



BTMS (UK) Ltd: Anti- Corruption and Bribery Statement

Policy Statement

It is the policy of BTMS (UK) Ltd to undertake Our business operations in an honest, transparent and ethical manner. We are committed to acting in a professional manner, fairly and with integrity. We take a zero-tolerance approach to bribery and corruption and believe we have effective systems to counter bribery.

Purpose

BTMS (UK) Ltd seek to uphold all laws relevant to countering bribery and corruption in all areas where we conduct business. In the UK, primary legislation is contained within the Bribery Act 2010 (*the Act*). This covers England, Scotland and Wales plus extends beyond UK borders.

Section 1 deals with offences of bribing another person, including *improper performance* (Paragraphs 17-20).

Section 6 creates the offence of bribing a foreign public official (as defined within paragraph 22 of the Act).

Competition Law is included; it prohibits any agreement, arrangement or business practice which prevent, restrict or distort competition. We agree to adhere to this body of Legislation and not to breach the relevant provisions.

Scope and applicability

This policy applies to all individuals working for or on behalf of BTMS (UK) Ltd, whether directly employed or otherwise. It includes consultants, contractors, seconded staff, casual staff, agency staff, volunteers, agents and any other person who performs services for or on Our behalf. (referred to as *Workers* in this policy).

In this policy, *Third Party* means any individual or organisation that Our Workers may come into contact with during our normal business operations. It includes actual and potential clients, intermediaries, suppliers, distributors, business contacts, agents, advisers, government and public bodies (including their advisers, representatives and officials), politicians and political parties.

The Act contains 6 principles:

Principle 1: Procedures should be proportionate to the risks faced, taking into account the nature, scale and context of Our activities. (1.1-1.7)

Principle 2: The Directors should be fully committed to avoiding bribery and be actively involved in development and review of this policy. (2.1-2.3).

Principle 3:A risk based approach will be taken, which is likely to include *due diligence* enquiries where applicable. We avoid a bonus culture which rewards excessive risk taking and provide training to Our Workers. (3.1-3.5)

Principle 4:We will apply *due diligence* in respect of those who undertake services for Us. (4.1-4.6)

Principle 5:We will communicate these Arrangements to Our Workers, ensure they are understood and followed (5.1-5.8).

Principle 6:We will monitor and review these arrangements as applicable (6.1-6.2)

What is bribery?

A *bribe* is any inducement or reward offered, promised or provided in order to improperly gain any commercial, contractual, regulatory or personal advantage, which may constitute an offence under the Act, namely:

- Giving or offering a bribe;
- Receiving or requesting a bribe; or
- Bribing a foreign public official.

We acknowledge that we may also be liable under the Act if it fails to prevent bribery by an associated person (including, but not limited to Workers) for Our benefit. We have adopted a risk-based approach to help us focus our efforts on areas where the risk is greatest.

Gifts and hospitality

This policy does not prohibit normal and proportionate bona fide *gifts and hospitality* (given or received), which seek to improve the image of a commercial organisation or to establish cordial relationships. We have specific internal policies and procedures which provide guidance to Our Workers as to what is to be regarded as *normal and appropriate* gifts and hospitality in terms of financial limits (levels of expenditure), subject to the principles set out below (the Overriding Principles), namely that any gift or hospitality:

- Must not be made with the intention of improperly influencing a Third Party or Worker 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;
- Must comply with local law in all relevant countries;
- Must be given in the name of Our organisation, not in an individual's name;
- Must not include cash or a cash equivalent;
- Must be appropriate in the circumstances;
- Must be of an appropriate type and value and given at an appropriate time taking into account the reason for the gift;
- Must be given openly, not secretly; and

- In the case of gifts, they must not be offered to, or accepted from, government officials or representatives, politicians or political parties, without the prior approval of Mr Gareth Wall.

BTMS (UK) Ltd appreciates 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 both in the UK and any other relevant country. The intention behind the gift should always be considered.

What is not acceptable?

It is not acceptable for any Worker (or someone on their behalf) to:

- Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that they or BTMS UK Ltd will improperly be given a business advantage, or as a reward for a business advantage already improperly given;
- Give, a promise to give, or offer, a payment, gift or hospitality to a government public official, agent or representative to facilitate or expedite a routine procedure;
- Accept payment from a Third Party where it is known or suspected that it is offered or given with the expectation that the Third Party will improperly obtain a business advantage;
- Accept a gift or hospitality from a Third Party where it is known or suspected that it is offered or provided with an expectation that a business advantage will be improperly provided by the Firm 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, such as small, unofficial payments made to secure or expedite a routine government action by a government official, or payments made in return for a business favour or advantage.

Charitable Donations and Sponsorship

We may only make charitable donations and provide sponsorship that is legal and ethical under local laws and practices and which are in accordance with Our internal policies and procedures.

Record Keeping

BTMSUK Ltd Anti-corruption & bribery policy V19.1	BTMSUKAntBri&CorPolV19.1	Authors: PB/MB Uncontrolled when printed.
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We keep appropriate financial records and have appropriate internal controls in place which evidence the business reason for gifts, hospitality and payments made and received.

Responsibilities and raising concerns

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.

Workers are required to notify a Director as soon as possible if it is believed or suspected that a conflict with this policy has occurred, or may occur in the future, or if they are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with non-employee Workers if they breach this policy.

If any Third Party is aware of any activity by any of Our Workers which might lead to, or suggest, a breach of this policy, they should immediately raise their concerns with Mr Mark Braithwaite.

Training on this policy is provided for all Workers and our zero-tolerance approach to bribery and corruption will, where appropriate, be communicated to clients, suppliers, contractors and business partners.

Monitoring and review

We monitor the effectiveness and will review this policy at appropriate intervals, considering its suitability, adequacy and effectiveness. Any improvements identified will be implemented as soon as possible. Internal control systems and procedures are also subject to regular review to provide assurance that they are effective in countering any risks of bribery and corruption.

All Workers are aware that they are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Last updated; 2nd November 2022

Signed: *Gareth Wall*

Gareth Wall