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Corporate Hospitality and the Bribery Act 2010

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
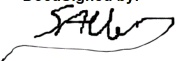
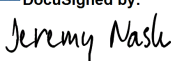
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Approvals

The signatures below certify that this policy has been reviewed and accepted and demonstrates that the signatories are aware of all the requirements contained herein and are committed to ensuring their provision.

	Name	Signature	Position	Date
Prepared by	Chris Hunt	<div>DocuSigned by: </div>	Quality Manager	24/01/2025
Reviewed and approved by	Sharon Allen	<div>3EB731130A084AF... DocuSigned by: </div>	Group Finance Director	24-Jan-2025
Approved by	Jeremy Nash	<div>EF509DE247704B0... DocuSigned by: </div>	CEO	24-Jan-2025

Amendment Record

This Policy is reviewed to ensure its continuing relevance to the systems and process that it describes. A record of contextual additions or omissions is given below:

Page No.	Context	Revision	Date
	Initial Issue	1	13/01/2011
	Change of approver to CEO, references to ISO 27001 updated to ISO 27001:2013 standard	2	29/04/2014
	Change of CEO	3	10/08/2018
3, & 6	Removal of Gordan Hamblin, Review of document change of statement title to Anti-Bribery & Corruption Policy Statement	4	06/09/2023
1,3 & 7	Inclusion of ISO 27001:2022 references, emerging markets	5	24/01/2024
1, 3	Removal of ISO 27001:2013 reference and inclusion of Document Classification	6	24/01/2025

Supporting documentation:

Ref	Title & Description	
QM005.6	IT Security Legal Register	ISO 27001:2022 4.2
	Staff Handbook	





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Anti-Bribery & Corruption Policy Statement

1. Introduction

The reputation of Centerprise International Group for lawful, ethical and honest business behaviour is one of our greatest assets.

We recognise that this requires us to:

- Comply with the spirit, as well as the letter, of the applicable laws and regulations in all countries where we operate.
- Act with honesty, integrity and transparency at all times
- Conduct all our business relationships in an ethical and lawful manner.

Business corruption normally falls into two main categories – fraud perpetrated on an organisation by outsiders and fraud committed internally by company employees. Recent surveys confirm previous experience and show that the vast majority of frauds are internal.

2. The Importance of Deterrence

Of the range of actions that can be taken to minimise corruption, by far the most beneficial is deterrence. Reducing the likelihood of corruption occurring in the first place is infinitely preferable to reacting after the event. However, we recognise that preventing corruption is not simply a matter of internal controls: it must be based on a process that extends throughout the culture of an organisation.

It is therefore the policy of Centerprise International Group to:

- Value personal and corporate integrity – not simply through words but by the demonstrable actions of management in setting the tone from the top.
- Not tolerate corruption of any type.
- Encourage a climate where employees know that they will be supported if they report suspicious or questionable activity provided they act in good faith.
- Require all employees to bring forward any suspicions of questionable activity that they are aware of.

3. Precursors and Other Inputs to this Policy

This policy draws on a number of sources, including:

- Centerprise International Ltd.'s existing anti-corruption policy contained within the Staff Handbook. These cover related party transactions; fraud and business gifts and entertaining.
- Specifically, the following are relevant, and should be referenced:
 - QM001.5 Group Ethical Trading Policy
 - QM001.9 Group Financial Policy
 - QM001.11 Group Purchasing Code of Conduct

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- Business Principles for Countering Bribery, produced by the NGOs Transparency International and Social Accountability International. This document provides guidance on best practice for companies in tackling corruption issues.
 - Centerprise International Ltd.'s peer group: Other companies face challenges similar to Centerprise International Ltd. We have surveyed the policies on corruption and related issues of a number of our peers.

4. Emerging Markets

Centerprise International Ltd will conduct due diligence on all 3rd parties to assess and mitigate the risk of bribery and corruption associated with these relationships, with particular attention to emerging markets where such risks may be heightened.

We are therefore committed to:

- Working with relevant NGO's to develop processes and programmes for tackling corruption.
- Engage with governments to assist both in the development of coherent and workable legal structures, and in the elimination of corruption.
- Co-operate with other companies in these markets, which are facing similar challenges.

5. Policy Principles

Centerprise International Ltd requires that all its business units seek to abide by the following:

5.1 Conflicts of Loyalty or Interest.

All employees are expected to declare in writing if they find themselves in a situation where their loyalty to the company comes into conflict with personal interests or loyalties. Such a declaration should be made to their immediate manager who should then report it to the Group Finance Director.

5.2 Gifts and Entertaining

We will only accept or give gifts or entertainment that are for business purposes and are not material or frequent. It is a key requirement that gifts, or entertaining should not be given or received on such a scale that they form an inducement to do business which may not otherwise be undertaken.

What is considered appropriate will vary significantly from country to country. Therefore, business unit heads should put in place local rules to cover the giving and acceptance of gifts or entertainment that reflect local custom which are to be approved by sector management. However, as Centerprise International Ltd is an international business, these local rules should always bear in mind how particular local practices may resonate elsewhere. Individuals should always ask themselves whether they would be comfortable to have specific gifts or entertainment highlighted in the press. Where any doubt exists, the advice should be sought of the HR Director.

5.3 Payments to Officials

It is strictly forbidden for Centerprise International Ltd, its businesses, their respective officers and employees, or anyone acting on their behalf to offer, promise, or pay anything of value to a public official to influence or reward any action by that official.

'Anything of value' might include bribes, kickbacks, or any other inducement.

Prohibited payments include 'facilitation' or 'expediting' payments to public officials in order to secure proper performance of routine government duties. The use of subcontracts, purchase orders or consultancy agreements, as a means of channelling payments to officials is also prohibited. If you have any doubts about what payments may be prohibited, you should raise these with your manager.

A confidential whistle-blowing procedure is in place should an employee suspect his/ her manager of involvement in bribery.

5.4 Expenses

Expenses will only be paid in relation to costs incurred in the course of legitimate business. Expenses should be claimed in accordance with the group-wide Travel and Expenses Policy and individual Sector policies.

It is a minimum requirement of such policies that expenditure on business entertaining or for any external payment be supported by receipts and be approved by the claimant's manager. The claimant should further declare why any business payment was made, or entertainment given.

5.5 Political Donations

Neither Centerprise International Ltd, nor any of its subsidiary companies will make any political contributions or donations in cash or kind. Fees for services rendered by third parties, including agents, lobbyists and consultants must be for legitimate business purposes, and be demonstrably commensurate with the service provided. All fees paid for lobbying and other relevant services should be transparently accounted for.

We will, however, engage in relevant policy debates on subjects of legitimate concern to the Group, its employees, and the communities in which we operate.

6. Implementation

Responsibility for the compliance of Centerprise International Ltd with this policy lies ultimately with the Board.

Responsibility for the implementation of the policy lies with the Company Secretary, he will work with the Directors who are responsible for the day-to-day implementation of the policy.

7. Summary

At certain times of the year in particular, the supplier/client gifts and hospitality are free flowing.

It is important that all supplier incentive schemes, gifts and hospitality need to be declared to the CEO before participation, or acceptance/taking home of items.

In the case of wider incentive schemes, these need the CEO's prior approval before agreement with suppliers and notification to staff.