

Global Anti Bribery and Corruption Policy

Vision Support Services Ltd

Document Title:	Anti Bribery and Corruption Policy
Issue / Approval Date:	01.06.15
Version Number:	2
Review Date:	01.06.16
Ownership:	Executive Assistant
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Date	<i>12-4-16</i>

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1. Purpose

The purpose of this policy is to state Vision Support Services Ltd.'s position on bribery and corruption and to provide information and guidance on recognising and dealing with bribery and corruption.

2. Scope

This policy covers all employees including those on temporary and fixed term contracts, external resources, agents, distributors, consultants and any other person or organisation who performs services for or on behalf of Vision Support Services Ltd in any location around the world.

3. Policy

It is Vision Support Services policy to maintain the highest standards of ethics in all of our business dealings worldwide. Vision is committed to conducting itself fairly, honestly and lawfully in all its business dealings and relationships globally. Vision Support Services has a zero tolerance approach to bribery and corruption. We are bound by the laws of the UK, including the Bribery Act 2010 which governs our conduct both in the UK and worldwide. We are also committed to upholding all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.

4. Bribery

A bribe is an inducement or reward offered, promised or provided in order to bring about the improper performance by another person of a relevant function or activity.

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.

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.

5. 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 to reward 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, or politicians or political parties, without the prior approval of your manager.
- You have complied with the procedures set out below.

6. Receipt of Gifts

Any employee who is given a gift of any sort by a business contact (e.g. customer, supplier etc. actual or potential) must disclose the fact of the gift and its nature to his or her immediate superior.

If the Company decides that the gift might be inappropriate, the employee or Manager will be required to return it to the donor with a suitable covering letter explaining the Company Policy.

In exceptional cases, for example, where the Company decides that the gift was made as a token of the donor's gratitude for a service carried out to a very high standard, the recipient will be allowed to retain the gift.

Promotional gifts such as stationery, which are not of significant value, are exempt from this policy and need not be disclosed. However, employees are reminded that, since such gifts are sent only to a limited number of employees, they should be distributed to other members of staff where appropriate.

Failure to disclose gifts will constitute a disciplinary offence which will be handled in accordance with the Company's formal disciplinary procedure.

If the gift in question was of significant value and, for example, the recipient is in a position to influence business dealings with the donor, the offence will be treated as gross misconduct.

7. Giving Gifts

While it is not Company policy to offer gifts to suppliers, customers etc., the Company recognises that, on occasions this may be necessary – for example, when someone carries out work on a voluntary basis or for a nominal fee.

Equally it may be decided that a gift would be appropriate if a service has been carried out in an exceptional manner.

In such a case, employees should put a request in writing to their Manager stating:

Who the gift is for

Why it should be given

The nature of the gift

The approximate value

If the request is approved, the Manager must arrange to purchase the gift and arrange for its despatch where necessary.

Employees who send gifts which have not been approved in accordance with this procedure will not be reimbursed for the cost of the gift. Further, such action may, depending on the circumstances be treated as a disciplinary offence and will be dealt with under the formal disciplinary procedure.

8. 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.

9. 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 your manager.

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.

10. Donations

No donation must be offered or made without the prior approval of Management

11. Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your manager:

you become aware that a third party engages in, or has been accused of engaging in improper business practices;

- you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customised;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- you are offered an unusually generous gift or offered lavish hospitality by a third party.

12. 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 your 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.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

13. 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 ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy, specifically record the reason for the expenditure and have been authorised by your Manager before being incurred.

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.

14. How to raise a concern

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 your line manager. Concerns should be reported by following the procedure set out in our Whistleblowing Policy.

15. What to do if you are a victim of bribery or corruption

It is important that you tell [the compliance manager [or the confidential helpline]] 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.

16. 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 your manager immediately. If the matter is