

**Covenant Direct Ltd****Anti-Bribery & Corruption Policy****1. Introduction**

The Bribery Act 2010 introduced four possible offences connected with bribery and corruption:

- Bribing another person
- Being bribed
- Bribing a foreign public official
- Failure to prevent bribery

Under the Act, both the Company ('corporate body') as well as directors and employees can face civil as well as criminal prosecution resulting in unlimited fines and in the case of individuals, up to 10 years in jail.

The Company is therefore committed to instilling a robust anti-bribery and corruption culture and to upholding all laws relevant to countering bribery and corruption, including, but not limited to, the Bribery Act 2010, as set out in the following policy and procedure.

**2. Policy Purpose & Scope**

The purpose of this policy is to set out the responsibilities in observing and upholding the Company's position on bribery and corruption and to provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

This policy applies to all employees, agents, contractors, subcontractors, consultants, business partners and any other parties (including individuals, partnerships and bodies corporate) associated with the Company.

**3. Definition of Bribery**

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. The Company expressly prohibits the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement to or from any person or company, wherever they are situated and whether they are a public official or body or private person or company by any individual employee, agent or other person or body acting on the Company's behalf in order to gain any commercial, contractual or regulatory advantage for the Company in a way which is unethical or in order to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

**4. Responsibility**

- 4.1 It is the responsibility of all employees, agents, contractors, subcontractors, consultants, business partners and any other parties associated with the Company or any of its subsidiaries:
- 4.1.1 to ensure that this policy is read, understood and complied with;
  - 4.1.2 to prevent, detect and report any acts or suspected acts of bribery or corruption;
  - 4.1.3 to avoid any activity that might lead to or suggest a breach of this policy;
  - 4.1.4 to exercise due diligence at all times when dealing with third parties on behalf of the Company.
- 4.2 Employees must notify the Company Director as soon as possible if they believe or suspect that a conflict with this policy has occurred or may occur in the future (or in the case of non-employees, to their normal point of contact within the Company).
- 4.3 Any breach of this policy will be dealt with through the Company's Conduct & Capability Policy and in serious cases could result in dismissal for gross misconduct.

## **5. Record Keeping**

The Company will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties (such as clients, suppliers and business contacts) will be prepared and maintained with strict accuracy and completeness. All parties are further expected to:

- declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review;
- ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's Expenses Policy and specifically record the reason for the expenditure.

## **6. Facilitation Payments**

- 6.1 Facilitation payments are small payments made to secure or speed up routine actions, usually by public officials, such as issuing permits, immigration controls, providing services or releasing goods held in customs. The Company will work to ensure that employees, agents, contractors, subcontractors, consultants, business partners and any other parties associated with the Company or any of its subsidiaries do not make facilitation payments on the Company's behalf or on behalf of anyone working for the Company.
- 6.2 Facilitation payments constitute bribes and, subject to clause 6.3, may not be made at any time irrespective of prevailing business customs in certain territories.

- 6.3 If the demand for a facilitation payment is accompanied by threat of physical harm then put safety first, make the payment and then report full details of the incident to the Company Director immediately (or in the case of non-employees, to their normal point of contact within the Company),

## **7. Gifts, Hospitality & Expenses**

- 7.1 Legitimate hospitality or similar business expenditure that is reasonable and proportionate is allowed provided that the hospitality or expense complies with the criteria outlined in clause 7.3 below.
- 7.2 Gifts and hospitality can, when excessive, constitute a bribe and care and due diligence should be exercised at all times when giving or receiving any form of gift or hospitality on behalf of the Company.
- 7.3 The following criteria should be used to test if gifts, hospitality or expenses comply with the Company's stance and this policy:
- Made for the right reason – if a gift or hospitality, it should be given clearly as an act of appreciation; if an expense, then for a bona fide business purpose and go no further than to reimburse the actual outlay;
  - No obligation – the gift, hospitality or expense should not place the recipient under any obligation, for example, to provide preferential treatment or favours;
  - No expectation – expectations of any concomitant act are not created in the giver or an associate of the giver;
  - Made openly – if made surreptitiously and/or undocumented then the purpose and intent will be open to question;
  - Reasonable value – the size of the gift is small and the value of the hospitality or expense accords with general business practice. Cash should be neither given nor received as a gift under any circumstances;
  - Appropriate – the nature of the gift, hospitality or expense is appropriate to the relationship and accords with general business practice;
  - Legal – the gift or hospitality is compliant with relevant laws in both the UK and any overseas country;
  - Reported - the gift, hospitality or expense is recorded and reported to management;
  - Documented – the expense is fully documented including the identity of the giver, the purpose, the value and the approval audit trail.

## **8. Political & Charitable Donations**

- 8.1 The Company does not make contributions of any kind to political parties.
- 8.2 No charitable donations will be made by the Company for the purpose of gaining any commercial advantage. Proof of receipt of all charitable donations must be obtained from the recipient organisation and under no circumstances may charitable donations be made in cash (with the exception of sponsored participation in organized events).

## **9. Training**

- 9.1 Training on this policy will form part of the induction process when employees begin employment with the Company. Existing employees will receive refresher training on this policy from time-to-time.
- 9.2 All employees, agents, contractors, subcontractors, consultants, business partners and any other parties associated with the Company or any of its subsidiaries are responsible for the successful application of this policy and should ensure that they use it to disclose any transgressions, whether actual, suspected or perceived. The Company welcomes comments and suggestions with regard to improving the policy and its effectiveness.

## **10. Monitoring & Review**

The Company will monitor the application and review the implementation of this policy regularly to ensure its suitability, adequacy and effectiveness. Any changes identified will be made as soon as possible and communicated to all employees.

## **11. Contractual Status**

This policy and procedure is non-contractual and may be varied, suspended or terminated at the Company's discretion.