

TXM Plant Limited, The Grange, Harnett Drive
 Wolverton Mill, Milton Keynes, MK12 5NE
 Tel: 01908 443000
 Company number: [07846971](#)
 VAT Number: [GB 143 7800 18](#)



Policy/Procedure	IT/POL/040
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Type: Policy

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Controlled Details:

Controlled

APPROVED BY THE HR TEAM

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Signature: 

Date: 13 November 2012

AUTHORISED BY THE COMPLIANCE DIRECTOR

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Date: 13 November 2012

ANNUAL DOCUMENT REVIEW BY

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ISSUE RECORD / AMENDMENT DETAILS:

Issue Status	Date	Amendment Details / General Remarks
01	13/11/2012	First Issue
02	10/04/2017	Review of Policy Purpose & Scope of Policy added post introduction 1b Legal Obligations added 2 Scope added to content 3a Elements to Bribery Act 2010 added to content 4a Guidance added 4b Gifts added 4c Accepting gifts contact change to Richard Romaszko 4f Disciplinary Action added 6 Added clause 6 on Whistle-blowers 6a Responsibilities and Reporting Procedure added 6b Record Keeping added 9 Monitoring Compliance added 10 Training added 11 Protection added 12 Governance added 13 Red Flags added 14 Definitions added 16 Useful links Amended policy to include reference to TXM Rail Amended 'form' to 'from' and added several commas throughout the policy

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CONTROLLING BRIBERY & CORRUPTION

PREAMBLE

One of the Company's core values is to uphold responsible and fair business practices. It is committed to promoting and maintaining the highest level of ethical standards in relation to all its business activities. Its reputation for maintaining lawful business practices is of paramount importance and this Policy is designed to preserve these values. The Company therefore has a zero-tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all its business dealings and relationships and implementing and enforcing effective systems to counter bribery.

1 INTRODUCTION

This Policy sets out the Company's position on any form of bribery and corruption and provides guidelines aimed at:

- a. Ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK but in any other country within, which the Company may carry out its business or in relation to, which its business may be connected.
- b. Enabling employees and persons associated with the Company to understand the risks associated with bribery and to encourage them to be vigilant and effectively recognise, prevent and report any wrongdoing, whether by themselves or others.
- c. Providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with.
- d. Creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption.

This Policy applies to all permanent and temporary employees of the Company (including any of its intermediaries, subsidiaries or associated companies). It also applies to any individual or corporate entity associated with the Company or who performs functions in relation to, or for and on behalf of the Company, including but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers and sponsors ('associated persons'). All employees and associated persons are expected to adhere to the principles set out in this Policy.

The Bribery Act 2010, came into force on July 2011, and established rigorous anti-bribery laws, which apply to all types and sizes of business in the UK and to reinforce the current briefing HR 001 on accepting gifts.

The Act introduced four new offences:

- 1) Bribery of another person (section 1)
- 2) Accepting a bribe (section 2)
- 3) Bribing a foreign official (section 6)
- 4) Failing to prevent bribery (section 7)

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Compliance with the Company's Policy in relation to Bribery & Corruption is paramount and if an employee fails for any reason to follow the rules set out in this document this may result in Disciplinary action being taken against the employee, which could result in dismissal.

Refer to clause 4f Disciplinary section for further details.

1a Definitions: *(please also refer to other definitions in clause 14)*

- **Offering a Bribe:** this offence means the giving, offering or promising of a bribe.
- **Accepting a Bribe:** this offence includes requesting, agreeing to receive or accepting a bribe. Please note, it is not needed for a Company or an individual to actually receive a bribe for the offence to be committed under the Act.
- **Bribing a foreign public official:** this offence refers to 'facilitation payments' to foreign officials. A 'facilitation payment' is the practice of paying a small sum of money to public officials as a way of ensuring that they perform their duty more promptly.
- **Failing to prevent a bribe being paid on an organisation's behalf:** this is the so-called 'corporate offence' and it represents key consideration for all businesses. Under this offence an organisation can be found liable if it fails to prevent persons performing services on its behalf from committing bribery.

- 1) A Company will be guilty of this offence if a person who performs services on behalf of the organisation, (the so called 'associated person' which can be an individual or an unincorporated body). Therefore, it includes employees, agents, subsidiaries and contractors, bribes another person, intending either to obtain or retain business for the Company, or to obtain and retain an advantage in the conduct of the Company's business.
- 2) The 'corporate offence' under Section 7 of the Act applies to all 'relevant commercial organisations'. The term 'relevant commercial organisations' is broad in scope and includes a wide range of entities. It covers any type of body, which is incorporated under the law of any part of the United Kingdom and, which carries on a business (whether there or elsewhere), as well as partnership, trade or profession.

The offence can be committed in the United Kingdom or overseas. If a company is found guilty of corporate bribery, both the company and its directors could be subject to criminal sanction and or fines.

1b Legal Obligations

We reiterate that it is an offence in the UK to:

- 1) offer, promise or give a financial or other advantage to another person (i.e. bribe a person), whether within the UK or abroad, with the intention of inducing or rewarding improper conduct
- 2) request, agree to receive or accept a financial or other advantage (i.e. receive a bribe) for or in relation to improper conduct
- 3) bribe a foreign public official.
- 4) You can be held personally liable for any such offence.

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- 5) It is also an offence in the UK for an employee or an associated person to bribe another person during doing business intending either to obtain or retain business, or to obtain or retain an advantage in the conduct of business, for the Company. The Company can be liable for this offence where it has failed to prevent such bribery by associated persons. As well as an unlimited fine, it could suffer substantial reputational damage.

2 SCOPE

Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside or accounts created for the purposes of facilitating the payment or receipt of a bribe.

The Company recognises that industry practices may vary from country to country or from culture to culture. What is considered unacceptable in one place may be normal or usual practice in another. Nevertheless, a strict adherence to the guidelines set out in this Policy is expected of all employees and associated persons at all times. If in doubt as to what might amount to bribery or what might constitute a breach of this Policy, refer the matter to your Line Manager or to the This policy relates to all forms of bribery and is intended to provide direction and support to employees who may identify suspected bribery and applies to all employees of TXM Plant Limited (includes TXM Rail) as a Company, regardless of position held as well as consultants, vendors, contractors and or any other parties who have a business relationship with TXM Plant Limited and all employees working for TXM Plant Limited who interface with its' customers and suppliers.

This policy covers all business activities of employees or others acting on behalf of TXM Plant Limited.

In implementing this policy, managers must ensure that all staff are treated fairly and within the provisions and spirit of TXM Plant Limited Equal Opportunities Policy. Special attention should be paid to ensuring the policy is understood where there may be barriers to understanding caused by the individuals' circumstances.

The overall aims of this policy are to:

- Improve the knowledge and understanding of everyone within TXM Plant Limited irrespective of their grade and position, about the risk of bribery within the organisation and its unacceptability.
- Assist in promoting a climate of openness and a culture and environment where staff feel able to raise concerns sensibly and responsibly.
- Set out TXM Plant Limited responsibilities in terms of the deterrence, prevention detection and investigation of bribery and corruption.
- Ensure the appropriate sanctions are considered following an investigation, which may include any of the following:
 - 1) Criminal prosecution
 - 2) Civil prosecution
 - 3) Internal/external disciplinary action (including professional/regulatory bodies).

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3 OVERVIEW

3a Elements of 'The Bribery Act 2010'

Bribery of any kind is strictly prohibited. If in doubt as to what might amount to bribery or what might constitute a breach of this Policy, refer the matter to your Line Manager or to the Assurance Director.

The Act states in Section 1, that it is an offence to give or offer a financial or other advantage to another:

- a. where the briber intends to bring about or reward the improper performance by another (whether a public official or not) of a function or activity; or
- b. where the briber knows, or believes that the acceptance of the advantage offered or given is itself an improper function of a performance or activity. Offering someone hospitality knowing or believing that the intended recipient is subject to his employer's code of conduct which forbids his acceptance of the hospitality could be bribery.

The Act states in Section 2, it is an offence to accept, request or agree to receive a financial or other advantage:

- a. where the recipient intends that a function or activity should be performed improperly; or
- b. where the request, agreement or acceptance itself constitutes the improper performance by the recipient of a function or activity.

Section 6 of the Act states it is an offence to bribe a foreign public official to retain or obtain business. A 'foreign public official' is an official who holds an official position in a territory outside the UK, including any official of a public international organisation.

Where a person bribes another under Section 1 or 6, a 'commercial organisation' may be found guilty for failure to prevent bribery by an 'Associated Person'.

- a. TXM Plant Limited is a commercial organisation
- b. An Associated Person is someone who performs services for, or on behalf of a commercial organisation. This can include for example, employees, agents, consultants, subcontractors, business advisors, and business partners.
- c. A commercial organisation only has one defence, that is, to have in place 'adequate procedures' to prevent bribery.
- d. 'Adequate Procedures' are procedures reasonable and proportionate to combat the risk of bribery.
- e. A commercial organisation may be found guilty wherever Section 1 or 6 is committed.

Where an offence under Section 1, 2 or 6 is committed by a company with the consent of a 'Senior Officer', that Senior Officer is guilty of an offence under Section 14. Senior officer may include Director, Manager or similar officer.

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Penalties can be as follows:

- a. Unlimited fine, exclusion from public procurement, and lasting reputational damage for companies.
- b. Unlimited fine and up to 10 years' imprisonment for individuals.
- c. Unlimited fine, up to 10 years' imprisonment, and up to 15 years of disqualification for Directors.

4 PROCEDURE

4a Guidance

- 1) The expectation is that all staff of TXM Plant Limited will conduct themselves with integrity, impartiality and honesty always. Staff should maintain high standards of propriety and professionalism. This includes avoiding laying themselves open to suspicion of dishonesty and not putting themselves in a position of conflict between their official duty and private interest. Staff should be aware that gifts and hospitality, offered by contractors, suppliers, service providers and others, might place an employee in a vulnerable position. Even when offered, and accepted, in innocence, others may misconstrue the intention behind such gifts.
- 2) Some members of staff necessarily spend time with other organisations, where it is normal business practice or social convention to offer gifts, hospitality or awards for example; the commercial team. Offers of this kind can place staff in a difficult position: to refuse may cause misunderstanding or offence; however, to accept may give rise to questions of impropriety or conflict of interest. The conduct of an individual should not create suspicion of any conflict of interest between official duty and private interest.
- 3) The action of individuals acting in an official capacity should not give the impression to any member of the public, to any organisation with whom they deal or to their colleagues, that they have been, or may have been, influenced by a benefit to show favour or disfavour to any person or organisation.

4b Gifts

- 1) Staff should not accept any gift, reward or hospitality from any organisation or individual with whom they have contact during their work as an inducement for either doing something or not doing something in their official capacity. Any form of bribery is prohibited.
- 2) It is important to take particular care about any gift from a person or organisation that has, or is hoping to have, a contract with TXM Plant Limited.
- 3) Individuals may accept modest gifts without reference to Line Managers, as refusal could cause offence. However, it is prudent to decline more substantial or expensive offerings. The recipient of unsolicited gifts of a substantial nature from contractors should return them with a polite explanation that the TXM Plant's rules do not allow

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their acceptance. It is accepted that refusal of a gift may sometimes cause offence. If a member of staff has any doubts about whether to refuse an offer of a gift, it is important to consult the line manager, who in turn should discuss the matter with the HR Department who will seek further guidance if required.

- 4) In certain circumstances, there may be a case made for acceptance of the gift by the individual on behalf of TXM Plant. The HR Department will confirm if this is acceptable or whether the gift should be refused.

4c Accepting Gifts - 'Ethical Procurement'

Compliance Function: Contact Richard Romaszko, Assurance Director,
richard.romaszko@txmplant.co.uk, mobile number 07917 552 088

4d Hospitality

- This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties. It is acceptable for a member of staff to sometimes receive conventional hospitality. This may also include a member of staff attending, in an official capacity, a social event organised by another body for promotional or influential purposes.
- It may be necessary to decline offers of hospitality exceeding the norm of conventional hospitality. The following forms of hospitality should be avoided:
 - 1) *Inducements that could lead to a contractual position between TXM Plant and a supplier, contractor or consultant*
 - 2) *Substantial offers of social functions, travel or accommodation*
 - 3) *Repeated acceptance of meals, tickets and invitations to sporting, cultural or social events, particularly from the same source.*

4e Presenting Gifts and/or Providing Hospitality

As part of your role, there will be circumstances where it is appropriate to provide gifts or hospitality. Where this is deemed necessary, prior approval should be obtained from the Business Development Director to ensure it is part of the marketing strategy and is deemed ethical. Further guidance can be obtained from the HR Department.

4f Disciplinary Action

It is a **disciplinary offence** for a member of staff to accept any benefit as an inducement or reward that leads them in an official capacity to:

- 1) *Take any action, or not to take action; or*
- 2) *Show favour, or disfavour, to anyone.*

A breach of any of the provisions of this Policy will constitute a disciplinary offence and will be dealt with in accordance with the Company's disciplinary procedure. Depending on the

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gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal.

As far as associated persons are concerned, a breach of this Policy could lead to the suspension or termination of any relevant contract, sub-contract or other agreement.

5 REFERENCES

- a. The Bribery Act 2010
- b. Employee Handbook

6 HUMAN RESOURCES

- a. Human Resources will liaise closely with Managers and where an employee is suspected of being involved in bribery or corruption in accordance with agreed liaison protocols.
- b. HR is responsible for ensuring the appropriate use of the organisation's Disciplinary policy.
- c. The HR department shall advise those involved in the investigation in matters of employment law and in other procedural matters, such as disciplinary and grievance procedures as requested.
- d. Close Liaison between Managers and HR will be essential to ensure that any parallel sanctions for example, criminal, civil and disciplinary are applied effectively and in a coordinated manner.
- e. New starters will have an independent obligation to both prevent any corruption in the Company and to not be engaged in bribery as defined in this policy and to comply with all relevant company policies and procedures.
- f. Where a whistle-blower offers information to the Company potentially relating to bribery and or corruption the Company Whistle-blower Policy will apply in protecting the individual whistle-blower.

6a Responsibilities and Reporting Procedure

- 1) It is the contractual duty and responsibility of all employees and associated persons to take whatever reasonable steps are necessary to ensure compliance with this Policy and to prevent, detect and report any suspected bribery or corruption in accordance with the procedure set out in the Company's Disclosures in the Public Interest Policy.
- 2) You must immediately disclose to the Company any knowledge or suspicion you may have that you, or any other employee or associated person, has plans to offer, promise or give a bribe or to request, agree to receive or accept a bribe in connection with the business of the Company. For the avoidance of doubt, this includes reporting your own wrongdoing.

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- 3) The duty to prevent, detect and report any incident of bribery and any potential risks rests not only with the directors of the Company but equally to all employees and associated persons.
- 4) The Company encourages all employees and associated persons to be vigilant and to report any unlawful conduct, suspicions or concerns promptly and without undue delay so that investigation may proceed and any action can be taken expeditiously. In the event that you wish to report an instance or suspected instance of bribery, you should follow the steps set out in the Company's Disclosures in the Public Interest Policy.
- 5) Confidentiality will be maintained during the investigation to the extent that this is practical and appropriate in the circumstances. The Company is committed to taking appropriate action against bribery and corruption. This could include either reporting the matter to an appropriate external government department, regulatory agency or the police and/or taking internal disciplinary action against relevant employees and/or terminating contracts with associated persons.
- 6) The Company will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. It is also committed to ensuring nobody 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 corruption offence has taken place or may take place in the future.

6b Record keeping

All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off the record" to facilitate or conceal improper payments.

7 INFORMATION MANAGEMENT AND TECHNOLOGY

The Head of Information Management and Technology or equivalent will contact the Assurance Director and or the Managing Director immediately in all cases where there is a suspicion that IT is being used for bribery purposes. This includes inappropriate internet/intranet, e-mail, and telephone use. HR will also be informed if there is a suspicion that an employee is involved

8 PROCUREMENT

- a. Procurement practices will be conducted in a fair and transparent manner; and contractors or suppliers known or reasonably suspected to be paying bribes will not be dealt with. Prior to any engagement with contractors and suppliers TXM Plant Limited will undertake a properly documented due diligence. Unless prospective contractors and suppliers have an effective anti-bribery program in place, TXM Plant Limited will contractually require them to comply with the Anti-Bribery Policy.

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- b. Agreements with contractors and suppliers shall, always, provide for the necessary contractual mechanisms to enforce compliance with the anti-bribery arrangements.
- c. TXM Plant Limited will monitor performance and in cases of non-compliance will require correction of deficiencies, sanctions may be applied, or eventually agreements terminated.
- d. Individuals be they employees, agency staff, contractors or suppliers or that have a working partnership with TXM Plant Limited must not communicate with any member of the press, media or another third party about a suspected act of bribery as this may damage the investigation and any subsequent actions to be taken. Anyone wishing to raise such issues should contact their Line Manager, Managing Director, Assurance Director or HR Director.

9 MONITORING COMPLIANCE

The Company's Assurance Director together with the HR Director has lead responsibility for ensuring compliance with this Policy and will review its contents on a regular basis. They will be responsible for monitoring its effectiveness and will provide regular reports in this regard to the directors of the Company who have overall responsibility for ensuring this Policy complies with the Company's legal and ethical obligations.

10 TRAINING

The Company will provide on request training to employees to help them understand their duties and responsibilities under this Policy. The Company's zero tolerance approach to bribery will also be communicated to all business partners at the outset of the business relationship with them and as appropriate thereafter.

11 PROTECTION

Employees who refuse to take part in bribery or corruption, or report in good faith under this policy their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future will be protected from detrimental treatment/retaliation. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

12 GOVERNANCE

The 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.

All Function Heads have primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given on request adequate and regular training on it. This training shall also be given to any employee within TXM Plant Limited on request.

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13 RED FLAGS

The following is a list of possible red flags that may arise during the course of your work 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.

If you encounter any of these red flags while working for us, you must report them promptly to the Assurance Director and HR Director.

- a. you become aware that a Third Party engages in, or has been accused of engaging in, improper business practices;
- b. if the Third-Party refuses to divulge adequate information during due diligence procedure;
- c. 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 Public Officials;
- d. 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;
- e. 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;
- f. a Third-Party request that payment is made to a country or geographic location different from where the Third Party resides or conducts business;
- g. a Third Party requests an unexpected additional fee or commission to 'facilitate' a service;
- h. a Third Party demands lavish Gifts, Invitations or Hospitality before commencing or continuing contractual negotiations or provision of services;
- i. a Third-Party request that a payment is made to 'overlook' potential legal violations;
- j. a Third-Party requests that you provide employment or some other advantage to a friend or relative;
- k. a Third-Party request that you make a political contribution or donation to the party or charity of their choice before agreeing to undertake a business relationship with the Company
- l. you receive an invoice from a Third Party that appears to be non-standard or customised;
- m. a Third-Party refuses to put terms agreed in writing;
- n. you notice that TXM Plant Limited, have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- o. 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 Parties.

14 DEFINITIONS

"Agent": Any individual acting as an agent, paid by the Company, acting on the Company's behalf in negotiating with Third Parties.

"Bribery" / "Corruption": Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties.

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“Company”: All subsidiaries and affiliated companies.

“Conflict of Interest”: Occurs when an individual or organisation is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.

“Donation”: A Donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for, which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organisations that serve business interests are not necessarily considered Donations.

“Employee”: For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term, zero hours, Hudson or temporary), consultants, contractors, trainees, apprentices, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or joint ventures or their employees, wherever they are located.

“Facilitation Payments”: A form of Bribery in, which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low income Public Officials in exchange for providing services to, which one is legally entitled without such payments.

“Gifts, Invitations & Hospitality”: Invitations given or received to social functions, sporting events, meals and entertainment, gifts or customary tokens of appreciation.

“Intermediary”: Includes but is not limited to Agents, distributors, consultants, sales representatives, implementation partners, sales partners.

“Kickback”: A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.

“Public Official”: Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.

“Sponsorship”: Sponsorship is about partnering with external organisations to deliver mutual benefits through an exchange of monies, products, services, content or other intellectual property.

“Third Party”: Any individual or organisation you come into contact with during the course of your work for us. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

TXM Plant Limited, The Grange, Harnett Drive Wolverton Mill, Milton Keynes, MK12 5NE Tel: 01908 443000 <u>Company number: 07846971</u> <u>VAT Number: GB 143 7800 18</u>		Policy/Procedure	IT/POL/040
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15 VARIATIONS TO POLICY

This policy document will be reviewed annually by the Company and will be amended against any legislation as required.

16 USEFUL LINKS

The Bribery Act
[Bribery Act 2010](#)

Bribery Act final guidance
<http://www.cipfanetworks.net/fileupload/upload/briberyact2010guidance142011261754.pdf>