

# Global Anti-Bribery Policy Version 5

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#### 1. Policy statement

- 1.1 Sabio Ltd and its group companies (together "**Sabio Group**") conducts all its 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 and corruption.
- 1.2 We take our legal responsibilities very seriously. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by UK laws, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

#### 2. About this policy

- 2.1 This policy outlines Sabio Group's position on preventing bribery. The purpose of this policy is to:
  - (a) set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery and corruption; and
  - (b) provide information and guidance to those working for and on our behalf on how to recognise and deal with bribery and corruption issues.
- 2.2 This policy does not form part of any contract of employment or other contract to provide services, and we may amend it at any time.

#### 3. Who does this policy apply to?

- 3.1 This policy applies to all employees of Sabio Group, and to workers, consultants, contractors, suppliers, agents and subsidiaries acting for, or on behalf of, Sabio Group (**"associated persons**"). Every employee and associated person acting for, or on behalf of, Sabio Group is responsible for maintaining the highest standards of business conduct. Any breach of this policy could constitute a serious disciplinary, contractual or criminal matter for the individual or entity concerned.
- 3.2 Suppliers to Sabio Group are also required to have in place and enforce an anti-bribery policy equivalent to this policy.

#### 4. Who is responsible for the policy?

4.1 The board of directors (the Board) has overall responsibility for the effective operation of this policy.

- 4.2 The Chief People Officer and the Head of Legal day-to-day responsibility for this policy and you should refer any questions about this policy or change suggestions to them in the first instance. They will involve the Board where appropriate.
- 4.3 This policy is reviewed continually by the Head of Legal.

# 5. Definitions

- **5.1 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.
  - (a) An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
  - (b) A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine and employers that fail to prevent bribery can face an unlimited fine, exclusion from tendering for public contracts, and damage to its reputation.

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

#### Examples:

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

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.

**Receiving a bribe:** A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

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.

**Bribing a foreign official:** You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

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

- 5.3 **Facilitation payments**, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example, by a government official). They are not common in the UK, but are common in some other jurisdictions and are always unacceptable.
- 5.4 **Kickbacks** are typically payments made in return for a business favour or advantage.
- 5.5 **Third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

#### 6. What you must not do

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

- (a) 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;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- (d) offer or accept a gift to or from government officials or representatives, or politicians or political parties;
- (e) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (f) engage in any other activity that might lead to a breach of this policy.

#### 7. Facilitation payments and kickbacks

7.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. See clause **5** for definitions of these terms.

7.2 You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. 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.

#### 8. Gifts, hospitality and expenses

- 8.1 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:
  - (a) establishing or maintaining good business relationships;
  - (b) improving or maintaining our image or reputation; or
  - (c) marketing or presenting our products and/or services effectively.

Please refer to our Gifts & Hospitality Policy for further information on when you may or may not accept, or give, a gift or hospitality from, or to, a third party.

- 8.2 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- 8.3 We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

# 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 to the Legal team and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.
- 9.3 You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

9.4 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

#### 10. Your responsibilities

- 10.1 You must ensure that you read, understand and comply with this policy.
- 10.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Sabio Group or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 10.3 You must notify your line manager 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.

## 11. How to raise a concern

- 11.1 You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- 11.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your line manager or report it in accordance with our Whistleblowing Policy as soon as possible.
- 11.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your line manager and/or the People and/or Legal teams.

#### 12. **Protection**

- 12.1 Individuals who refuse to accept or offer a bribe, or 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.
- 12.2 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 the Compliance

Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which is available on SharePoint.

## **13.** Training and communication

- 13.1 Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary to current employees.
- 13.2 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. This includes requiring such third parties to confirm that they comply with this policy during our due diligence procedure.

# 14. Breaches of this policy

- 14.1 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 14.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

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