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# Anti-corruption and Bribery, 030PO

Corporate Policy



## TABLE OF CONTENTS

1	Purpose.....	3
2	Scope.....	3
3	Responsibilities .....	3
4	Policy .....	3
5	Consequences of Non-Compliance.....	9
6	Audit.....	9
7	Information Classification .....	9
8	Review and Maintenance.....	9
9	Related documents.....	9
10	Document Control.....	10

## 1 Purpose

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This Anti-corruption and Bribery Policy sets out Ultima Topco Group's<sup>1</sup> ("Ultima") approach and commitment to conducting its business in an honest and ethical manner, in compliance with our values and Code of Conduct.

## 2 Scope

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The scope of this Policy applies to all employees directly employed by Ultima as well as workers engaged through, or by, an employment agency. Group entities may supplement this Policy with local processes to support its implementation.

## 3 Responsibilities

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- The **Board of Directors** are responsible for management system governance, for approving this Policy and shall provide staff with education and training to support adherence to this Policy and other related policies.
- **Departmental Managers**, in conjunction with the **Head of People and Talent** and the **Head of Legal and Compliance**, shall be responsible for implementing and communicating this Policy and associated processes and procedures to their staff and for supervising compliance.
- The **Compliance Manager** shall be responsible for ensuring that regular audits of the processes and procedures that implement this Policy are performed to maintain compliance and facilitate continual improvement.
- **All staff** shall comply with this Policy.
- **All staff** are responsible for maintaining awareness of Ultima's policies and procedures applicable to their role and for complying with them.

## 4 Policy

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### 4.1 Applicable Laws

Ultima staff must abide by all applicable anti-bribery laws, including but not limited to the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act 1977. These prohibit bribery, require that adequate internal controls operate to prevent and or identify related issues and that Ultima maintains accurate books and records.

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<sup>1</sup> Ultima Topco Group shall be defined as Ultima Topco Limited and all worldwide subsidiaries.

## 4.2 Ultima's approach to business dealings

Ultima takes a zero-tolerance approach to bribery and corruption and is committed to acting ethically, fairly and with integrity in all business dealings and relationships. All decisions by Ultima's staff as to how Ultima conducts business must be able to withstand both internal and external scrutiny.

Any employee who breaches this policy will face disciplinary action, up to and including summary dismissal for gross misconduct. Any non-employee who breaches this policy may have their contract terminated with immediate effect.

## 4.3 What is bribery?

A bribe is a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can be in the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit. Bribery includes offering, promising, giving, accepting or seeking a bribe.

## 4.4 Employee responsibilities

All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, you should raise it with your Line Manager or the Head of People and Talent.

Specifically, you must not:

- give or offer any payment, gift, hospitality, or other benefit in the expectation that a business advantage will be received in return, or to reward any business received.
- accept any offer from anyone outside of Ultima where there is or may be an expectation that Ultima will provide a business advantage for them or anyone else.
- give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure.

Note: this includes family members, or other linked individual, accepting any such offer or making an offer on your behalf.

Any request to action or participate in the above should be reported promptly to your Line Manager or the Head of People and Talent.

You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

## 4.5 Gifts, hospitality, incentives and sponsorship

### 4.5.1 Principles

You must always apply the following principles during your employment with Ultima:

- You must comply with local law and Applicable Laws described in section 4.1 of this policy.

- You must base all business decisions, negotiations and dealings solely on achieving the best outcome for Ultima.
- You must bear in mind the relevant contract between Ultima and other entities to inform your behaviour. Most third parties have anti-bribery policies which Ultima is expected to comply with, and you should review these whilst considering the appropriateness of your behaviour.
- You must not accept or provide, directly or indirectly, gifts or hospitality or benefits of any kind to a foreign public official for the purpose of obtaining or retaining business.
- You must not accept gifts, hospitality or benefits of any kind from anyone:
  - which might be perceived as compromising your personal judgement or integrity;
  - participating in an active tender with Ultima; or
  - for the purpose of securing a contract or business relationship for Ultima.
- You must not make use of your position to further your private interests or those of others.
- You must not put yourself in a position which would cause your private interests to conflict with Ultima's interests or your duties.
- You must declare any private interests to your Line Manager even if you are in doubt as to whether there is a conflict.
- You must not use services of a company, customer or supplier solely on the basis of receiving or the expectation of receiving gifts, hospitality or benefits of any kind.
- You must not give or receive, directly or indirectly, donations, gifts, hospitality or benefits to any political parties.
- Any gifts, hospitality or sponsorship offered by you in the course of your employment must be in Ultima's name not yours.
- You must refer to your Line Manager or the Head of People and Talent when faced with a situation for which there is no adequate guidance.

If you are in doubt about whether it is appropriate to accept a gift or hospitality, you should ask yourself the following:

- Am I, or might I, be in a position where I or my family or friends could gain from the connection between my private interest and my employment with Ultima?
- Do I have access to information or relevant connections that could influence the purchasing decisions of Ultima?
- Could my personal interests in any way be detrimental to Ultima's interests?

#### 4.5.2 Gifts

A gift will not be appropriate if it could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).

Offers of cash or cash equivalents (e.g. gift vouchers or gift cheques) made by service users, suppliers or their relatives, or any other person, firm or company to you must not be accepted by you in a personal capacity and must be reported to your Line Manager.

Gifts of a small or inexpensive nature such as calendars or diaries, or other branded stationery or other simple or inexpensive items such as flowers and chocolates can be accepted but must still be declared to your Line Manager and recorded in the Gifts Register. This type of gift can be easily distinguishable from more expensive or substantial items which cannot on any account be accepted. If there is any doubt as to whether the acceptance of such an item is appropriate, the matter should be referred to your Line Manager.

Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Board of Directors.

It is recognised that there are exceptional cases where refusal of a gift will clearly offend a donor, cause embarrassment or appear discourteous. In these cases, the donor should be advised that the permission of the Head of People and Talent will have to be sought as to whether or not the gift can be accepted.

Any gifts must be registered on the Gift Register.

#### **4.5.3 Hospitality**

This Policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services.

Hospitality will not be appropriate if it is unduly lavish or extravagant or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).

The provision of hospitality by Ultima to representatives of other organisations, service users, or volunteers should be modest and appropriate to the circumstances. In all instances the expenditure involved must constitute good value for money and be incurred in accordance with our Expenses Policy.

Staff must exercise careful judgment in the handling of offers of hospitality. We appreciate that it can be as embarrassing to refuse hospitality as it can be to refuse a gift. There is also the need to distinguish between simple, low-cost hospitality of a conventional type, i.e., a working lunch or evening meal compared with more expensive and elaborate hospitality. Reasonable offers of hospitality may be accepted provided they do not place you under any obligation and are not capable of being misconstrued.

When in doubt about accepting hospitality or an invitation you should consult your line manager.

You must record the hospitality received or provided in the Gift Register.

#### **4.5.4 Incentives**

Many suppliers offer incentive schemes and promotions from time to time. If you are offered the opportunity to enter such a scheme, whereby you may benefit as an individual rather than Ultima as a whole, you must report the opportunity to your Line Manager for approval. You must not participate in an incentive scheme without prior management approval. You will only be permitted to take up the opportunity if you are able to demonstrate (for audit purposes) that either the supplier is offering the best value for the goods or services or that they are the only source of such goods and services within the time required.

HMRC categorise such an incentive as a benefit. Therefore, unless the supplier is prepared to accept the tax liability of the incentive, you must either decline to take part or be solely responsible for any tax liability or other costs which you or Ultima may incur as a result of the incentive being accepted. Ultima can facilitate payment of the liability by processing the incentive through payroll.

It may be necessary to further disclose receipt of the incentive to the relevant customer, in accordance with contractual obligations, and so this should be discussed with the relevant Line Manager.

#### **4.5.5 Sponsorship and Donations**

Any sponsorship provided by Ultima must be linked to the Company's business and must be considered in light of Ultima's relationship with its customers and other organisations. You (and/or your immediate family) are not permitted to receive or provide personal sponsorship from or to anyone outside of Ultima (including charities) which may be in conflict with Ultima's interests, or which might be perceived as compromising your personal integrity or Ultima's integrity. If you are in doubt, you should consult your Line Manager.

In cases of business sponsorship, you must consult with your Line Manager.

All sponsorship must be recorded in the Gift Register.

#### **4.6 Personal conflicts of interest**

Employees must avoid situations or transactions in which their personal interests could or might be construed as conflicting with the interests of Ultima. This includes, but is not limited to, acting on any client information gained through their employment with Ultima for personal gain, passing on such information to a third party, acting in any way that might appear to be or be Insider Trading.

If there is a potential for a conflict, the interests of Ultima must take priority. Employees must disclose any personal conflict of interest or perceived conflict of interest to their Line Manager and on the appropriate periodic corporate questionnaire. Ultima shall take appropriate action following any disclosure of such information to ensure compliance with the law and this Policy.

#### **4.7 Record-keeping**

All accounts, invoices, and other records relating to dealings with anyone outside of Ultima including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

##### **4.7.1 The Gift Register**

Gifts, hospitality and incentives must be promptly declared and recorded in the Gift Register by the recipient / provider (as appropriate, depending on their nature) located on The Hub, or other similar local process.

##### **4.7.2 Incentives and payroll**

Receipt of incentives should be referred to People and Talent Team so that it may be recorded via payroll, if appropriate.

##### **4.7.3 Provision of items by Ultima**

You must also submit all expenses claims relating to hospitality, gifts, or payments to anyone outside of Ultima in accordance with our Expenses Policy and record the reason for expenditure, along with the relevant required information on the expenses system. In the event that the amounts have been paid for via Purchase Ledger, information should be inserted into the Purchase Requisition system in relation to reason(s), recipients etc. Local processes may negate any further disclosure to the Gift Register, please refer to the Legal and Compliance or People and Talent teams or the intranet for clarification on the local processes.

#### **4.8 Training**

Anti-Bribery training is provided to all members of staff via the eLearning portal and should be completed on a regular basis in accordance with the regularity prescribed by the business based on your role and the identified risks.

#### **4.9 Investigations and Reporting concerns**

If you or your family member inadvertently breaches this policy, you must notify your Line Manager or the Head of People and Talent immediately.

If you believe that there is a concern about instances of malpractice, please refer these to the Head of People and Talent in accordance with Ultima's Whistleblowing Policy.

If you refuse to take part in bribery or corruption or report a suspicion that an actual or potential bribery or other corruption offence has taken place, Ultima wishes to assure you that it will take all reasonable steps to protect you from any form of retribution, victimisation, harassment or detriment.

An individual making a disclosure in such instance in accordance with the Whistleblowing Policy will not be penalised provided that the disclosure is made in (i) good faith and (ii) in the reasonable belief of the individual that the information disclosed, and any allegations contained in it, are substantially true. In the event of malicious or vexatious allegations, disciplinary action may be taken against the individual concerned, up to and including summary dismissal for gross misconduct.

If you believe that you have suffered any negative treatment because of raising concerns about potential bribery, you should inform your Line Manager or the Head of People and Talent immediately. If the matter is not resolved to your satisfaction, you should raise it formally using our Grievance Procedure.

#### **Executive Approval**



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**Scott Dodds, CEO**

**Jul 31, 2024**

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**Date**

## **5 Consequences of Non-Compliance**

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Any breaches of this Policy and supporting policies may be subject to a formal investigation. Where proven, failure to comply shall result in disciplinary action being taken against individuals determined to be responsible for the breach under Ultima's Disciplinary Process, up to and including summary dismissal for gross misconduct. Ultima may also initiate legal action or refer the breach to relevant law enforcement authorities where warranted. Non-compliance by contracted third parties or their employees may result in termination of the supplier's contract and/or legal action.

## **6 Audit**

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Audit spot checks and automated monitoring may be conducted to ensure this Policy is complied with. Any non-compliance shall be reported to the ISF in the first instance to initiate investigation of any associated incident. Reports of the findings, initial remediation steps and follow up actions taken, as well as recommendations for improvements, shall be reported to the ISF.

## **7 Information Classification**

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This policy is classified as 'Public'.

## **8 Review and Maintenance**

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This *Anti-Bribery and Corruption Policy* shall be reviewed annually, or after significant change, by the Legal and Compliance and People and Talent Teams to ensure it remains effective and fit for purpose.

## **9 Related documents**

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Code of Conduct  
Competence and Training Framework  
Expense Policy  
Grievance Procedure  
Mandatory Training Process  
Performance and Absence Management Policy  
Whistleblowing Policy

## 10 Document Control

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### 10.1 Authority

Signatory	Name	Role	Organisation
Author	Jennifer Hall	Head of Legal and Compliance	Ultima Business Solutions Ltd
Information Asset Owner	People and Talent / Legal and Compliance	Head of People and Talent/Head of Legal and Compliance	Ultima Topco Limited
Executive Sponsor	Board of Directors		Ultima Topco Limited

### 10.2 Identity

<b>Issue Type</b>	Revised
<b>Date Issued</b>	31/07/2024
<b>Version</b>	1.3
<b>Title</b>	Anti-corruption and Bribery Policy

### 10.3 Revision History

Version	Date	Status	Comment
0.1	2016	Released	Policy included in the Employee Handbook
0.2	01/04/2017	Revised	Extracted from (the then) current Employee Handbook
1.0	27/01/2021	Revised	Reviewed, updated amendment made to version control
1.1	19/04/2023	Revised	Changed policy template
1.2	07/06/2023	Revised	Review of wording, ensure compliance with policies, amended information classification to 'public' and inclusion of Group in scope
1.3	31/07/2024	Revised	Small changes to wording on annual review