

## The Bribery Act 2016

### Compliance Policy, Practices and Procedures

1. This document (“the Policy”) has been approved by the Board of Directors and describes the policy of Company together with the practices and procedures to be followed in order to comply with section 7 of the Bribery Act 2010.
2. It is an offence under section 7 for a “relevant commercial organisation” such as the Company to fail to prevent bribery. In this context it is liable if a person associated with it (a Director, an employee, an agent) commits an act of bribery whether that person is prosecuted or not.
3. It is, however, a defence to any such criminal allegation to show, on a balance of probabilities, that the organisation nevertheless had adequate procedures in place to prevent persons associated with it from bribing.

This policy describes the measures this Company has adopted and has put into place. It comes into force on 10<sup>th</sup> November 2010 and applies to all acts done by or on behalf of the Company thereafter.

### Mission Statement

4. The Company is committed to running a professional business free from discreditable behaviour of any kind. It is particularly committed to Principle 2 of the Guidance given under the Bribery Act by the Ministry of Justice, that is, to prevent bribery by persons associated with it.
5. In order to prevent the unwitting engagement in behaviour which might raise the suspicion of bribery and to prevent any associated person purporting to act on its behalf in a manner that brings suspicion on the Directors and employees, the following measures have been adopted as appropriate and proportionate to the risks it faces. They will be enforced by their dissemination, regular training and disciplinary measures. Any resources that are required to implement any compliance measures are to be made available.

### Management

6. The responsibility for compliance of this policy rests with the top level of management of the Company, which will exercise oversight, make assessments of risk, deal with decisions where potential for bribery exists, receive and investigate reports of bribery and supervise the measures put in place to prevent bribery.

7. The daily overall responsibility for the compliance with the Bribery Act and the implementation of the policy rests with the Managing Director or Human Resources Director. They are to be consulted on any matter where the possibility of unlawful acts could arise.
8. It shall be a condition of the contract of employment of all employees that they shall at all times observe the requirements of this policy.

The Directors and employees shall report any attempt at bribery which comes to their attention, whether it consists of an approach to one of them or an act done by an associated third party. In the first instance the report should be made to the Managing Director or Human Resources Director.

9. Under no circumstances should a person who reports a suspicion of bribery be subject to victimisation for making a bon fide report, whether or not the suspicion turns out to be justified.

## Assessment of Risk

10. The Directors are governed by a strict code of conduct and the employees act upon instructions and are chosen for their integrity as well as ability. As such the general assessment of the risk of committing an offence under the Act is very low.
11. The risk of falling foul of a section 6 offence, of bribing a foreign official or of extra-territorial offences does not arise.

### However

12. In relation to occasions on which hospitality is offered or accepted by Directors or employees issues may arise as to the line between a proper public relations exercise and intention to induce improper performance of a relevant function;
13. In relation to awarding of contracts for services the Company has provisions for competitive tendering in place. However, as an additional requirement and as a requirement in awarding contracts which are not required to go out to tender, an issue of bribery might arise.
14. In relation to the awarding of briefs to counsel issues may arise as to the financial arrangements that are made for the sharing of the professional fee.
15. In relation to charitable and political donations care should be exercised to avoid the suggestion of soliciting favours.
16. The assessment of the firm's exposure to external and internal risks of bribery will be assessed annually and documented in a report to the annual general meeting of the Company.

## Hospitality

17. In relation to hospitality, promotional expenditure which seeks to improve the image of the Company, to establish cordial and professional relationships and to maintain them is not unlawful if it is reasonable and proportional.
18. In order to make an assessment of any particular hospitality event which is to be offered to a client or prospective client the Human Resources Director will have to be supplied with information. This will include the cost and nature of the hospitality, the name and details of the person to be entertained and the purpose of the event. They will be required to approve the event or make suggestions for modifying it.
19. In the event that a Director or employee is invited to an event a similar procedure should be followed.

## Contracts with Clients

20. No monies over and above those agreed in advance for work done may be accepted. No payment may be made to the client for the award of a contract for services.

## Subcontracting

21. In subcontracting work, no fee should be sought or accepted for awarding a contract to a subcontractor.

## Third Parties

22. A third party should be engaged to act on behalf of the Company in a manner consistent with this policy. The terms of engagement should be written down and refer to this policy.
23. Due diligence checks carried out on prospective contractors ought to include, where appropriate, an assessment of their ethical conduct.

## Charitable and Political Donations

24. Donations of a charitable or political nature must be approved by a full Directors meeting and be subject to a prior audit to ensure that there can be no suspicion that any advantage could be thought to accrue to the Company or any of its Directors or employees.

## Communication

25. A copy of this policy will be available to all employees. Reference will be made to it in the documents provided to clients, contracts with suppliers and agents.

## Training

26. Staff employed by the Company and the Directors themselves will be required to undergo regular training in the terms of the Bribery Act and the requirements described in this document
27. A copy of the up to date guidance given by the Ministry of Justice under section 9 of the Act will be available if requested for consultation.
28. Any member of staff should be able to approach the Managing Director in absolute confidence in order to receive advice as to their conduct or to report a matter to concern which relates to bribery.

## Review and Amendments

29. In drafting this policy regard was had to the guidance issued under section 9 of the Bribery Act.
30. The Directors will keep this policy under review and make amendments to it as appropriate and in the light of further guidance issued under section 9 of the Bribery Act.



Andy Kynoch

Managing Director

ICTS (UK) Limited

12 January 2021