

## **UNIT POWER SERVICES**

### **ANTI-BRIBERY & CORRUPTION POLICY**

This document is the property of the Unit Power Services, it must not be copied, loaned or transferred; nor must information contained herein be disclosed to any party or person for any purpose other than that for which it was supplied, without the written authority of the Group.

#### **CONTENTS**

1. Introduction
2. Purpose
3. What are Bribery & Corruption
4. Policy Application
5. Gifts & Hospitality
6. What is not acceptable
7. Donations
8. Deciding what and how to report
9. Protection
10. Record-Keeping
11. How to raise a concern
12. Training & Communication
13. Monitoring & Review

## ANTI BRIBERY AND CORRUPTION POLICY - Introduction

UPS (together with its subsidiaries, “UPS”, “We” or “Our”) does not tolerate bribery and corruption and We are committed to conducting our business in an honest and ethical manner. UPS prohibits any inducement which results in a personal gain or advantage to the recipient or any person or body associated with them, and which is intended to influence them to take action which may not be solely in the interests of UPS or of the person or body employing them or whom they represent.

We aim to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

It is our objective that those we do business with take a similar zero-tolerance approach to bribery and corruption.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010 (the “Act”), in respect of our conduct both at home and abroad.

Bribery and corruption are criminal offences and are punishable for individuals by up to ten years' imprisonment. If we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously and expect you to do the same.

We have adopted this policy to communicate this message and to assist those working for us to uphold it. This policy does not form part of any Workers contract of employment and it may be amended at any time.

### **Purpose**

This Policy is to serve as a guide for all employees of UPS (whether permanent, fixed-term or temporary), consultants, contractors, trainees, apprentices or any other person associated with UPS, wherever located (collectively referred to as "Workers" in this policy). The Policy explains the steps needed to be followed in order to ensure UPS maintains its values, adheres to corporate responsibility, society and legal expectations.

Prevention, detection and reporting of bribery are the responsibility of all Workers. You must report any suspicion of bribery. In order to protect your identity you may choose to follow the whistleblower policy, a copy of which is available on the intranet

Our board of directors has overall responsibility for ensuring this policy complies with Our legal and ethical obligations, and that all those under Our control comply with it.

We have appointed an Anti Bribery and Corruption Officer (“ABCO”) who can be contacted at [07760 372933](tel:07760372933). All communication will be treated as confidential and will only be disclosed as required by law. The ABCO has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness.

Management and senior staff at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate training on it.

You are required to read, understand and comply with this policy, and to notify your manager or the ABCO (or use the procedure in the Whistleblowing Policy) as soon as possible if you believe or suspect that a conflict with this policy has, or may occur.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct and criminal prosecution, leading up to a custodial sentence.

We reserve our right to terminate our contractual relationship with other Workers if they breach this policy.

### **What are bribery and corruption?**

In general terms, bribery may be being committed where a person:

- offers or gives some benefit to another person
- as an inducement for that person or another person
- to act dishonestly in relation to his principal's or employer's business.

In such cases, any person who was complicit in the offence, may be guilty of bribery.

Remember:

- a bribe does not have to be cash;
- the person who receives the bribe is as guilty as the person who offers it even if it is unsolicited;

- the bribe will still be an offence under UK law if it is committed overseas, irrespective of whether it would be illegal under local law; and
- a bribe is a criminal offence.

Corruption is the abuse of public or private office for personal gain.

### **Policy Application**

This policy is applicable to all Workers, regardless of seniority.

You should not be prohibited from performing your work provided the activities are customary, appropriate and properly recorded. For example acceptable activities include:

- normal hospitality
- providing ceremonial gift on a festival or at another special time
- fast-tracking a process when it is available to all on payment of a fee
- providing resources to assist the person or body to make the decision more efficiently provided it is for this purpose only

Remember that market practice varies and what is normal and acceptable in one place may not be in another. Our ethical values underpin any activity you undertake.

### **Gifts and hospitality**

This policy does not prohibit reasonable and proportionate hospitality (given and received) to or from third parties. All hospitality given, received or offered, even if declined, should be notified to the ABCO at [07760 372933](tel:07760372933) within 72 hours of occurrence.

Where it is an accepted part of your role (you should ask your line manager if you are unsure about this) you can offer and accept a reasonable amount of moderate hospitality for the purposes of business and client development, as long as:

- it is not made as a condition of a third party obtaining or retaining business or a business advantage, or to reward the provision of a business advantage, or in explicit exchange for favours or benefits;
- it complies with local law;
- it is given in our name, not in your name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time;

- it is given openly, not secretly; and
- gifts and/or hospitality should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the ABCO.

Please see Appendix A for a decision tree to help your considerations

We appreciate that the practice of giving business gifts and or hospitality varies between Companies and sectors and what may be normal and acceptable in one may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, proportionate and justifiable. The intention behind the gift or hospitality should always be considered. If unsure you must contact the ABCO.

Whether a gift/hospitality is reasonable, proportionate and justified will vary on each case. General pointers to consider are things such as:

- What is the value of the gift or hospitality and how does that compare to the relationship (e.g. is it lavish)?
- Is this a one-off or a regular occurrence? As above, generally the less frequent the gift/hospitality the better;
- Has anything been said in connection with the offer made – e.g. that it is being offered on a conditional basis?

Workers are permitted to keep small gifts with a monetary value of £50 or less for any instance and £500 in aggregate provided that it has been agreed with their line manager AND has been declared to [07760 372933](tel:07760372933) within 72 hours of receiving it.

### **What is never acceptable?**

In addition to the above, it is never acceptable for you (or someone on your behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality on the condition 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 (where the payment is not a legitimate payment pursuant to local written law);
- accept payment from a third party that is intended to obtain a business advantage for them;
- accept a gift or hospitality from a third party if it is offered or provided on the condition 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 will breach this policy.

If you are asked to make a payment on Our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the ABCO immediately.

## **Donations**

We do not make contributions to political parties and We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the ABCO at 07760 372933 This policy only applies to business, not personal, donations.

## **Deciding what and how to report**

It may not be easy to make a decision if something should be reported. If you are in doubt that a potential act does not conform to this policy, the matter should be referred to the ABCO at 07760 372933

UPS will investigate seriously any actual or suspected breach of this policy, or the spirit of this policy. Workers may be subject to disciplinary action and which may ultimately result in their dismissal. In the case of third parties found to be bribing or attempting to bribe UPS employees, a senior officer a supplier or customer they will be informed in writing business dealings will be ceased and appropriate authorities will be informed. This may lead to criminal prosecutions which may end in a custodial sentence.

## **Protection**

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the ABCO at 07760 372933 immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, a copy of which can be found on the Intranet

## **Record-keeping**

We are required to keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You should seek line manager approval and declare to the ABCO at 07760 372933 all hospitality or gifts accepted or offered, even if declined above £50.

All expenses claims relating to hospitality, gifts or expenses incurred to third parties should specifically record the reason for the expenditure and submitted in accordance with our expenses policy, a copy of which can be found on the Intranet

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## **How to raise a concern**

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your line manager or the ABCO.

Concerns should be reported by following the procedure set out in our Whistleblowing Policy. A copy of our Whistleblowing Policy can be found on the Intranet

## **What to do if you are a victim of bribery or corruption**

It is important that you tell the ABCO at [07760 372933](tel:07760372933) or follow the procedure in the Whistleblowing Policy as soon as possible if you are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

## **Training and communication**

All new Workers will be given a copy of this policy and guidance as part of the induction/approval process.

All existing Employees will receive appropriate training on how to implement and adhere to this policy. The level of the training will depend on the role of the Employee.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

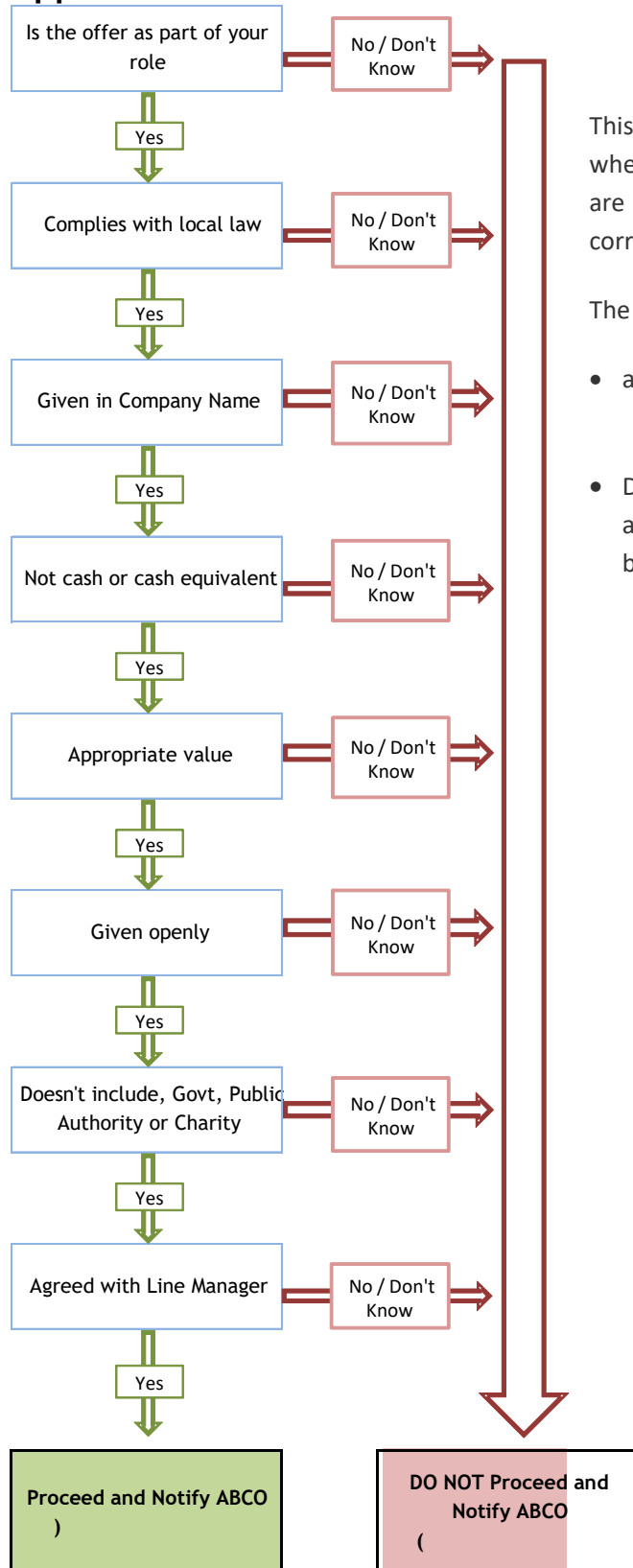
## **Monitoring and review**

.

The ABCO will monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. Improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the ABCO at 07760 372933

## Appendix A - Decision Tree



This decision tree is to help understand the considerations required when considering which action to take. It is applicable for when you are offering or offered anything that may be considered a bribe or corrupt practice. If in any doubt you should contact the ABCO

The following must always be applied:

- all items offered, whether accepted or not, must be notified to the ABCO <72hrs
- Donations to political parties, public authorities or charities must always be approved by the ABCO in advance of the donation being made

## **Appendix B - Potential risk scenarios: bribery and corruption indicators**

The purpose of this section is to highlight possible indicators of bribery or corruption. Some examples are set out at (a) to (p) below. Below are some of the more common issues to consider relating to the Act. These examples are neither complete nor exhaustive and if you are in any doubt then contact the ABCO at [07760 372933](tel:07760372933) or

The following is a list of possible scenarios that may arise during the course of you working for us and 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 to help you in your compliance with this policy.

If you encounter any of the following scenarios while working for us, you must report them promptly to your manager or to the ABCO at 07760 372933 or using the procedure set out in the Whistleblowing Policy:

- a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) you learn that a third party you are or intend to be involved with has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with other third parties;
- c) 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 function or process for us;
- d) 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;
- e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f) a third party requests an additional fee or commission to "facilitate" a service;
- g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h) a third party requests that a payment is made to "overlook" potential legal violations;
- i) you receive an invoice from a third party that appears to be non-standard or customised;
- j) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- k) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- l) 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;

- m) you are offered an unusually generous gift or offered lavish hospitality by a third party;
- n) you are asked to give hospitality at which you are requested not to attend;
- o) you are offered hospitality at which the giver is not going to be in attendance; or
- p) you are asked to give hospitality to persons who are not associated with the organisation (for example, family members) or are offered hospitality which extends to persons beyond our business (for example, family members).

**Approval**

This statement has been approved by the company's Board of Directors

Signature:

Name:

**Position:**