

Anti Bribery Policy and Procedure

Policy Reference: HR/016

Human Resources

1. Policy Statement

Pomeroy ("the Company") is committed to the practice of responsible corporate behaviour and to complying with all laws, regulations and other requirements which govern the conduct of our operations.

In support of its commitment to maintaining the highest possible standards of business practice **Pomeroy's stance on bribery is one of 'zero-tolerance'**. Bribery is illegal and as such has no place in our organisation.

The Company is fully committed to instilling a strong anti-corruption culture and is fully committed to compliance with all anti-bribery and anti-corruption legislation including, but not limited to, the Bribery Act 2010 ("the Act") and ensures that no bribes or other corrupt payments, inducements or similar are made, offered, sought or obtained by us or anyone working on our behalf.

This Policy applies to all employees, agents, contractors, subcontractors, consultants, business partners and any other parties (including individuals, partnerships and corporate bodies) associated with the Company or any of its subsidiaries.

2. Policy

The Bribery Act came into force on 1 July 2011 and covers corruption "after the event" and any failure by organisations to prevent bribery. Its' scope is wide and **any** employee as well as the organisation can be convicted under the act.

2.1 Offence

2.1.1 Bribing another person – a person is guilty of an offence where:

- they offer, promise or give a financial or other advantage to another person **and**
- they intend the advantage to induce a person to improperly perform a relevant function or activity **or**
- to reward a person for the improper performance of such a function or activity.

2.1.2 Being bribed – a person is guilty of an offence where:

- they request, agree to receive or accept a financial or other advantage with the intention to perform improperly his or her duties

Anti Bribery Policy and Procedure

Policy Reference: HR/016

Human Resources

- They request or accept a bribe – this in itself constitutes improper performance regardless of whether there is an improper performance of duty.
- They receive a reward for the improper performance of their duties
- They perform their duties in anticipation of a reward

2.1.3 Bribery of Foreign Public Officials – a person is guilty of an offence where:

- They intend to influence the FPO in their capacity as a Foreign Public Official and there is an intention to obtain or retain business or gain an advantage in the conduct of business.

A bribe will occur if the person directly or through a third party, offers, promises or gives a financial or other advantage to the FPO or another person at the FPO's request or with the FPO's assent or acquiescence and the person is not permitted or required by written law applicable to the FPO to be influenced in the FPO's capacity as a foreign public office by the offer, promise or gift.

2.1.4 Facilitation Payments

A facilitation payment is defined as:

- a small payment made to officials in order to ensure or speed up the performance of routine or necessary functions. These payments must not be made at any time, unless there is the threat of personal harm or death, irrespective of business customs in certain territories.

If a payment is made to ensure the physical safety of an employee this must be reported to Human Resources as soon as is reasonably possible and practicable.

2.1.5 Failure of an organisation to prevent bribery

A relevant commercial organisation is guilty of an offence where:

- A person associated with it bribes another person, intending to obtain or retain business for the relevant commercial organisation or to obtain or retain an advantage in the conduct of business for the relevant commercial organisation.
- A person associated with it is, or would be guilty of an offence (bribing another person or FPO) if there wasn't a requirement for them to have a close connection with the UK.

Anti Bribery Policy and Procedure

Policy Reference: HR/016

Human Resources

This applies to organisations with a presence in the UK and it covers individuals who perform services for the relevant commercial organisation regardless of the country in which they work.

2.2 Gifts and Hospitality

It is not the purpose of this policy to restrict gifts and hospitality however when excessive these could constitute a bribe and/or a conflict of interest. Such hospitality or gifts must be in moderation and not place any expectation on the recipient to reciprocate either in like or by performing, or failing to perform, any other task in return.

If there is any doubt as to whether an action might constitute bribery the matter should be referred to Human Resources.

2.3 Charitable Donations

Charitable donations are permitted only to registered (non-profit) charities and all donations must be fully recorded by the Finance Department.

Proof of receipt of all charitable donations must be obtained from the recipient organisation.

3 Procedure

This Policy applies to all employees, agents, contractors, subcontractors, consultants, business partners and any other parties (including individuals, partnerships and corporate bodies) associated with the Company or any of its subsidiaries.

It is the responsibility of all of the abovementioned to ensure that bribery is prevented, detected and reported and all such reports should be made in accordance with the Company's Whistleblowing Policy or via Human Resources.

The following issues should be considered with care in any and all transactions, dealings with officials, and other business matters concerning third parties:

- Territorial risks, particularly the prevalence of bribery and corruption in a particular country;
- Requests for cash payment, payment through intermediaries or other unusual methods of payment;
- Activities requiring the Company and / or any associated party to obtain permits or other forms of official authorisation;

Any employee found to have engaged in an act(s) of Bribery as described in section 2 above will be subject to action under our disciplinary procedure. Bribery is classed as gross misconduct and as such can warrant a sanction of summary dismissal (dismissal without notice).

Anti Bribery Policy and Procedure

Policy Reference: HR/016

Human Resources

4. Law relating to this document

Bribery Act 2010

5. Responsibilities

Employees

- To read and understand the policy as set out in this document
- Conduct themselves at all times in a way which does not contravene this policy or current legislation

Managers

- To read and understand the policy as set out in this document
- to conduct investigations as necessary
- to consult with HR to ensure operation within the scope of current legislation

HR Department

- to ensure all managers and employees are aware of this policy
- to advise managers and employees of the policy and the consequences of any misconduct or breach of company policies
- to issue and record the necessary warnings
- to ensure spent warnings are removed from file at the appropriate time
- to issue the necessary changes to terms and conditions of employment where relevant
- to ensure this policy is reviewed regularly and in line with any new legislation

6 Appendices

None

7 Other useful information

<https://www.gov.uk/anti-bribery-policy>

<https://www.gov.uk/whistleblowing>

<http://www.acas.org.uk/index.aspx?articleid=4107>

<http://www.justice.gov.uk/downloads/legislation/bribery-act-2010-quick-start-guide.pdf>