

## **TSG UK SOLUTIONS LTD**

### **Company Policy & Procedures**

# **ANTI BRIBERY POLICY**

One of the Company's core values is to uphold responsible and fair business practices. It is committed to promoting and maintaining the highest level of ethical standards in relation to all of its business activities. Its reputation for maintaining lawful business practices is of paramount importance and this Policy is designed to preserve these values. The Company therefore has a zero tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all of its business dealings and relationships and implementing and enforcing effective systems to counter bribery.

**Purpose and scope of Policy** - This Policy sets out the Company's position on any form of bribery and corruption and provides guidelines aimed at:

- Ensuring compliance with anti-bribery laws, rules, and regulations, not only in the UK but also in any other country within which the Company may carry out business.
- Enabling employees and persons associated with the Company to understand the risks associated with bribery and to encourage them to be vigilant and effectively recognise, prevent and report any wrongdoing, whether by themselves or others
- Providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with
- Creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption.

This Policy applies to all permanent and temporary TSG employees, including any intermediaries, subsidiaries or associated companies, any individual or corporate entity associated with the Company or who performs functions in relation to, or for and on behalf of, the Company, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers, who are expected to adhere to the principles set out in this Policy.

**Legal obligations** – This policy is based on the Bribery Act 2010 and it applies to the Company's conduct in the UK and abroad. A bribe is an inducement or reward offered, promised, or provided in order to gain any commercial, contractual, regulatory or personal advantage. It is an offence in the UK to:

- offer, promise or give a financial or other advantage to another person (i.e. bribe a person), whether within the UK or abroad, with the intention of inducing or rewarding improper conduct
- request, agree to receive or accept a financial or other advantage (i.e. receive a bribe) for or in relation to improper conduct
- bribe a foreign public official

**NOTE:** - Employees can be held personally liable for any such offence.

It is also an offence in the UK for an employee or an associated person to bribe another person in the course of doing business intending either to obtain or retain business, or to obtain or retain an advantage in the conduct of business, for the Company. The Company can be liable for this offence where it has failed to prevent such bribery by associated persons and as well as an unlimited fine, it could suffer substantial damage to its reputation.

Company Statement - All employees and associated persons must at all times:

- Comply with any anti-bribery and anti-corruption legislation that applies in any part of the world in which they might be expected to conduct business
- Act honestly, responsibly and with integrity
- Safeguard and uphold the Company's core values by operating in an ethical, professional, and lawful manner.

Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside or accounts created for the purposes of facilitating the payment or receipt of a bribe.

The Company recognises that practices may vary from country to country or culture to culture. What is considered unacceptable in one may be normal or usual practice in another. Nevertheless, a strict adherence to the policy guidelines is expected of all employees and associated persons at all times. If in doubt as to what might amount to bribery or what might constitute a breach of this Policy, refer the matter to your senior manager.

Gifts from Third Parties - The Company's rules in relation to the receipt of business gifts from third parties and corporate hospitality offered to or received from third parties, are set out in the Business Ethics Policy. They form part of the Company's zero tolerance policy towards bribery and they should be read in conjunction with this Policy.

Business Gifts - The giving of business gifts to clients, customers, contractors, and suppliers is not prohibited provided the following requirements are met:

- The gift 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
- It fully complies with local laws
- It is given in TSG's name, not in the employee's personal name
- It does not include cash or a cash equivalent (such as gift vouchers)
- It is of an appropriate and reasonable type and value and given at an appropriate time
- It is given openly, not secretly
- It is approved in advance by a senior manager

In summary, it is not acceptable to give or offer, a payment, gift or hospitality with the expectation that a business advantage will be received, or to reward a business advantage already given, or to accept a payment, gift or hospitality from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

Any payment or gift to a public official or other person to secure or accelerate the prompt or proper performance of a routine government procedure or process, otherwise known as a “facilitation payment,” is also strictly prohibited. Facilitation payments are not commonly paid in the UK but they are common in some other countries.

**Responsibilities and reporting procedure** - It is the contractual duty and responsibility of all employees and associated persons to take whatever reasonable steps are necessary to ensure compliance with this Policy and to prevent, detect and report any suspected bribery or corruption in accordance with the procedure set out in the Business Ethics Policy. You must immediately disclose to the Company any knowledge or suspicion you may have that you, or any other employee or associated person, has plans to offer, promise or give a bribe or to request, agree to receive or accept a bribe in connection with the business of the Company. For the avoidance of doubt, this includes reporting your own wrongdoing. The duty to prevent, detect, and report any incident of bribery and any potential risks rests not only with the directors of the Company but equally to all employees and associated persons.

The Company encourages all employees and associated persons to be vigilant and to report any unlawful conduct, suspicions, or concerns promptly so that investigation may proceed and any action can be taken quickly. In the event that you wish to report an instance or suspected instance of bribery, you should contact your senior manager. Confidentiality will be maintained during the investigation to the extent that this is practical and appropriate in the circumstances. The Company is committed to taking appropriate action against bribery and corruption. This could include either reporting the matter to an appropriate external government department, regulatory agency or the police and / or taking disciplinary action against relevant employees and / or terminating contracts with associated persons.

The Company will support anyone who raises genuine concerns in good faith, even if they turn out to be mistaken. It is also committed to ensuring nobody suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith his or her suspicion that an actual or potential bribery or corruption offence has taken place or may take place in the future.

**Record keeping** - All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off the record” to facilitate or conceal improper payments.

**Sanctions for breach** - A breach of any of the provisions of this Policy will constitute a disciplinary offence and will be dealt with in accordance with the disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal. As far as associated persons are concerned, a breach of this Policy could lead to the suspension or termination of any relevant contract, sub-contract, or other agreement.

**Monitoring compliance** - The Company’s Senior Managers have lead responsibility for ensuring compliance with this Policy and will review its contents on a regular basis with the UK HR Manager who will be responsible for re-issuing updated policies, procedures etc.

They will be responsible for monitoring its effectiveness and will provide regular reports in

this regard to the directors of the Company who have overall responsibility for ensuring this Policy complies with the Company's legal and ethical obligations.

Communications - The Company's zero tolerance approach to bribery will also be communicated to all business partners at the outset of the business relationship with them and as appropriate thereafter.