



# Global Anti-bribery and Corruption Policy



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## Revision History

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1	29/09/2020	Jelena Balkunaite-Cyba	Document Creation
2	22/01/2024	Debs Danbury	Policy revision as part of ESG plan and document reference updated

## Distribution

Name	Title
All employees and contracted stakeholders	All Employees, Contractors, sub contractors, apprentices, non-exec members, volunteers and other 3rd party individuals contracted to Zenitech
Customers, clients, suppliers and service providers	All Customer, clients, suppliers and service providers of/to any Zenitech Group Company
Zenitech Website	External parties to Zenitech

## Approval

Name	Position	Email Approval Date
Matthew Long	Chief Finance Officer	09/02/2024

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## Table of Contents

Introduction and purpose	3
Responsibilities	3
Bribery Act 2020	3
What is prohibited	4
Charitable and political donations	7
Risk management	8
Reporting suspected bribery or corruption	8
Action we will take	8
Review of procedures and training	9
Monitoring	10

## Introduction and purpose

Zenitech is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and our other operating locations. This policy outlines our position on preventing and prohibiting bribery.

We take a zero-tolerance approach to any form of bribery by, or of, our employees, workers, officers, temporary workers, consultants, contractors or agents (associated persons) acting for, or on behalf of Zenitech within the UK and overseas.

This policy covers:

- the main areas of liability under the Bribery Act 2010;
- your responsibilities acting for, or on behalf of, Zenitech; and
- the consequences of any breaches of this policy.

## Responsibilities

Our senior management team is committed to implementing effective measures to prevent, monitor and eliminate bribery.

This policy applies to every person engaged in any type of contractual relationship with us. Individually, you are responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual or criminal matter for the person concerned and may cause serious damage to our reputation.

We may also face criminal liability for unlawful actions taken by you under the Bribery Act 2010. You are, therefore, required to familiarise yourselves and comply with this policy, including any future updates that may be issued from time to time.

## Bribery Act 2010

We are committed to complying with the Bribery Act 2010 in all our business activities, regardless of location.

A bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance or activity; or
- knowledge or belief that accepting such a reward would constitute improper performance or activity.

This includes any business or other activities performed in the course of your employment, or on behalf of another organisation or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed if:

- an employee or associated person acting for, or on behalf of, our organisation offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, our organisation offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of their duties (where local law does not permit or require such influence); and
- our organisation does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

## What is prohibited

You are prohibited from offering, promising, giving, soliciting or accepting any bribe on behalf of Zenitech. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or organisation, regardless of whether the employee or associated person is situated in the UK or overseas.

The bribe might be made to ensure that a person or organisation improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain a:

- commercial, contractual or regulatory advantage for our organisation in either obtaining or maintaining organisation business, or
- personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

## Records

You are required to take particular care to ensure that all records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

We require accurate, detailed and up-to-date records to be kept of all corporate hospitality, entertainment or gifts accepted or offered.

## Working overseas

When conducting business on behalf of Zenitech outside the UK, you may be at greater risk of being exposed to bribery or unethical business conduct. You owe a duty to Zenitech to be extra vigilant when conducting international business.

You are required to cooperate with our risk management procedures and to report suspicions of bribery to our Chief Financial Officer.

While any suspicious circumstances should be reported, you are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees;
- a history of corruption in the country in which the business is being undertaken;
- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

If you are in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to your regional Finance Manager or Director.

## Facilitation payments

You are prohibited from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process.

Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and our organisation, even where such payments are made or requested overseas. You are required to act with greater vigilance when dealing with government procedures overseas.

Where a public official has requested a payment, you should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to the Chief Financial Officer.

If the public official provides written details, the Chief Financial Officer will consider the nature of the payment. Local legal advice may be sought.

If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, our organisation will authorise you to make the payment.

Where the Chief Finance Officer considers that the request is for a facilitation payment, you will be instructed to refuse to make the payment and notify the public official that you are required to report the matter to our organisation and the UK embassy.

We will seek the assistance of the relevant employee in any subsequent investigation and may determine that the matter should be referred to the prosecution authorities.

If you are concerned about reporting a request for payment, you can do this anonymously in accordance with our [Employee Concern Policy](#).

## **Corporate entertainment, hospitality and gifts**

We permit corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of our organisation; or
- to present our products/services effectively;

provided that it is:

- arranged in good faith; and
- not offered, promised or accepted to secure an advantage for our organisation or any of its employees or associated persons or to influence the impartiality of the recipient.

We will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

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This principle applies to employees and associated persons, whether based in the UK or overseas.

You should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates in accordance with our Expenses Policy.

You are required to set out in writing:

- the objective of the proposed client entertainment or expenditure;
- the identity of those who will be attending;
- the organisation that they represent; and
- details and rationale of the proposed activity.

We will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. We will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example prior to a tendering exercise).

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to the Chief Financial Officer. In certain circumstances, it may not be appropriate to retain such gifts and you may be asked to return the gifts to the sender or refuse the entertainment, for example where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained.

If you wish to provide gifts to suppliers, clients or other business contacts, prior written approval from the Chief Financial Officer is required, together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in limited circumstances and will be subject to a cap of £50.00 per recipient.

You must supply records and receipts, in accordance with our Expenses Policy.

## **Charitable and political donations**

Zenitech does not make donations to any political parties. You are not permitted to make any political donations to organisations on our behalf.

We do consider that charitable giving can form part of our wider commitment and responsibility to the community, and from time to time, we will support charities that are selected in accordance with our values and ethics.

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## Risk management

We have established risk management procedures to prevent, detect and prohibit bribery. We will conduct risk assessments for our key business activities on a regular basis and, where relevant, will identify employees or officers of our organisation who are in positions where they may be exposed to bribery.

Where we identify high-risk areas, for example projects undertaken in high-risk countries, tenders for work and those working on high-value projects, we may require those working in such areas to complete a bribery risk assessment form.

Where this is necessary, we will:

- regularly monitor "at risk" employees and associated persons;
- regularly communicate with "at risk" employees and associated persons;
- undertake due diligence of third parties and associated persons; and
- communicate our zero-tolerance approach to bribery to third parties, including actual and prospective customers, suppliers and all other partners.

## Reporting suspected bribery or corruption

Zenitech depends on you to ensure that the highest standards of ethical conduct are maintained in all its business dealings. You are requested to assist our organisation and to remain vigilant in preventing, detecting and reporting bribery.

We encourage you to report any concerns that they may have to your line manager, or the People Team, as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that others associated with Zenitech may be being bribed themselves, or may be bribing third parties, such as clients or government officials.

You may either report your concerns directly to your line manager, or a member of the People Team, or if you would prefer to remain anonymous, you can report any such concerns through our [Employee Concern Policy](#).

## Action we will take

We will fully investigate any instances of alleged or suspected bribery thoroughly and promptly in the strictest confidence. You may be required to assist with any investigation.

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Anyone who reports an instance of bribery in good faith will be supported. We will ensure that you are not subjected to detrimental treatment as a consequence of your report. Any instances of detrimental treatment by a fellow employee because you have made a report will be treated as a disciplinary offence. Any instruction to cover up wrongdoing is itself a disciplinary offence.

If you are told not to raise or pursue any concern, even by a person in authority such as a manager, you should not agree to remain silent. They should report the matter to the Chief People Officer.

When you report suspected instances of bribery, we will process any personal data collected in accordance with our data protection policy. Data collected from the point at which you make the report is held securely and accessed by, and disclosed to, individuals only for the purposes of dealing with the report of bribery.

Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. We may invoke our disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. We may terminate the contracts of any associated persons, including customers, suppliers, consultants or other workers who act for, or on behalf of, our organisation where we have found this policy to have been breached.

We may also report any matter to the relevant authorities, including the Serious Fraud Office and the police. We will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

## **Review of procedures and training**

We will regularly communicate these anti-bribery measures to our employees and associated persons. We will set up training sessions where applicable. The Global Head of People Operations is responsible for the implementation of this policy.

The Chief Financial Officer will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

Employees and those working for, or on behalf of, our organisation are encouraged to contact the Global Head of People Operations with any suggestions, comments or feedback that they may have on how these procedures may be improved.

## Monitoring

The policy will be monitored on a regular basis, and may be amended as necessary from time to time. It does not form part of your contract of employment and we reserve the right to amend or withdraw it at any time.