



ANTI-BRIBERY POLICY

1. POLICY STATEMENT

1.1 It is the policy of TRAFFIC to conduct 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 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 particular, we are 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 the responsibilities 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 in the UK for individuals by up to ten years' imprisonment. If TRAFFIC is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. Other penalties will be applicable in other countries in which we operate. Not only does bribery and corruption pose a risk to us, it is also extremely damaging to the countries in which it takes place. We therefore take our legal responsibilities very seriously.

1.5 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 advisers, 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 TRAFFIC, wherever located (collectively referred to as **workers** in this policy).

3. WHAT IS BRIBERY?

3.1 Bribery is:

- (a) the offering, promising, giving, requesting or accepting
- (b) of a payment, inducement, reward or anything of value
- (c) for an act or omission which is illegal, unethical or a violation of our internal policies, Adopted December 2016 Page 2 of 8

EXAMPLES:

Offering a bribe

You offer a potential donor / supporter tickets to a major sporting event, but only if they agree to support / partner with us.

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

Receiving a bribe

A consultant 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 consultant to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain an improper advantage for your nephew.

Bribing a foreign official

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

This type of payment is often described as a facilitation payment (see further below). It is illegal under UK law and prohibited under this policy. In making such an offer, both the person making it and TRAFFIC may 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 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.

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

(a) The gift is being given as an expression of goodwill and is not intended to influence a third party to act improperly, to obtain or retain business or a business advantage, 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 the organisation's 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) it is given openly, not secretly; and

(g) it does not constitute any of the behaviours outlined in section 5.

4.4 Any gifts offered by third parties to workers with a value of £50.00 or greater must be reported to the head of duty station for authorisation before they can be accepted. A lower threshold may be set for individual offices by the relevant Regional Director.

4.5 All gifts with a value of £50.00 or greater which are proposed to be given by workers on behalf of TRAFFIC to a third party must be authorised in advance by the head of duty station.

4.6 You must provide full and honest disclosure about all gifts given and received with a value of £50.00 or greater in your annual compliance declaration.

4.7 The annual compliance declaration is emailed to the Senior Director - Operations at TRAFFIC International at the end of the financial year so that a record can be kept, which will be subject to review.

5. WHAT IS NOT ACCEPTABLE?

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

(a) give, promise to give, or offer, a payment, gift, hospitality or other advantage with the expectation or hope that the recipient will do something improper or 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, hospitality or other advantage to a government official, agent or representative to facilitate or expedite a routine procedure;

(c) accept a payment, gift, hospitality or other advantage from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them or with the intention that you do something improper in return;

(d) accept a payment, gift, hospitality or other advantage from a third party if you know or suspect that it is offered or provided with an expectation that TRAFFIC will do anything improper or 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 Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. There is no requirement that the recipient has performed or will perform their duties improperly as a consequence of the payment. Whilst facilitation payments are legal in some jurisdictions (in very limited circumstances), they are illegal in the UK, and paying one could lead to the individual and TRAFFIC International committing offences under the Bribery Act 2010.

6.2 We do not make facilitation payments of any kind, in any jurisdiction.

6.3 An exception to this prohibition will only be permitted where a person's physical safety or liberty are threatened. Where this is the case, you must report details of the payment to the Senior Director – Operations as soon as possible following payment.

6.4 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. There is of course a difference between a facilitation payment, and a legitimate "fast track" fee for a particular service. You should always be able to find details of such a service published on a price list, and a receipt should be provided for the additional fee. There is no issue with using such legitimate services where required.

6.5 If you have any suspicions, concerns or queries regarding a payment, you should raise these with either your immediate manager, the Senior Director – Operations, the Executive Director or through the hosting organisation's Whistleblowing Procedures.

6.6 Kickbacks are payments made in return for a business favour or advantage. Typically, they arise when suppliers or service providers pay the individuals who award them a contract. We do not make and will not accept kickbacks of any kind, in any jurisdiction.

6.7 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 may 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 Senior Director – Operations. Any such donations must be reported to TRAFFIC International.

8. THIRD PARTIES

8.1 Our zero-tolerance approach to bribery and corruption applies to all third parties.

8.2 Workers must ensure that:

(a) they consider the reputation and integrity of any third party engaged on behalf of TRAFFIC International, and that adequate due diligence is undertaken before any agreement with the third party is made;

(b) the engagement process is correctly documented;

(c) all agreements are terminable on this policy being breached by the third party;

(d) all payments to third parties are appropriate and proportionate to the services provided;

(e) this policy is communicated to all third parties at the outset of the business relationship and as appropriate thereafter;

(f) the relationship is subject to on-going monitoring; and

(g) the business relationship is terminated, where third parties fail to abide by this policy.

9. YOUR RESPONSIBILITIES

9.1 You must ensure that you read, understand and comply with this policy. If your hosting organisation also has a policy, any contradictions with TRAFFIC's policy should be raised with the Senior Director – Operations. In most cases they will be complementary.

9.2 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.

9.3 You must notify your immediate manager, the Senior Director – Operations, the Executive Director or use the procedures set out in the organisation's Whistleblower Procedures 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 warning flags that may indicate bribery or corruption are set out in the Schedule at the end of this document.

9.4 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.

10. RECORD-KEEPING

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

10.2 You must declare any gifts received in the annual compliance declaration emailed to the Senior Director – Operations at TRAFFIC International so that a record can be kept, which will be subject to review.

10.3 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.

10.4 All accounts, invoices, memoranda, 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.

11. 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 your immediate manager, the Senior Director – Operations, or the Executive Director. Concerns should be reported by following the procedure set out in the Whistleblowing Procedures.

12. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell your immediate manager, the Senior Director – Operations or the Executive Director 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. Alternatively you may use the procedures set out in the organisation's Whistleblowing Policy.

13. PROTECTION

13.1 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.

13.2 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 your immediate manager, the HR Manager, the Senior Director – Operations, or the Executive Director immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

14. TRAINING AND COMMUNICATION

14.1 Training on this policy forms part of the induction process for all new workers. After this training all workers will be asked to sign a statement to confirm that they have understood their obligations under the policy.

14.2 All existing workers will receive relevant training on how to implement and adhere to this policy.

14.3 This policy will be made available on the organisation's intranet for all workers to review at any time.

15. WHO IS RESPONSIBLE FOR THE POLICY?

15.1 TRAFFIC International has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

15.2 The organisation's Senior Director – Operations 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.

15.3 Heads of offices are responsible for overseeing the implementation of this policy throughout their office. They should also ensure that their workers are made aware of and understand this policy, and that they are given adequate and relevant training on it.

15.4 Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand this policy and that they are given adequate and relevant training on it.

16. MONITORING AND REVIEW

16.1 The organisation's Senior Director – Operations 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, with active and considered engagement from the board.

16.2 Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption. All workers 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 employee's contract of employment and it may be amended at any time.

Schedule Potential risk scenarios: warning flags

The following is a list of possible warning 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 warning flags while working for us, you must report them promptly using the procedure set out in the organisation's Whistleblowing Policy:

(a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;

- (b) you learn that a third party 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;
- (c) 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;
- (d) 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;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to facilitate a service;
- (g) a third party demands lavish entertainment, hospitality or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to overlook potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (k) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
or
- (l) you are offered an unusually generous gift or offered lavish hospitality by a third party.