding up the grant of a licence or permit
 - Common in many countries, particularly those where public officials are poorly paid
 - Illegal under BA 2010 and in the other countries we do business
 - We do not offer or pay them if you are faced with a request, or a demand, please contact your manager immediately
- Agents and intermediaries
- Charitable and political donations

Local Customs

6.8.4 We understand that people in different parts of the world have different social and cultural customs. This does not affect our stance that we do not pay or accept bribes or act corruptly: we do not and will not. However, subject to that position, we understand the

need to be sensitive to local customs, e.g., there are cultures in which refusing (or failing to offer) a gift is considered impolite and could alienate a key contact Client. In such cases, please refer to your manager.

Exceptional Circumstances

6.8.5 In some circumstances a payment is justifiable.

6.8.6 If one of our people is faced with a threat to their personal safety or that of another person if a payment is not made, they should pay it without fear of recrimination. In such cases your manager must be contacted as soon as possible, and the payment and the circumstances in which it was made must be fully documented and reported. Your manager will consider carefully whether to involve the police.

6.8.7 Such cases will be rare. All our people visiting regions where these cases are more common should familiarise themselves, prior to travel, with current guidance relating to those countries. For general information on travelling to a particular country, please consult the latest information from the UK Government.

6.9 Reporting any suspected conflicts of interest

6.9.1 You have a duty as an employee of the company to declare to your line manager or the Managing Director Simon Campbell if you are in any way, directly or indirectly, interested in a proposed transaction or arrangement with the company and the nature and extent of that interest including for example the placing of contracts with anyone with whom an employee has a family or close friendship and /or relationship.

6.10 Records

6.10.1 It is essential that we keep full and accurate records of all our financial dealings. Transparency is vital; false or misleading records could be very damaging to us.





6.11 Who is responsible for this policy?

6.11.1 The Managing Director Simon Campbell has overall responsibility for this policy. He is responsible for ensuring this policy is adhered to by all staff.

6.11.2 Risk within the business will vary by area/location. The Director of each team is responsible for assessing the level of risk to which their unit/location and, with the approval of the Managing Director, putting in place any necessary additional measures.

6.12 Your responsibilities

6.12.1 Everyone in the organisation is responsible for:

- Reading and being aware of the contents of this policy
- Complying with this policy
- Reporting cases where you know, or have a reasonable suspicion, that bribery or corruption has occurred or is likely to occur

6.12.2 We will not penalise anyone who loses business through not paying a bribe.

6.13 What should you do if you think something is wrong?

6.13.1 Each of us has a responsibility to speak out if we discover anything corrupt or otherwise improper occurring in relation to our business (see 6.12.2). We cannot maintain our integrity unless we do this. If you discover or suspect bribery or corruption, whether by:

- Another staff member
- A third party who represents us
- One of our suppliers or competitors
- Anyone else—perhaps even a client

... you must follow our whistleblowing policy or flag your suspicions to the line manager.

6.13.2 You can do this anonymously.

6.13.3 You must flag your suspicions as soon as reasonably practicable. You may be required to explain any delays.

6.14 Training

6.14.1 All staff will receive training on this and related policies. New joiners will receive training as part of the induction process. Further training will be provided at least every two years or whenever there is a substantial change in the law or our policy and procedure.

6.15 Monitoring

6.15.1 Everyone must observe this policy. It will count for nothing unless we do.

6.15.2 The Managing Director has overall responsibility for this policy. He will monitor it regularly to make sure it is being adhered to. In doing this he acts in the interest of our business as a whole, and it is therefore the responsibility of all of us to help him in this. The Managing Director will report regularly to the Board on compliance with this policy.

6.16 Consequences of failing to comply

6.16.1 We take compliance with this policy very seriously.

6.16.2 Failure to comply puts both you and the business at risk.

6.16.3 You may commit a criminal offence if you fail to comply with this policy. The criminal law relating to bribery and corruption carries severe penalties.

6.16.4 Because of the importance of this policy, failure to comply with any requirement may lead to disciplinary action under our procedures, and this action may result in dismissal for gross misconduct.

6.16.5 If you have any questions or concerns about anything in this policy, do not hesitate to contact your line manager.





7. Management Review

7.1.1 This policy shall be reviewed at least annually during management review or as required by changes to applicable legislation, incidents, or working practices.

8. Revision History

- Revision 7, 20/06/22

Appendix 1: Indicators of bribery and corruption

You do not have to behave like a police officer, but you do have to remain alert to the warning signs of corruption and make the sort of enquiries that a reasonable person (with the same qualifications, knowledge, and experience as you) would make.

This awareness tool identifies typical warning signs of corruption which would normally require further investigation. These factors do not automatically mean that corruption is taking place—they are merely red flags. However, you should pay particular attention to matters where a number of factors are present.

In the course of contract negotiations, or during the completion of a previous contract, the business partner/agent has requested/made abnormal cash payments, including:

- Attempted changes to agreed terms (e.g. requests for payments to be made urgently and/or ahead of schedule)
- Payments being made through a third-party country or to a shell company in another country
- An abnormally high commission being paid to a particular agency
- Requests for payments to be split into two accounts for the same agent, particularly where the two accounts are in different countries
- The payment of high-value expenses (such as expensive restaurant bills), or non-business expenses (such as school fees) on behalf of others

There have been private meetings with public contractors or companies hoping to tender for contracts.

The business partner/agent is reluctant to have representatives of our organisation present at these meetings.

Lavish gifts or hospitality have been provided to colleagues or to the customer/client or potential customer/client by a business partner/agent.

There has been a change in the behaviour of colleagues, intermediaries, or business partners, e.g.:

- There's a colleague who does not take time off for sickness or holidays, or insists on dealing with specific customers/clients themselves
- There's a colleague who has a lavish lifestyle which is not commensurate with their salary or what you know of their financial circumstances





- A colleague has made unexpected or illogical decisions to engage third party suppliers and/or agents (for example, where there is no sufficient business need to do so), in tendering for particular projects, or agreeing to enter into particular contracts

Processes have run unusually smoothly in circumstances where a colleague or intermediary does not have the expected level of knowledge or expertise.

The decision-making process, or terms of delegated powers, have not been followed (e.g., a colleague has sought to circumvent compliance procedures in the engagement of a third-party supplier/agent).

Contracts which are unfavourable to the organisation, either in their terms or period for completion, have been agreed without resistance or appropriate escalation to management.

Certain contractors have been inexplicably preferred during tendering period (e.g., contractors with inferior knowledge and expertise preferred, when an agreement with a superior contractor was possible).

Independent checks on the tendering or contracting processes have been avoided.

Barriers have gone up around specific roles or departments which are key in the tendering or contracting process so that they are no longer transparent.

Normal tendering or contracting procedures have been bypassed.

An agent/intermediary fails fully to co-operate with our due-diligence process, including unreasonably failing to provide requested information/documentation.

Invoices have been agreed in excess of the contract price without reasonable cause.

Documents or records which should evidence meetings or decisions are missing or incomplete.

Our procedures or guidelines have not been followed.