

Bribery Act 2010

Effective date: 1st July 2011

ANTI-BRIBERY POLICY

TO WHOM THIS POLICY APPLIES

1.1. This policy covers all our people, and all parts of our practice.

In particular, this policy applies not only to our partners and permanently employed staff, but also to temporary employees, agency staff and to people who work for us as contractors, wherever they may be based or may work from time to time.

1.2. In the case of associated businesses, joint ventures, consultants, agents and others who may do business on behalf of the firm, we will promote the adoption of policies consistent with the principles set out in this policy, where appropriate.

2. OUR COMMITMENT

2.1. The firm strictly prohibits all firm personnel from giving or accepting bribes.

2.2. That means you must not offer, promise, give, request, accept or receive anything which might reasonably be regarded as a bribe.

3. WHAT IS BRIBERY?

3.1. The legal definition of bribery is very wide, and the penalties are severe.

3.2. Bribery is defined as giving someone a financial or other advantage to induce them to perform their functions or activities improperly, or to reward them for having done so.

3.3. Giving a financial or other advantage to someone you know is not allowed to receive it is also bribery. Public officials for example may be subject to strict rules forbidding them from accepting hospitality or other advantages.

3.4. Giving a financial or other advantage to a foreign public official intending to influence them in their duties is bribery. (See the notes below on “foreign public officials” and “grease payments”.)

3.5. A bribe need not involve cash or other financial asset. It can be any sort of advantage.

3.6. Offering, promising or requesting a bribe is just as illegal as actually paying or receiving a bribe.

4. YOUR DUTY TO REPORT

- 4.1. Be open. Report any concerns, and if you are in any doubt, seek guidance on what you should do. Never try to conceal or disguise your actions.**
- 4.2. If you are unsure whether something is permitted or not seek guidance before committing yourself or the firm.
- 4.3. Management needs to be aware of the bribery risks that we face. Accordingly if someone within or outside the firm requests or offers anything which might be regarded as a bribe, report it (see section 6, below).
- 4.4. If you or anyone else may have paid a bribe or engaged in unethical conduct, report it. If you have made an error of judgement, but then report it, we will show appropriate understanding. If you make such an error but then seek to conceal or disguise your actions this will be regarded very seriously.
- 4.5. In particular, keep accurate records. Serious corruption offences in other businesses have often involved inaccurate record-keeping. Making false records is a criminal offence.

5. WHISTLE-BLOWER PROTECTION: OUR PROMISE TO YOU

- 5.1. You will not be subject to any retaliation or retribution for reporting in good faith your concerns about a suspected breach of this policy.**
- 5.2. Anyone who retaliates against someone who has made such a report will be subject to disciplinary action.
- 5.3. While we would prefer you to report any concerns openly, you may do so anonymously.
- 5.4. Whistle-blower protection applies if you make a report in good faith, even if your concerns turn out to be unjustified. "Good faith" means that you believe the report to be true, and that you do not make the report with malice, intending to damage another person or the firm.

6. TO WHOM SHOULD YOU TURN?

- 6.1. In general you should raise questions or concerns with your supervisor.**
- 6.2. If you are reluctant to raise concerns with your supervisor, or if s/he is unavailable, then in general you should report to the next highest level of management.
- 6.3. David Goffin, Finance Director and Anti-Money Laundering Officer is responsible for ensuring this policy is implemented throughout the firm, and that it is reviewed and updated from time to time. You should feel free to raise any questions or concerns with him.

7. EXAMPLES, AND THE ACTION YOU SHOULD TAKE

- 7.1. Gifts:**

- a. It is acceptable business practice for gifts of modest value to be given and received to celebrate achievements, or to celebrate a seasonal festival, or as an incidental part of a business relationship. At the same time there is an obvious risk that a substantial gift, or a series of small gifts, could be perceived as bribery.
- b. Accordingly you should not give a gift in connection with the firm's business which:
 - is in the form of cash, or cash equivalents, such as gift vouchers
 - involves something being promised or offered in return
 - the recipient or the giver would not wish to be known to their employers or principals
 - is substantial in value.
- c. If you are sent a gift in connection with your employment you should inform your supervisor in writing (an e-mail is acceptable). The firm may require gifts to be returned, or for them to be shared.

7.2. Hospitality and Entertainment:

Entertainment of clients and contacts can be a valuable way of establishing cordial relationships, improving the image of an organisation, and presenting products or services. Anti-bribery law does not prohibit expenditure intended for such purposes. Hence, subject to appropriate budgetary approval, and depending on the nature of your role, it may be appropriate for you to provide or accept hospitality including meals and drinks, and attendance at sports, theatre and other events.

But hospitality should only be offered or accepted for legitimate business reasons. Hospitality should not be intended to put the recipient under a sense of obligation. You should not offer or accept hospitality which is unduly lavish or excessive. Nor should you offer hospitality which you believe the recipient is not allowed to accept, under the rules applicable in his or her organisation.

7.3. Travel and Accommodation Expenses:

It may be proper and appropriate for us to pay travel expenses, and accommodation and subsistence expenses so that potential clients or business partners may visit us, and/or meet with us and/or may learn more about our services. However please take these precautions.

- a. The nature and value of expenses paid should be reasonable and proportionate to the business objective for the visit.
- b. The nature and value of the expenses should be clarified in advance, and the guest should be told that we can only provide a refund against receipts.

- c. A refund of a substantial amount should normally be paid via the guest's employer, and not to them personally.

7.4. Political and charitable donations:

- a. We do not wish to discourage you from engaging in political activity nor charitable giving or fund raising. However be aware that requests for political or charitable donations may be made corruptly. Accordingly donations should not be promised or made as part of the process of doing business.
- b. We may make charitable donations via the firm's charitable trust "The Stone King Foundation". Requests for such donations should be referred to Kathryn Williams on the appropriate form – which can be found on the HUB under team name "CSR".
- c. If a request for a political or charitable donation is made with an explicit or implicit promise that some advantage would be improperly offered in return, you should explain that you do not have authority to make such a donation, and should report the request.

7.5. Foreign public officials:

- a. The law is particularly strict concerning foreign public officials. If you provide any financial or other advantage to a foreign public official with the intention of influencing them in their duties, you may have committed a bribery offence.
- b. Accordingly you should not normally provide gifts or significant hospitality or travel or accommodation expenses which may benefit such an official personally. However, we do understand that in certain countries giving and receiving gifts is a cultural norm. If you are faced with such a situation seek guidance before proceeding.
- c. Note that the definition of "foreign public official" is very wide. For example it includes the employees of foreign nationalised industries.

7.6. Grease Payments (also known as "Facilitation Payments"):

- a. These are generally small payments to low-ranking government officials for things such as granting a licence promptly, or providing some other public service to which we are entitled. However prevalent such payments may be in certain countries, making such a payment will normally be an offence under the UK Bribery Act. Accordingly you should decline to make grease payments.
- b. As an exception, you may be permitted to make such a payment, if
 - the payment is permitted under local law (in which case the recipient should be prepared to give you an official receipt), or
 - you are compelled to make the payment to prevent physical injury or other serious and imminent harm to yourself or others.

If possible seek approval before making such a payment. If it is not practical to obtain such approval, you must report the payment immediately thereafter, and the payment must be accurately documented and reported in the firm's books and records.¹

7.7. Other examples:

Other examples of bribes may include the unpaid use of corporate services or property, loans, loan guarantees or the provision of employment to the family or contacts of people with whom we deal. It is impossible to provide a comprehensive list of possible bribes. Apply the general principle, that you should avoid anything that might reasonably be regarded as a bribe, and should report any concerns that you have.