

BEST ANTI-BRIBERY POLICY



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| DATE APPROVED: | 13 th November 2019 |
| APPROVED BY: | BEST Finance Committee |
| NEXT REVIEW DATE: | May 2022 |

INTRODUCTION

BEST employs responsible and fair business practices and is committed to promoting and maintaining the highest level of ethical standards in relation to all of its business activities. BEST has a zero tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all of its business dealings and relationships and implementing and enforcing effective systems to counter bribery.

The 2010 UK Bribery Act says:

- *A person is guilty of bribing where the person offers, promises or gives a financial or other advantage to another person, intends the advantage (i) to induce a person to perform improperly a relevant function or activity, or (ii) to reward a person for the improper performance of such a function or activity.*
- *A person is guilty of being bribed if the person requests, agrees to receive or accepts a financial or other advantage intending that, in consequence, a relevant function or activity should be performed improperly.*

Bribery is illegal. It is the offering, giving, receiving, or soliciting of any item of value or an advantage to another person to induce that person to improperly perform a relevant function or activity, or to reward them for improper performance.

'Improper performance' is a breach of a person's proper role or function. It may involve actions, such as an award of a contract or permit, or it may simply involve inaction, i.e. someone turning a blind eye to something they are supposed to do.

Inducements can take the form of gifts, loans, fees, rewards or other advantages (taxes, services, donations, etc.).

One exception is if the payment is genuinely owing to extortion or duress that threatens an individual's personal safety. Such a payment is unlikely to be deemed as bribery.

PURPOSE AND SCOPE OF POLICY

This Policy sets out BEST's position on bribery and corruption and provides guidelines aimed at:

- ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK but in any other country within which BEST may carry out its business or in relation to which its business may be connected.
- enabling employees and persons associated with BEST 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.
- providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with.
- creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption.

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This policy applies to all permanent and temporary employees of BEST. It also applies to any individual or corporate entity associated with BEST or who performs functions in relation to, or for and on behalf of BEST, including, but not limited to, directors, governors, 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.

LEGAL OBLIGATIONS

The UK legislation on which this Policy is based is the Bribery Act 2010 and it applies to the BEST’s conduct both in the UK and abroad.

It is an offence in the UK to:

- 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.
- request, agree to receive or accept a financial or other advantage (i.e. receive a bribe) for or in relation to improper conduct.
- bribe a foreign public official.

You can be held personally liable for any such offence. Directors and senior managers are also personally liable if they ‘consent or connive’ in bribery – i.e. they know it is happening or turn a blind eye. Companies can be liable if an ‘associated person’ pays a bribe, even if the company did not know or approve of the bribe-paying. The penalty is up to ten years’ imprisonment and unlimited fines.

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

In the UK the anti-bribery legislation applies extra-territorially, i.e. outside the home country. For instance, a UK company can be prosecuted by the UK authorities for paying bribes anywhere in the world. Similarly, a foreign company carrying out business in the UK can be prosecuted by the UK authorities for bribes paid anywhere in the world.

POLICY STATEMENT

All employees and associated persons are required to:

- comply with any anti-bribery and anti-corruption legislation that applies in any jurisdiction in any part of the world in which they might be expected to conduct business.
- act honestly, responsibly and with integrity.
- safeguard and uphold BEST’s values by operating in an ethical, professional and lawful manner at all times.

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.

BEST 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.

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In summary, it is not acceptable to 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, or to accept a payment, gift or hospitality from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

Any payment or gift to a public official or other person to secure or accelerate the prompt or proper performance of a routine government procedure or process, otherwise known as a “facilitation payment”, is also strictly prohibited. Facilitation payments are not commonly paid in the UK but they are common in some other jurisdictions.

HOW BRIBES ARE PAID

Bribery can be payment of money, a holiday disguised as a business trip, gifts, hospitality, travel, a payment to an intermediary. The method of payment might be concealed, such as false invoices, consultants’ fees or payment through a third party or agent.

Gifts

Bribes can often be disguised as gifts. You can go through a series of tests to identify whether giving or receiving a gift is potentially a bribe:

- Made for the right reason: it should be given clearly as an act of appreciation.
- No obligation: the gift does not place the recipient under any obligation.
- No expectations: expectations are not created in the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction.
- Made openly: if made secretly and undocumented then the purpose will be open to question.
- Accords with stakeholder perception: the transaction would not be viewed unfavourably by stakeholders if it were made known to them.
- Reasonable value: the size of the gift is small and accords with general business practice.
- Appropriate: the nature of the gift is appropriate to the relationship and accords with general business practice and does not include cash or a cash equivalent (such as gift vouchers).
- Legality: it is compliant with relevant laws.
- Conforms to the recipient’s rules: the gift meets the rules or code of conduct of the recipient’s organisation.
- Infrequent: the giving or receiving of is not a frequent happening between the giver and the recipient.
- Reported: the gift should be approved in advance by senior management/director and be recorded.
- Documented: the expense is fully documented including purpose and approvals given and properly recorded in the books.

Bribes via agents

If a company pays a commission or fee to an agent this may create the opportunity for the agent to pay a bribe to the decision maker on a contract, with or without the company’s knowledge.

Bribery through agents is common. A company can be prosecuted even if the bribe was paid by an agent instead of its own officer and even if the company itself had no knowledge the agent was offering the bribe.

Conducting due diligence on agents

Due diligence is required at the start of the relationship and then continued on a regular basis.

Before appointment look out for basic red flags, checking whether the agent:

- has faced allegations, investigations or prosecutions for involvement in corruption.

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- has personal links with government officials.
- has been recommended by a government official.
- employs apparently unqualified staff or advisers.
- is resistant to formal written agreements.
- refuses to allow examination of books and records.
- has requested payments to be made in unusual ways, e.g. split invoices or via tax havens.
- appears able to bypass legal or bureaucratic hurdles more easily than others.
- operates within a market or segment of the market in which business practices are prone to corruption.
- has been winning orders with uncompetitive products or services.

Enhanced or additional due diligence agents

Enhanced or additional due diligence may be required at any time that the circumstances change or there is a suspicion of bribery.

This might involve checking whether the agent still:

- has adequate anti-bribery policies and procedures.
- has requisite skills and resources.
- is a recognised consultancy or part of a company and not a sole operator
- charges fee levels or commissions that are in line with the market norm.
- has the necessary expertise or track record in the products and market.
- has a reputation for probity within the local market and with other clients.

Hospitality or travel expenses

The company pays for the decision maker on a contract, perhaps with his or her family, to go on a lavish holiday described as a training course or pre-school trip visit. Or the company may entertain a customer frequently and excessively.

Charitable donation

A company contributes to the building of a school, which is hailed as a charitable act, but part of the funds are channelled to the decision maker.

Nepotism or cronyism

The company hires a relative or friend of the decision maker in return for receiving a favour.

Bribes given to facilitate or speed up the performance of legitimate actions

Small payments are made to speed up planning permissions, utility connections, provision of security, release of goods from customs, obtaining visas etc. The amounts, called facilitation payments, may be small but are considered corrupting public services and are illegal in the UK.

RESPONSIBILITIES AND REPORTING PROCEDURE

The duty to prevent, detect and report any incident of bribery and any potential risks rests not only with the directors but equally with all employees and associated persons. You must immediately disclose to senior management/directors 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 BEST. For the avoidance of doubt, this includes reporting your own wrongdoing. If you have paid or received a bribe, or know someone else has, of any size, you **MUST** report it to your manager.

Confidentiality will be maintained during any investigation to the extent that this is practical and appropriate in the circumstances. 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.

BEST 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

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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.

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.

SANCTIONS FOR BREACH

A breach of any of the provisions of this policy will constitute a disciplinary offence and will be dealt with in accordance with BEST’s disciplinary procedure. Depending on the 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.

MONITORING COMPLIANCE

BEST Audit and Finance Committee has responsibility for ensuring compliance with this policy and will review its contents on a regular basis.