

Anti-Bribery Policy

1. The Bribery Act 2010

The Bribery Act 2010 came into force on the 1 July 2011 and includes offences of: offering or receiving bribes, bribery of foreign public officials and failure to prevent a bribe being paid on an organisation's behalf. The Act specifically contains a 'new' offence under Section 7, which can be committed by commercial organisations which fail to prevent persons associated with them from bribing another person on their behalf. However, an organisation shall have a full defence if it can prove that, despite a particular case of bribery, it nevertheless had adequate procedures in place to prevent persons associated with it from bribing. The Act contains two general offences covering the offering, promising or giving of a bribe (active bribery), and the requesting, agreeing to receive or acceptance of a bribe (passive bribery).

2. Policy Objective

The objective of this policy document is to clearly set out the scope of behaviour that anzuk Education finds acceptable and lawful, and to provide a framework to enable our employees to understand and implement such behaviour to enable compliance in relation to the Bribery Act 2010.

In combination with related key documents this policy will also enable our employees to identify and report back to us on behaviour which represents a potential breach.

3. Policy Statement

Bribery is a criminal offence. We will not accept or pay a bribe, facilitation payment, kickback, or other improper payment or inducement to any person or company for any purpose, nor will we accept such improper payments or inducements from any client, supplier, or sub-contractor.

We will always ensure that we operate with appropriate transparency in all our business dealings.

We expect our employees, workers, suppliers, and sub-contractors to demonstrate honesty, integrity, and fairness in all aspects of their business dealings, and exercise appropriate standards of professionalism and ethical conduct in all their activities.

We will not penalise any employee and no employee should be concerned about damaging their career prospects with the company due to:

- The loss of any business due directly to the refusal by that employee to give a bribe; or
- An employee raising a concern regarding another employee, or third party relating to the giving or receiving of a bribe.

4. Definition of Improper Performance

The expression "improper performance" or to "act improperly" is used a number of times within this policy document. In all cases where either of these terms are used they shall mean performance which amounts to a breach of an expectation that a person will act in good faith, impartially or in accordance with a position of trust.

5. Policy Responsibilities

Overall responsibility for setting the parameters of this policy and ensuring its implementation sits with Martin Cleaver.

Anti-Bribery Policy

Responsibility for updating the policy in line with current statutory obligations and requirements and industry best practice sits with Lucy Reed.

Responsibility for ensuring this policy and any future updates to it are read by all current and future employees sits with Shona McConnell

All employees must read and understand their responsibilities under this policy. If an employee is not entirely clear about their responsibilities under this policy they should contact Martin Cleaver, Shona McConnell or Lucy Reed to request further clarification or training as necessary.

All employees have a responsibility to act in accordance with this policy and to report any suspected act, or potential act of bribery as soon as they become aware of it.

All employees have a responsibility when buying services or products, or referring business to any supplier of anzuk Education to follow all relevant company guidelines, whether verbal or written, and including the parameters set out in this policy, without regard for any gift, hospitality or entertainment which may have been provided to the employee or any other employee or relevant third party by any supplier.

6. Main Bribery Risks

Referral Fees

Referral fees paid to recruitment firms by umbrella/payment solution companies for the referral of contractors' business are not uncommon in the staffing industry. Neither the Act nor any previous legislation implies that referral fees are illegal however, employees must consider whether the intention of a referral fee is to induce improper performance by the employee.

Before agreeing to accept or accepting any arrangement on behalf of the company for the payment of a referral fee the employee must ensure the following:

1. All such referral fee arrangements are transparent to all parties. Specifically, any contractor referred under such an arrangement must be made aware that a referral fee will be paid.
2. Referral fee payments must never be agreed as a personal arrangement between the employee and a representative of the umbrella/payment company.
3. By accepting a referral fee the employee has not agreed in return to undertake an improper act or influence any business decision.
4. Employees must not accept cash or cash equivalent vouchers as referral fees.
5. Employees must not accept a referral fee in the form of any gift, corporate hospitality or entertainment.
6. Referral fees for the referral of contractors to umbrella/payment solution companies must not exceed £100 per referral.
7. No referral fee agreement must be entered into without the written permission of Martin Cleaver.
8. All referral fee agreements must be put in writing (email is acceptable) and copied to, or if appropriate, signed by Martin Cleaver.
9. All referral fee payments must be made into the company's bank account and clearly marked as a referral fee, showing the name(s) of the contractors which were referred.

We will ensure that all referral fees paid to us are clearly accounted for as such.

Anti-Bribery Policy

If the employee is offered a referral fee, or fee agreement, which does not comply with all the above criteria, the employee must refuse the offer of a referral fee. In such circumstances the employee must immediately make Martin Cleaver or their Line Manager aware of such refusal and the reasons for it.

Employees may accept gifts or offers of corporate hospitality or entertainment from umbrella/payment solution companies only if they conform to company policy as set out in the following sections.

Promotional Gifts

We will not provide gifts to any client, contractor, supplier or other third party with the intention of persuading the recipient to act improperly or where that intention might be perceived by the recipient.

This policy does not prohibit employees from accepting promotional gifts of low value (i.e. pens, & calendars), whether given to them personally or received through the post, unless the employee regards the gift (including the accumulation of a series of low value gifts), as an inducement or reward for improper performance. Employees must obtain authorisation from their line manager before giving any such gift to any recipient.

Where promotional gifts of a higher value, or other gifts, are received either personally or through the post, the employee must immediately make their line manager aware that they have received the gift. The line manager may discuss the circumstances with the employee and will make a determination as to whether the gift could be considered as an inducement or reward for improper performance and will decide whether or not the gift should be accepted or returned.

We may from time to time provide employees with promotional gifts of low value £150 for distribution to clients, contractors, or other relevant third parties, in line with accepted industry marketing practices. Employees may not provide any client, contractor, supplier or other third party with any gift with a value greater than £250 without the express permission of line manager.

Employees may not give or receive gifts in the form of cash or cash equivalent vouchers.

7. Corporate Hospitality & Entertainment

We will not provide corporate hospitality or entertainment to any client, contractor, supplier or other third party with the intention of persuading the recipient to act improperly.

Corporate hospitality and entertainment may include drinks, meals, invitations to events, functions or other social gatherings in connection with matters relating to our business. Such hospitality or entertainment may be acceptable as long as it is reasonable, and proportionate, and has a legitimate business aim.

Employees may provide corporate hospitality or entertainment to their clients, contractors or other relevant third parties where:

1. The employee requests from their line manager to provide entertainment, and the line manager gives approval for the expenditure, which will be decided on a case by case basis dependent upon the circumstances. The employee's request will include at least: details of the recipient; when the recipient was last met or entertained by the company; and the intended venue and budget for the entertainment.
2. The sole purpose for such entertainment is to build the professional relationship between the employee/us and the recipient/the business they represent;

Anti-Bribery Policy

3. The entertainment is not likely, when acting reasonably, to be perceived by the employee, the recipient, or any third as influencing a business decision or inducing improper performance;
4. The entertainment is offered only to bona fide representatives of the receiving organisation, and does not include invitations to persons connected to the recipient who are not directly involved in the recipient's business (i.e. members of the recipient's family unconnected with their business);
5. The invitation is made openly with no attempt of concealment from other members of the recipient's organisation; or
6. The timing of the invitation or entertainment is not linked to any particular decision or major sales opportunity of the recipient. For example, hospitality should not be arranged to deliberately take place just before a major project is awarded or just before a client performance review.

Employees should ask themselves "Does this feel right or am I expecting some business-related reward or advantage to come out of this entertainment?"

All corporate hospitality or entertainment must be agreed in advance, in writing by their line manager. Such entertainment shall only be provided where a line manager feels that it is in line with industry standards and it meets the criteria laid out in points 2 to 6, above.

The following are examples of hospitality or entertainment which are unacceptable for an employee to give or receive:

- Any entertainment which is given as a direct exchange for something in return;
- Any entertainment of a sexual or other inappropriate nature;
- Any entertainment given where our employee is aware, whether they have been made aware by the recipient or not, that such entertainment is in contravention of any corporate policy of the recipient organization.

Where an employee is offered hospitality or entertainment by a supplier or other third party, they must:

- Gain consent to attend such entertainment by their line manager;
- Provide the line manager with an honest and transparent description of the entertainment and the circumstances under which it is being offered; and
- Ensure that it complies in principle with the criteria laid out in points 2 to 6 above.

No employee shall offer any gift, corporate hospitality or entertainment to any public official in the UK or abroad.

8. Charitable Donations

The company is committed to a social policy, which includes at times donating money to charity, or providing services free of charge or at a greatly reduced price.

Before any employee makes any such donation to a charitable organization it must first:

- Check that the charity is registered under English law;
- Be clear as to the purpose of the donation;
- Declare any connection between the proposed charity and any client, contractor, supplier or other relevant third party of;
- Get written approval from [a senior manager/director]; and

Anti-Bribery Policy

- Ensure that all monies are donated directly to the organization, and not to a particular individual or individuals.

Where there is a connection to a client, contractor, supplier or other third party, which might influence our business or business decisions or might lead to, or be perceived, as leading to improper performance, we will take the decision to defer such donation until such time as it will not have such an effect.

Facilitation Payments

Facilitation payments are usually defined as small bribes paid to facilitate routine Government action. Although this is not a practice usual within the company's industry sector, employees should be aware that in certain countries, such payments to government officials are customary business practice in order to facilitate a routine action or process. Please be clear however, that facilitation payments are illegal within the UK. The Act makes no distinction between facilitation payments and bribes, regardless of the local business customs or culture.

However, in the unlikely event that an employee is forced to make a facilitation payment, either under duress or when faced with potential personal harm, such a payment may be made, with the caveat that their senior management must be made aware as soon as possible after the event of the payment and the circumstances surrounding it.

Raising a Concern

All employees have a responsibility to help detect, report and prevent instances of suspected bribery. To facilitate this we have put in place a safe, reliable and confidential method to allow employees to confidently report any suspicious activity, which they feel may be in breach of this policy. We want all employees to be aware that they can raise their concerns without fear of reprisal.

If an employee has any suspicions they can raise these in one of the following ways or in line with our Whistle Blowing Policy:

- An employee may speak to their line manager; or
- If for any reason the employee does not feel able to raise their concerns with their line manager they should speak directly to a director.

Where we receive a complaint involving suspected bribery, we will act quickly to investigate this in line with the framework and responsibilities of our existing complaints procedure.

If you have any questions regarding this policy please address these to Martin Cleaver, Chief Financial Officer.

9.Compliance

We will review this policy on a regular basis to ensure its relevance and effectiveness.

If an employee is found to have acted improperly or behaved in a manner which is in contravention of this policy, s/he will be subject to the company's disciplinary policy, and such behaviour could lead to disciplinary action.

Any queries regarding this policy should be raised in the first instance with Martin Cleaver, Chief Financial Officer.