



# EMIS Group Plc Anti-Bribery and Corruption Policy

# Anti-Bribery and Corruption Policy

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# Anti-Bribery and Corruption Policy

## 1 POLICY STATEMENT

- 1.1 It is our policy 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.
- 1.2 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, in respect of our conduct both at home and abroad.
- 1.3 The purpose of this policy is to:
  - a. set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
  - b. provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if EMIS Group was found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts (including NHS contracts) and face irreparable damage to our reputation. We therefore take our legal responsibilities very seriously.
- 1.5 As part of our ongoing management processes to identify and manage the principal risks to our business, including the achievement and maintenance of ISO certifications in parts of the business, certain bribery and corruption risks have been identified. We have identified that the following risks are relevant across much of our business:
  - a. Staff members accepting a bribe or other benefits during normal business transactions to ensure guaranteed business or preferential treatment for our customers, partners, suppliers, joint venturers or contractors, enticement to carry out work outside the staff member's remit or priorities higher than normal procedures would dictate.
  - b. Staff members offering a bribe, benefits or favourable terms within a contract, to customers, partners, suppliers, joint venturers, contractors or any third party, to ensure guaranteed repeat business or assurance of a successful bid/tender or to receive preferential treatment.
  - c. Joint venture representatives accepting a bribe or benefits during normal business transactions to ensure guaranteed business or preferential treatment for customers, partners, suppliers, joint venturers or contractors, enticement to carry out work outside the representative's remit or priorities higher than normal procedures would dictate.
  - d. Joint venture representatives offering a bribe, benefits or favourable terms within a contract, to customers, partners, suppliers, joint venturers, contractors or any third party to ensure guaranteed repeat business or assurance of a successful bid/tender or to receive preferential treatment.
  - e. Joint venture representatives, customers, suppliers, partners, contractors not being aware of our policies.
  - f. Transactions taking place in higher risk international locations.

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To address the above risks:

- all existing partners, suppliers and contractors were contacted via letter prior to the Act coming into force and all relevant customer, partner, supplier and contractor contracts were updated with a Bribery Act clause. Our standard contract terms and conditions were amended accordingly;
- with respect to staff members, along with the production of this policy, and prior to the Act coming into force, all staff contracts were amended and a letter of explanation provided to each staff member;
- training materials were first produced prior to the Act coming into force, including a Powerpoint presentation (PPI049). In 2016, an online anti-bribery training course was sourced and all existing and new employees in UK and international jurisdictions are expected to complete this. Training records are maintained;
- the Staff Handbook was updated and the staff induction process was amended accordingly. Related records are maintained;
- in relation to joint venture representatives, the obligations of the Bribery Act were raised at board level, training was offered and a monthly report was to be given by our liaison with the joint venture. Investment in JVs is now minimal, the ongoing situation with JVs will be monitored in the future.

1.6 Third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## 2 WHO IS COVERED BY THE POLICY?

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, joint venturers, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as **workers** in this policy).

## 3 WHAT IS BRIBERY?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage, examples of bribery are shown below:

### Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer. **Note:** the perception of bribery can be almost as damaging as actual bribery, even without an overt request for others to do business with us there could be a perception that any such offer is made with dishonest intentions and great care should be exercised in sensitive commercial periods, such as during tenders.

### Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

### Bribing a foreign official

You arrange for the business to make an additional payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence. Payment of any such facilitation payments is not permitted.

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## 4 Gifts and Hospitality

- 4.1 This policy does not prohibit normal and appropriate hospitality (given or received) to or from third parties. However, extreme care should still be exercised because contractual arrangements or third party guidelines may prohibit (e.g. GPSoC Framework Agreement) or limit (e.g. NHS staff guidelines) the ability to give or receive hospitality or other gifts.
- 4.2 The giving or receiving of gifts is not completely prohibited, if **all** the following requirements are met:
- a. 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;
  - b. it complies with local law;
  - c. it is given in our name, not in your name;
  - d. it does not include cash or a cash equivalent (such as gift certificates or vouchers);
  - e. it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
  - f. taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
  - g. it is given openly and transparently, not secretly; and
  - h. gifts should **never** be offered to, or accepted from, government officials or representatives (including health service and defence workers, and politicians or their parties) without the prior written approval of the Company Secretary.
- 4.3 We appreciate that the practice of giving business gifts varies between countries, regions and cultures and what may be normal and acceptable in one place may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. Another good test is to consider the consequences should details of the gift be published in a media forum such as a newspaper, web site or on TV. The intention behind the gift should always be considered and the transaction must be completely transparent and not concealed in any way.

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## 5 What Is Not Acceptable?

It is **not** acceptable for you (or someone acting on your behalf) to:

- a. 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;
- b. 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;
- c. 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;
- d. 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;
- e. threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this or any other policy;
- f. give, promise to give, or offer, a payment, gift or hospitality to anyone which is not proportionate or would be in breach of the recipient's own obligations (e.g. where a government official is subject to a policy preventing the receipt of any payment, gift or hospitality at all); or
- g. engage in any activity that might lead to a breach of this policy or contract or third party guidelines.

## 6 Facilitation Payments and Kickbacks

- 6.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions.
- 6.2 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 that details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Company Secretary or Group Internal Audit Manager, or use the Group Whistleblowing Policy (IP078) and associated reporting line to report wrongdoing.
- 6.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

## 7 Donations

Under no circumstances do we make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation of any kind should be offered or made without the prior written approval of the Company Secretary.

## 8 Your Responsibilities

- 8.1 You must ensure that you read, understand and comply with this policy.
- 8.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 8.3 You must notify the Company Secretary or Group Internal Audit Manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in the Schedule at the end of this policy.
- 8.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We also reserve our right to terminate our contractual relationship with other workers if they breach this policy.

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## 9 Record Keeping

- 9.1 We must keep financial records and have appropriate internal controls in place, which will evidence the business reason for making payments to third parties.
- 9.2 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.
- 9.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Group Expenses Policy and specifically record the reason for the expenditure.
- 9.4 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 should be kept "off-book" to facilitate or conceal improper payments.

## 10 How To Raise A Concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage using the Group Whistleblowing Policy (IP078) and the associated confidential reporting line. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these can be raised with the Company Secretary or Group Internal Audit Manager in confidence.

## 11 What To Do If You Are A Victim Of Bribery Or Corruption

It is important that you tell the Company Secretary or Group Internal Audit Manager, or use the Whistleblowing Policy, as soon as possible if you are offered a bribe by a third party, 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.

## 12 Protection

- 12.1 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 encourage openness and will support anyone who raises genuine concerns in good faith under the Whistleblowing Policy, even if they turn out to be mistaken.
- 12.2 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 Company Secretary or Group Internal Audit Manager immediately. Your rights and reporting options are explained more thoroughly in the Whistleblowing Policy (IP078).

## 13 Training and Communication

- 13.1 Training on this policy and others in the governance framework forms part of the induction process for all new workers. All existing employees will receive occasional refresher training and relevant information on how to implement and adhere to this policy will be available on the Group's intranet site.
- 13.2 Our **zero-tolerance** approach to bribery and corruption must be communicated to all suppliers, joint venturers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

## 14 Who Is Responsible For The Policy?

- 14.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those who we can influence comply with it.
- 14.2 The Company Secretary has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular awareness training.

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## **15 Monitoring and Review**

- 15.1 The Company Secretary will monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to audit reviews to provide assurance that they are effective in countering bribery and corruption.
- 15.2 All workers are responsible for the success of this policy and should ensure they use it and the Whistleblowing Policy to disclose any suspected wrongdoing.
- 15.3 Employees 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 Company Secretary or Group Internal Audit Manager.
- 15.4 This policy does not form part of any employee's contract of employment and it may be amended at any time.

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## **SCHEDULE – Potential Risk Scenarios and “Red Flags”**

The following is a list of possible red flags that may arise during the course of your work and which may raise concerns of possible fraud, bribery or corruption. 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 Company Secretary or Group Internal Audit Manager, or use 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 has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with government officials;
- 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 government 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 unexpected 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. a third party requests that you provide employment or some other advantage to a friend or relative;
- j. you receive an invoice from a third party that appears to be non-standard or customised;
- k. a third party insists on the use of side letters or refuses to put agreed terms in writing;
- l. you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m. 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;
- n. you are offered an unusually generous gift or offered lavish hospitality by a third party;
- o. you are conducting or are seeking to conduct business in a jurisdiction with a higher risk of corruption (check Transparency International's website for corruption index that ranks countries by corruption risk).

## **Associated documentation**

IP078 Group Whistleblowing Policy

PPI049 Bribery Act 2010 Training Presentation

EXT006 Full Reproduction of the Bribery Act 2010