

CPPGroup Plc: Group Anti-Bribery Policy



Date of Issue: December 2022

Version Number: V10.0

Sponsoring Executive: Simon Pyper

EMC Approval: 17 November 2022

Classification: Confidential

Document Control

The information contained herein is the property of CPPGroup Plc and may not be copied, used or disclosed in whole or in part except with the prior written permission of CPPGroup Plc.

Approval & Review Period:

EMC approval is required for changes to this Policy, with material changes (as determined by the EMC) requiring CPPGroup plc Board approval.

This Policy applies to all companies within the CPP Group.

This Policy will be reviewed when there are material changes in the nature of areas being covered, the business's strategic direction or operational plans. As a minimum the Policy will be reviewed at least annually.

Revision History

Date Issued:	Version No.	Reason for Change:
August 2011	V1.1	Original (V1.0 issued in Draft March 2011)
August 2012	V2.0	Annual Review
August 2013	V3.0	Annual Review
July 2014	V4.0	Annual Review
September 2015	V5.0	Annual Review
May 2017	V6.0	Annual Review
May 2018	V7.0	Annual Review
December 2020	V8.0	Annual Review
December 2021	V9.0	Annual Review
November 2022	V10.0	Annual Review

Contents Page

- 1.** Policy Statement
- 2.** Purpose and Scope
- 3.** Definitions
- 4.** Detailed Policy Areas
 - 4.1. Gifts and Hospitality
 - 4.2. Facilitation Payments
 - 4.3. Services of Third Parties
 - 4.4. Business Partners
 - 4.5. Public Bodies
 - 4.6. Mergers and Acquisitions
 - 4.7. Training
 - 4.8. Duties of Colleagues
 - 4.9. Reporting Concerns
- 5.** Administration of the Policy
- 6.** Monitoring
 - 6.1. Self-certification
 - 6.2. Audit and Compliance
 - 6.3. Breach Reporting
- 7.** Enforcement
- 8.** Review of Policy

1. Policy Statement

CPP recognises that bribery and corruption are present in corporate and public life in many territories throughout the world. We believe that this has an adverse effect on communities and on business wherever it occurs and are committed to applying consistently high standards of honesty and integrity, supported by robust controls and an ethical culture, across all operations to combat this.

2. Purpose and Scope

The purpose of this Policy is to share a clear understanding of what is meant by bribery and corruption and to set out the responsibilities of CPP Group functions, business units and individuals in observing and upholding our position on bribery and corruption.

This Policy applies to all colleagues working within the CPP Group whatever company they are employed by and whichever country they are employed in. It applies to temporary as well as permanent colleagues and to contractors. In the case of joint ventures, CPP will encourage the application of this Policy or an equivalent policy with its partner. Compliance with the Policy is a requirement of all contracts of employment in the CPP Group (whether or not specifically stated).

The Policy should be interpreted in conjunction with the following CPP Group Policies: Corporate Hospitality and Gifts, Whistleblowing, Compliance, People, and Culture.

3. Definitions

As a group with a UK based parent company, the UK Bribery Act of 2010 (the 'Act') applies across all of our business dealings within all of our entities. The Act defines a number of criminal offences, namely: making or offering a bribe, requesting or receiving a bribe, bribing a foreign public official and (for a company) failing to manage the business so as to prevent individuals offering or accepting bribes. If a colleague or representative were to be found to have bribed another to retain business or obtain a business advantage, CPP could have committed an offence under the Act (unless it could evidence adequate internal process to prevent and detect this), even if the activity is legal in the territory where undertaken.

The Act defines bribery as promising or giving any kind of advantage (financial or otherwise) to someone, to encourage them to act improperly or thank them for having done so. It also includes offering an advantage (financial or otherwise) to someone who you know is not allowed to accept it. Direct and indirect bribes or attempts to bribe are covered. Other CPP territories may have similar legislation, so that nationals in those territories may be guilty of offences in their home jurisdiction, which may also have international application.

4. Detailed Policy Areas

4.1 Gifts and Hospitality

The giving and receiving of gifts and corporate hospitality have an important role in business development and maintaining good relationships with business partners and suppliers.

CPP operates in multiple, diverse locations where local customs and traditions and therefore the acceptability of giving and receiving gifts and corporate hospitality vary. However, the accepting or giving of inappropriate gifts or corporate hospitality could leave CPP vulnerable to accusations of bribery, unfairness, partiality or deceit.

Colleagues should read the CPP Group Corporate Hospitality and Gifts policy for an appropriate approach to hosting or attending corporate hospitality or giving and receiving gifts.

4.2 Facilitation Payments

Facilitation payments (relatively small gifts of money or other value that are given to smooth the passage of administrative matters) may be regarded as normal practice in some countries. However these are not allowable within this Policy.

Management and colleagues in territories where facilitation payments are common should raise any concerns in relation to requests or pressure for this to senior management who will support the communication of this Policy.

4.3 Services of Third Parties

CPP has a clear Group Policy for the procurement of third party services. In line with this, the process for selecting and appointing suppliers should be open and transparent with clear criteria applied for the selection of third parties, and a process of review of their ongoing performance. All purchases of goods and services should be conducted within CPP mandates and in accordance with the CPP Group Purchasing Policy.

4.4 Business Partners

Contracts should be concluded in line with CPP mandates and Matters Reserved to the Board. For the avoidance of doubt, no payments to individual colleagues of business partners are permitted.

4.5 Public Bodies

See above regarding the prohibition of facilitation payments. Management should have regard to the way in which advisers may approach officials on behalf of CPP and to the need to ensure that our representatives show integrity in their dealings on our behalf (see notes on third party suppliers).

4.6 Mergers and Acquisitions

In respect of all proposed mergers, acquisitions and joint ventures, due diligence shall include an assessment of standards of ethical business conduct in the other party and CPP shall take steps to ensure that, to the fullest extent possible, this Policy or equivalent standards shall apply in the business in the future.

4.7 Training

Appropriate colleague training that clearly communicates the standards of behaviour expected will be provided according to the level of risk attached to a role.

4.8 Duties of Colleagues

All colleagues are required at all times to observe the ethical standards set out in this Policy as a condition of their ongoing employment.

4.9 Reporting Concerns

CPP is committed to taking a proactive approach to investigating all allegations or expressions of concern regarding unethical behaviour. Colleagues may express their concerns in accordance with the provisions of CPP's Whistleblowing Policy.

5. Administration of the Policy

All colleagues have responsibilities for safeguarding the integrity of the business but, in particular, Country CEOs must ensure that their business processes include appropriate controls and that they remain vigilant as to the risk of corruption.

Group control functions should be watchful for signs that there may be a problem.

6. Monitoring

6.1 Self Certification

Relevant managers (including Country CEOs) will be required on a periodic basis to certify that having adequate processes and controls in place within their area, they believe it is corruption free.

6.2 Audit and Compliance

Internal Audit review the systems of control in each area to ensure they remain effective and proportionate. All audits and audit reports should include an assessment of corruption risk and mitigation. All risk assessments should include an assessment of ethical risk.

6.3 Breach Reporting

In the event that this Policy is breached and an incident is deemed to be reportable to a regulator the Country CEO and EMC must be notified.

7. Enforcement

The investigation of a breach or potential breach of the Policy may result in changes to working practices which have caused or contributed to failures. The wrongdoings of individuals that are revealed by any investigation will lead to disciplinary action being taken against them. In all cases CPP will take action promptly and consistently. The Group People Team will advise on appropriate disciplinary action to be launched as a result of an investigation.

Where appropriate, individuals who may be guilty of breaches of criminal law will also be reported to the law enforcement agencies of the relevant jurisdiction.

Should investigation reveal a failure of process that may indicate a breach of civil or criminal legal obligations, the CPPGroup plc Board, with advice from appropriate external professional advisers, will consider what disclosures may be required to be made to its shareholders and/or regulatory authorities.

8. Review of Policy

The CPPGroup plc Board is responsible for reviewing and promoting a culture of compliance with the Policy and for considering disclosure of material non-compliance that may be required to be made in the Annual Report to shareholders and/or to any regulatory body.

The Group Chief Executive is the Group Board director with primary responsibility for implementing the Policy and reporting to the Board as appropriate. The Managing Director or Country CEO of each CPP business is responsible for establishing appropriate responsibilities, processes and controls within the area managed by them. Internal Audit will periodically review the implementation of the Policy across the Group and report, with any recommendations for improvements, to the Group Audit Committee.