

# Anti-Bribery Policy

February 2019





**Contents**

Introduction ..... 1

Behaviour that could break the law ..... 2

Actions with customers or suppliers ..... 3

Actions with agents and consultants ..... 3

Behaviour to look out for..... 4

What must you do if a customer, supplier, agent or consultant contacts you to discuss a  
bribe?..... 4

Guidelines on writing documents and records retention ..... 5

In the event of an on-site investigation by the UK authorities ..... 5

What to do if you have any immediate concerns ..... 6

Some practical examples..... 6

## **Anti-Bribery Policy**

Practical Guidance for dealing with The Anti-Bribery Policy.

### **1. Introduction**

#### **This Policy**

- 1.1 The objective of this Anti-Bribery Policy is the prevention, identification and earliest possible detection of any potential bribery or corruption issues for Speedy.
- 1.2 Directors, managers and others with supervisory responsibility have a duty to ensure that not only they but also the employees under their supervision are aware of and comply with these guidelines.
- 1.3 We do not expect you to become experts in anti-bribery and corruption laws. However, you must become familiar with these guidelines and comply with them at all times in your day to day activities. Ultimately, compliance with anti-bribery and corruption laws need not be difficult.

#### **What is Bribery?**

- 1.4 Bribery takes place when people give a financial or other advantage (such as a gift) to induce an individual to behave improperly, such as awarding a contract in return for the bribe.
- 1.5 Bribes can be made through a third party, such as an agent or adviser of Speedy, or directly by an employee.
- 1.6 PLEASE NOTE: bribes are not limited to cash payments and include gifts, hospitality or sponsorship where the intention behind the gift, hospitality or sponsorship is to improperly influence the recipient.

#### **What does this mean for Speedy and for me?**

- 1.7 The consequences of failing to comply with anti-bribery and corruption laws are serious:
  - a) individual employees and directors may be prosecuted in the criminal courts and if convicted, may face imprisonment (in the UK of up to 10 years) and a personal unlimited fine;
  - b) directors face disqualification from involvement in running a company for up to 15 years;

- c) Speedy may also be prosecuted in the criminal courts and given an unlimited fine;
- d) third parties that have been harmed may seek damages from Speedy;
- e) Speedy and individuals could find themselves involved in lengthy legal proceedings;
- f) Speedy could be disqualified from submitting bids or tenders for certain types of work (e.g. with public bodies or major contractors);
- g) involvement in an investigation can seriously damage Speedy's reputation; and
- h) individuals involved in bribery or corruption will face disciplinary action from Speedy, including dismissal.

1.8 NO IMAGINED GAIN (WHETHER PERSONAL OR FOR SPEEDY) IS WORTH THE RISK OF BREACHING ANTI-BRIBERY AND CORRUPTION LAWS.

## **2. Behaviour that could break the law**

The most important elements of UK law against bribery and corruption are contained in the Bribery Act 2010. Listed below are the three main offences. You must ensure that you do not engage in any behaviour that could amount to one of these offences:

- 2.1 promising, offering or giving a bribe (financial or otherwise) either directly or through a third party;
- 2.2 receiving a bribe (financial or otherwise) either directly or through a third party; or
- 2.3 bribing a foreign public official to obtain or to retain business.

You must not under any circumstances promise, offer, give or receive a bribe at any time during your employment with Speedy or one of its subsidiaries.

In addition, you should be careful not to pay any "facilitation payments", i.e. payments designed to speed up a process (e.g. payment to a government representative to speed up the processing of an application to do something). In certain countries, including the UK, these payments are strictly prohibited.

To help ensure that you do not commit any of the offences listed above, you should observe the guidelines set out below.

---

### **3. Actions with customers or suppliers**

- 3.1 Avoid any discussions with customers or suppliers about any gift, payment or other consideration of any kind which could influence them to behave improperly, such as to enter into a contract or agreement with Speedy or to stop them from dealing with a competitor. Do not enter into any discussions or agreements with any new suppliers to Speedy without ensuring that they are approved by Supply Chain. Contact Supply Chain if you are aware of any instances where business is conducted with suppliers not included on their approved Supply Chain register.
- 3.2 Do not give or receive any entertainment, hospitality or gifts to or from any customer or supplier of Speedy without obtaining the appropriate approval in accordance with the Hospitality, Gifts & Sponsorship Policy and recording it in the Hospitality, Gifts & Sponsorship Register.

### **4. Actions with agents and consultants**

- 4.1 Do not enter into any discussions or agreements with any new agents/consultants to Speedy without ensuring that they are approved by Supply Chain. There is a specific Appointment of Agents and Consultants Policy which must be followed without exception. Contact Supply Chain if you are aware of any instances where business is conducted with agents/consultants not included on their approved register or not in accordance with the Appointment of Agents and Consultants Policy.
- 4.2 Do not agree any additional terms regarding the level of payment or commission with agents/consultants, which are not already contained in their contract, without the agreement of Supply Chain.
- 4.3 Avoid any discussions with agents/consultants about any gift, payment or other consideration which could act as an inducement to behave improperly, such as obtain a contract or agreement with Speedy or to stop them dealing with a competitor.
- 4.4 Do not accept any invoices from an agent/consultant which do NOT contain:
  - a) the correct purchase order number;
  - b) details of the project and customer to which the commission relates;
  - c) details of the calculation of the commission payable to the agent/consultant;and

d) details of any VAT or other tax payable by Speedy in respect of the commission.

4.5 Do NOT make payments to third parties unless they are an agent/consultant who provided the services under the terms of their contract with Speedy.

4.6 Notify your line manager if any charges from an agent/consultant appear to be inconsistent or unreasonable. Similarly, contact the Risk and Assurance Department if you identify any unusual payments or expenses (e.g. payments made to unusual addresses or offshore bank accounts).

4.7 Do not give or receive any entertainment, hospitality or gifts to or from any customer, supplier, agent or consultant of Speedy without obtaining the appropriate approval in accordance with the Hospitality, Gifts & Sponsorship Policy and recording it in the Hospitality, Gifts & Sponsorship Register.

## **5. Behaviour to look out for**

5.1 Look out for:

a) abnormal cash payments;

b) avoidance of independent checks on tendering or contracting processes;

c) invoices being agreed in excess of the amounts set out in the contract without reasonable cause; and

d) abnormally high commission percentage being paid to a particular agency.

5.2 You should contact your line manager if you come across any of the indicators listed above or you have any other concerns that bribes are being paid or received. You can also speak with the Legal or Risk and Assurance Departments. Also see the Speak Up Whistleblowing Policy for further details of how to raise or report a matter and to do so anonymously, if necessary.

## **6. What must you do if a customer, supplier, agent or consultant contacts you to discuss a bribe?**

6.1 If a customer, supplier, consultant or agent contacts you wanting to discuss potentially non-legitimate issues, you must take the following three actions immediately:

a) **REFUSE** to discuss the matter with them;

b) **REPORT** the incident to your line manager and the Legal or Risk and Assurance Departments immediately; and

- c) **RECORD** the details in writing of the contact they made with you, including that you refused to speak with them.

## **7. Guidelines on writing documents and records retention**

- 7.1 Documents containing careless and inappropriate language may make perfectly legal conduct look suspicious. The time spent in writing clearly, and in following these guidelines, is an important part of our anti-bribery and corruption law compliance effort.
- 7.2 The following are guidelines to keep in mind when writing memoranda and e-mail: For example, do not:
- a) Use words suggestive of illegal or surreptitious behaviour, e.g. "please destroy after reading";
  - b) Speculate or comment on the legality or potential illegality of any particular course of conduct, e.g. "I shouldn't tell you this but..."; or
  - c) Use expressions that could appear flippant or as though you are speaking in code. Only use code-names (e.g. "Project X") to refer to legitimate projects that are confidential.
- 7.3 In the event of Speedy being subject to an anti-bribery and corruption investigation or litigation, the Legal Department will notify you and require that all scheduled destruction of documents be suspended. This will include all "personal" files, computer disks and backup, and-written notes, calendars, diaries, appointment books and other written or computerised materials maintained in connection with your work.

## **8. In the event of an on-site investigation by the UK authorities**

- 8.1 The relevant anti-bribery and corruption authorities in the UK are the Serious Fraud Office and the Police.
- 8.2 On arrival of officials from the Serious Fraud Office and/or the Police, reception staff must:
- a) immediately inform:
    - i. the Legal Department (Neil Hunt); or
    - ii. the Risk and Assurance Department (Gary Hitchen).
  - b) ask to see any prosecutors'/investigators' identification (personal ID cards). Make a written note of their identities and where they are from and ask to

see any paperwork (regulatory authorisation, explanatory notes and warrant if there is one); and

- c) do NOT, so far as practicable, allow the inspectors past reception until they are accompanied by a member of the Legal Department or a member of senior management team. The police/investigators will wait a reasonable time (about 30 minutes to an hour for senior management or legal advisers to arrive but not indefinitely). Do NOT obstruct the investigation.

8.3 Once on the premises, the officials will be able to:

- a) seize any documents relevant to the matter under investigation;
- b) seize or copy ("image") all relevant information stored on computers (e.g. e-mails, electronic documents, schedules etc.); and
- c) interview employees using their powers of compulsion to obtain information (in the UK, only the Serious Fraud Office may exercise these powers).

8.4 Officials are not entitled to see documents which are outside the scope of their authorisation or those which are legally privileged. Legally privileged documents will typically be documents containing legal advice from Speedy's lawyers (both internal and external).

8.5 Speedy has a formal Dawn Raid policy which covers in more detail what will happen should officials arrive on Speedy's premises. All reception desks in The Parks have a copy of this policy and will contact the relevant Speedy people should the policy need to be invoked.

## **9. What to do if you have any immediate concerns**

Speak with your line manager if you have any potential concerns under anti-bribery and corruption law. You can also speak with the Legal or Risk and Assurance teams or see the Speak Up Whistleblowing Policy for details of how to have confidential discussions with appropriately trained Speedy people or external advisers.

## **10. Some practical examples**

10.1 *I regularly deal with suppliers. One of our suppliers has invited me to join them at a football match. Am I allowed to attend?*

You should refer to the Hospitality, Gifts & Sponsorship Policy to confirm what you need to do to receive approval for this hospitality. You should also refer the invitation to your manager and ask for their guidance. They may be able to provide authorisation on a case by case basis as referred to in the Hospitality, Gifts & Sponsorship Policy. They will take into account the potential amount of



expenditure involved and what, if any work, we are currently doing with the supplier and any contract award or renewal, as the event may be inappropriate and perceived as a bribe. If you receive approval to attend, you must record the event in the Hospitality, Gifts & Sponsorship Register on the intranet.

10.2 *I would like to take a potential customer to an overseas sporting event. Am I allowed to?*

You should refer to the Hospitality, Gifts & Sponsorship Policy to confirm what you need to do to receive approval for this hospitality, although it should be noted that extravagant hospitality like this will not usually be acceptable. You should also consult with your manager and ask for guidance. Depending on the local law, the amount of expenditure involved, and what, if any, work we are currently doing with the customer and any contract award or renewal, the event may be inappropriate and perceived as a bribe. If you receive approval to attend, you must record the event in the Hospitality, Gifts & Sponsorship Register on the intranet.

10.3 *I was informed that I could arrange for a local company, agency or consultant to help get all the necessary permits required from a foreign government. An advance payment has been requested to "help move the process along". Since we don't really know where the money is going, do we have to worry about it?*

Yes. We are responsible for the actions of any third party working on our behalf. The request for an advance payment is itself a red flag; the comment, even more so. Consult with the Head of Risk and Assurance or the Legal Department before proceeding. Please ensure you have read the Anti-Bribery Policy on the intranet.