

Bribery and Corruption Policy

UK

Table of Contents

Policy Statement	2
Purpose.....	2
What is Bribery?.....	3
Bribery Examples.....	3
Third Parties.....	3
Your Responsibilities.....	4
Gifts and Hospitality.....	4
Facilitation and Kickbacks.....	4
Knowledge and Personal Awareness.....	5
Red Flags	6
How to Raise a Concern	7
Protection.....	7
Charitable Donations.....	8
Records.....	8
Record Keeping.....	8
Communication	8
Who is Responsible for the Policy.....	8
Monitoring and Review.....	9
Whistleblowing Hotline.....	9

Bribery and Corruption

Global Policy Statement

SThree plc, including all subsidiary and associate companies (referred to in this policy as “the Company, SThree, us, we, our”), policy is to conduct all of its 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. This applies to wherever we operate and so we have implemented and operate effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, as a UK FTSE registered company we remain bound by UK legislation, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

The purpose of this policy is to:

- set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues

In nearly all of the countries that we operate in bribery and corruption are punishable for individuals by imprisonment and financial fines. It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine.

As an employer if we fail to prevent bribery we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. As the Serious Fraud Office's enforcement actions and investigative powers are almost always disclosed in the public domain, reputational damage can occur to the business throughout the investigation and through until prosecution. Criminal liability may also be placed on Senior Corporate Management in the event of a failure to act, or turning a blind eye, on prohibited practices. We therefore take our legal responsibilities very seriously.

Who Does This Policy Cover?

This policy applies to all individuals working at all levels, including senior managers, officers, Partners, directors, employees (whether permanent, fixed-term or temporary), consultants, trainees, seconded staff, homeworkers, volunteers, interns, agents, sponsors, and can include contractors, casual workers and agency staff or any other person associated with us, or any of subsidiaries or their employees, wherever located (collectively referred to as our people in this policy).

What is Bribery?

Bribery is the act of offering someone money or something valuable in order to persuade them to do something for you (directly or indirectly).

Examples

Offering a bribe

Asking an umbrella company for money towards your Christmas party in exchange for referrals in the New Year.

It is an offence for you to accept money in exchange for referrals – you are accepting a bribe in exchange for that umbrella company receiving a business advantage.

This is a breach of our policy but it is also illegal. If convicted of bribery an individual could be imprisoned for up to 12 months and fined up to £5,000 depending on the severity of the case they could face up to 10 years' imprisonment and an unlimited fine.

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 company 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.

Bribing a foreign official

You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process associated with an office set up.

The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is to gain a business advantage for us. We may also be found to have committed an offence.

Third Parties

In this policy, third party means any person or company you come into contact with during the course of your work for us. It includes:

- actual or potential clients
- customers
- suppliers
- distributors
- business contacts
- agents
- advisers
- government and public bodies, including their advisors, representatives and officials, politicians and political parties

Your Responsibilities

You must ensure that you read, understand and comply with this policy.

- Do not accept bribes
- Report gifts and hospitality received or given as necessary via Supportworks (please refer to the Gifts and Hospitality policy)
- Do not make facilitation payments
- Only make charitable donations using company funds if approved in advance by the Company Secretary (cosec@sthree.com)
- Report any bribery and corruption

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.

Any of our people who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve the right to terminate our contractual relationship with our people if they breach this policy.

Gifts and Hospitality

Please review the [Gifts and Hospitality policy](#) for guidance on how give and receive appropriate gifts or hospitality to or from a third party (someone from outside SThree). This policy also details the approval process and when to report receiving or giving gifts and hospitality via Supportworks.

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 speed up a routine government action by a government official, such as speeding up a visa or licence application. Kickbacks are typically payments made in return for a business favour or advantage. They are not commonly paid in the UK, but are common in some other jurisdictions in which we operate.

If you are asked to make a payment on our behalf, you should always ask what the payment is for and whether the amount requested is the correct amount for the goods or services provided. *If you have any suspicions, concerns or queries regarding a payment, you should raise these with our Head of Risk and Compliance.*

All our people must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

If our people are found to have made facilitation payments and breached this policy they will be subject to disciplinary action up to and including dismissal.

Knowledge and Personal Awareness

To successfully tackle corruption risks, we encourage our people to keep themselves up-to-date and familiar with the corruption risks in their particular geographic regions and sectors.

We therefore recommend the following useful sources of information:

- Transparency International, Corruption Perception Index by Country, which can be found under the following link: https://www.transparency.org/news/feature/corruption_perceptions_index_2017
- Transparency International, Corruption by Topic, identifying key risks in specific industries and which can be found under the following link: <https://www.transparency.org/topic>
- Guidance on the Bribery Act 2010 published by the UK's Ministry of Justice, which can be found under the following link: <https://www.justice.gov.uk/downloads/legislation/bribery-act-2010-guidance.pdf>
- Period reports on bribery and corruption, published online by leading investigative firms such as PwC and Ernst & Young (which can be found online via most search engine platforms, and which are accessible to the general public).

Red Flags

Find these and report them to your Manager or via the Whistleblowing phone line or website:

You become aware that a Third party that you do business with:

Risk Scenarios with Third Parties

Find these and report them to your Manager, Director or local HR Business Partner, or via the Whistleblowing phone line if you have exhausted all other avenues (details of which can be found on the last page of this Policy).

- has inappropriate business practices or has been accused of having, inappropriate business practices
- 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
- 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
- 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
- requests that payment is made to a country or geographic location different from where the third party resides or conducts business without a sensible business reason e.g. group company structure

Risk Scenarios with Third Parties

- demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services
- requests that a payment is made to "overlook" potential legal violations
- requests that you provide employment or some other advantage to a friend or relative
- you receive an invoice from them that appears to be non-standard or customised
- insists on mechanisms to avoid reference to normal contractual arrangements 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
- requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us
- offers you an unusually generous gift or offered lavish hospitality
- additional fee or commission to "facilitate" a service

How to Raise a Concern

Please report any of the following:

- 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
- If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries

You are encouraged to raise concerns to either your line manager, Director or local HR Business Partner or our [Head of Risk and Compliance](#). **Please report any issue or suspicion of bribery or corruption at the earliest possible stage.** If these methods do not resolve the issue you can also report such concerns by telephoning the Whistleblowing Hotline numbers at the end of this policy.

Protection

Individuals 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 local HR Business Partner. If the matter is not remedied, and you are one of our people, you should raise it formally using our Grievance Resolution Procedure, which can be found on the intranet, or, if your country does not have such a procedure, via your HR Business Partner.

Malicious Complaints

If any of our people make false allegations maliciously, then they will be subject to disciplinary action, up to and including dismissal from employment.

Charitable Donations

The Company prohibits donations of SThree funds (directly or through trade associations) by the Company or its business units, except as approved in advance by the Company Secretary. This includes donations of SThree funds to charities where our people are trustees.

This does not apply to fundraising where our people support charities and donate their own money.

Records

As detailed in the Gifts and Hospitality policy, you must declare via Supportworks of all hospitality or gifts accepted or offered, which will be subject to managerial review. Expenses claims relating to hospitality, gifts or expenses offered to third parties should be submitted online as detailed in our expenses policy. You must specifically record the reason for the expenditure.

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.

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 bribery payments.

Communication

This policy is communicated to our people when it is updated and is available on our intranet.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

Who is Responsible for the Policy?

The Board of directors has overall responsibility for ensuring that appropriate policies are in place, to facilitate compliance with the Group's legal and ethical obligations.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

Monitoring and Review

SThree will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

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

This policy does not form part of any employees' contract of employment and it may be amended at any time.

External Whistleblowing Hotline	SThree Whistleblowing Hotline				
	Countries	Languages			Freephone Telephone Number
	US	English	Spanish		1 866 901 3295
	Australia	English			1800 312928
	UK and Ireland	English			0800 9151571
	Austria	English	German		00800 7233 2255
	Belgium	Flemish	French	German	00800 7233 2255
	France	English	French		00800 7233 2255
	Germany	English	German		00800 7233 2255
	Japan	English	Japanese		0120 921067
	Luxembourg	English	French	German	00800 7233 2255
	Singapore	English	Mandarin	Malay	800 4481773
	Spain	English	Spanish		00800 7233 2255
	Switzerland	French	German	Italian	00800 7233 2255
UAE	English	Arabic		8000 4413376	
Netherlands	English	Dutch		00800 7233 2255	
Or online https://www.safecall.co.uk/report					

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