



# ANTI-BRIBERY & ANTI-CORRUPTION POLICY

## ANDROS UK

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### 1. KEY DETAILS

- Policy prepared by : ANDROS UK Limited
- Approved by board / management on : 16<sup>th</sup> June 2025

### 2. POLICY STATEMENT

The [Bribery Act 2010](#) is the main anti-corruption law which came into force on 1<sup>st</sup> July 2011 overhauling UK anti-bribery legislation. The Act defines a bribe as “*any advantage given to influence a person in the carrying out of a function, usually connected with their work or office*”.

It creates various new offences and sets out the five key UK bribery offences including an offence which can be committed by commercial organisation that fail to prevent their *associated persons* (i.e. service providers such as employees, agents, consultants, contractors, subsidiary companies and JV Partners) from committing bribery on their behalf.

The Act introduced strict liability for commercial organisations whose service providers engage in bribery, unless the organisation has *adequate procedures* in place to prevent it. This applies regardless of whether the associated person works or commits the offence in the UK or any other country in which the organisation operates. The organisations should ensure they have effective anti-bribery measures in place to mitigate their risk. This means that an organisation has a complete defence to the failing to prevent bribery offence if it can show that it had sufficient safeguards in place throughout the organisation. the adequate procedures must be proportionate to the bribery risks that it faces in relation to the nature, scale and complexity of the organisation.

The Act contains five key UK bribery offences, broadly defined as follows:

1. **active bribery (offering to or giving a bribe to another)** – an advantage offered to get the recipient to do something improper in the discharge of their functions;
2. **passive bribery (accepting or requesting a bribe)** – an advantage accepted for carrying out a function improperly;
3. **bribery of a foreign (non-UK) public official** – an advantage intended to influence a public official to help your business in any way;
4. **“consent or connivance”** by a director or senior company officer in bribery by a company;
5. **failure by a commercial organisation to prevent bribery** on its behalf by its *associated persons*.



Andros UK and its directors are committed to the prevention of bribery by those employed and associated with it. Andros UK is committed to carrying out business fairly, honestly and openly, with zero-tolerance towards bribery. This is achieved by:

- carrying out a **risk assessment** to ascertain the risk of bribery
- undertaking **due diligence procedures proportionate** to the assessed risk of bribery
- having good **internal controls** and record-keeping
- developing a **culture in which bribery is unacceptable** and having clear procedures on what to do should bribery be suspected
- effectively **communicating the Anti-Bribery & Anti-Corruption policy** to all staff
- **securing the commitment** of directors, managers and all staff to the prevention and detection of bribery
- **training all staff** to recognise bribery so that they can avoid it and be alert to possible instances of bribery and be aware of what to do should they discover a possible instance of bribery
- **monitoring and reviewing the effectiveness of the bribery procedures** and updating them as necessary to ensure that they remain effective

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### 3. SCOPE

This policy applies to all those employed by and associated with the organisation.

### 4. PROHIBITION OF BRIBERY BY THE ORGANISATION

#### ⇒ **Prohibition of active bribery (offering to or giving a bribe to another)**

The organisation expressly prohibits any person employed by or associated with it from offering, promising or giving any financial or other advantage to another person where :

- it is intended that the advantage will bring about improper performance by another person of a relevant function or activity, or that the advantage will reward such improper performance.
- it is believed that the acceptance of the advantage offered, promised or given in itself constitutes the improper performance of a relevant function or activity.

#### ⇒ **Prohibition of passive bribery (accepting or requesting a bribe)**

The organisation expressly prohibits any person employed by or associated with it from requesting, agreeing to receive or receiving any financial or other advantage with the intention that a relevant function should be performed improperly as a result of the advantage or as a reward for performing the relevant function improperly.

The improper performance of a relevant function in anticipation of receiving financial or other advantage is also prohibited.

#### ⇒ **Prohibition of bribery of a foreign (non UK) public official**

The organisation expressly prohibits the bribing of a UK or foreign public official in order to obtain or retain business or an advantage in the conduct of business.



⇒ **Prohibition of “consent or connivance”**

The organisation expressly prohibits any consent or connivance by a director or senior company officer in bribery by a company.

## 5. TOLERANCE BY THE ORGANISATION

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⇒ **Hospitality and business gifts**

The **Bribery Act 2010** does not seek to prohibit reasonable and proportionate hospitality, advertising, sponsorship and promotional or other similar business expenditure, as it is recognised that this constitutes an established and important part of doing business.

However, hospitality, promotional and similar business expenditure can be used as bribes. The organisation expressly prohibits the giving and receiving of hospitality, business gifts and similar where the intention in doing so is to receive or confer an advantage in return for giving or receiving the hospitality, business gift or similar. The following procedures should be adopted in relation to hospitality and business gifts:

- All offers of business gifts should be referred to the **Anti-Bribery Officer (ABO)** and should only be accepted if clearance has been received from him or her; business gifts should not be made without the permission of the Anti-Bribery Officer;
- A **record of all business gifts** made and received and the reason for the gift should be retained. Records should be maintained of all hospitality provided and accepted, including cost and reason for providing or accepting the hospitality;
- All hospitality must be proportionate and reasonable and in line with the **organisation's Hospitality policy**. Guidance should be sought from the Anti-Bribery Officer as to whether the planned hospitality is proportionate and reasonable;
- **‘Quid pro quo’** arrangements are expressly prohibited;
- The provision or acceptance of **entertainment of a sexual nature** is expressly prohibited;
- Acceptable hospitality and entertaining may include **modest meals** with people with whom we do business (such as providing a modest lunch after a meeting) or the occasional provision of or **attendance at sporting or cultural events**, provided that the intention is to build business relationships rather than to receive or confer an advantage;
- **Cash gifts** are expressly prohibited;
- The provision of **small promotional gifts (goodies)**, such as diaries, pens or similar, will generally be regarded as acceptable;
- Staff reviewing expense claims should be alert to the provision of hospitality/business gifts that may be construed as a bribe; All concerns should be reported.

⇒ **New business, change in business and contracts with external parties**

Where you develop or seek to develop new avenues for business or new contracts, or where the nature of the business changes, you should inform your line manager of this in order that due diligence and a risk assessment of the circumstances can be undertaken.

Where a business relationship with an external party is sought or newly established, or the nature of the relationship is changed, appropriate due diligence must be exercised to ensure that there are no circumstances giving rise to a concern. That external party must also be made aware of this Anti-Bribery policy.

⇒ **Donations**

Any charitable donation must be consistent with the organisation's policy on charitable giving and with the knowledge and consent of the Anti-Bribery Officer. The organisation expressly prohibits the making of charitable donations where the purpose of the donation is to secure an advantage. All charitable donations must be made without expectation of reward.

⚠ The organisation expressly prohibits the giving of donations to political parties.

⇒ **Facilitation payments**

Facilitation payments are small bribes that are paid to speed up or facilitate government action. Although they are commonplace in some foreign countries, they are regarded as bribes and are illegal under the Bribery Act 2010. The organisation expressly prohibits facilitation payments of any sort. Any member of staff placed under pressure to make a facilitation payment should refer the matter to the Anti-Bribery Officer immediately.

## **6. PREVENTION OF BRIBERY BY THE ORGANISATION**

The Organisation should ensure they have effective anti-bribery measures in place to mitigate their risk. Under the Act, adequate procedures should be based on the UK government's statutory guidance which sets out a risk-based approach to compliance around six principles :

- Principle 1: Proportionate Procedures
- Principle 2: Top Level Commitment
- Principle 3: Risk Assessment
- Principle 4: Due Diligence
- Principle 5: Communication (including Training)
- Principle 6: Monitoring and Review

⇒ **Relevant functions and activities**

Relevant functions and activities are any function of a public nature, any activity connected with the business, any activity performed in the course of a person's employment and activity performed by or on behalf of a body of persons where the person performing that function or activity is expected to perform it impartially, in good faith, or is in a position of trust by virtue of performing it.

⇒ **Training and communication**

All staff will receive training on the Anti-Bribery & Anti-Corruption policy to ensure that they understand both the policy and the procedures that they need to follow in order to comply with it.

A copy of the policy is published on the organisation's Intranet/included in the staff handbook. All staff are expected to familiarise themselves with the Anti-Bribery & Anti-Corruption policy and to sign a copy of the policy to confirm that they have read and understood it. Changes to the policy and procedures will be communicated to staff in an appropriate manner.

### ⇒ Reporting concerns

All members of staff have a responsibility to prevent, detect and report all instances of bribery. Staff should therefore be alert to the possibility of bribery.

Anyone who has concerns regarding acts or potential acts of bribery should speak to their line manager in the first instance. If for any reason a person is not able to speak to his or her line manager, he or she should contact the Anti-Bribery Officer. Page | 5

All reports will be treated with the utmost confidentiality. However, concerns can be reported anonymously to the Anti-Bribery Officer.

Depending on the seriousness of the violation and/or if it is not possible to alert your immediate superior (in particular, if the superior is involved in the violation) or the ABO, you are invited to report any violation through intermediary of the internal alert system set up at Andros UK: [compliance@androsuk.co.uk](mailto:compliance@androsuk.co.uk)

Further information about reporting concerns is also available in the organisation's Whistleblowing policy. Where an individual has exhausted the internal options for raising concerns he or she can call **Safecall**. Contact information is on all notice boards.

## 7. ANDROS GROUP GLOBAL ANTI-BRIBERY CODE ('Anti-corruption & Anti-Influence Peddling Code of Conduct')

All employees, contractors, and third parties acting on behalf of the organisation are required to adhere not only to this local Anti-Bribery & Anti-Corruption Policy but also to the Andros group **Anti-corruption & Anti-Influence Peddling Code of Conduct**, which provides further practical direction on identifying, preventing, and reporting bribery and corruption risks. The Code outlines specific scenarios, red flags, and procedures that support compliance with our zero-tolerance approach. It is the responsibility of all personnel to familiarise themselves with the Code and to seek clarification from the Compliance team or the ABO when in doubt. Adherence to both this Policy and the Code is essential to maintaining the integrity and reputation of our operations globally.

A copy of the Group Anti-Bribery Code of Conduct is published on the organisation's Intranet.

## 8. SANCTIONS

The organisation treats breaches of the Anti-Bribery & Anti-Corruption Policy with maximum seriousness and will investigate any potential breach in accordance with the disciplinary policy. The ultimate sanction for a breach of the policy will be summary dismissal for gross misconduct.

## 9. QUESTIONS OR COMPLAINTS

Should you have any questions regarding this Policy, please contact your Anti-Bribery Officer : **Stephanie LITTLE - People & Development Manager**  
Email: [stephanie.little@androsuk.co.uk](mailto:stephanie.little@androsuk.co.uk) / DI: +44 (0) 1373 456083

Signed on behalf of Andros UK Ltd by :

  
**Jean LOUET**,  
Managing Director



