



Policy Document

# OCS Group Limited Anti-Bribery Policy

February 2020



**This policy applies to all companies that form part of the OCS Group.**

This policy applies to any person working for OCS Group Limited, its subsidiaries and affiliates, or on its behalf in any capacity, including non-executive directors, employees, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with the organisation, wherever located.

## 1. What is bribery?

**Bribery is the giving, offering, receiving or requesting a corrupt or improper payment, gift, loan, fee or reward or advantage from a person in order to influence them corruptly in exchange for something in return.**

Bribery is a form of corruption and is illegal. Any association with bribery, wherever it happens in the world, can cause severe damage to our reputation and could have serious legal and financial repercussions.

## 2. Our Corporate position

OCS Group ("OCS") will not tolerate any incident of bribery, committed by employees or third parties, from within or outside our organisation.

**OCS will take disciplinary action against any employee committing bribery with sanctions, up to and including dismissal, and possible legal proceedings.**

OCS works to ensure that it complies with the laws and regulations of those countries in which the Group operates and acts to comply with the UK Bribery Act 2010 and such similar laws.

## 3. About this policy

This policy provides guidance on how to recognise and deal with bribery and corruption issues.

It is a criminal offence to offer, promise, give, request, or accept a bribe. **Individuals found guilty** can be punished with to ten years' imprisonment and/or a fine.

If **OCS as a corporate entity** fails to prevent bribery it can face an unlimited fine, exclusion from tendering for public contracts, and damage to its reputation.

This policy forms part of any employee's contract of employment/service agreement and may be amended as necessary.

## 4. Who is responsible for the policy?

The Group Chief Executive Officer has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Regional Chief Executive Officers have primary and day-to-day responsibility for implementing this policy within their Regions, monitoring its use and effectiveness, dealing with any queries about it, and ensuring internal control systems and procedures are effective in countering bribery and corruption.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy.

## 5. Gifts and hospitality

As a UK headquartered international company, we must comply with the UK Bribery Act 2010 both in the UK and in all our overseas territories.



The UK Bribery Act 2010 states:

*'Bona fide hospitality and promotional, or other business expenditure which seeks to improve the image of a commercial organisation, better to present products and services, or establish cordial relations, is recognised as an established and important part of doing business and it is not the intention to criminalise such behaviour. The Government does not intend for the Bribery Act to prohibit reasonable and proportionate hospitality and promotional or other similar business expenditure intended for these purposes. It is, however, clear that hospitality and promotional or other similar business expenditure can be employed as bribes.'*

Meals, hospitality and small gifts can be legitimate activities when conducted in the right way. **Reasonable and appropriate hospitality** or entertainment is allowed to build or maintain good business relationships. However, they could be a form of bribery if they are excessive in value, inappropriate in nature, regular, or intended to influence a business decision. All such activities must be carried out in accordance with the Anti-Bribery Policy.

**OCS allows reasonable and appropriate** hospitality or entertainment given or received for the purposes of:

- Establishing or maintaining good business relationships
- Improving or maintaining the Group's image or reputation
- Marketing or presenting the Group's services effectively

**OCS allows the giving and accepting of gifts only if:**

- It is appropriate and proportionate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in India it is customary for small gifts to be given at Diwali
- It is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits
- It does not include cash or a cash equivalent (such as gift certificates or vouchers)
- It is not given in secret
- It complies with any applicable local law

**OCS does not allow** an individual or someone on their behalf to:

- Give, promise to give, or offer a gift, promise to gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given
- Accept a payment, gift or hospitality from a third party knowing or suspecting it is offered with the expectation that it will provide a business advantage for them or anyone else in return
- Accept hospitality from a third party that is repeated, unduly lavish or extravagant
- Offer or acceptance of a gift to or from government officials or representatives, politicians or political parties
- Threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy
- Engage in any other activity that might lead to a breach of this policy

## Record keeping

You must declare any hospitality or gifts given or received which have a value over £50, or the equivalent agreed for your Region. Each Regional CEO must agree thresholds with the Group CEO annually. Any reportable gifts of hospitality must be recorded via [hospitalityandgiftsregister@ocs.com](mailto:hospitalityandgiftsregister@ocs.com). (Regional policies for approval may apply, and in these cases, the Region will submit a monthly report to this address.)

All expense claims relating to hospitality or gifts offered to third parties must be submitted in accordance with the Group's expenses policy, with the reason for the expenditure being recorded. Further, all expense claims in relation to third parties must have been signed off by the individual's line manager prior to the expense being incurred.



## 6. Facilitation payments

Facilitation payments are small, unofficial payments to ensure or speed up the performance of routine or necessary action. Under the UK Bribery Act 2010, these payments are unlawful regardless of whether they may be a part of the 'way of doing business' in a particular country. Facilitation payments are not permitted to be made in the Group under any circumstances.

## 7. Charitable donations

A charitable donation (whether in cash or kind) may be perceived as an attempt to influence someone. For example, making a donation to a charity sponsored by a customer or potential customer, or on the board of which sits someone with influence at a customer or potential customer in awarding business, or such a person is known to be a keen supporter of the charity, or someone from his or her family benefits from the charity.

Even if there is no intent to influence anyone, that this might have been the intention could create reputational damage for OCS.

The Group's policy is not to make any charitable donations, other than in accordance with the following:

- All charitable donations may only be given to recognised non-profit charitable organisations
- All donations must be transparent and properly recorded in the Group books and accounts
- A receipt or a letter of acknowledgment must be obtained from the charity to evidence payment
- Donations must not be made to individuals
- Donations must not be made at the request of a public official.

## 8. Political donations

The OCS Group does not make any political donations, either in cash or in kind. This includes financial donations and indirect support: for example, making facilities available for use by political parties or campaigns; lending staff or giving them time off (unless legally obliged to do so) to support the campaign of a particular party or candidate.

Under no circumstances will any political donations or contributions made by an employee be directly or indirectly reimbursed by the Group.

## 9. Political lobbying

Political lobbying can be a legitimate means by which companies may seek to further their interests, by ensuring that governments (national, regional or local) understand concerns held at a Group or industry level. These concerns are often about the practical effects of current legislation or policy, or the anticipated effects of planned or possible legislation or policy changes.

It can also, however, attract unfavourable publicity, even if lawful, and it can also stray into difficult territory if it is accompanied by hospitality extended to politicians or public officials.

This may especially be the case where paid lobbyists are used.

Any and all political lobbying will only be conducted by, or under the close scrutiny of, the Group Chief Executive Officer and Group Head of Corporate Affairs. No employee or Group within the Group may conduct or appoint any other individual or organisation to conduct any political lobbying on the Group's behalf without the prior written approval of the Group Chief Executive Officer.

## 10. Third party due diligence standards

Under the UK Bribery Act 2010, the Group is liable if a person 'associated with it' bribes another person intending to obtain or retain business or an advantage in the conduct of business for that organisation.

Care must be taken to ensure that third parties do not attempt to engage in bribery. To protect OCS, we must:



- Ensure all third parties that provide services on behalf of the Group agree to abide by the principles set out in its statement of ethics
- Undertake sufficient due diligence in relation to any proposed acquisition or joint venture to ensure that bribery is unlikely and, through the Group's nominated agency, check relationships with public officials. The results of the due diligence process will be recorded and documented
- Undertake sufficient due diligence in relation to a new third party's background, capability and reputation to ensure that bribery is unlikely, where any red flag issues and financial thresholds of this policy are met. This will include a search, via the Group's nominated agency, to check for relationships with public officials
- We must also fully document the reasons for choosing a particular third party. If the due diligence process raises concerns the individual must contact the Company Secretary immediately for advice.

**The due diligence process should be repeated every two years for ongoing third-party relationships, or for those which have not previously been checked but which meet the requirements above.**

All payments to third parties should be on commercial terms and should be as provided under their contract, which will set out the details of the services to be provided.

## 11. Anti-Bribery - Red flags

There are a number of situations which should cause the Group to undertake further investigation into whether a particular transaction or relationship may present a potential bribery situation.

Red flag issues include, but are not limited to -

- Requests for cash payments
- Requests for payments to be made offshore
- Demands for payment at short notice
- The absence of documents to support payment
- The prevalence of bribery in a country
- Lack of written agreements
- Unusually close relationships with government officials
- Offers of employment by being offered "money for a job"
- The payment of success fees

Financial thresholds for third party due diligence apply where the annual value of the transactions with a third-party supplier is likely to exceed £250,000 per annum or where fees and commissions to a third party are likely to exceed £25,000 per annum.

## 12. Raising a concern or whistle blowing

It is the responsibility of every employee to bring to the attention of appropriate management any concerns they may have that bribery or corruption has taken place or is likely to take place.

In such cases employees should feel able to bring these matters to the attention of their line managers, who are in turn under a duty to pass on the information to appropriate senior management.

However, if an employee feels that this is an inappropriate route or is uncomfortable with it or believes that the matter has not been dealt with satisfactorily by the line manager, they should use the Group's Speak Up/Whistleblowing Procedure.

Should any subsequent investigation into a concern determine a breach of this policy, the investigating officer will conclude whether the matter will be resolved through the disciplinary policy and procedure and/or be reported to the Police or other external authority.