



Anti-bribery Policy and Procedures

A handwritten signature in blue ink, appearing to read "Jerry Froggett", is positioned above the name and dates.

Jerry Froggett, Chief Executive Officer

01-10-2017

Reviewed 01-10-2022

Cintra Language Services Group Ltd

1 Scope of policy

This policy applies to all Cintra directors, employees, linguists, contractors, agents, suppliers and all others associated with the company.

Every employee and associated person acting for, or on behalf of, the company is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual and/or criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the company.

The company may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the company.

This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of employees and associated persons acting for, or on behalf of, the company;
- the consequences of any breaches of this policy.

2 Aims of policy

To ensure Cintra fulfills its obligations in relation to the Bribery Act 2010.

3 Responsibilities

All directors, employees, linguists' contractors and any person or body associated with the company are responsible for complying with the policy.

All directors, employees and linguists have a responsibility to prevent, detect, and report all instances of bribery.

Cintra's Chief Executive is responsible for ensuring that this policy is implemented and complies with legislation.

4 Statement of prohibition of bribery

Cintra is committed to the highest standards of ethical conduct and integrity in its business activities. Cintra will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting for or on its behalf. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

5 Bribery Act 2010

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; or
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes any activity performed in the course of a person's employment, or on behalf of another organisation or individual, where the person performing

that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

- an employee or associated person acting for, or on behalf of, the company offers, promises, gives, requests, receives or agrees to receive bribes; and
- the company does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

6 What is prohibited?

Cintra prohibits employees or associated persons (including linguists) from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the employee or associated person is situated in the UK or overseas.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, advisors, customers, suppliers or other third parties.

It also applies to facilitation payments (payments made to government officials for carrying out or speeding up routine procedures).

7 Records

Employees and, where applicable, associated persons, are required to take particular care to ensure that all company records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative. Employees and associated persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

8 Corporate entertainment, gifts, hospitality and promotional expenditure

8.1 Principle

Cintra permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the company; or
- to present the company's services effectively;

provided that it is:

- arranged in good faith, and
- not offered, promised or accepted to secure an advantage for the company or any of its employees or associated persons or to influence the impartiality of the recipient, proportionate to the purpose for which it is done.

The company will authorise only reasonable, appropriate and proportionate entertainment, gifts, hospitality and promotional expenditure.

8.2 Procedure

Employees and, where relevant, associated persons, should submit requests for proposed hospitality and promotional expenditure to the appropriate senior manager.

Cintra will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. Cintra will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example, prior to a tendering exercise).

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to the appropriate Senior Manager. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example, where there could be a real or perceived conflict of interest. The provision or acceptance of entertainment of a sexual nature is expressly prohibited. As a general rule, small tokens of appreciation, such as flowers, confectionery, food items or a bottle of wine, may be retained by employees. However, linguists must not accept payment or tokens of appreciation from service users.

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from the Senior Manager is required, together with details of the intended recipients, reasons for the gift and business objective.

Employees and, where applicable, associated persons must supply records and receipts, in accordance with the company's expenses policy.

9 Charitable donations

Cintra and employees on Cintra's behalf may make donations to charities from time to time. Cintra will not make political donations under any circumstances. Any payments or donations to charities that are directly linked to obtaining new business or gaining a business advantage are prohibited.

10 Reporting suspected bribery

10.1 Principle

Cintra depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the company and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to their line manager or the Head of Business Operations, as appropriate. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

10.2 Procedure

Employees and associated persons should record any incidents of suspected bribery. Any such reports will be thoroughly and promptly investigated with the utmost confidentiality

Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

11 Action by the company

Cintra will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. Cintra will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal.

Cintra may terminate the contracts of any associated persons, (including consultants or other workers) who act for, or on behalf of, the company who are found to have breached this policy.

Cintra may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. Cintra will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

12 Training and communication

All employees will receive training on the anti-bribery 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 will be included in the employee handbook.

All employees are expected to familiarise themselves with the anti-bribery policy.

Changes to the policy and procedures will be communicated to employees in an appropriate manner.

13 Review

The Chief Executive will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.