



# BAILLY International

Anti-corruption & bribery policy

2016

International Services for household goods and personal effects

## **Anti-bribery and Anti-Corruption Policy and Procedure**

BAILLY S.A. has a reputation for honesty and integrity in its management practices and in its business transactions that it wishes to maintain. It is therefore vital for us to fight and prevent corruption and bribery in all its forms.

The purpose of this policy is to:

1. Set out responsibilities of all BAILLY employees in observing and upholding our position on bribery and corruption; and
2. Provide information and guidance to those working for us on how to recognize and deal with bribery and corruption issues.

### **1. WHAT IS CORRUPTION?**

In practice, the words “bribery” and “corruption” are generally used interchangeably. Corruption is defined as the misuse of power by someone to whom it has been entrusted, for his own private gain. The most common form of corruption is bribery, which is the giving or receiving money, a gift or other advantage as an inducement to do something that is dishonest, illegal or a breach of trust in the course of doing business. The anti-corruption laws prohibit an offer, payment, promise to pay or authorization of payment of any money, gift, or anything of value to any government official for purposes of:

- influencing any act or decision of the government official,
- inducing him or her to do any act in violation of his or her lawful duties,
- securing an improper advantage, or
- inducing him or her to use his or her influence with a governmental agency, in order to assist in obtaining or retaining business or to direct business to anyone.

### **2. POLICY STATEMENT**

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 relationships and business dealings wherever we operate and to implementing and enforcing effective systems to counter bribery.

Bribery and corruption are punishable for individuals by penalties and imprisonment and if we are found to have taken part in corruption we could face an unlimited fine and face damage to our reputation. We therefore take our legal responsibilities very seriously.

We have identified that certain of our activities create particular risks for our organization, in particular:

- Overseas collaborations, joint ventures and partnerships (whether formal or informal);
- Recruitment of students, particularly overseas;
- Receipt of gifts and donations;

To address these risks we have taken the following steps:

- Implemented an anti-bribery and corruption policy;
- Prepared standard clauses relating to Bribery Act issues for inclusion in key contractual documentation.

### **3. 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).

### **4. 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: Offering a bribe: You offer a potential business partner 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 BAILLY. It may also be an offence for the potential client to accept your offer.

### **5. HOSPITALITY AND GIFTS**

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties and the giving or receipt of gifts. Normal and appropriate hospitality and gifts would include where the hospitality or gift:

- 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 favors or benefits;
- complies with local law;

- is given in our name, not in your name;
- does not include cash or a cash equivalent (such as gift certificates or vouchers);
- is appropriate in the circumstances. For example, in France it is customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, is of an appropriate type and value and given at an appropriate time;
- is given openly, not secretly; and
- is not offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Compliance Manager.

## 6. WHAT IS NOT ACCEPTABLE?

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

- 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;
- 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;
- 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;
- 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;
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy.

## 7. FACILITATION PAYMENTS AND KICKBACKS

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. 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 Compliance Manager. Kickbacks are typically payments made in return for a business favor 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.

## 8. DONATIONS

We do not make charitable donations or contributions to any parties.

## 9. YOUR RESPONSIBILITIES

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

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. You must notify your manager and/or the Compliance 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.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

## 10. RECORD-KEEPING

- We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
  - You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.
  - You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policies and specifically record the reason for the expenditure.
  - 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.**

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

It is important that you tell the Compliance 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

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.

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.

### **13. WHO IS RESPONSIBLE FOR THE POLICY?**

All the employees especially Senior Management Team have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

### **14. Schedule 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 anticorruption 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 your manager or to the Compliance Manager:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- 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;
- 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;
- 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;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- you receive an invoice from a third party that appears to be nonstandard or customized;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- 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

## 15. Code of Conduct

By agreeing and committing to this Policy BAILLY undertakes to:

1. Never engage in any form of bribery, either directly or through any third party.
2. Never offer or make an improper payment, or authorize an improper payment (cash or otherwise) to any individual, including any local or foreign official anywhere in the world.
3. Never attempt to induce an individual, or a local or foreign official to act illegally or improperly.
4. Never offer, or accept, money or anything of value, such as gifts, kickbacks or commissions, in connection with the procurement of business or the award of a contract.
5. Never offer or give any gift or token of hospitality to any public employee or government official or representative if there is any expectation or implication for a return favor
6. Never accept any gift from any business partner if there is any suggestion that a return favour will be expected or implied.
7. Never facilitate payments to obtain a level of service which one would not normally be entitled to.
8. Never disregard or fail to report any indication of improper payments to the appropriate authorities.
9. Never induce or assist another individual to break any applicable law or regulation.

Approved by  
Christian Guinnebault  
Director