**Anti-Bribery Policy**

July 2018

**Policy**

Daniel Thwaites Plc ("the Company") operates the following policy in relation to bribery which may occur between an employee and the Company or a third party on or off the Company premises. This policy applies to all employees of the Company, regardless of their position. It applies equally to all employees regardless of their age, sex, marital or civil partnership status, racial or ethnic group, disability, sexual orientation, religion or belief.

**Scope**

The policy is a guide only and not contractual and applies to all employees within the Thwaites group of companies. Any breach of this policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the Company.

**Principles**

The Company is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. This policy outlines the Company's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. The Company will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

**Bribery Act 2010**

The Company is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

* intention of inducing or rewarding improper performance of a function or activity; or
* knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another Company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

* an employee or associated person acting for, or on behalf of, the Company offers, promises, gives, requests, receives or agrees to receive bribes; or
* an employee or associated person acting for, or on behalf of, the Company offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and
* the Company does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

**What is Prohibited?**

The Company prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or Company, regardless of whether the employee or associated person is situated in the UK or overseas. The bribe might be made to ensure that a person or Company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the Company in either obtaining or maintaining Company business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

For the avoidance of doubt, It is not acceptable for an employee (or someone on the employees behalf) to:-

* give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope 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 or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
* engage in any activity that might lead to a breach of this policy.

**Records**

Employees and, where applicable, associated persons, are required to take particular care to ensure that all organisation records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

Employees and associated persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

**Facilitation Payments**

The Company prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the Company under the Bribery Act 2010, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to the line manager. If the public official provides written details, the line manager will consider the nature of the payment. Local legal advice may be sought by the Company.

If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, the Company will authorise the employee to make the payment. Where the line manager considers that the request is for a facilitation payment, the employee or associated person will be instructed to refuse to make the payment and notify the public official that the employee or associated person is required to report the matter to the Company and the UK embassy.

**Corporate Entertainment, Gifts, Hospitality and Promotional Expenditure**

The Company permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

* for the purpose of establishing or maintaining good business relationships;
* to improve the image and reputation of the Company; or
* to present the Company's goods/services effectively;
* provided that it is:
* arranged in good faith, and
* not offered, promised or accepted to secure an advantage for the Company or any of its employees or associated persons or to influence the impartiality of the recipient.

The Company will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

Employees should submit requests for proposed hospitality and promotional expenditure to the line manager stating;

* the objective of the proposed client entertainment or expenditure;
* the identity of those who will be attending;
* details and rationale of the proposed activity.

The Company will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The Company will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example, prior to a tendering exercise).

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to their line manager. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example, where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees.

Employees and, where applicable, associated persons must supply records and receipts, in accordance with the Company's expenses policy.

**Charitable and Political Donations**

The Company considers that charitable giving can form part of its wider commitment and responsibility to the community. The Company supports a number of charities that are selected in accordance with objective criteria. The Company may also support fundraising events involving employees.

This policy does not prohibit:

* normal and appropriate hospitality and entertainment with clients (please see the Company's expenses policy); and
* the use of any recognised fast-track process that is publicly available on payment of a fee.

Any such practices must be proportionate, reasonable and made in good faith. Clear records must be kept.

**Risk Management**

The Company has established detailed risk management procedures to prevent, detect and prohibit bribery. The Company will conduct risk assessments for each of its key business activities on a regular basis and, where relevant, will identify employees or officers of the Company who are in positions where they may be exposed to bribery.

The Company will:

* regularly monitor "at risk" employees and associated persons;
* regularly communicate with "at risk" employees and associated persons;
* undertake extensive due diligence of third parties and associated persons; and
* communicate its zero-tolerance approach to bribery to third parties, including actual and prospective customers, suppliers and joint-venture partners.

**Reporting Suspected Bribery**

The Company depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to their line manager as soon as possible.

Employees or associated persons who report instances of bribery in good faith will be supported by the Company. The Company will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to their Line Manager.

**Action by the Company**

The Company will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. The Company may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Company who are found to have breached this policy.

The Company may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

**Potential Risk Scenarios**

The following is a list of possible red flags that may arise during the course of an employee’s employment which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. Should an employee encounter any of the following red flags, they must be reported promptly.

* you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
* you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
* a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
* a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
* a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
* a third party requests an unexpected additional fee or commission to "facilitate" a service;
* a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
* a third party requests that a payment is made to "overlook" potential legal violations;
* a third party requests that you provide employment or some other advantage to a friend or relative;
* you receive an invoice from a third party that appears to be non-standard or customised;
* a third party insists on the use of side letters or refuses to put terms agreed in writing;
* you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
* a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
* you are offered an unusually generous gift or offered lavish hospitality by a third party