

Anti-Bribery and Corruption Policy



Ovarro Anti-Bribery & Corruption Policy enacts systems to comply with the UK Bribery Act 2010 which seeks to address the requirements of the 1997 OECD Anti-Bribery Convention.

Ovarro conducts all its business in an honest and ethical manner. The company has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, by implementing and enforcing effective systems to counter bribery. Ovarro does not tolerate any form of bribery, whether direct or indirect, by, or of, our employees, officers, agents or consultants or any persons or companies acting for us or on our behalf.

The purpose of this Policy is to

- Set out our responsibilities in observing and upholding our position on bribery and corruption; and
- Provide information and guidance for our employees on how to recognise and deal with bribery and corruption issues.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if Ovarro is found to have been involved in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. It therefore takes its legal responsibilities very seriously.

This Policy applies to all individuals working at all levels and grades, including Senior Managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with the group, or any of its subsidiaries or their employees (collectively referred to as "**workers**" for the purposes of this Policy).

This Policy does not form part of any employee's contract of employment and it may be amended at any time.

The Board of Directors has overall responsibility for ensuring this Policy complies with all legal and ethical obligations and that all those under its control comply with it. The Compliance Manager has primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this Policy.

A **bribe** is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. **Corruption** is the abuse of entrusted power or position for private gain.

Compliance with this Policy

This Policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties to maintain good business relationships, improve or maintain our image or reputation or market and present our services effectively. Employees are, however, prohibited from accepting a gift from or giving a gift to a third party unless they have authorisation from senior management. Even if you receive this authorisation, the following requirements should still be met in respect of the gift:

- It should not be made or received with the intention of obtaining or retaining business or a business advantage, or rewarding the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits

- It should comply with local law
- It should be given or received in our name, not in your name
- It should not include cash or a cash equivalent (such as gift certificates or vouchers)
- It should be appropriate in the circumstances. Taking into account the reason for the gift, it should be of an appropriate type and value and given at an appropriate time
- It should be given or received openly, not secretly; and
- Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Compliance Manager
- Within the UK offices all gifts are collected by a nominated representative (within each office) and raffled to employees at Christmas with all proceeds going to a local Charity chosen by the Staff Partnership Forum.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. 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. It is not acceptable for you (or someone on your behalf) to:

- Give, promise, 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
- Give, promise, or offer, a payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure
- Accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for that individual or organisation
- Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return
- Threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this Policy.

Ovarro does not make, and will not accept, “**facilitation payments**” or “**kickbacks**” of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions in which we operate. Kickbacks are typically payments made in return for a business favour or advantage. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on Ovarro’s behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these in accordance with this Policy.

Ovarro does not make contributions to political parties. It only makes charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Compliance Manager.

Your Responsibilities Under this Policy

You must ensure that you read, understand and comply with this Policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

You must raise your concerns as soon as possible using the reporting procedures outlined below if you believe or suspect that a conflict with this Policy has occurred, or may occur, in the future.

Any employee who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. Ovarro reserves its rights to terminate its contractual relationship with other workers if they breach this Policy.

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our **Travel & Expenses Policy** and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

Reporting Procedures

You are encouraged to raise concerns about any issue or suspicion of bribery at the earliest possible stage with either your Line Manager or the Compliance Manager in the first instance. However, if you are not comfortable reporting these concerns to either your Line Manager or the Compliance Manager, they can be brought to our attention using the alternative reporting procedures set out in the **Whistleblowing Policy**.

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Ovarro encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. If you believe that you have suffered any repercussions or detriment, you should inform the HR Team immediately. If the matter is not remedied, you should raise it formally using the **Grievance Procedure**.

Ovarro's zero-tolerance approach to bribery and corruption is communicated to all suppliers, contractors and business partners at the outset of its business relationship with them and as appropriate thereafter.

Approval	Date
	06/08/2020
David Frost, Chief Executive Officer	