



WESTMINSTER
GROUP PLC

ANTI BRIBERY & CORRUPTION POLICY

CREATED: SEP 2016

REVISION: JAN 2022

APPROVED BY THE BOARD: MAR 2022

This policy relates to the Westminster Group Plc and all subsidiaries:

ANTI BRIBERY & CORRUPTION POLICY

POLICY SCOPE

The purpose of this policy is to set out the Westminster Group's expectations in relation to bribery and corruption, which are prohibited in all instances.

This policy also incorporates the Westminster Group's rules concerning gifts and hospitality.

This policy does not form part of any employee's or worker's contract and it may be amended at any time.

In this policy, third party means any individual or organisation which any employee, worker or business associate comes into contact with during the course of their work for Westminster Group or its subsidiaries whether at home or overseas, and includes actual or potential clients, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

STATEMENT OF POLICY

The Westminster Group recognises that within the security services industry and within the jurisdictions in which it operates, bribery and corruption exist.

The Westminster Group values its reputation as a market leading organisation and is committed to ensuring the highest standards of operation both at home and overseas. The Westminster Group is committed to acting professionally and lawfully in all its business dealings at home and overseas and has a zero-tolerance approach to bribery and corruption.

The conduct of the Westminster Group's employees, workers and business associates is critical to ensuring that such high standards are maintained and are seen to be maintained and the Westminster Group expects its employees, workers and business associates to actively promote similar values and behaviours.

Of particular relevance to this policy, the Westminster Group, its employees, workers and associates are governed by the UK Bribery Act 2010 in respect of their conduct both at home and overseas.

OFFENCE

It is a criminal offence to offer, promise, give, request, or accept a bribe whether within the UK or overseas.

Individuals found guilty of bribery can be punished by up to ten years' imprisonment and/or a substantial fine.

As a business, the Westminster Group can face unlimited fines, exclusion from tendering for contracts, and suffer irreparable reputational damage where its employees, workers or business associates are found guilty of bribery.

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

A breach of this policy by any other worker or business associate is likely to result in the termination of any contractual relationship with the Westminster Group together with a report being made to the relevant authorities.

WHO DOES THIS POLICY APPLY TO?

This policy applies universally to any employee, worker or business associate of the Westminster Group at whatever level or grade, including but not limited to senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, trainees, advisors, seconded staff, home workers, casual workers and agency staff, volunteers, interns, agents, sponsors, business partners, and their respective directors, employees, agents and representatives, or any other person associated with us, wherever located (collectively referred to as workers in this policy).

As stated above in this policy Bribery and Corruption are prohibited in all instances.

WHAT ARE BRIBERY AND CORRUPTION?

Bribery can be summarised as soliciting, receiving, offering, promising or giving a financial or other advantage (including but not limited to money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value) to/from a third party with the intention of inducing or rewarding conduct which would reasonably be considered to be improper.

Corruption is the abuse of power for personal gain and may include, but is not limited to, Bribery.

It is important to be aware that bribes are not always requested or offered in cash. Gifts, hospitality and entertainment can also constitute bribes if they are intended to influence improper conduct.

It is also important to note that both the offering and/or accepting of a bribe or corrupt conduct is equally blameworthy and both the donor and the recipient to a bribe are guilty of bribery.

KEY AREAS OF RISK

Bribery poses a risk generally within the Westminster Group's operations, however there are certain areas of our operations where workers should be particularly vigilant:

- a) Excessive gifts or lavish entertainment/ hospitality: where gifts, entertainment or hospitality are lavish or appear excessive, an inference can arise that they are intended to improperly influence the recipient (see below for more detail on acceptable gifts and hospitality).
- b) Facilitation payments: these are payments made to secure or expedite the performance of a routine act (for example a payment to a customs official to 'jump the queue') and should never be made.
- c) Payments/ Gifts to secure business: improper payments to obtain/ retain business, or secure any improper advantage (for example, in a tender process) should never be accepted or made.
- d) Third Parties: the Westminster Group may be held responsible for the improper actions of third parties which act together with or on behalf of it. This includes (but is not limited to) agents,

contractors and consultants. Appropriate due diligence should be undertaken before any third party is engaged and third parties should only be engaged where there is a clear business rationale for doing so, and an appropriate contract is implemented. Any payments to third parties should be properly authorised and recorded.

Please note that the fact that the giving of money, gifts or other advantage (particularly in jurisdictions outside the UK) may be common place does not make it legitimate or lawful and it remains prohibited if it otherwise falls foul of the provisions of this policy.

SPECIFIC PROHIBITIONS/ RISK MANAGEMENT

Notwithstanding the general prohibitions set out above, and in the interests of clarity, the specific prohibitions set out in this paragraph apply.

It is prohibited for any worker (or someone on their behalf) to:

- a) give, promise to give, or offer a payment, gift, hospitality or any other advantage with the intention of inducing the recipient to act improperly and to afford that worker or the Westminster Group a business advantage in return, or to reward a business advantage already given
- b) give, promise to give, offer, request or accept any material gift, hospitality or other advantage to/from a potential client or supplier (or any person with significant influence) during the course of any commercial negotiations or tender process involving that potential client or supplier without the consent of their line manager
- c) give, promise to give, or offer, a payment, gift, hospitality or any other advantage to a government official, agent or representative to "facilitate" or expedite any matter or to otherwise carry out any duty improperly
- d) request or accept any payment, gift, hospitality or any other advantage from a third party that is known or suspected to be offered with the expectation that a business advantage will be afforded in return
- e) accept hospitality from a third party that appears unduly lavish or extravagant without the express prior approval of a Director
- f) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy.

GIFTS AND HOSPITALITY

Although gifts, entertainment and hospitality are each capable of constituting Bribery (see above), it is recognised that it is a normal and accepted business practice can involve the giving of proportionate gifts, entertainment and hospitality from time to time.

Subject always to the remainder of this policy and in particular the paragraph above (and notably point (b) which prohibits the giving or receiving of any material gift, hospitality or other advantage during the course of any commercial negotiations or tender process without line manager consent), this policy is not intended to prohibit absolutely the giving or receiving of legitimate and proportionate gifts, entertainment or hospitality, provided that they are appropriate, proportionate, solely for the purposes of establishing, maintaining or improving good business relationships and that they are properly recorded.

ANTI BRIBERY & CORRUPTION POLICY

In some instances, it may not be straightforward to determine whether a proposed course of conduct would be in breach of this policy. In such instances, or in the case of any doubt whatsoever, workers should seek advice from their line manager in the first instance and/or a senior manager. If necessary, guidance should also be sought from a Director.

OFFERING GIFTS

No gifts should be offered to any third party by a worker without the express prior approval of their line manager.

Where the value (or estimated value) of any proposed and duly authorised gift exceeds £100 (or where cumulatively any gifts to a third party would exceed a total value of £100 in any one calendar month) express prior approval must first be obtained from a Director.

Any gift should so far as possible or appropriate be limited to Westminster Group promotional items and should be proportionate to the reason for the gift.

OFFERING ENTERTAINMENT OR HOSPITALITY

In all instances where a worker proposes to offer entertainment or hospitality to a third party of a value (or estimated value) of greater than £250 (or where cumulatively entertainment or hospitality to any third party would exceed a total value of £250 in any one calendar month) express prior approval must first be obtained from their line manager or if the total value exceeds £500 from a Director.

ACCEPTING GIFTS

Any gift offered to a worker by a third party of a value (or estimated value) greater than £100 (or where cumulatively gifts would exceed a total value of £100 in any rolling three month period) should be reported to their line manager who will make a decision as to whether it / they may be accepted.

ACCEPTING ENTERTAINMENT OR HOSPITALITY

Any entertainment or hospitality offered to a worker by a third party of a value (or estimated value) greater than £250 (or where cumulatively entertainment or hospitality would exceed a total value of £250 in any rolling three month period) should be reported to their line manager who will make a decision as to whether it / they may be accepted.

GENERAL

Hospitality includes accommodation, travel and other similar arrangements.

Gifts, entertainment or hospitality should not be given to overseas officials in any circumstances where this would contravene local or international laws and workers are responsible for taking all reasonable steps to determine whether any prohibition applies.

If a worker is in any doubt as to whether a gift, entertainment or hospitality of any value may be given or accepted, they are advised to seek approval from their line manager in the first instance.

All expenditure by a worker for gifts, entertainment and hospitality (other than incidental expenditure of nominal value only) must be properly recorded by submission of an expenses form identifying the gift/entertainment/hospitality afforded, the cost, the recipient(s) and the purpose for the gift/hospitality. All workers must also retain their own record of all such expenses, which must be available for inspection on demand.

All workers must retain their own record of any gifts, entertainment or hospitality received of a value (or estimated value) greater than £100 (or where cumulatively gifts, entertainment or hospitality exceed a total value of £100 in any rolling three month period), which must be available for inspection on demand.

DONATIONS

No donations of Westminster Group money (or on behalf of, in the name of, for the benefit of, or in association with Westminster Group) should be made by a worker to any charity, political party or other organisation without the prior written approval of a Director and any such donations must be properly recorded by submission of an expenses form identifying the donation, the value, the recipient and the purpose for the donation.

RECORD-KEEPING

It is recognised that records can be exploited to conceal bribes or corrupt practices.

The Westminster Group therefore requires transparent record keeping by all workers in line with the paragraphs above.

Further, workers must declare relevant gifts, entertainment or hospitality and submit expenses forms in line with the above and the expenses policy generally.

All accounts, invoices, memoranda, documents and other records relating to dealings with third parties including suppliers, customers and business contacts should be prepared and monitored with strict accuracy and completeness. Accounts must not be kept "off-book".

HOW TO RAISE A CONCERN

Workers are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

If a worker believes or suspects that a conflict has arisen with this policy or may arise in the future, they must notify their line manager as soon as possible. For example, if a client, potential client or official (or any other relevant person) offers a worker something to gain a business advantage with Westminster Group, or indicates that a gift or payment is required to secure their business.

ANTI BRIBERY & CORRUPTION POLICY

If a worker is unsure whether a particular act constitutes Bribery, (perhaps they are unsure whether they are permitted to give or receive any gift or hospitality) they should raise it with their line manager immediately.

Concerns may also be reported by following the procedure set out in the Whistleblowing Policy.

The Westminster Group will investigate thoroughly any actual or suspected breach of this policy, or the spirit of this policy.

Training and Communication

Anti-Bribery training on this policy forms part of the induction process for all employees and contractors, and an annual training exercise will be undertaken.

Training will cover this policy and the requirements of the law and will provide the student with a range of potential scenarios and potential red flags to look out for.

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.

Breaches of this Policy

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

We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

RESPONSIBILITY

Stuart Fowler has day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness.

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

SUPPORTING POLICIES

The following policies should also be referenced in support of this policy:

- 10. CSR (Corporate Social Responsibility) Policy
- 14. Whistle-blower Policy
- 17. Code of Ethics
- 18. Disciplinary Policy
- 28. Criminal Offences Policy

REVISION: JAN 2022

ANTI BRIBERY & CORRUPTION POLICY

Peter Fowler

Chief Executive Officer

Westminster Group Plc