



Anti-Bribery and Corruption Policy

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Policy Statement

risual is committed to the highest standards of ethical conduct and integrity in its business activities. This policy outlines the Company's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. risual will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

Scope of this policy

This policy applies to all employees and officers of risual, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company ("associated persons") within the UK and overseas. Every employee and associated person acting for, or on behalf of, risual 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 risual.

risual may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time.

The Bribery Act 2010 is in force from 1 July 2011. This policy covers:

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

Bribery Act 2010

risual is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

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

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person's 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 under the Bribery Act 2010 if:

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

Examples of Bribery

Offering a bribe

You offer a customer a weekend away for him and his partner if the customer agrees to renew the existing Support contract.

This would be an offence as you are making the offer to influence an improper performance of the customer's impartiality towards its suppliers. risual may also have committed an offence because the offer has been made to obtain business. It may also be an offence for the customer to accept your offer.

Receiving a bribe

A supplier offers you a ticket to watch your favourite football team and makes it clear that it could be a regular occurrence if risual continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as it would be seen as influencing an improper performance of your impartiality and good faith towards our suppliers.

All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

What is prohibited?

risual prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. 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 any commercial, contractual or regulatory advantage for risual in either obtaining or maintaining Company business, or to gain any 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.

Examples of gifts and hospitality

From time to time, you may give or receive a gift that is meant to show friendship, appreciation or thanks to or from someone who does business with risual. Generally speaking, giving or accepting gifts of low monetary value such as corporate give-aways, consumables or other items of nominal value is acceptable provided you don't ask for the gift and as long as it does not influence, or have the appearance of influencing, your objectivity or decision-making. As a general rule, if accepting a gift could cause you (or a reasonable person in your position) to feel an obligation, don't accept it.

Larger gifts are more likely to cause a conflict of interest. Accordingly, the advance approval of a Director is required in order to give or accept more than £50 worth of gifts to or from a single source in any twelvemonth period. Among the factors to be considered in determining the appropriateness of a gift over this amount will be whether the gift is customary in the particular circumstance concerned and openly given without any expectation or realisation of special advantage.

Corporate hospitality, such as business lunches, dinners, drinks, hospitality at a sports or social event or other meetings in a social context are not considered to be gifts if a significant purpose of the meeting is business-related and your participation is in the ordinary course of business and is usual and customary. This can be a tricky area. If you are given tickets to a sporting event for your personal use, this would be considered a gift. If you attend an event with customers, business partners or suppliers, it would ordinarily not be considered a gift unless this occurs with a frequency that suggests a business purpose is not valid. If you have any doubts about your participation in such events, they should be discussed a Director.

The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered. For example, there is a difference between accepting a 'corporate gift' (such as a traditional mark of friendship between companies, which may sit on display in your office) and a 'personal gift' (which you might take home or enjoy personally) that might have the appearance of influencing your objectivity or impartial judgement.

Records

Employees and, where applicable, associated persons, are required to take particular care to ensure that all risual 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 by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

Employees and associated persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

Working overseas

Employees and associated persons conducting business on behalf of risual outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. Employees and associated persons owe a duty to risual to be extra vigilant when conducting international business.

Employees and associated persons are required to cooperate with risual's risk management procedures and to report suspicions of bribery to a member of the HR Department. While any suspicious circumstances should be reported, employees and associated persons 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 an employee or associated person is in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to the HR Department.

Facilitation payments

risual prohibits its employees or associated persons 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 the Company under the Bribery Act 2010, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

Where a public official has requested a payment, employees or associated persons 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 HR Department.

If the public official provides written details, the HR Department 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, risual will authorise the employee to make the payment.

Where the HR department considers that the request is for a facilitation payment, the employee or associated person will be instructed to refuse to make the payment and notify the public official that the employee or associated person is required to report the matter to risual and the UK embassy.

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

If an employee or associated person has any other concerns about the nature of a request for payment, he/she should report it to the HR Department using the reporting procedure set out in this policy and in accordance with the Company's whistleblowing policy.

Corporate entertainment, gifts, hospitality and promotional expenditure

risual permits 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 risual or
- to present the risual's services effectively;

Provided that it is:

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

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

This principle applies to employees and associated persons, whether based in the UK or overseas. However, those with remits overseas will be given further training on the specific procedures that they are required to follow.

Employees and, where relevant, associated persons should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to their Line Manager.

Employees 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.

risual will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. risual 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 HR Department. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons 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.

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from the HR Department 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 per recipient.

Employees and, where applicable, associated persons must supply records and receipts, in accordance with the expenses policy.

Charitable and political donations

risual considers that charitable giving can form part of its wider commitment and responsibility to the community and may support fundraising events involving employees.

This policy does not prohibit:

- normal and appropriate hospitality and entertainment with clients (please see the expenses policy) and
- the use of any recognised fast-track process that is publicly available on payment of a fee.

Any such practices must be proportionate, reasonable and made in good faith. Clear records must be kept.

Risk management

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

risual will identify high-risk areas, for example projects undertaken in high-risk countries, tenders for work and those working on high-value projects.

risual will:

- regularly monitor "at risk" employees and associated persons

- regularly communicate with "at risk" employees and associated persons
- undertake extensive due diligence of third parties and associated persons and
- communicate its zero-tolerance approach to bribery to third parties, including actual and prospective customers, suppliers and joint-venture partners.

Reporting suspected bribery

risual depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist risual and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to the HR Department as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery
- concerns that other employees or associated persons may be being bribed or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

Any such reports will be thoroughly and promptly investigated by the HR Department in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

Employees will also be required to comply with the Company's whistleblowing policy.

Employees or associated persons who report instances of bribery in good faith will be supported. risual will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to the HR Department.

Action

risual will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. risual will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. risual may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, risual who are found to have breached this policy.

risual may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. risual will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Review of procedures and training

risual will regularly communicate its anti-bribery measures to employees and associated persons and set up training sessions where applicable. The HR Department is responsible for the implementation of this policy.

The HR Department 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, risual are encouraged to contact the HR Department with any suggestions, comments or feedback that they may have on how these procedures may be improved.

risual reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.