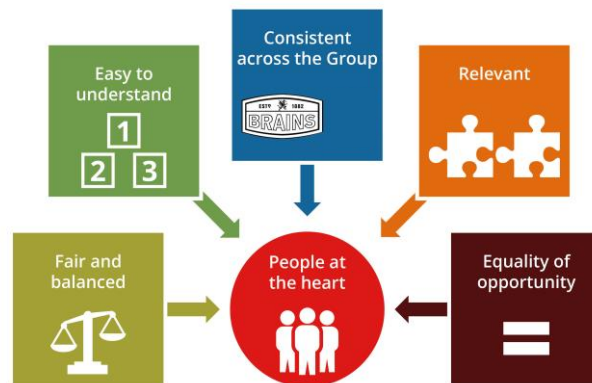




Anti-Bribery Policy



Date: November 2018

Review date: November 2020

This policy supersedes all previous policies on the same or similar subjects including any issued by and relating to specific areas of the business. The Company reserves the right to amend and/or withdraw this policy from time to time for any reason, including without limitation, to take account of changes in the law, best practice and/or business requirements.

If you require a copy of this policy in a different format, please contact peopleteam@sabrain.com
An electronic copy of this policy is available on the CPL bookshelf .
Refer to your People Team representative for further advice

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1. Purpose

S.A. Brain & Company Limited and its subsidiaries (the “Company”) is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas, including supporting the principle of free and fair competition. The Company also has legal obligations as set out in The Bribery Act 2010, under which it is a criminal offence for commercial organisations to fail to prevent persons associated with them from bribing another person on their behalf.

The overall purpose of this policy is to set out the Company’s zero-tolerance approach to Bribery. The Company will not tolerate any form of Bribery by, or of, its team members and Associated Persons including any person or body acting on its behalf.

Team members and Associated Persons acting for, or on behalf of, the Company are responsible for maintaining the highest standards of business conduct and 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. Proven allegations of Bribery may result in a finding of gross misconduct and immediate dismissal. There must be no threatening or retaliation against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

This policy sets out:

- Roles and responsibilities for team members and line managers
- The process to follow for:
 - Prevention of Bribery by individuals
 - Reporting / Investigating potential acts of Bribery
 - Risk assessments / monitoring of processes

1.1 Definitions

‘Bribe’ means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribery includes offering, promising, giving, accepting or seeking a bribe (“Bribery”). Specifically:

- Giving or offering any payment, gift or other benefit in the expectation that a business advantage will be received in return, or to reward any business received;
- Accepting any offering from a third party that you know or suspect is made with the expectation that the Company will provide a business advantage for them or anyone else;
- Giving or offering any payment (sometimes called a facilitation payment) to a government official in any country to induce officials to perform routine functions they are not otherwise obligated to perform.

It should be noted that genuine hospitality or similar business expenditure that is reasonable and proportionate is not considered to be bribery within the terms of the Bribery Act. Legitimate purposes for hospitality include building relationships, maintaining image or reputation, or marketing/demonstrating products and services.

The Act is not concerned with fraud, theft, books and record offences, Companies Act offences, money laundering offences or competition law.

2. Scope

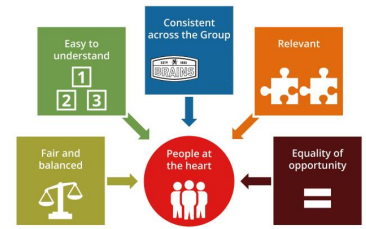
This policy applies to all persons working for the Company or on its behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners (“team members and Associated Persons”) within the UK and overseas.







If a team member wishes to raise a concern that any team member has offered, promised, given, accepted or sought a bribe then the steps set out in the Company’s Whistleblowing Policy should be followed.

This policy is not intended to be contractually binding. The Company reserves the right to deviate from the procedures contained in this policy, depending upon the circumstances in any particular case.

3. Principles

All Company policies have been written based on the following principles:



Principle	What this means...
People are at the heart of our Company 	<ul style="list-style-type: none"> We look after and support our team members
Everyone should be managed and supported in a fair and balanced way 	<ul style="list-style-type: none"> Policies set clear expectations and wherever appropriate seek informal resolutions in the first instance Team members have the right to be accompanied by a Trade Union representative or workplace colleague at any formal stage Managers and team members maintain the confidentiality of information they are given in line with all Data Protection legislation and do not share information beyond what is agreed
Policies are easy to use and understand 	<ul style="list-style-type: none"> Policies are designed to be easily understood by all team members Supporting templates and guidance are provided where appropriate Information is kept up to date and is easily accessible for everyone
We are consistent across the Company with core principles 	<ul style="list-style-type: none"> As far as possible the same policies cover SA Brain. Where differences occur there are clear reasons why Advice should be taken from People Team at all formal stages to ensure consistent application throughout the Company Where there are specific circumstances not covered by a policy, these will be managed in line with the principles of that policy Failure to comply with responsibilities as set out in this policy could result in disciplinary action being taken.
Policies are relevant and fit with the Company values 	<ul style="list-style-type: none"> All team members must make themselves aware of their roles and responsibilities in line with this policy and understand how they work in practice within their role/ department
We are committed to promoting equality of opportunity 	<ul style="list-style-type: none"> The Company is committed to eliminating discrimination, promoting equality of opportunity, and ensuring good relations between people of diverse groups Everyone should be mindful of the obligations that they have in relation to the Equality Act 2010 and the protected characteristics; age, disability, gender, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, and sexual orientation, in addition to offending background (criminal records), Trade Union membership, or any other personal characteristic

4. Bribery Policy Roles and Responsibilities

	All team members should...	Managers should...
	Familiarise themselves and comply with this policy	Ensure team members are aware of the principles of this policy and the steps to take to prevent Bribery / report suspected Bribery
	Ensure that their actions could not be deemed as accepting or offering a bribe and where there is any doubt, seeking approval from a line manager, a Director or the Company Secretary	Provide guidance to team members on any concerns as to whether a team member's actions could be deemed as offering or accepting Bribery
	Remain vigilant in preventing, detecting and reporting Bribery and where there is suspicion that Bribery may have occurred reporting this to their line manager, a Director or the Company Secretary by using the form in Appendix B, and/or invoking the Company's Whistleblowing Policy.	If a suspected Bribery is reported to them ensure this is passed on as promptly as possible to their Director or the Company Secretary or reported via the Whistleblowing Policy.

5. Bribery Policy Process Overview

	Event	People responsible	Action required
	Report of suspected Bribery	Any team member or associated person who suspects Bribery	Reporting of concerns to the Company Secretary, their manager or a director, using the Bribery reporting form or Whistleblowing Policy
	Investigation into any reports of suspected Bribery	Company Secretary and Group of People	Investigation and outcome
	Ongoing risk assessment to prevent, detect and prohibit Bribery	Company Secretary and Group of People	Regular risk assessments of areas of high risk and persons most at risk of Bribery
	Ad hoc risk assessment of new/emerging areas of high risk, for example tenders for work and those working on high-value projects	Project Lead	Risk assess the project and ensure third parties are aware of the Company's zero tolerance approach to Bribery
	Ongoing review of procedures and training	Company Secretary and People Team	Regular review of the Anti-Bribery Policy and provide effective where required
	Contract with supplier or partner company is reviewed or new contract is agreed with supplier or partner company	Head of Purchasing and Financial Director	Contract to ensure the supplier / partner organisation confirms their compliance with the Company's Anti- Bribery Policy

Process

6 Prevention of Bribery

6.1 Accepting or offering hospitality

Within the retail / hospitality industry, there will be times where genuine hospitality is offered by suppliers, customers and other partner organisations, or where the Company considers it appropriate to offer hospitality to these groups. In order to satisfy the terms of the Bribery Act, any hospitality must be 'reasonable and proportionate'. The intent behind any corporate hospitality should be to promote good relations and show appreciation, with the recipients not being made to feel that they are under any obligation to provide any business advantages.

For any team member who is offered or wishes to offer gifts or benefits in the form of hospitality, consideration should be given as to whether this is reasonable and proportionate given the level of hospitality offered, the way in which it was provided, the level of influence the person receiving it had on the business decision in question, and the relevance to our company / industry. Examples of what are likely to be acceptable are tickets to sporting events, meals or drinks by suppliers, gifts as a reflection of the relationship with them, or payment for reasonable travel expenses in order to demonstrate your goods or services to clients.

However, for any team member who is offered or wishes to offer any payment, gift or other benefit where there is doubt as to whether this could be considered 'bona fide', proportionate and reasonable hospitality, this should in the first instance be discussed with their line manager. Further advice can also be sought from the Company Secretary.

No accounts must be kept "off book" or "off the record" to facilitate or conceal improper payments.

Where a team member is being offered hospitality or is offering hospitality they are to make their line manager aware. If managers have any concerns at this stage, they are to discuss it with the team member or seek further advice from the Company Secretary.

6.2 Working with suppliers and partners

Where a team member uses an Associated Person they are to ensure that they are aware of the Bribery Act. Where new contracts are agreed with an Associated Person or a supplier, either formally or informally, they are to seek approval from their line manager and, where necessary, from the Purchasing Manager.

7 Reporting / Investigating potential acts of Bribery

7.1 Reporting suspected Bribery

7.1.1 Types of issues to report

Team members and Associated Persons are encouraged to report any concerns that they may have to their line manager as soon as possible. Issues that should be reported include:

- Any suspected or actual attempts at Bribery;
- Concerns that other team members or Associated Persons may be being bribed;

- Concerns that other team members or Associated Persons may be bribing third parties, such as clients or government officials;
- Any instruction not to report any suspected or actual attempt at Bribery (which is itself a disciplinary offence and could constitute Gross Misconduct. If told not to raise or pursue any concern, even by a person in authority such as a manager, team members and Associated Persons should not agree to remain silent. They should report the matter under this policy as per the paragraph below.)

7.1.2 Process to follow to report suspected Bribery

Where a team member suspects a Bribery Act offence has taken place or identifies actions that could lead to an offence they are to either complete the form in Appendix A of this policy, and/or invoke the process outlined in the Company's Whistleblowing Policy.

This should then be provided to any of either:

- Their line manager
- A Director of the Company
- The Company Secretary
- The Group Head of People

7.2 Process for investigation

Any such reports will be thoroughly and promptly investigated in the strictest confidence. Team members and Associated Persons will be required to assist in any investigation into possible or suspected Bribery. Any investigation will be held in line with the process outlined in the Company Disciplinary Policy and team members and Associated Persons suspected of Bribery may be suspended from their duties while the investigation is being carried out. Proven allegations may result in a finding of Gross Misconduct and immediate dismissal. The Company may terminate the contracts of any Associated Persons 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.

During and after the investigation team members and 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 team member or Associated Person because an individual has made a report will be dealt with under the Company's Disciplinary Procedure.

8 Risk Assessments / Monitoring of Process

8.1 Risk Assessments

The Company has established detailed risk management procedures to prevent, detect and prohibit Bribery. These risk management and assessment processes fall into three key areas:

1. Ongoing assessment of known business activities of high risk
2. Identification of team members or officers of the Company who are in positions where they may be exposed to bribery
3. New/emerging areas of high risk

8.1.1 Ongoing assessment of known business activities of high risk

A risk assessment has been undertaken of the Company and it has identified different levels of risk exist where a Bribery offence could take place. The areas of higher risk are:

- **Contracts** - Those individuals and Departments that agree contracts between the Company and other individuals or organisations, i.e. those people who instruct others to act for the Company in return for payment and where individuals or organisations are purchasing goods and services from and on behalf of the Company.
- **Facilitation Payments** – The making of a facilitation payment, for example to overcome red tape, is illegal even if they are permitted or expected by local law or custom in the country where the payment is made.
- **Hospitality** – The offering or acceptance of corporate hospitality which is not proportionate and reasonable for the size of organisation and the industry within which it operates.

The Company Secretary will continue to review the levels of risk in the business and will take the appropriate action where and when deemed necessary.

8.1.2 Positions that may be exposed to Bribery

The Company will:

- monitor "at risk" team members and Associated Persons;
- communicate with "at risk" team members and Associated Persons; and
- communicate its zero-tolerance approach to Bribery to third parties, including actual and prospective customers, suppliers and joint-venture partners.
-

8.1.3 New/emerging areas of high risk

As and when assessment of high risk areas emerge, for example tenders for work and those working on high-value projects, the Project Lead will be responsible for undertaking an assessment of the risk in accordance with this policy.

As part of this process, if the area being assessed involves third parties, including actual and prospective customers, suppliers and joint-venture partners, the Project Lead will be responsible for communicating the Company's zero-tolerance approach to Bribery to these third parties.

8.2 Ongoing review of procedures and training

The Company will communicate its Anti-Bribery Policy to all team members and Associated Persons which may include training sessions where applicable.

The Company will monitor and review the implementation of this policy and related procedures on a regular basis.

The Bribery Policy will be monitored and reviewed at least annually.

Appendix A - Form to report suspected Bribery

This form is intended for use by any team member or Associated Persons in conjunction with the Company's Anti-Bribery policy.

This form should be used to report any incident of suspected Bribery that has arisen during the course of performing services for the Company, whether in the UK or overseas.

This form should be completed and delivered to the Company Secretary, or alternatively to your line manager or any Director of the Company, in an envelope marked "confidential" or sent as an email attachment with "confidential" in the subject line.

Any report will be treated promptly and in the strictest confidence by the Company. An individual will be protected by the Company during and following investigations of such allegations, including where such allegations are not substantiated, provided that such concerns are raised in good faith.

An individual has a duty to the Company to report any incidents of suspected Bribery, even where a more senior manager has asked you not to do so.

Your name:		
Your job title:		
Your department/pub/store:		
Does your report relate to your line manager?	Yes	No
Summary of report:		
Please set out the details of the suspected Bribery offence (providing as much detail as possible, particularly dates, times, locations and the identities of those involved). Attach additional sheets if required.		

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Individuals involved in the alleged incident/complaint:

Please provide the names and contact details of any people involved in the suspected Bribery offence, including witnesses.

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Declaration:

I confirm that the above statements are true to the best of my knowledge, information and belief.

Signature:	
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Date:	
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For completion by the Company:

Date form received by the Company:	
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Name of recipient and job role:	
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Signature:	
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Appendix B - Equality Impact Assessment

This Equality Impact Assessment will enable the Company to identify and address any potential adverse impact of the Policy on any group with a particular protected characteristic. This will help to remove the potential for any discrimination and actively promote equality or opportunity.

Checklist completed by:	Ceri Davies Jeans – ER Advisor			Date of EIA completion :	20/12/2019
Policy assessed:	Anti-Bribery Policy			New or existing Policy:	Updated
Potential impact of this policy on Team Members with a protected characteristic:					
Impact	Positive	Neutral	Negative	Details	
Religion or Faith		X			
Gender		X			
Sexual Orientation		X			
Pregnancy/ Maternity		X			
Marriage / Civil Partnership		X			
Disability		X			
Race / Ethnicity		X			
Age		X			
Gender Reassignment		X			
What needs to be done to help the people implementing this policy to do so fairly and consistently?				Company Secretary to have overall responsibility across the Company to ensure fairness and consistency	
How will the policy be monitored to ensure that it is fairly and consistently applied and does not disadvantage any particular group?				On yearly basis when Policy is reviewed, any reports of Bribery will be assessed to ensure no bias / disadvantage has been applied.	
Who is responsible for monitoring the impact of this policy and when?				Company Secretary	