

# Anti Bribery Policy

## Document Description

This policy applies to all Nationwide Platforms and UK based employees of the Loxam Powered Access Division and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the organisation ("associated persons") within the UK and overseas.

Every employee and associated person acting for, or on behalf of, the organisation is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the organisation.

## Contents

Introduction .....	2
Policy Statement .....	2
Policy Guidance .....	3
Gifts and Entertainment .....	3
Key Considerations .....	4
Gifts and Entertainment Register .....	4
Overseas Operations .....	5
Facilitation Payments .....	6
Certification and Training .....	6
Appendix I.....	7
Gifts and Entertainment Guidance.....	7

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## Introduction

*Please note that this Policy is contractual and forms part of your overall contract of employment.*

Bribery is a criminal offence in most countries in which Nationwide Platforms, Loxam and its subsidiaries (the organisation) operate, and penalties can be severe.

Of particular note, the UK Bribery Act 2010 (the "Act"), effective from 1 July 2011, creates a new offence whereby a company will be liable for failing to implement adequate procedures to prevent bribery by "associated persons" of the company.

This is irrespective of where the act of bribery takes place. "Associated persons" include officers, employees, business partners and agents. Companies face unlimited fines and persons found to have connived or consented to bribery could be jailed for up to 10 years.

In addition, the US Foreign Corrupt Practices Act 1977 similarly prohibits and penalises corrupt activity and is enforced strictly by the US authorities. Convicted companies and individuals have to repay any gains made as a result of corruption. Commercial reputation is severely damaged.

It is, therefore, vitally important that all of the organisation's associated persons comply with all applicable anti-corruption legislation. The following policy has been adopted by the organisation to ensure that its associated persons remain compliant with this legislation.

## Policy Statement

As a multi-national group, the organisation aims to ensure compliance with all anti-bribery laws and regulations in the jurisdictions in which it operates.

No company officer, employee, business partner or agent may offer payments (or anything else of value) to other parties to make those parties act in a manner that will assist the organisation in obtaining or retaining business or securing any improper business advantage. Similarly, no company officer, employee, business partner or agent may request, agree to receive or accept payments (or anything else of value) except in accordance with this policy.

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The organisation applies a "zero tolerance" approach to corruption by any officers, employees or business partners working on its behalf. Any officer or employee found to have violated this policy and procedures will be subject to disciplinary action, which may include termination. The Group's disciplinary process is set out in the disciplinary policy of the relevant country of engagement of the business associate.

The organisation requires its officers and employees, and will require its agents and business partners, to report any suspicious activity that may violate this policy. There is a confidential and discreet way to report any violations or suspicious activity using the whistle-blowing procedure and dedicated phone line. An officer or employee's failure to report known or suspected violations may also lead to disciplinary action.

## Policy Guidance

For the avoidance of doubt, the Organisation has provided the following specific guidance.

### Gifts and Entertainment

Hospitality and gifts can amount to bribery if they are of a nature, or a scale, which shows that they were given with the intention of inducing improper conduct from the recipient with regard to their business, trade or profession, namely: with the intention of persuading the other party improperly to award business to or receive business from the organisation. Gifts and hospitality are not criminal if provided simply to improve a relationship and/or network.

The Act recognises that bona fide hospitality, promotion or expenditure seeking to improve a company's image, present products or establish cordial relations is a legitimate and an important part of doing business. The Act does not intend to criminalise such behaviour.

However, gifts and entertainment may still be used improperly. In order to provide clear guidance to employees the organisation has adopted the following non-exhaustive framework for the treatment of corporate gifts and entertainment, whether given to other parties or received by employees. But each case must be considered on an individual basis. General guidance is given in appendix I.

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### Key Considerations

Deciding whether a gift, or offer of hospitality/entertainment, is reasonable and proportionate will largely depend on the circumstances in each case. In this respect, the organisation does not propose to set out strict limits on the monetary value of gifts or hospitality.

It is the organisation’s policy, however, to require every employee to exercise prudence at all times and be prepared to explain why certain gifts or hospitality were accepted. If there is any doubt about the propriety of accepting a gift or hospitality it should be refused.

Note especially:

- Offering or accepting a gift in the form of cash, or cash equivalent vouchers, is strictly prohibited.
- An employee receiving a gift or hospitality of more than nominal value, they must notify their line manager for approval.
- All gifts and hospitality involving travel and/or overnight accommodation requires prior approval from line managers.
- Gifts or hospitality which could influence or appear to influence decisions officers or employees make on behalf of the organisation must be refused.
- The acceptance and/or offer of small gifts such as flowers, and/or casual entertainment such as business lunches/dinners, is acceptable within reasonable bounds, as long as it is a normal and appropriate expression of business courtesy.
- Employees also must ensure that offering or accepting a gift or hospitality does not create or appear to create a conflict of interest for those involved.

### Gifts and Entertainment Register

The organisation values transparency extremely highly. Each company within the organisation will be required to maintain and monitor its gifts, entertainment and hospitality register. Any form of gift which exceeds a nominal value, and entertainment or corporate events of any value, must be appropriately recorded in the register.

In the event that an impermissible form of gift, entertainment or hospitality has been given or accepted, the employee in question must report the fact to their line manager and appropriately record the transaction within the register.

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## Overseas Operations

Written approval of the Group Finance Director is required prior to the commencement of trading in new territories overseas, even if the activity is undertaken by an existing overseas company of the organisation.

In a number of countries, organisation companies may need to retain local individuals or firms as agents, distributors, representatives, consultants or partners (collectively referred to as "**Agents**") to conduct their business. The organisation may be held liable for corrupt payments an Agent makes on the organisation's behalf.

Accordingly, the organisation requires that all overseas Agents comply with anti-bribery laws at all times when conducting business on behalf of the organisation. In addition to the normal due diligence process that focuses on the Agent's relevant expertise, experience and qualifications, all organisation officers and employees must take additional steps to secure compliance with anti-bribery laws.

Prior to the establishment of a relationship or appointment of an agent, the organisation must apply a risk assessment in order to determine the competence and reputation of the current and prospective Agent, as well as the Agent's contacts with any foreign officials. It is very important to identify any relationship an Agent has with any foreign officials. These relationships include not only family relationships, but business relationships as well.

Any organisation company that retains an Agent abroad must keep a detailed file of the due diligence efforts made in conjunction with appointing the Agent. At a minimum, this file should document the reasons why the Agent was selected, the examination the company conducted to ascertain whether the Agent may have previously violated anti-bribery laws, and the checks made regarding the Agent's integrity in conducting business. Agents that have been approved by a particular company in the organisation must also be reviewed periodically to ensure that the Agent still complies with anti-bribery laws.

All contracts between companies belonging to the organisation and Agents should contain appropriate representations and warranties from the Agent concerning past and future compliance with anti-bribery laws, including periodic certification that the Agent remains in compliance with those laws. Every Agent must also be provided with a copy of this policy.

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When examining the agency relationship, officers and employees of the organisation should evaluate whether the proposed compensation to be paid in exchange for services rendered or products delivered is reasonable in light of the circumstances.

### Facilitation Payments

In many countries it is customary business practice to make payments of small value to government officials in order to speed up or facilitate a routine action or process. Facilitation payments are illegal under the Act, with no distinction made between facilitation payments and bribes, regardless of size or local cultural expectations. It is, therefore, our policy that facilitation payments must not to be made. However, in the event that a facilitation payment is being extorted, or if you are forced to pay under duress or faced with potential safety issues or harm, such a payment may be made, provided that certain steps are followed. If you are ever placed in such a situation, you must contact your Country Manager or the Group Finance Director as soon as possible and you must record the payment appropriately within the organisation's company's books and records to reflect the substance of the underlying transaction.

If you are unsure whether certain payments which resemble the definition of facilitation payments are permissible, please contact your Country Manager or the Group Finance Director.

### Certification and Training

The board will routinely refresh and reinforce this policy on all organisation companies. Management of each company is responsible for establishing and monitoring of compliance with this policy. All organisation officers and employees and agents are responsible for annual certification as to the receipt and understanding of this policy as part of the organisation's compliance training.

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## Appendix I

### Gifts and Entertainment Guidance

#### Business Gifts

Business gifts, either given or received, with a market value of £25 (approx €29) or 1% of the recipient's normal monthly gross salary, whichever is the lower are permitted. You may give one gift per recipient in a 12 month rolling period without line manager approval. If you wish to exceed this limit you must secure approval from your line manager. Similarly, gifts in excess of the amount stated above should be approved by your line manager and recorded in the Gifts and Entertainment Register maintained by each company within the organisation.

#### Entertainment

##### *Food and Drink*

Entertainment in the form of food and drink not exceeding £200 (approx €230) per individual or 8% of the recipient's normal monthly gross salary on any one occasion is permitted. Without line manager approval, you are restricted to one event per recipient in a 12 month rolling period. If you wish to exceed this limit you must secure approval from your line manager. Similarly, entertainment exceeding the amount stated above should be approved by your line manager and recorded in the Company's Gifts and Entertainment Register.

##### *Corporate Events*

You may provide or receive corporate entertainment (for example, attendance at a sporting or social event) that does not exceed a market value of £2500 (approx €2900) per recipient in a 12 month rolling period. You must ensure that every event is recorded in the Gifts and Entertainment Register maintained by each company within the organisation. Corporate entertainment exceeding this amount should be approved in advance by the Chief Executive Officer and be recorded in the Gifts and Entertainment Register maintained by each company within the organisation.

Note: Where wives or partners are included, the above limits are to include both partners jointly.

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