

## TITAN BRIBERY AND ANTI-CORRUPTION POLICY

### 1. Policy Statement

#### 1.1

It is our policy to conduct all of our 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 wherever we operate and implementing and enforcing effective systems to counter bribery.

#### 1.2

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

#### 1.3

The purpose of this policy is to:

- (a) Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- (b) Provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

#### 1.4

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.

#### 1.5

We have identified that the following are particular risks for our business:

- (a) Overseas subsidiaries
- (b) Overseas contracts
- (c) Joint ventures
- (d) The use of third parties in our business.

#### 1.6

To address those risks identified in clause 1.5 we have carried out the following:

- (a) Ensured that our employees, partners and the third parties that we deal with are aware of our policy on anti-corruption and bribery and;
- (b) Put procedures in place to review our systems on a regular basis.

## 1.7

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.

## 2. Who is covered by the policy?

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 us, or any of our subsidiaries or their employees, wherever located (collectively referred to as workers in this policy).

## 3. What is Bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Examples:

### 3.1 Offering a Bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

### 3.2 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 organisation 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.

### 3.3 **Bribing a Foreign Official**

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

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

## 4. **Gifts and Hospitality**

### 4.1

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

### 4.2

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- (a) It is not made with the intention of influencing a third party 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;
- (b) It complies with local law;
- (c) It is given in our name, not in your name;
- (d) It does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) It is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- (f) Taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (g) It is given openly, not secretly; and
- (h) Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the General Manager.

### 4.3

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.

## 5. What is Not Acceptable?

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

- (a) Give, promise to give, 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;
- (b) Give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- (c) Accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- (d) 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;
- (e) Threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (f) Engage in any activity that might lead to a breach of this policy.

## 6. Facilitation Payments and Kickbacks

### 6.1

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.

### 6.2

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 with the General Manager.

### 6.3

Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

## **7. Donations**

### **7.1**

We do not make contributions to political parties.

### **7.2**

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 General Manager.

## **8. Your Responsibilities**

### **8.1**

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

### **8.2**

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.

### **8.3**

You must notify the General Manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in the Schedule 1.

### **8.4**

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.

## **9. Record-Keeping**

### **9.1**

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

## 9.2

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

## 9.3

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

## 9.4

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.

## 10. How to Raise a Concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the General Manager. Concerns should be reported by following the procedure set out in Schedule 2 Whistleblowing.

## 11. What to do if You are a Victim of Bribery or Corruption

It is important that you tell the General Manager as soon as possible 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.

## 12. Protection

### 12.1

Workers 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.

### 12.2

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 the General Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the Grievance Procedure and contacting the HR Department.

## **13. Training and Communication**

### **13.1**

Training on this policy forms part of the induction process for all new workers. All existing workers will receive training on how to implement and adhere to this policy.

### **13.2**

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.

## **14. Who is Responsible for the Policy?**

### **14.1**

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.

### **14.2**

The General Manager has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

### **14.3**

The Company Secretary has responsibility for ensuring the policies are implemented and that the systems implemented are adequate from a Gardline Ltd. perspective in addition to reporting to the board of directors.

## **15. Monitoring and Review**

### **15.1**

The General Manager will monitor the effectiveness and review the implementation of this policy. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

### **15.2**

The General Manager must report all incidents and allegations of a breach of this policy to the Group General Manager. The Company Secretary will help and support the General Manager to achieve the aims in 15.1 and will report any breaches to the board of directors.

### **15.3**

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

### **15.4**

Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the compliance manager.

### **15.5**

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

## **16. Definitions**

The terms General Manager contained within this document is to be read as the Compliance Manager within the definition of the Bribery and Corruption Act 2010.



## SCHEDULE 1

### POTENTIAL RISK SCENARIOS: "RED FLAGS"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to the General Manager using the procedure set out in the Whistleblowing Policy:

- (a) You become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) A third party 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;
- (c) A third party 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;
- (d) A third party requests an unexpected additional fee or commission to "facilitate" a service;
- (e) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (f) A third party requests that a payment is made to "overlook" potential legal violations;
- (g) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided; or
- (h) You are offered an unusually generous gift or offered lavish hospitality by a third party.

## **SCHEDULE 2**

### **WHISTLEBLOWING**

## 17. Policy Statement

### 17.1

We are committed to conducting our business with honesty and integrity, and we expect all staff to maintain high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur.

### 17.2

The aims of this policy are:

- (a) To encourage staff to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.
- (b) To provide staff with guidance as to how to raise those concerns.
- (c) To reassure staff that they should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken.

### 17.3

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

## 18. Who is Covered by this Policy?

This policy applies to all individuals working at all levels of the organisation, including senior managers, officers, directors, employees, consultants, contractors, trainees, homeworkers, part-time and fixed-term workers, casual and agency staff (collectively referred to as staff in this policy).

## 19. What is Whistleblowing?

### 19.1

Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:

- (a) Criminal activity;
- (b) Miscarriages of justice;
- (c) Danger to health and safety;
- (d) Damage to the environment;

- (e) Failure to comply with any legal or professional obligation or regulatory requirements;
- (f) Bribery;
- (g) Financial fraud or mismanagement;
- (h) Negligence;
- (i) Breach of our internal policies and procedures;
- (j) Conduct likely to damage our reputation;
- (k) Unauthorised disclosure of confidential information;
- (l) The deliberate concealment of any of the above matters.

## 19.2

A whistleblower is a person who raises a genuine concern in good faith relating to any of the above. If you have any genuine concerns related to suspected wrongdoing or danger affecting any of our activities (a whistleblowing concern) you should report it under this policy.

## 20. Raising a Whistleblowing Concern

### 20.1

We hope that in many cases you will be able to raise any concerns with your line manager. You may tell them in person or put the matter in writing if you prefer. They may be able to agree a way of resolving your concern quickly and effectively. In some cases they may refer the matter to the General Manager.

### 20.2

However, where the matter is more serious, or you feel that your line manager has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact

General Manager

Mr M Jenner

[Mark.Jenner@titansurveys.co.uk](mailto:Mark.Jenner@titansurveys.co.uk) / 01656 673673

### 20.3

We will arrange a meeting with you as soon as possible to discuss your concern. You may bring a colleague or union representative to any meetings under this policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.

## 20.4

We will take down a written summary of your concern and provide you with a copy after the meeting. We will also aim to give you an indication of how we propose to deal with the matter.

## 21. Confidentiality

### 21.1

We hope that staff will feel able to voice whistleblowing concerns openly under this policy. However, if you want to raise your concern confidentially, we will make every effort to keep your identity secret. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you.

### 21.2

We do not encourage staff to make disclosures anonymously. Proper investigation may be more difficult or impossible if we cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible and have been made in good faith. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to the General Manager and appropriate measures can then be taken to preserve confidentiality.

## 22. External Disclosures

### 22.1

The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases you should not find it necessary to alert anyone externally.

### 22.2

The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely if ever be appropriate to alert the media. We strongly encourage you to seek advice before reporting a concern to anyone external.

### 22.3

Whistleblowing concerns usually relate to the conduct of our staff, but they may sometimes relate to the actions of a third party, such as a customer, supplier, agent or service provider. The law allows you to raise a concern in good faith with a third party, where you reasonably believe it relates mainly to their actions or something that is legally their responsibility.

However, we encourage you to report such concerns internally first. You should contact your line manager or General Manager for guidance.

## **23. Investigation and Outcome**

### **23.1**

Once you have raised a concern, we will carry out an initial assessment to determine the scope of any investigation. We will inform you of the outcome of our assessment. You may be required to attend additional meetings in order to provide further information.

### **23.2**

In some cases we may appoint an investigator or team of investigators including staff with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable us to minimise the risk of future wrongdoing.

### **23.3**

We will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent us giving you specific details of the investigation or any disciplinary action taken as a result. You should treat any information about the investigation as confidential.

### **23.4**

If we conclude that a whistleblower has made false allegations maliciously, in bad faith or with a view to personal gain, the whistleblower will be subject to disciplinary action.

## **24. If you are Not Satisfied**

### **24.1**

While we cannot always guarantee the outcome you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this policy you can help us to achieve this.

### **24.2**

If you are not happy with the way in which your concern has been handled, you can raise it with Gardline Ltd. Head of human resources, Samantha Massingham

## **25. Protection and Support for Whistleblowers**

### **25.1**

It is understandable that whistleblowers are sometimes worried about possible repercussions. We aim to encourage openness and will support staff that raise genuine concerns in good faith under this policy, even if they turn out to be mistaken.

### **25.2**

Staff must not suffer any detrimental treatment as a result of raising a concern in good faith. 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 the General Manager immediately. If the matter is not remedied you should raise it formally using the Grievance Procedure.

### **25.3**

Staff must not threaten or retaliate against whistleblowers in any way. Anyone involved in such conduct will be subject to disciplinary action.

## **26. Responsibility for the Success of this Policy**

### **26.1**

The board has overall responsibility for this policy, and for reviewing the effectiveness of actions taken in response to concerns raised under this policy.

### **26.2**

The General Manager has day-to-day operational responsibility for this policy, and must ensure that all managers and other staff who may deal with concerns or investigations under this policy receive regular and appropriate training.

### **26.3**

The General Manager, in conjunction with the board should review this policy from a legal and operational perspective at least once a year.

### **26.4**

All staff are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Staff are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the General Manager.