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## ANTI-BRIBERY & CORRUPTION POLICY

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## **1. INTRODUCTION**

MetaCompliance Ltd is committed to conducting business in an ethical and honest manner and is committed to implementing and enforcing systems that ensure bribery is prevented. We have a zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever we operate.

We will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. We are bound by the laws of the UK, including the Bribery Act 2010 in regards to our conduct both at home and abroad.

MetaCompliance Ltd recognises that bribery and corruption are punishable by up to ten years of imprisonment and a fine. If our company is discovered to have taken part in corrupt activities, we may be subjected to an unlimited fine, be excluded from tendering for public contracts, and face serious damage to our reputation. It is with this in mind that we commit to preventing bribery and corruption in our business, and take our legal responsibilities seriously.

This anti-bribery policy exists to set out the responsibilities of MetaCompliance Ltd and those who work for us in regards to observing and upholding our zero-tolerance position on bribery and corruption. It also exists to act as a source of information and guidance for those working for MetaCompliance Ltd. It helps them recognise and deal with bribery and corruption issues, as well as understand their responsibilities.

## **2. ELIGIBILITY**

This anti-bribery policy applies to all employees (whether temporary, fixed-term, or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person or persons associated with us (including third parties), or any of our subsidiaries or their employees, no matter where they are located (within or outside of the UK). The policy also applies to Officers, Trustees, Board, and/or Committee members at any level.

In the context of this policy, third-party refers to any individual or organisation our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies –this includes their advisors, representatives and officials, politicians, and public parties.

Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

## **3. DEFINING BRIBERY**

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.

A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.

Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

Bribery is illegal. Employees must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe a foreign public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the company's Chief Financial Officer or HR Manager.

#### **4. WHAT IS AND WHAT IS NOT ACCEPTABLE**

This section of the policy refers to 4 areas:

- Gifts and hospitality.
- Facilitation payments.
- Political contributions.
- Charitable contributions

##### 4.1 Gifts and hospitality

MetaCompliance Ltd accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- It is not made with the suggestion that a return favour is expected.
- It is in compliance with local law. d. It is given in the name of the company, not in an individual's name.
- It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- It is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).
- It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- It is given/received openly, not secretly.
- It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- It is not above a certain excessive value, as pre-determined by the company's compliance manager (usually in excess of £100)
- It is not offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the company's compliance manager.

Where it is inappropriate to decline the offer of a gift (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the HR manager, who will assess the circumstances.

MetaCompliance Ltd recognises that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.

The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the Chief Financial Officer / HR Manager should be sought. As good practice, gifts given and received should always be disclosed to the Chief Financial Officer. Gifts from suppliers should always be disclosed.

#### 4.2 Facilitation Payments and Kickbacks

Facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action. MetaCompliance Ltd does not accept and will not make any form of facilitation payments of any nature.

Kickback payments are a form of negotiated bribery in which commission is paid to a bribe-taker in exchange for services rendered. MetaCompliance Ltd does not allow kickbacks to be made or accepted.

MetaCompliance Ltd recognises that, despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their/their family's personal security at risk. Under these circumstances, the following steps must be taken:

- Keep any amount to the minimum.
- Ask for a receipt, detailing the amount and reason for the payment.
- Create a record concerning the payment.
- Report this incident to your line manager.

#### 4.3 Political Contributions

MetaCompliance Ltd will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

Any financial or in-kind donations made to lobbying groups, charitable organizations or advocacy groups are disclosed publicly.

#### 4.4 Charitable contributions

Metacompliance Ltd accepts and encourages the act of donating to charities through services, knowledge, time or making financial contributions. The Company will always disclose all charitable contributions made.

We ask all employees to be careful when making charitable contributions to ensure they are not used to facilitate and conceal an act of bribery.

When charitable donations are made on behalf of the company these will be made with consideration made both legally and ethically in line with the local laws and practices. Any charity donations will be passed with the Chief Financial Officer.

### **5. EMPLOYEE RESPONSIBILITIES**

All employees must read, understand and comply with the information contained within this policy. All employees are equally responsible for the prevention, detection and reporting of bribery and other forms of corruption. They must avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.

If you have reason to believe that an instance of bribery or corruption has occurred or will occur in the future, you must notify the Chief Financial Officer (or CEO if relating to CFO). Any employee breaching the anti-bribery policy will face disciplinary action and this may ultimately result in dismissal from the company.

### **6. RAISING A CONCERN**

If you suspect that there is an instance of bribery or corrupt activities occurring in relation to MetaCompliance Ltd, you are encouraged to raise your concerns at as early a stage as possible. This would be if:

- You suspect an instance of bribery or corruption has taken place
- You have been offered a bribe or are a victim of bribery or corruption

If you're uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should speak to your line manager or the HR Director.

If you are unable to speak to the above to report your concerns, you may email [hr@metacompliance.com](mailto:hr@metacompliance.com).

## 7. TRAINING AND COMMUNICATION

All MetaCompliance employees will be required to read and accept this policy as part of the induction process. We will provide annual refresher sessions on this policy to keep our employees vigilant.

Our zero-tolerance approach to anti-bribery and corruption will be clearly communicated to all our suppliers, contractors, business parties and any third-parties at the outset of any business relations where appropriate.