



Anti-Corruption and Anti-Bribery Policy

This statement sets out BE's policy with regard to anti-bribery and anti-corruption in accordance with the Bribery Act 2010 and associated regulations.

It is BE's policy to conduct all of 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 intend to comply with all laws, rules and regulations that are applicable to our business, wherever that business is conducted. We encourage you to seek guidance on legal matters as soon as a potential issue arises. Please note that a breach of this Policy may result in disciplinary action being taken up to and including summary dismissal (in the case of other workers), without notice and without payment in lieu of notice.

You are responsible for understanding the laws where you do business and for being in compliance with those laws at all times.

The purpose of this Policy is to:

- set out BE's responsibilities;
- set out your responsibilities; and
- provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues

In this Policy, "third party" means any individual or company 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, including their advisors, representatives and officials, politicians and political parties.

1.1 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, wherever located (collectively referred to as "workers" in this Policy).

1.2 What is covered?

Meaning of bribery

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

1.2.1 Facilitation payments and kickbacks

- Facilitation payments” are typically small, unofficial payments made to secure or expedite a routine action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions.
- “Kickbacks” are typically payments made in return for a business favour or advantage.
- We do not make, and will not accept, “facilitation payments” or “kickbacks” of any kind. All workers must avoid any activity that might lead to, or suggest, that a facilitation or kickback will be made or accepted by us.

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 your Line Manager or a senior manager.

1.2.2 Use of consultants and other third party facilitators

- The use of consultants and other third party facilitators is not barred but their use would leave an individual or BE itself vulnerable to being charged under the Bribery Act 2010 in the event that the consultant or facilitator commits bribery whilst representing or purporting to represent BE.
- BE understands that there will be approaches by consultants and third party facilitators offering their services but you must be clear that any business relationship with such consultants can only be carried out under the strictest of management controls.
- Any approach by someone offering their consultancy or facilitation services must be reported to a senior manager whether or not there is interest in taking it further. That senior manager will then be the future single point of contact for future dealings.
- It is BE’s policy to carry out appropriate due diligence on the consultant or facilitator and to record the findings.
- Any consultant or facilitator should have their own anti-bribery policy and this should be checked for suitability and a copy taken.
- Any consultant or facilitator who does not have or produce an anti-bribery policy will be considered suspicious and extreme caution would be applied by BE in any future dealings.

1.2.3 What is not acceptable?

In addition to facilitation payments and kickbacks, this Policy forbids other types of improper conduct; specifically:

- Offering or promising to provide any financial or other advantage to improperly influence decisions affecting the business of BE;
- Allowing or facilitating any more than trivial uncompensated use of BE's services, facilities or property without the prior written approval of your Line Manager;
- Accepting loans, loan guarantees or other extensions of credit (except from lending institutions at prevailing rates or where it is appropriate in the normal course of business to do so).

1.2.4 Gifts and hospitality

This section of the Policy provides guidance and rules relating to gifts, entertainment and hospitality.

This Policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties. The provisions below are intended to assist employees to recognise what is "normal and appropriate".

Gifts – generally:

Gifts given or received must never play a part in corporate decision making. Regardless of circumstance, no gift may ever be solicited, offered, promised, given or received for the purpose of improperly influencing decisions affecting BE's business or for the personal gain of an individual. In addition, all gifts given or received must be legal under all applicable laws, and no cash or vouchers may ever be given to or received from any third party.

BE recognises that, under certain circumstances, it may be advisable to give gifts to establish a good business relationship or it may be impractical or culturally insensitive to decline or fail to exchange a gift of nominal value. However, to avoid any perception of impropriety, gifts must be modest in value and frequency. Workers should also be sensitive to the timing of a gift when deciding if it is appropriate. A gift given to a person working for a customer shortly before that person makes a decision as to whether to grant BE a contract will rarely be acceptable, even though the gift may not be particularly lavish.

Gifts given by BE staff must be approved by their Line Manager. Any gift with a value (or estimated value) in excess of £100 GBP must be pre-approved by a Director.

Workers will not be reimbursed for the cost of gifts or entertainment provided to third parties in breach of this Policy.

If it is impractical to politely decline or return a gift, you should turn it over to your Line Manager or a Director, regardless of its value or nature. These gifts are considered the property of BE and they may be

- Kept for display at BE's offices;

- Distributed by means of a lucky draw where each of BE's staff members has an equal opportunity to win the item;
- Donated to a charitable company; or
- Otherwise handled at the discretion of Simon Rusk or Andrew Stewart (which may include allowing you to retain the gift)
- Edible gifts should be distributed by a lucky draw or placed in a communal area for the benefit of all staff.

1.2.5 How to judge whether a gift is appropriate

Assuming that the gift you are considering giving is reasonable in value and frequency, start by asking yourself the following five questions:

- Did the proposed recipient suggest or hint at wanting a gift?
- If you give this gift and the recipient doesn't do something specific afterward, will you be upset or disappointed?
- Is the value of the gift, actual or perceived, high enough to create an appearance of impropriety?
- Is there any detail about the gift that if made public would prove embarrassing to you or BE?

If you answered "yes" to one or more of these simple questions, do not give the gift.

There is no reason why you should make these decisions alone. Do not be afraid to ask your Line Manager if you are unsure.

1.2.6 Entertainment and Hospitality Guidelines

In the course of conducting business, it may be appropriate to provide or accept entertainment and/or hospitality. When providing or accepting entertainment hospitality to any third party, the following guidelines apply:

- At least one member of BE staff must be present at any hospitality offered to a third party;
- All entertainment and hospitality must be reasonable in value and frequency and provided in connection with legitimate BE business;
- No entertainment or hospitality may ever be offered or provided to improperly influence a business decision; to obtain an improper business advantage; or to otherwise improperly obtain, retain or direct business;
- When accepting hospitality or entertainment, you should never accept an offer of free travel (other than local taxi or train fares or similar) or free accommodation without the prior approval of your Line Manager. You must also seek similar approval if you choose to offer to provide travel or accommodation to third parties for the purposes of providing hospitality or entertainment. In any event, you must purchase the travel or accommodation directly. It is never appropriate to reimburse third parties for travel or accommodation arrangements they made themselves;

- Like gifts, all entertainment and hospitality must be legal under all applicable laws. Hospitality and entertainment may never include sexual services, drugs, or any kind of illegal activity;
- Entertainment must be legal and for a proper business purpose.

1.3 Donations

BE does 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 without the prior approval of your Line Manager.

1.4 Record-keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for 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.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our 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.

1.5 Your responsibilities

You must ensure that you read, understand and comply with this Policy. In particular, you must notify your Line Manager 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).

1.6 Breach of the Policy

Any employee who breaches this Policy may face disciplinary action, which could result in summarily dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this Policy.

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 serious damage to our reputation. We therefore take our responsibilities very seriously.

If you know or suspect that this Policy has been or is about to be breached, you must contact your Line Manager or a Director immediately.

BE will never tolerate any retaliatory act against you for reporting suspected legal, ethical, or policy breaches in good faith, even if you turn out to be mistaken. If you

believe that you have suffered any such treatment, you should inform your Line Manager or another appropriate manager immediately, in accordance with BE's Whistleblowing Policy (which can be found within this Employee Handbook).