



SECURITATEM CONSULTANCY LTD

Bribery and Corruption Policy

1. Introduction

- 1.1 Securitatem Consultancy does not tolerate any form of bribery or corruption and it is a requirement of this policy that all staff, (which includes consultants and sub-contractors) comply with both the letter and the spirit of this policy and all applicable anti-corruption laws.
- 1.2 In the course of their duties or position staff may come into contact with organisations or individuals who offer gifts or hospitality to them or those close to them, such as friends or relatives. There will also be a need for staff to provide gifts and hospitality to partners. The receipt and provision of gifts and hospitality must be considered within the context of the Bribery Act 2010 ("the Act") which came into force on 1 July 2011. It is essential that all staff comply with the Act, to protect you from breaking the law and protecting the reputation of the company.

2. Aim of the Policy

- 2.1 This policy defines the arrangements to help staff decide whether gifts or hospitality should be accepted or not and when it is appropriate to offer gifts or hospitality. It aims to ensure that the actions of staff do not compromise their integrity or give rise to the suggestion that partners have gained favour or advantage as a result. This policy is also intended to act as a control to identify abuse of the policy, prevent bribery and corruption, and reduce the risk of such a perception. This policy applies to staff at all levels.

3. Bribery Act 2010

- 3.1 The Act defines bribery as giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly, or to reward that person for having already done so. It creates new offences of bribing another person and being bribed. All members of staff may be considered personally liable for prosecution should such activity take place within the company, whether in the UK or abroad.
- 3.2 The provision and receipt of gifts and hospitality is not prohibited under the Act. However, in order to prevent bribery and corruption all staff must be aware of, and comply with, this policy when

accepting or making offers of gifts or hospitality. All provision and acceptance of offers must be reasonable and proportionate to the circumstances.

- 3.3 A gift in the context of this policy is something given to an individual in the course of, or resulting from, their duties or employment, or to their close relations or friends, for their personal use and enjoyment with the knowledge of the individual concerned. A gift can consist of services as well as goods.
- 3.4 Hospitality in this context includes entertainment or other benefits given to an individual in the course of, or resulting from, their duties or employment, or to their close relations or friends for their personal use and enjoyment with the knowledge of the individual concerned.

4. Companies Act 2006

- 4.1 Companies Act 2006 section 176 details the legislative requirements of Directors and their duty not to accept benefits from third parties. It states:

A director of a company must not accept a benefit from a third party conferred by reason of

- them being a director, or
- them doing (or not doing) anything as a Director.

A ‘third party’ means a person other than the company, an associated body corporate or a person acting on behalf of the company or an associated body corporate.

5. The Giving of Bribes

- 5.1 All staff must not:

- (i) make; or
- (ii) offer or promise to make; or
- (iii) authorise or procure anyone to make:

any payment or gift of money or anything of value, or gift or conveyance of any financial or other advantage, either directly or indirectly, to or for the benefit of any person (including a Public Official whether “domestic” or “foreign”) that is (or may appear to be) inducing, securing, or rewarding the improper performance by any person of any function or activity (whether or not it was done to obtain or retain business or a business advantage).

6. The Receipt of Bribes

- 6.1 Furthermore, staff must not solicit, request, agree to receive or accept, directly or indirectly, any financial or other advantage or anything of value that is (or may appear to be) related to inducing or rewarding improper performance by any member of staff of any function or activity.

7. Bribes Paid Through a Third Party

7.1 Staff must not:

- (i) make; or
- (ii) offer or promise to make; or
- (iii) authorise or procure anyone to make:

any payment or gift of money or anything of value, or gift or conveyance of any financial or other advantage, either directly or indirectly, to a third party if they know or suspect that it will be offered to or for the benefit of any person (including a Public Official whether “domestic” or “foreign”) and that it will be (or may appear to be) inducing, securing, or rewarding the improper performance by any person of any function or activity (whether or not it will be done to obtain or retain business or a business advantage).

8. Compliance and Audit

8.1 Securitatem Consultancy:

- maintains a reasonable system of internal controls to prevent any improper or corrupt payments; and
- ensures that all financial transactions are accurately and fairly recorded in relevant digital and other company records.

8.2 Staff who contravene any applicable anti-corruption laws may expose the company and themselves to significant criminal and/or civil sanctions. A failure to act in accordance with the letter and spirit of applicable anti-corruption laws and this Bribery and Corruption Policy may result in disciplinary or other action against the persons concerned.

8.3 Such failure may also be reportable to and/or give rise to disciplinary action by professional bodies regulating staff.

9. Broader Anti-Corruption Laws

9.1 Because Securitatem Consultancy has a global reach, staff must comply with the domestic anti-corruption laws of many different countries. In some countries, the anti-corruption laws have global application (for example, the US Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act 2010 (the “Bribery Act”). The primary focus of these laws is to prohibit improper inducements to “foreign” Public Officials or in connection with international business transactions. However, the laws of many countries, also prohibit the bribery of “domestic” Public Officials. Moreover, numerous countries have adopted “commercial” bribery laws which, in essence, prohibit the offering, promising, or giving to persons in the private sector of any inducements or reward for the improper performance of any function or activity. The request for, agreement to receive, or acceptance of any such inducement or reward is also prohibited.

9.2 Specifically, the FCPA and the Bribery Act have wide territorial application, but they are not unique in operating on an extraterritorial basis. Pursuant to the Bribery Act, all UK citizens, persons who are ordinarily resident in the UK as well as companies and partnerships which are incorporated or formed in the UK, may be prosecuted in the UK for bribery offences, even if those offences were committed wholly outside the United Kingdom. Furthermore, if staff commit a bribery offence anywhere in the world, Securitatem Consultancy may be prosecuted in the UK

courts for failing to prevent that bribery from occurring. All US citizens are subject to prosecution under the FCPA, even if the bribery offence occurred entirely outside the United States. The nationals of other countries may also be prosecuted under the FCPA if the conduct amounting to the bribery offence has a connection with the United States. Under US law, any member of staff who commits a bribery offence contrary to the FCPA will also expose Securitatem Consultancy Ltd to the risk of prosecution.

- 9.3 Staff are not expected to become experts in the anti-corruption laws applicable to them. They should, however, be aware of the circumstances when corruption concerns may arise as a result of anti-corruption laws of their own and other jurisdictions and adjust their behaviour accordingly. If in doubt, they should seek guidance.

10. Risk Assessment and Procedures

- 10.1 Securitatem Consultancy may carry out a risk assessment to identify and prioritise anti-corruption risks. This includes an evaluation of the jurisdictions in which Securitatem Consultancy operate, the markets for its particular services, the extent to which it uses third parties to act on its behalf, and the degree of interaction with Public Officials. Securitatem Consultancy will develop its policies and procedures based on its evaluation of those risks, which shall be approved by Directors.

Group CEO:

Joseph McGee

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