



# ANTI-CORRUPTION & ANTI-BRIBERY POLICY

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UK & DUBAI SPECIFIC VERSION 1.9

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REED & MACKAY

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## POLICY STATEMENT

Reed & Mackay is committed to conducting business in an honest and ethical manner. This policy establishes specific requirements to counter the threat posed by bribery. Reed & Mackay take a zero-tolerance approach to bribery and corruption and is committed to operating professionally, fairly and with integrity in all our business dealings and relationships.

## POLICY COMPLIANCE

All employees are responsible for complying with this policy and associated standards. The use of bribes to encourage any business decisions is prohibited. Bribes may not be accepted by any person associated with Reed & Mackay. If you are aware or suspect that anyone associated with Reed & Mackay has either proffered or accepted a bribe in the course of their association with Reed & Mackay then this should be reported immediately to the Chief Financial Officer (CFO). The CFO will review the information and report to the Board. In the absence of the CFO, reporting should be made to the Chief Executive Officer.

Reed & Mackay will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, Reed & Mackay remains bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

Wilful or negligent disregard of this policy will be investigated and will be treated as a disciplinary offence which could result in dismissal.

If you do not understand the implications of this policy or how it may apply to you, seek advice from the Chief Financial Officer.

## POLICY GOVERNANCE

The following table identifies who within Reed & Mackay is Accountable, Responsible, Informed or Consulted with regard to this policy.

**Responsible** - the person(s) responsible for developing and implementing the policy.

**Accountable** - the person who has ultimate accountability and authority for the policy.

**Consulted** - the person(s) or groups to be consulted prior to final policy implementation or amendment.

**Informed** - the person(s) or groups to be informed after policy implementation or amendment.

RESPONSIBLE	Chief Financial Officer, Head of Governance, Risk Management & Compliance, Commercial Director
ACCOUNTABLE	Chief Financial Officer
CONSULTED	Chief Executive Officer, Managing Director - Dubai, Founder & Executive Director, IT Director, Finance Director, HR Director, Head of Learning & Development, In-house Legal Counsel
INFORMED	All employees; any new 3 <sup>rd</sup> party organisations with associations to Reed & Mackay

## REVIEW AND REVISION

This policy will be reviewed as it is deemed appropriate, but no less frequently than annually. Policy review will be undertaken by the Chief Financial Officer and the Head of Governance, Risk Management & Compliance.

## PURPOSE

- To set out Reed & Mackay's responsibilities and of those working for us, in observing and operating in a compliant manner.
- To manage the risk of serious financial loss, loss of client confidence or other serious business impact which may result from a failure to comply with the Bribery Act 2010 and other applicable laws and regulations.
- To provide information and guidance for those working with Reed & Mackay on how to identify and deal with bribery and corruption issues.
- To set out Reed & Mackay's responsibilities and of those working for us, in observing and operating in a compliant manner.

## SCOPE

This policy applies to all Reed & Mackay employees, contractors and other 3<sup>rd</sup> party organisations with which Reed & Mackay does business.

## DEFINITIONS

A bribe is an inducement or reward offered, promised or provided (or received), directly or indirectly, in order to gain any commercial, contractual, regulatory or personal advantage. The Bribery Act 2010 follows six principles:

- Reed & Mackay's procedures to prevent bribery with persons associated with it are proportionate to the bribery risks faced and to the scale of the business.
- Top level management are committed to preventing bribery by persons associated with Reed & Mackay.
- Risk assessments are carried out as appropriate and reviewed on a regular basis.
- Due diligence is completed in respect of persons who perform or will perform services on Reed & Mackay's behalf.
- The Anti-Corruption & Anti-Bribery Act is communicated to all employees and any person associated with Reed & Mackay.
- Reed & Mackay reviews the Anti-Corruption & Anti-Bribery Act policy on a regular basis and ensure it is consistent to business needs.

This policy applies at all times.

## RISKS

Reed & Mackay appreciates that the practice of giving business gifts varies between countries and regions and what may be considered normal and acceptable in one region may not be in another. Consideration shall be given as to whether in all circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered. This policy is intended to mitigate the risk of breaching the Bribery Act 2010.

Non-compliance with this policy could have a significant impact on the Company and may result in financial loss and an inability to provide necessary services to our clients.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if Reed & Mackay is found to have taken part in corruption the Company could face an unlimited fine, be excluded from tendering for contracts and face damage to our reputation.

## RISK ASSESSMENT & DUE DILIGENCE

Reed & Mackay regularly assesses the nature and extent of the risks relating to bribery to which it is being exposed.

The risk of bribery can be categorised into five broad groups:

Country risk - perceived high levels of corruption and failure to promote transparent procurement and investment principles.

Sector risk - includes the travel (Business and Leisure), hospitality and event management sectors

Transaction risk - licences and permits and transactions relating to procurement

Business opportunity risk - high value contracts or contracts involving brokers or intermediaries

Business partnership risk - consortia and joint venture partners.

The extent of due diligence into business relationships will vary according to the risk. Where appropriate, prior to entering into any business relationship, Reed & Mackay may:

- Make enquires about the risk of bribery in a particular country or location in which Reed & Mackay is seeking a business relationship, the types of bribery most commonly encountered and any information about the preventative actions which are most effective.
- Investigate the bribery risks that a particular business opportunity raises, such as establishing whether the project is to be undertaken at market prices and has a defined legitimate objective and specification.
- Establish whether individuals or other organisations involved in key decisions such as intermediaries, consortium or joint venture partners, contractors or suppliers have a reputation for bribery or related offences.
- Check that potential partners internal anti-corruption measures are consistent with the terms of this policy, and where necessary encouraging the adoption of such measures.
- Ensure that all business relationships and transactions are properly documented and recorded.
- Ensure that Reed & Mackay is able to exit from any business relationship if bribery occurs or is reasonably thought to have occurred.

## GIFTS & HOSPITALITY

Hospitality and promotional, or other business expenditure which seeks to improve the image of a commercial organisation or to establish cordial relations is recognised as an important part of doing business and it is not the intention of the Bribery Act to criminalise such behaviour. The Government is not intent on prohibiting reasonable and proportionate hospitality and promotional or other similar business expenditure intended for these purposes.

It is, however clear that hospitality and promotional or other similar business expenditure can be employed as bribes.

All forms of entertaining and hospitality whether given or received must be approved in writing by a Board Director in accordance with thresholds and criteria set as below:

All hospitality and entertaining accepted, of a value in excess of £100 (or local equivalent), must be recorded on the Corporate Hospitality and Gifts Register maintained by the Commercial & Product Development department within 10 days of accepting any hospitality and entertainment.

All hospitality and entertaining offered, of a value in excess of £100 (or local equivalent), must be recorded on the Corporate Hospitality and Gifts Register maintained by the Governance, Risk Management & Compliance department within 10 days of offering any hospitality and entertainment.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- It 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, or in explicit or implicit exchange for favours or benefits;
- It complies with local law;
- It is given in Reed & Mackay's name or received from a company, not in your name or from an individual;
- It is appropriate in the circumstances and for the market sector, for example in the UK it is customary for small gifts to be given at Christmas time;
- Gifts are given in an open manner;
- The giving/receipt of the gift has been approved in advance by a Board Director if in excess of £100 (or local equivalent) in value.

What is not acceptable:

- Give, promise 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;
- Give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- Accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- Threaten another worker who has refused to commit a bribery offence or who has raised concerns under this policy;
- Engage in any activity that might lead to a breach of this policy.

## FACILITATION PAYMENTS & KICKBACKS

Reed & Mackay prohibits making, offering or accepting bribes or kickbacks. Reed & Mackay also prohibits making payments or giving anything of value in order to obtain or retain contracts or business, or to secure any other improper business advantage, with any entity or individual.

If you are asked to make a payment on behalf of Reed & Mackay, 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 the Chief Financial Officer.

## DONATIONS

Reed & Mackay only makes charitable donations that are legal and ethical under local laws and practices.

Reed & Mackay does not make contributions to political parties.

No donations must be offered or made without the prior approval of the Chief Financial Officer.

## YOUR RESPONSIBILITIES

You must ensure that you read, understand and comply with this policy.

You must record all hospitality and entertaining accepted, of a value in excess of £100 (or local equivalent), on the Corporate Hospitality and Gifts Register maintained by the Commercial & Product Development department within 10 days of accepting any hospitality and entertainment. For anything under the value of £100 (or local equivalent), there is no requirement to log. The log will be reviewed by the Chief Financial Officer at a minimum of quarterly and reported to the Board on a quarterly basis.

You must record all hospitality and entertaining offered, of a value in excess of £100 (or local equivalent), on the Corporate Hospitality and Gifts Register maintained by the Governance, Risk Management & Compliance department with 10 days of offering any hospitality and entertainment. For anything under the value of £100 (or local equivalent), there is no requirement to log. The log will be reviewed by the Chief Financial Officer at a minimum of quarterly and reported to the Board on a quarterly basis.

If you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity you must tell the Chief Financial Officer.

You must notify the Chief Financial Officer as soon as possible if you believe or suspect a breach of the policy has taken place.

## RAISING CONCERNS

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. Reed & Mackay encourages openness and will support anyone who raises genuine concerns in good faith under this policy.

If you are unsure where a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Chief Financial Officer.

## RECORD KEEPING

Reed & Mackay keeps financial records and has internal controls in place which will evidence the business reason for making payments to third parties.

A Corporate Hospitality and Gifts Register is maintained by the Commercial & Product Development department and the Governance, Risk Management & Compliance department and must be completed within 10 days of accepting or offering any hospitality and entertainment over the value of £100 (or local equivalent).

All expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Reed & Mackay expense policy.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts should be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off-book” to facilitate or conceal improper payments.

## TRAINING & COMMUNICATION

Training on the policy forms part of the induction process for all new employees.

For existing employees, training is provided via a specialist e-learning solution.

Our zero-tolerance approach to bribery and corruption is communicated to all suppliers, contractors, business partners and intermediaries at the outset of our business relationship with them and as appropriate thereafter.

## MONITORING & REVIEW

The Corporate Hospitality and Gifts Register will be reviewed by the Chief Financial Officer at a minimum of quarterly and reported to the Board on a quarterly basis.

The Governance, Risk Management & Compliance department is responsible for holding internal audits in order to help assess compliance.