

Title	Policy – Anti-Bribery and Anti-Corruption		
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S. No.	Description of Change	Date of Change	Version No.
1	This is the old company policy, revised in standard format	27 <sup>th</sup> April 2018	1.0
2	Annual Review Performed	18 <sup>th</sup> September 2020	1.1
3	Minor Formatting Done	29 <sup>th</sup> July 2021	1.2

4	Changes done under section 4 - Gifts and hospitality	11th November 2021	1.3
5	Section 2, who does this policy apply to updated and included S5 North Europe B.V. and S5 Asia Group Pte Ltd	24 <sup>th</sup> February 2022	1.4

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## 1. Policy Statement

Whoever we may deal with, and wherever we may operate, we are committed to doing so lawfully, ethically and with integrity. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated. We must not, and we must ensure that any third party acting on our behalf does not act corruptly in our dealings with any other person.

This anti-bribery and corruption policy set out S5's policies to prevent acts of bribery and corruption. These policies and procedures have been designed to comply with legislation governing bribery and corruption on a global basis.

This policy provides guidance on the standards of behaviour to which we must all adhere to and most of these reflect the common sense and good business practices which we all work to in any event. This policy is designed to help you to identify when something is prohibited so that bribery and corruption is avoided and provide you with help and guidance if you are unsure about whether there is a problem, and you need further advice.

## 2. Who does this Policy apply to?

The fundamental standards of integrity under which S5 AgencyWorld Ltd., S5 North Europe B.V. and S5 Asia Group Pte Ltd., operate do not vary depending on where we work or who we are dealing with. This anti-bribery policy applies to all S5 officers, employees (whether temporary, fixed-term or permanent) consultants, contractors, trainees, home or remote workers, casual workers, agency staff, interns, agents or any other person or persons associated with us (including third parties), or any of our subsidiaries or their employees (together referred to as “employees” in this document) across the group no matter where they are located or what they do. It is the responsibility of each of us to ensure we comply with these standards in our daily working lives. This policy also applies to Officers, Trustees, Board and/or Committee members at any level.

This policy sets out a single standard that all employees must comply with, regardless of whether local law or practices might permit something to the contrary. Part of S5’s commitment to prevent bribery and corruption is to ensure that the people acting on our behalf also do so in compliance with effective anti-bribery and corruption policies. In the context of this policy, third-party refers to any individual or organization our company meets or works with. Including but not exclusive of actual and potential clients, customers, suppliers, distributors, business contact, agents, advisers and Government and public bodies - this includes their advisors, representatives and officials, politicians, and public parties. Accordingly, where we engage third parties such as agents, distributors, or joint venture partners, we have obligations to complete sufficient due diligence when entering into arrangements to ensure that they are not acting corruptly, and to periodically monitor their performance to ensure ongoing compliance. In short, if we can’t do it, neither can they.

Failure to comply with this policy, whether or not this is intentional, may lead to disciplinary action (up to and including dismissal), and criminal liability for the individual involved (up to and including imprisonment). Employees will be required to confirm that they have read and understood the policy and that they comply with its terms as part of their ongoing employment assessment processes. In addition, relevant employees will be required to attend training to support the guidance in this policy.

Getting help if you are unsure about your obligations under this policy you should contact one of the following people for help:

S5 Compliance Manager - [compliance@s5.org](mailto:compliance@s5.org)

OR

Your team Leader or Manager

### 3. Definition of Bribery

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action and/ or decision, or reward a person to perform its responsibilities or duties improperly. A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.

Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

It does not matter whether the bribe is:

- given or received directly or through a third party (such as someone acting on S5's behalf, for example an agent, sub agent, supplier, operating partner or other intermediary); or
- for the benefit of the recipient or some other person.

Bribes can take many forms, for example:

- money (or cash equivalent such as shares).
- unreasonable gifts, entertainment, or hospitality.
- kickbacks.
- unwarranted rebates or excessive commissions (e.g., to sales agents or marketing agents).
- unwarranted allowances or expenses.
- "facilitation" payments/payments made to perform their normal job more quickly and/or prioritize a particular customer.
- political/charitable contributions.
- uncompensated use of company services or facilities; or
- anything else of value.

This policy applies to both the public and private sectors. Dealing with public officials poses a particular high risk in relation to bribery and corruption and specific guidance when dealing with public officials is set out below.

A breach of bribery laws can result in fines for both the company and the individual involved and, in some jurisdictions, could also result in imprisonment.

We must not accept bribes in any degree and if uncertain about whether something is a bribe or a gift or act of hospitality, further advice must be sought from the company's compliance manager.

### **3.1 How do I know if something is a bribe?**

In most circumstances, common sense will determine when a bribe is being offered. However, here are some questions you should ask yourself if in doubt:

- Am I being asked to pay something or provide any other benefit over and above the cost of the services being performed, for an example an excessive commission, a lavish gift, a kickback or make a contribution to a charity or political organization?
- Am I being asked to make a payment for services to someone other than the service provider?
- Are the hospitality or gifts I am giving or receiving reasonable and justified? Would I be embarrassed to disclose them?
- When a payment or other benefit is being offered or received, do I know or suspect it is to induce or reward favourable treatment, to undermine an impartial decision-making process or to persuade someone to do something that would not be in the proper performance of their job?

#### **4. What is and what is NOT acceptable**

This section of the policy refers to below areas:

- General prohibition
- Gifts and hospitality.
- Facilitation payments.
- Political contributions.
- Charitable contributions.

##### **4.1 General prohibition**

All forms of bribery and corruption are prohibited. We will not tolerate any act of bribery or corruption. Any breach of this policy or local law could result in disciplinary action being taken and ultimately could result in dismissal.

A bribe does not actually have to take place - just promising to give a bribe or agreeing to receive one is prohibited.

Bribery is prohibited when dealing with any person whether they are in the public or private sector and the provisions of this policy are of general application. However, many countries have specific controls regarding dealing with public officials and this policy includes specific requirements in these circumstances.

## 4.2 Gifts and hospitality

We expect excellent standards of conduct from everyone and this includes being open and transparent about gifts and hospitality provided or received.

Gifts include any item of value provided to a third party or their employees or received from a third party by us or our employees.

Hospitality includes any business entertaining, such as travel, accommodation, meals and invitations to events given to S5 and its employees by third parties or given by S5 to third parties.

We accept that the occasional giving or receiving gifts or hospitality may be a legitimate part of good business relationships. S5 accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts and hospitality meet the following requirements:

- a. It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage or as an explicit or implicit exchange for favours or benefits.
- b. It is not made with the suggestion that a return favour is expected.
- c. It is in compliance with local law.
- d. It is given in the name of the company, not in an individual's name.
- e. It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- f. It is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).
- g. It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- h. It is given/received openly, not secretly.
- i. It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- j. It is not above a certain excessive value, as pre-determined by the company's compliance manager (usually in excess of £50).
- k. It is not an offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the company's compliance manager.
- l. Where it is inappropriate to decline the offer of a gift (i.e., when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the compliance manager, who will assess the circumstances.
- m. Approval for gifts must be in writing, which may include email.

S5 recognises that the practice of giving and receiving business gifts vary between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.

As good practice, gifts given and received should always be disclosed to the compliance manager. Gifts from suppliers should always be disclosed.

The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the compliance manager should be sought.

When requesting approval, please contact your line manager for a Gifts & Hospitality Approval Form.

When determining the monetary value of a benefit you must consider market value. If no monetary value can be placed on a benefit then consider if accepting it could create a conflict of interest or be perceived to be inappropriate and seek guidance from your line manager.

#### 4.3 Facilitation payments and kickbacks

Facilitation payments are any payments, no matter how small, given to an official to increase the speed at which they do their job. For example, this could include speeding up customs clearance.

S5 does not allow kickbacks to be made or accepted. We recognize that kickbacks are typically made in exchange for a business favour or advantage.

All facilitation payments are generally prohibited. However, S5 recognizes your safety is our primary concern and we understand that, despite our strict policy on facilitation payments and kickbacks, employees may face circumstances in which they have no alternative but to make a facilitation payment in order to protect against loss of life, limb or liberty. Under these circumstances, the following steps must be taken:

- a. Seek immediate Manager assistance
- b. Keep any amount to the minimum.
- c. Ask for a receipt, detailing the amount and reason for the payment.
- d. Report this incident to the global compliance team and the compliance manager.
- e. Create a record concerning the payment on Ethics Point  
<http://s5agencyworld.ethicspoint.com/>

#### 4.4 Political contributions

S5 will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognize this may be perceived as an attempt to gain an improper business advantage.

#### 4.5 Charitable contributions

S5 accepts (and indeed encourages) the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes.

Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.



We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the compliance manager.

#### 4.6 Third Parties

S5 could be liable for the acts of people that act on our behalf. This includes agents, sub agents, suppliers and operating partners (together referred to as “third parties”). As such we are committed to promoting compliance with effective anti-bribery and corruption policies by all third parties acting on behalf of S5.

All third parties should be made aware of the terms of the S5 Third Party Code of Conduct and of their obligations to comply with it. All arrangements with third parties should be subject to clear contractual terms including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption. Appropriate wording to be included in contracts can be obtained from the Compliance team.

You must not engage any third party who you know or reasonably suspect of engaging in bribery.

Appropriate due diligence should be undertaken before any third parties are engaged. The appropriate level of due diligence will vary depending on the circumstances and you should use your judgement on a case-by-case basis.

Questions you should be asking yourself include:

- Who are they – have I seen documents evidencing that they are who they say they are?
- Who else have they worked with – do they have references?
- Are they well established with a good reputation or are they more obscure so that I need to do more to find out about them?
- Do they operate in a territory where bribery is prevalent?
- Are they happy to sign a contract agreeing to comply with anti-bribery procedures? Do they have their own anti-bribery program?
- Have I done basic searches such a Google searches, business directory searches, etc.?
- Are there inconsistencies between the provider of the services and the person I am paying?
- are commissions/payments in line with generally accepted market practice?

Some high-risk transactions will require further due diligence which may require independent investigation. Employees will be provided with helpful guidance and checklists where appropriate to support the due diligence process.

All payments and commissions to third parties must:

- be made in accordance with the law and S5 Operating Framework and the local policies relevant in your region as set by the compliance team and line manager.
- be made via bank transfer through the different accounts payable systems and be fully accounted for.
- must be in line with generally accepted rates and business practice for the service in question and should not be unjustifiably excessive or unsupportable; and
- must be made in accordance with the terms of the contract with the person or company providing the services

If you have any concerns that arrangements with a third party are not in accordance with this policy, you should ask the Compliance team or line manager for help.

#### **4.6.1 Dealing with public officials**

Although this policy applies to both public and private sectors, dealing with public officials poses a particularly high risk in relation to bribery due to the strict rules and regulations in many countries.

Public officials include those in government departments, but also employees of government owned or controlled commercial enterprises, international organizations, political parties and political candidates.

The provision of money or anything else of value, no matter how small, to any public official for the purpose of influencing them in their official capacity is prohibited.

The prior approval of your line Manager and Compliance Manager is required in relation to:

- Any payment in respect of fees, salary or commission (this does not include official fees).
- Gifts and hospitality; and
- Making charitable contributions in connection with dealings with a public official.

In addition, many public officials have their own rules regarding the acceptance of gifts and hospitality, etc., and we must respect these rules where applicable.

In accordance with the S5 Code of Ethics, political donations by or on behalf of S5 are prohibited.

## **5. Employee responsibilities**

As an employee, or sub-contractor of S5, you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.

All employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.

If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future which breaches this policy, you must notify the compliance manager.

If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. S5 has the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy.

We all have an obligation to act with integrity and to ensure we understand and comply with the policy. Ongoing compliance will be monitored and reported by Internal Audit.

## **6. What happens if I need to raise a concern?**

This section of the policy covers 3 areas:

- How to raise a concern.
- What to do if you are a victim of bribery or corruption.
- Protection.

### **6.1 How to raise a concern**

If you suspect that there is an instance of bribery or corrupt activities occurring in relation to S5's Code of Conduct, you are encouraged to raise your concerns at as early a stage as possible. If you're uncertain about whether a certain action or behaviour can be considered as bribery or corruption, you should speak to your line manager or compliance manager and are encouraged to use S5 Incident Reporting Hotline - <http://s5agencyworld.ethicspoint.com/>

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

You must tell your compliance manager as soon as possible if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe in the near future, or if you have reason to believe that you are a victim of another corrupt activity.

### **6.3 Whistleblowing protection**

S5 is committed to ensuring employees can speak up with confidence if they have any concerns or need to ask for help. If you suspect or observe anything that you think might be in contravention of this policy, you have an obligation to report it.

If you refuse to accept or offer a bribe or you report a concern relating to potential act(s) of bribery or corruption, S5 understands that you may feel worried about potential repercussions. S5 will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

S5 will not tolerate retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical, or inappropriate behaviour. All reports will be treated confidentially.

If you have reason to believe you have been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should inform your line manager or the compliance manager immediately.

## **7. Training and communication**

S5 will provide training on this policy as part of the induction process for all new employees. Employees will also receive regular, relevant training on how to adhere to this policy, and will be asked annually to formally accept they will comply with this policy.

S5's anti-bribery and corruption policy and zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any third-parties at the outset of business relations, and as appropriate thereafter.

S5 will provide relevant anti-bribery and corruption training to employees etc. where we feel their knowledge of how to comply with the Bribery Act needs to be enhanced. As good practice, all businesses should provide their employees with anti-bribery training where there is a potential risk of facing bribery or corruption during work activities.

## **8. Record keeping**

S5 will keep detailed and accurate financial records and will have appropriate internal controls in place to act as evidence for all payments made. We will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given and understand that gifts and acts of hospitality are subject to managerial review.

## **9. Monitoring and reviewing**

S5's compliance manager is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. It will assess its suitability, adequacy, and effectiveness.

Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.

Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions on how it may be improved. Feedback of this nature should be addressed to the compliance manager.

This policy does not form part of an employee's contract of employment and may amend it at any time so to improve its effectiveness at combatting bribery and corruption.