

## **1 POLICY STATEMENT**

- 1.1 We 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.
- 1.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.
- 1.3 The purpose of this policy is to:
  - 1.3.1 set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
  - 1.3.2 provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 Bribery and corruption are punishable for individuals by up to ten years' imprisonment and 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.
- 1.5 This policy reflects the particular risks we may face from time to time.

## **2 WHO IS COVERED BY THE POLICY?**

- 2.1 This policy applies directly to all individuals working at all levels within bluesource as employees or agents and all our subsidiaries and their employees and agents, wherever located (collectively referred to as Direct Associates in this policy). The policy is provided to other associates of bluesource, including our joint venture partners and suppliers, who will be required to comply with those provisions of the policy which apply to them (excluding for example any disciplinary sanctions) by the inclusion of relevant provisions in all contractual arrangements with bluesource.
- 2.2 In this policy, "third-party" means any individual or organisation you come into contact with during the course of your role.

## **3 WHAT IS BRIBERY?**

- 3.1 A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

- 3.2 There are four main offences under the Bribery Act 2010:
- 3.2.1 giving or offering a bribe;
  - 3.2.2 receiving or requesting a bribe;
  - 3.2.3 bribing a foreign public official; and
  - 3.2.4 the corporate offence of failing to prevent bribery by an associated person for bluesource's benefit.
- 3.3 Please see Appendix 1 for examples of situations which could be deemed an offence under the Bribery Act 2010 and for possible risk scenarios.

#### 4 GIFTS AND HOSPITALITY

- 4.1 This policy does not prohibit normal and appropriate gifts and hospitality (given and received) to or from third parties.
- 4.2 Subject to the prior approval of your line manager, and the other conditions set out in paragraph 4.4 below, the giving or receipt of gifts or hospitality is not prohibited by a Direct Associate if all of the following requirements are met:
- 4.2.1 it is not made with the intention of influencing a third-party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
  - 4.2.2 it complies with local law;
  - 4.2.3 it is given in our name, not in your name;
  - 4.2.4 it does not include cash or a cash equivalent (such as gift certificates or vouchers);
  - 4.2.5 it is appropriate in the circumstances. For example, it is given as a ceremonial gift on a festival or at another special time (e.g. Christmas);
  - 4.2.6 taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time;
  - 4.2.7 it is given openly, not secretly; and
  - 4.2.8 gifts or hospitality should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, (the **Principles**).
- 4.3 We appreciate that the practice of giving business gifts and hospitality varies between countries and regions and what may be normal and acceptable in one country or region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift or hospitality should always be considered.
- 4.4 Direct Associates may only accept or offer gifts or hospitality:
- 4.4.1 with prior approval of their line manager; and
  - 4.4.2 if each of the Principles are satisfied; and

## **EITHER**

4.4.3 the value of the gift or hospitality is (or is reasonably estimated by the Direct Associate to be) £150 or less, with the prior written approval of the following:

(a) £1 to £75 - their line manager; or

(b) £76 to £150 – the Head of Operations or any bluesource Director (unless accepted or offered by a Director, in which case the Finance Director (FD), Managing Director (MD), Chief Executive Officer (COO) or the Chief Executive Officer (CEO));

## **OR**

4.4.4 the value of the gift or hospitality is (or is reasonably estimated by the Direct Associate to be) more than £150, with the prior written approval of the following:

(a) £151 to £250 – the FD or the CEO; or

(b) £251 to £500 - the CEO (unless accepted or offered by the CEO in which case the COO or Chairman): or

(c) £501 to £1,000: the CEO (unless accepted or offered by the CEO in which case the COO or Chairman): or

(d) £1,001 and above: the Chairman.

4.5 All gifts and hospitality to a value of more than £150 accepted or rejected by any employee (including Directors) should be entered on the register of gifts and hospitality received, which is held by the Head of Operations.

4.6 All gifts and hospitality to a value of more than £150 offered (and either accepted or rejected by a third-party) by any employee (including Directors) should be entered on the register of gifts and hospitality offered, which is held by the Head of Operations.

4.7 The value of gift or hospitality items recorded on either register should be supported by appropriate documentation where practically possible and all requested information must be provided and completed to evidence that the correct procedure is being followed.

## **5 WHAT IS NOT ACCEPTABLE?**

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

5.1.1 give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given; or

5.1.2 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; or

5.1.3 accept payment from a third-party that you know or suspect is offered with the expectation that it will obtain a business advantage for them; or

- 5.1.4 accept a gift or hospitality from a third-party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return; or
- 5.1.5 threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- 5.1.6 engage in any activity that might lead to a breach of this policy.

## **6 FACILITATION PAYMENTS**

- 6.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. 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.
- 6.2 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 your line manager or Head of Operations (or if not appropriate with a Director), and obtain their agreement to any proposed course of action.
- 6.3 Kickbacks are typically payments made in return for a business favour or advantage. All Direct Associates must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

## **7 DONATIONS**

- 7.1 We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation may be offered or made without the prior approval of the Board of Directors.

## **8 YOUR RESPONSIBILITIES**

- 8.1 You must ensure that you read, understand and comply with this policy.
- 8.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for bluesource or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 8.3 You must notify your line manager or Head of Operations (or if not appropriate a Director) as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business.
- 8.4 Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other Direct Associates if they breach this policy. Direct Associates should avoid doing business with others who do not commit to doing business with anti-bribery and corruption standards as a best practice compliance objective.

## **9 RECORD-KEEPING**

- 9.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 9.2 You must declare and keep a written record of all hospitality or gifts to a value of more than £150 accepted or rejected or offered (and either accepted or rejected by a third-party) on the register of gifts and hospitality received or the register of gifts and hospitality offered, which will be subject to managerial review (see paragraphs 4.5 to 4.7 above).
- 9.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- 9.4 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.
- 9.5 Due diligence questionnaires should be completed and filed centrally as part of the tender, procurement and supply processes.

## **10 HOW TO RAISE A CONCERN**

- 10.1 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 Head of Operations (or if not appropriate with a Director). Concerns should be reported as a protected disclosure to your line manager or Head of Operations (or if not appropriate to a Director) and disclosures shall be treated as confidential. If the matter is more serious, or you feel that your line manager or Head of Operations (or Director) has not addressed your concern about suspected bribery or corruption, or you prefer not to raise it with them for any reason you should follow the procedure set out in bluesource's Whistleblowing Policy, a copy of which is in the Staff Handbook. Statutory protection of whistle-blowers is afforded under the Public Interest Disclosure Act 1998. More information about whistleblowing can be found in the Staff Handbook or bluesource's Whistleblowing Policy.

## **11 PROTECTION**

- 11.1 Direct Associates 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.
- 11.2 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 your line manager or Head of Operations (or if not appropriate a Director). If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can also be found in the Staff Handbook.

## **12 TRAINING AND COMMUNICATION**

12.1 Training on this policy forms part of the induction process for all new employees. All existing employees will receive periodic training relevant to their role on how to implement and adhere to this policy and our other anti-bribery and anti-corruption procedures.

12.2 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.

## **13 WHO IS RESPONSIBLE FOR THE POLICY?**

13.1 The Board has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

13.2 The Head of Operations, as Compliance Officer, has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation.

13.3 Management 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.

13.4 Direct Associates are responsible for abiding by this Policy and reporting any breaches or potential issues, as per paragraphs 10 and 14.2.

## **14 MONITORING AND REVIEW**

14.1 The Head of Operations, as Compliance Officer, and any Internal Auditor will monitor the effectiveness and review the implementation of this policy, from time to time as required, considering its suitability, adequacy and effectiveness. Any changes identified will be made as soon as possible in consultation with the Board. Internal control systems and procedures will be subject to periodic audits to provide assurance that they are effective in countering bribery and corruption.

14.2 All Direct Associates are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

14.3 Direct Associates are invited to comment on this policy and any relevant training and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Head of Operations.

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

Andy Ward

Chief Executive Officer

## APPENDIX 1

### (A) EXAMPLES OF SITUATIONS CONSTITUTING AN OFFENCE UNDER THE ACT

#### 1 Offering a bribe

**Example:** You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

**Commentary:** This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

#### 2 Receiving a bribe

**Example:** A potential supplier offers you a payment and in return they want you to use your influence to ensure that they are selected as the supplier for a bid.

**Commentary:** It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

#### 3 Bribing a foreign public official

**Example:** You offer to make a payment to a foreign public official to ensure they award bluesource a contract.

**Commentary:** The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. bluesource may also be found to have committed an offence.

### (B) POTENTIAL RISK SCENARIOS: "RED FLAGS"

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

If you encounter any of these red flags while working for us, you must report them promptly under paragraph 10:

- a) you become aware that a third-party engages in, or has been accused of engaging in, improper business practices;
- b) you learn that a third-party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- c) a third-party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- d) 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;
- e) a third-party requests that payment is made to a country or geographic location different from where the third-party resides or conducts business;
- f) a third-party requests an unexpected additional fee or commission to "facilitate" a service;
- g) a third-party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;

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- h) a third-party requests that a payment is made to "overlook" potential legal violations;
- i) a third-party requests that you provide employment or some other advantage to a friend or relative;
- j) you receive an invoice from a third-party that appears to be non-standard or customised;
- k) a third-party insists on the use of side letters or refuses to put terms agreed in writing;
- l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m) 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 us; or
- n) you are offered an unusually generous gift or offered lavish hospitality by a third-party.