



# ANTI CORRUPTION AND BRIBERY POLICY

## Policy Statement

- It is JSM policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.
- We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act, in respect of our conduct both at home and abroad.
- The purpose of this policy is to:
  - Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
  - Provide information and guidance to those working for us 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 we are found to have taken part in corruption, we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.
- In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies.

## Who is covered by the policy?

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, home workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as **workers** in this policy).

## What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

## Examples:

### – Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

### – Receiving a bribe

A supplier gives your nephew a job but makes it clear that in return they expect you to use your influence in our organisation to ensure we 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 you would be doing so to gain a personal advantage.



#### – Bribing a foreign official

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing our goods through customs. The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

#### Gifts and Hospitality

- This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.
  - The giving or receipt of gifts is not prohibited, if the following requirements are met:
    - It is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or toward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
    - It complies with local law;
    - It is given in our name, not in your name;
    - It does not include cash or a cash equivalent (such as gift certificates or vouchers);
    - It is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
    - Taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
    - It is given openly, not secretly; and
    - Gifts should not be offered to, or accepted from, government officials or representatives, regulators or representatives or politicians or political parties, without the prior approval of the Managing Director.
- 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.

#### What is not acceptable?

It is not acceptable for you (or someone on your behalf) to:

- Give, promise to give, 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 to give, 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 them;
- 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; or
- Engage in any activity that might lead to a breach of this policy.



### **Facilitation Payments and Kickbacks**

- We do 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.
- If you are asked to make a payment on our 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 with the Managing Director.
- Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

### **Competing Fairly and Complying with Antitrust and Competition Laws**

We support laws which are critical to promoting free enterprise. Antitrust and competition laws reflect this commitment to a free enterprise trade system. It is our policy to comply fully with all antitrust and competition laws.

In many countries, agreement between competitors regarding prices to be charged, competitive bidding, customers to be solicited or geographic areas to be serviced, are prohibited.

Examples of unlawful anti-competitive behaviour include:

- Co-ordinating bids with competitors;
- Allocating customers or markets;
- Fixing a price range or a minimum or maximum price;
- Limiting output or restricting delivery schedules;
- Fixing discounts, rebates or credit terms;
- Agreeing to boycott certain suppliers or customers; and
- Exchanging information relating to profits, costs, prices or other terms and conditions of sale.

We acknowledge that any contact with a competitor may be hazardous. An agreement between competitors need not be written or precise in order to be legally challenged; a general and informal understanding is sufficient. Illegal agreements are often proved through circumstantial evidence of "small talk", "casual discussions" and "harmless" exchanges of business information. As a result we have trained our employees to avoid such discussion, whether they occur in a large, formal group or in a social setting e.g. following a trade association meeting.

If a competitor raises a competitively sensitive topic or any other matter that we believe might violate the antitrust or competition laws or this Policy, we will immediately and firmly decline to discuss it and our employees will inform our Directors.

### **Anti-Money Laundering**

JSM is not regulated by the Money Laundering Regulations, but we are aware of the risk and therefore comply with the government guidance for Anti Money Laundering (AML) where relevant. Specifically, we are aware of the customer due diligence required when we are establishing a business relationship.

A business relationship is one that we enter into with a customer where we expect that the relationship will be ongoing. It can be a formal or an informal arrangement.



When we establish a new business relationship we obtain information on:

- the purpose of the relationship
- the intended nature of the relationship – which may include where funds will come from, the purpose of transactions etc.

Other information we may obtain, if required, includes:

- details of the customer's business or employment
- the source and origin of funds that the customer will be using in the relationship
- copies of recent and current financial statements
- details of the relationships between signatories and any underlying beneficial owners
- the expected level and type of activity that will take place in the customer relationship.

### **Donations**

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made unless they are given in accordance with previously approved procedures for the relevant business.

### **Your Responsibilities**

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 notify the Managing Director as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out at the end of this policy.
- Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

### **Record-keeping**

- We must keep financial records and have appropriate internal controls in place which will evidence the making payments to third parties.
- You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review and maybe subject to internal audit.
- You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted to the head office.
- 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.

### **How to raise a concern or query**

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Managing Director. Concerns should be reported by following the procedure set out in our Whistle-blowing Policy.

As specified in this policy, if you feel it is not appropriate to report the issue internally then we advise you contact Protect, an independent charity that supports whistle blowers, who will advise you on the best regulatory authority to whom to report your concern.



The contact details for Protect are as follows:

Protect Helpline: 0203 1172520

Protect Advice Line: Website: <https://protect-advice.org.uk/contact-protect-advice-line/>

### **What to do if you are a victim of bribery or corruption**

It is important that you tell the Managing Director as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

### **Protection**

- Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Managing Director immediately. If the matter is not remedied, and you are an employee, you should raise it formally with the Managing Director.

### **Training and Communication**

- Training on this policy forms part of the induction process for all new workers. All existing workers will receive guidance in relation to this policy.
- Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter

### **Who is responsible for the policy?**

- The Managing Director has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

### **Monitoring and Review**

- The Managing Director has primary and day-to-day responsibility for this policy, dealing with any queries on its interpretation and is responsible for the monitoring and effectiveness of this policy. The Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.
- All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Managing Director.
- This policy does not form part of any employee's contract of employment, and it may be amended at any time.

Signature... *Stuart Wiltshire*..... 1 September 2021

**Stuart Wiltshire**  
**Managing Director**