



Anti-Bribery and Corruption ("ABC") Policy

Effective Date: December 2018

Related Documentation:

- **Whistleblowing Policy**
- **Disciplinary Policy**
- **Expenses Policy**
- **Data Protection Policy**

Introduction

In accordance with the Bribery Act 2010 this policy outlines the responsibilities of Wilmington plc and its subsidiaries (individually and together, the 'Company') and those who work for or on behalf of the Company, in relation to the prevention of bribery and corruption.

All employees and associated persons (outlined below) are required to comply with this policy and any updates which may be issued by the Company, and act in accordance with it at all times.

The Company's Board of Directors ('the Board') is ultimately responsible for overseeing compliance with this policy. The Board has delegated authority to oversee the administration of this policy to the Chief Financial Officer. This policy is not contractual and may be amended by the Company at any time.

The Company is committed to conducting **all** its business in an honest and ethical manner. It adopts an **unequivocal zero-tolerance approach to bribery and corruption in any form and in any location**, and is committed to acting transparently, professionally, fairly and with integrity in all business dealings and relationships, wherever it operates.

Who Does This Policy Apply To?

This policy applies to all individuals, whether UK or overseas, working for, or on behalf of the Company, at all levels including employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with the Company.

What is Bribery?

Bribery is a form of corruption. It is an inducement, or a reward offered, promised or provided to gain personal, commercial, regulatory or contractual advantage and can take various forms such as:

- bribery of another individual or organisation;
- accepting a bribe from an individual or organisation.

Bribes may not always be monetary and may include lavish gifts or hospitality, the provision of service free of charge or with a substantial discount, unwarranted rebates or payments made to prioritise a customer. It also includes money laundering. The actual payment of a bribe does not need to occur for there to be a criminal offence. An offer or request is sufficient.

Conviction for offences under the Bribery Act 2010 carries severe penalties. These include up to 10 years' imprisonment and fines for an individual and/or an unlimited fine for a company convicted of bribery.

Breach of Policy

Any employee who breaches this policy **will** face disciplinary action, which could result in dismissal for gross misconduct. For other individuals and companies, the Company may terminate any contractual relationship in response to any breach, or suspected breach, of this policy.

Prohibited Conduct

You MUST NOT

- give or promise to give, or offer a payment, gift or hospitality with the expectation or hope that a personal, commercial, regulatory or contractual advantage will be received, or to reward any such advantage already given;
- give or promise to give, or offer a payment, gift or hospitality to a government official, agent, representative or anyone else to facilitate or speed up a 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 the Company in return;
- retaliate against, threaten or victimise anyone who has refused to be involved in bribery or corrupt practices, or who has raised concerns under this policy;
- engage in any activity that might lead to a breach of this policy;
- ask anyone else to undertake any of the above on your behalf.

Hospitality and Gifts

This policy does not prohibit normal and appropriate gifts and hospitality (given and received) to or from third parties **provided the following requirements are met:**

- It has the prior approval of your line manager;
- It is not made with the intention or suggestion of influencing the party to whom it is being given to obtain or reward the retention of business or a business advantage;
- It is not made or received as an explicit or implicit exchange for favours or benefits;
- It complies with local law;
- It is given in the Company name, not in your name;
- It does not include cash or a cash equivalent unless in the normal course of business;
- It is appropriate in the circumstances;
- It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift; and
- It is given/received openly, not secretly.

Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the relevant Divisional Director or Chief Financial Officer.

Approval procedures for the giving of gifts or hospitality are subject to the normal authorisation limits and procedures set out in the Company's expenses policy.

Hospitality and Gifts: What You Must Report

The following gifts and hospitality, made or received, must be reported as outlined below:

- a) ALL gifts with a value of £100 or over from any one party, or gifts over £500 in aggregate from one party (or any connected parties*) in any one financial year: Report to your line manager by email
- b) ALL hospitality given to or received by an individual which exceeds £100 per person: Report to your line manager by email
- c) ALL hospitality, excluding items reported in b) above, to/from one party (or connected parties*) which exceeds £250 in aggregate in any financial year: Report to the Chief Financial Officer by email

In the event of doubt over the value, the gift or hospitality should be reported.

Line managers will report any concerns or anomalies to the Chief Financial Officer.

* eg different representatives of the same company or connected companies

Charitable Donations

The Company only makes charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of a Divisional Director (or the Chief Financial Officer). All charity donations in excess of £500 must be reported to the Chief Financial Officer. The process of making a donation should follow the same guidelines as those laid out above in respect of the value, nature and transparency.

Training and Communication

Risk based ABC training will take place. This means that the level and frequency of training may vary depending on the nature of the position held.

- All employees, contractors and consultants must be aware of this policy.
- An appropriate person in each business within the Company will promote an ABC culture, and guide the particular business risk assessments
- Employees will be invited to undertake online ABC training.

The Company will also ensure that its **zero-tolerance** approach to bribery and corruption is communicated to all suppliers, contractors and business partners by making them aware of the existence and whereabouts of this policy on the Wilmington plc website.

Risk Assessments

Risk assessments will be carried out by each business within the Company on a regular basis, not less than annually. The level of risk within each business will directly influence the depth and regularity of the commensurate risk assessment.

The risk assessment will also consider the inherent risk of the ABC factors present.

The results of the risk assessments will be escalated, in the first instance, to the Audit Committee and, if necessary, to the Board.

The jurisdiction within which your business takes place will affect the possibility of exposure to bribery and corruption. As such, you need to be aware of this and make it a consideration in respect of risk assessment.

Third Parties

The Company may be liable for third parties with whom it has a relationship, should they commit any act of bribery or corruption.

For this reason, third parties who act on the Company's behalf must be informed of the whereabouts of this policy on the Wilmington plc website and be notified that they will be expected to operate in accordance with it.

The Company should endeavour to include a paragraph in all third-party contracts detailing the Company's expectations and standards in respect of ABC.

Appropriate risk assessment and due diligence should be undertaken before any third parties are engaged. The appropriate level of due diligence will vary depending on the circumstances and you should use your judgement on a case by case basis.

Questions you should ask yourself include:

- Who are they? Have I seen documents evidencing that they are who they say they are?
- Who else have they worked with – do they have references?
- Are they well established with a good reputation or are they more obscure and should I find out more about them?

Facilitation Payments ('kickbacks')

The Company does not make, and will not accept, facilitation payments or "kickbacks" of any kind **whether in the UK or overseas.**

Facilitation payments are typically small, unofficial payments made, for example, to secure or expedite a government action by a government official.

They are not commonly paid in the UK but are considered culturally acceptable in some other jurisdictions – a way of 'getting things done'. Kickbacks are typically payments made in return for a business favour or advantage. Under UK law it is illegal to make or receive facilitation payments or kickbacks.

If you are asked to make a payment, you should consider what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should ask for a receipt which details the reason for the payment. If you have suspicions or concerns regarding a payment, you should raise these with your line manager in the first instance, and if the matter does not get resolved to your satisfaction, the Chief Financial Officer.

Record Keeping

The Company maintains accurate books, records and financial reporting. These records will be transparent and will accurately reflect each underlying transaction.

All expense claims relating to hospitality, gifts or expenses incurred to third parties must be submitted in accordance with the Company expenses policy and specifically record the reason for the expenditure.

All accounts, invoices 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.

Monitoring

The Board are responsible for monitoring the effectiveness and implementation of the ABC policy. The policy is reviewed by the Board periodically.

The areas reviewed will include (but are not limited to):

- effectiveness of anti-bribery and corruption training
- third party controls, contracts and activities
- the cultural adoption of the ABC agenda
- the volume and quality of management information generated
- the high risk contracts or transactions to which the Company was exposed within the review period.

As part of developing the ABC culture within the Company, you are encouraged to comment on this policy. Comments should be addressed to the Chief Financial Officer or to your line manager who can raise your comments on your behalf.

How to Report a Concern

You should raise concerns about any issue or suspicion relating to this policy as soon as possible. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should in the first instance be raised with your line manager or, if for any reason you are not satisfied with the response you should report to the Chief Financial Officer. If you are still unsatisfied then you should make a report to the Audit Committee Chairman under the Whistleblowing Policy which can be found on the wilmingtonplc.com website and in the staff handbook on WilNet.

You must notify the Company as soon as possible if you know or suspect that a breach of this policy has occurred or may occur in the future. For example, if a client, supplier or potential client or potential supplier offers you something to gain a business advantage or indicates to you that a gift or payment is required to secure their business, you must make the Company aware.

Any instances of alleged bribery will be fully investigated.

Protection

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, may be worried about possible repercussions. You will not suffer any detriment if you refuse to take part in bribery or corruption, or if you report such conduct in good faith. If you believe that you have suffered any such treatment, you should inform the Human Resources Department immediately. Any instances of detrimental treatment because an employee has made a report will be treated as a disciplinary offence.

Data Protection

When an individual reports a suspected instance of bribery, the Company will process any personal data collected in accordance with its data protection policy. Data collected from the point at which an individual makes the report will be held securely and accessed by, and disclosed to, individuals only for the purposes of dealing with the report of bribery.

December 2018