

29 April 2022



Anti-Bribery and Corruption Policy

POL019

Approved
Version: 5

Revision History

Version	Date	Description
1	05/03/2019	Initial issue approved by the Managing Director.
2	20/04/2020	Merged with whistle blowing policy, reference to SFO introduced.
3	11/08/2020	Change of Company name from Servelec Controls Ltd to ITI Operations Ltd
4	18/03/2021	Extended the policy to the subsidiaries and changed the HR name to People
5	29/04/2022	BD comments inserted. Replaced PCAW with Protect, updated contact number. MSCR 041

Author	Reviewer 1	Approver
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Contents

1. Anti-Bribery and Corruption Policy	4
1.1 Your Responsibilities under this Policy	6
1.2 Reporting Procedures	6
1.3 Public Interest Disclosure (Whistleblowing) Policy	7
1.3.1 Principles	7
1.3.2 Reporting an Incident	8
1.3.3 Reporting a concern.	8
1.3.4 What to Include when Raising a Concern	9

1. Anti-Bribery and Corruption Policy

ITI Operations Ltd and its subsidiaries do not tolerate any form of bribery, whether direct or indirect, by, or of, our employees, officers, agents or consultants or any persons or companies acting for us or on our behalf. The Board and Senior Management are committed to implementing and enforcing effective systems to prevent, monitor and eliminate bribery, in accordance with the Bribery Act 2010.

It is our policy to conduct all our business in an honest and ethical manner. We have a zero-tolerance approach to bribery and corruption, and we 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 will uphold all laws relevant to countering bribery and corruption and remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct anywhere in the world.

The purpose of this Policy is to:

- Set out our responsibilities in observing and upholding our position on bribery and corruption; and
- Provide information and guidance for our employees on how to recognise and deal with bribery and corruption issues.

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

Definitions - In this Policy

- **“Third Party”** means any individual or organisation 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; and
- **“Compliance Manager”** means the Chief Operating Officer and in his or her absence shall mean the (Director of People and Culture.).

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, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with the company, or any of its subsidiaries or their employees (collectively referred to as **“workers”** for the purposes of this Policy).

This Policy is not restricted to the UK and applies to our activities anywhere in the world.

This Policy does not form part of any employee's contract of employment, and we may amend it at any time.

The Board of Directors has overall responsibility for ensuring this Policy complies with our legal and ethical obligations, and that all those under our control comply with it. The Compliance Manager has primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this Policy.

A **bribe** is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. **Corruption** is the abuse of entrusted power or position for private gain.

Compliance with this Policy

This Policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties to maintain good business relationships, improve or maintain our image, reputation, or market and present our services effectively. Employees are, however, prohibited from accepting a gift from or giving a gift to a third party unless they have authorisation from Senior Management. Even if you receive this authorisation, the following requirements should still be met in respect of the gift:

- It should not be made or received with the intention of obtaining or retaining business or a business advantage or rewarding the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits.
- It should comply with local law.
- It should be given or received in our name, not in your name.
- It should not include cash or a cash equivalent (such as gift certificates or vouchers).
- It should be appropriate in the circumstances. For example, in the UK it is our policy for such gifts to be collected on a by office basis, raffled to employees at Christmas with all proceeds going to a local Charity chosen by the SPF.
- Taking into account the reason for the gift, it should be of an appropriate type and value and given at an appropriate time.
- It should be given or received 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 the Compliance Manager.

We appreciate 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. The intention behind the gift should always be considered.

It is not acceptable for you (or someone on your behalf) to:

- Give, promise, 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, 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 that individual or organisation.
- 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.

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 in which we operate. Kickbacks are typically payments made in return for a business favour or advantage. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted.

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 in accordance with this Policy.

We do 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 the Compliance Manager.

1.1 Your Responsibilities under this Policy

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 (as defined above) are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

You must notify us as soon as possible using the reporting procedures outlined below if you believe or suspect that a breach of this Policy has occurred or may occur in the future.

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

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 Travel and 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.

1.2 Reporting Procedures

You are encouraged to raise concerns about any issue or suspicion of bribery at the earliest possible stage with either your Line Manager or the Compliance Manager in the first instance. However, if you are not comfortable reporting these concerns to either your Line Manager or the Compliance Manager, they can be brought to our attention using the alternative reporting procedures set out in the Public Interest Disclosure (Whistleblowing) Policy (1.3.2 below).

Employees 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.

If you believe that you have suffered any repercussions or detriment, you should inform the People Team immediately. If the matter is not remedied, you should raise it formally using the Grievance Procedure.

An introduction to this Policy forms part of the induction process for all individuals who work for us and are expected to familiarise themselves with this Policy. Regular training will be provided, as necessary. Our zero-tolerance approach to bribery and corruption is communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

1.3 Public Interest Disclosure (Whistleblowing) Policy

It is important to us that any fraud, misconduct, malpractice or other disclosures are properly reported and dealt with. This is commonly referred to as whistleblowing. This Policy sets out the way in which individuals may raise any concerns that they have and how they will be dealt with.

Whistleblowing is the reporting of suspected wrongdoing or dangers in relation to our activities. The law provides protection for employees who raise legitimate concerns about specified matters. These are called "qualifying disclosures". A qualifying disclosure is one made in the public interest by a worker who has a reasonable belief that:

- Bribery or fraud.
- Another criminal offence.
- A miscarriage of justice.
- An act creating risk to health and safety.
- An act causing damage to the environment.
- A breach of any other legal obligation; or
- Concealment of any of the above.

Is being, has been, or is likely to be, committed. It is not therefore necessary for you to have proof that such an act is being, has been, or is likely to be, committed - a reasonable belief is sufficient. You do not have any responsibility for investigating the matter. Once reported, we will be responsible for ensuring that an investigation takes place.

An employee who makes such a protected disclosure has the right not to be dismissed, subjected to any other detriment, or victimised, because he/she has made a disclosure.

1.3.1 Principles

- You must only raise concerns under this Policy if there is a public interest involved. Concerns which relate to a personal grievance or private dispute should be dealt with under the Grievance Procedure.
- Everyone should be aware of the importance of preventing and eliminating wrongdoing at work. Employees should be watchful for illegal or unethical conduct and report anything of that nature that they become aware of.
- Any matter raised under this procedure will be investigated thoroughly, promptly and confidentially, and the outcome of the investigation reported back to the employee who raised the issue. The identity of the individual raising the complaint shall not be disclosed to the alleged perpetrator without that individual's prior approval unless this is incompatible with a fair investigation. You will be informed of the need to disclose your identity in any event. The person or persons against whom the allegation is made shall be informed of the allegation and the evidence supporting it and shall be allowed to comment before the investigation is completed.
- No employee will be victimised for raising a matter under this procedure. This means that the continued employment and opportunities for future promotion or training of the employee will not be prejudiced because he/she has raised a legitimate concern.
- Employees must not threaten or retaliate against whistle-blowers in any way. Victimisation of an employee for raising a qualified disclosure will be a disciplinary offence. In some cases, the whistle-blower could have a right to sue you personally for compensation in an employment tribunal.
- If misconduct is discovered as a result of any investigation under this procedure, our disciplinary procedure may be used, in addition to any appropriate external measures.
- Maliciously making a false or unfounded allegation is a disciplinary offence.

- An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees should not agree to remain silent. They should report the matter to a Senior Manager or the People team.
- This procedure is for disclosures about matters other than a breach of an employee's own contract of employment. If an employee is concerned that his/her own contract has been, or is likely to be, broken, he/she should use the organisation's Grievance Procedure. If the allegation relates to bribery and corruption, it will be dealt with under our Anti- Bribery and Corruption Policy.

1.3.2 Reporting an Incident

If you have a reasonable belief that misconduct or malpractice has occurred or may occur, then it is your responsibility to come forward and explain these. Examples of malpractice, which should be reported, include (but are not limited to) the following:

- Use of our funds or property for any illegal, improper or unethical purpose.
- Tampering with or destroying our accounting or audit-related records or documents except as otherwise permitted or required our records retention policy.
- Fraud or deliberate error in the preparation, evaluation, review or audit of any of our financial statements.
- Fraud or deliberate error in the recording and maintaining of our financial records.
- Misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in our financial records, financial reports or audit reports.
- Deviation from full and fair reporting of our financial condition, results of operations or cash flows.
- Any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of our financial statements or records.
- Use of our property for personal benefit, which may result in major opportunity costs/loss.
- Disclosing confidential and proprietary information to outside parties.
- Acts involving modern slavery or human trafficking within the business or our supply chain.

1.3.3 Reporting a concern.

In most cases, you should not need to alert anyone externally. However, the law recognises that it may be appropriate for you to report your concerns to an external body such as a regulator. We strongly encourage you to seek advice before reporting a concern to anyone external. Protect operates a confidential helpline on 020 3117 2520, for further advice review their web site at (protect-advice.org.uk).

If you do wish to raise a concern internally, in the first instance, you should raise your concern with your Line Manager. This can be done either face to face and followed up in writing or directly in writing. It should be made clear that the concern is being raised as part of the Public Disclosure (Whistleblowing) Procedure. If you do not feel comfortable reporting the concern to your Line Manager or management structure, then you should address your concerns in writing directly to the People Team.

A record will be made of the disclosure and your Line Manager (or suitable alternative person if the concern is regarding your Line Manager) will arrange an investigation into the matter (either by investigating the matter personally or immediately passing the issue to someone in a more senior position). The investigation may involve you and anyone involved giving a written statement. Any investigation will be conducted in accordance with the principles set out above.



An investigation report will be provided to the CEO, which will take any necessary action, including reporting the matter to the Board, the Serious Fraud Office and to any other appropriate regulatory government agency. If disciplinary action is required, the People Team will be informed.

On conclusion of any investigation, you will be told the outcome of the investigation and what the CEO has done, or proposes to do, about it. If no action is to be taken, the reason for this will be explained.

If following conclusion of the investigation you reasonably believe that the appropriate action has not been taken, you should report the matter to the Chairman, who will investigate the matter on behalf of the Board and report back to the individual. The decision of the Board will be final.

1.3.4 What to Include when Raising a Concern

Concerns may be put in writing or raised orally and followed up in writing, all complaints are to include:

- Background.
- Nature of the malpractice that is alleged.
- Relevant date where possible.
- Reasons for the concerns.
- Names of the individuals against whom the allegations are made.
- Material evidence (if available).

Written complaints should be sent to your Line Manager in the first instance. However, if you do need to send your complaint to the People team, the complaint should be sent to:

ITI People Team
ITI Operations Limited
Rotherside Road
Eckington
SHEFFIELD
S21 4HL

Tel: +44 (0)1246 437400

people@itigroup.co.uk

A current version of this document is available to all members of staff on the corporate intranet. It does not contain confidential information and it can be released to relevant external parties.

For advice and guidance on any aspect of this Policy, please seek support from the Head of Legal or the Director of People and Culture.

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