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Anti-corruption policy

January 2019

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1 Introduction and scope

This document defines Zellis policy on the avoidance of bribery and corruption. It is applicable to all companies in the Zellis group, their employees, and business partners. It will be regularly reviewed to ensure that it reflects any changes in applicable laws and developments in acceptable standards for the conduct of business. We are committed to maintaining the highest ethical standards and vigorously enforcing the integrity of our business practices wherever we operate throughout the world. Zellis will not engage in bribery or corruption of any kind. Adherence to the guidelines set out in this policy will help ensure that we comply with anti-bribery and anti-corruption laws and governmental guidance.

This policy is intended to guide our actions and to prevent any activity that is counter to Zellis business integrity, values, and Code of Conduct. Zellis has a zero-tolerance policy towards any act of Bribery, which is offering, promising, giving, authorizing, assisting or accepting anything of value in order improperly to obtain or retain business. Common examples of bribery are:

- Channelling payments via intermediaries such as agents, subcontractors, consultants or other third parties, or giving a portion of contract payment as a kickback to government or party officials or employees of the other contracting party.
- Facilitation payments to expedite routine government actions.
- Extortion or solicitation, which is the demanding of a bribe, whether or not coupled with a threat if the demand is refused.
- Trading in influence, which is the offering or soliciting of an undue advantage in order to exert an improper, real or supposed influence with the purpose of obtaining an undue advantage.
- Laundering proceeds of corrupt practices, which is the act of concealing or disguising the illicit source, location, disposition, movement or ownership of property, when you knew or should have known that such property is the proceeds of a crime;
- Other corrupt practices, including but not limited to, collusion, fraud, embezzlement and the like.

In this Policy, we will refer to all the foregoing as “bribes”.

2 Policy

2.1 Bribes and kickbacks

Zellis does not, directly or indirectly, take part in acts of corruption, or pay bribes, or receive kickbacks. Zellis prohibits all acts of corruption, including paying bribes or kickbacks to, or accepting bribes or kickbacks from, public officials and private individuals such as the personnel of companies with which Zellis does business. A typical example of indirect bribery would be when a company employs a commercial agent to help it win a government contract, the agent is paid by commission based on a percentage of the contract fee, and part of that commission is passed on by the agent to a government official as a bribe to influence the awarding of the contract to the company. At Zellis we do not tolerate such practices in any form or wherever paid or offered.

All Zellis employees who are responsible for engaging the services of external consultants, suppliers, advisers or other business partners, should ensure that these business partners are made aware of the requirements of Zellis' Anti-Corruption policy prior to entering into the relationship.

2.2 Facilitation payments

Zellis will not make facilitation payments even if such payments are local practice or custom. Zellis accepts that refusal to make illicit payments may lead to commercial delays, for example, in the processing of government papers, and that there may be a commercial cost to Zellis attributable to this policy.

If Zellis employees encounter a demand for a facilitation payment, or think they are likely to do so, they should report the situation to their manager without delay. Line managers should then ensure that Zellis Legal & Compliance is involved so that a proper course of action can be determined.

2.3 Extortion and protection money

Zellis rejects any type of threat, abuse of authority, intimidation, blackmail, oppressive exaction, and extortion. If anyone approaches you with such a threat or is seeking money or other things of value in a way that is coercive in nature, you should immediately report this to your manager or to a member of the Zellis Legal & Compliance team.

2.4 Gifts, hospitality and expenses

Zellis employees may not offer to, or accept from, third parties, any gifts, hospitality, rewards, benefits or other incentives that could affect either party's impartiality, improperly influence a business decision or lead to the improper performance of an official duty. Similarly, they may not offer or accept cash donations.

Zellis employees may offer and accept 'reasonable' and 'proportionate' gifts and business entertainment and amenities, such as dinner, theatre parties or sporting events. In determining what is 'reasonable' and 'proportionate', employees should consider the value of the gift or benefit, as well as the frequency with which the same or similar gift or benefit is offered and reference the applicable reimbursement limits in the Travel, Expense and Gifts & Entertainment policies. In all cases they must ensure that the gift or amenity:

- is being provided as an expression of goodwill and for sound business reasons and not in expectation of a return favour (a gift designed to secure a return favour could be seen as a bribe).
- is commensurate with generally accepted standards for business gifts or amenities, taking into account the norms for the locality and industry/professional sector in which it is offered.
- is being provided openly and transparently and is of a nature that will not cause Zellis embarrassment if publicly reported.
- complies with local laws and regulations, including the recipient's own rules (bearing in mind that government rules on offering and receiving gifts or benefit are often particularly restrictive).
- meets the value limits set by Zellis and has all required approvals. In cases of uncertainty, employees must seek advice from their line managers, Finance or Legal & Compliance.

Employees must seek prior approval from their management for all gifts or business amenities received or offered with a value greater than the standard amount reimbursable for such expenses under the applicable Zellis Travel & Entertainment and Expense policies.

In addition, in order to ensure the accuracy of our books and records, it is essential that all gifts and business amenities provided by Zellis to any customer or other third party are properly and clearly identified as such when the employee submits the expense for reimbursement from Zellis under the applicable Zellis Travel & Entertainment and Expense policies.

2.5 Personal conflicts of interest

Zellis employees must avoid situations or transactions in which their personal interests could conflict or might be seen to be in conflict with the interests of Zellis. This includes: acting on any client information gained through their employment with Zellis for personal gain; passing such information to a third party; or acting in any way that could be construed as insider trading.

Conflicts of interest can arise if individuals have a personal interest in business dealings involving Zellis. Personal interest can be direct or indirect and refers not only to personal interests but to those of family members and friends. If there is a potential for conflict, the interests of Zellis must take priority.

Employees must disclose any actual or potential conflicts of interest to their line manager for evaluation, who should involve senior management and Legal & Compliance as appropriate for guidance.

2.6 Charitable donations

As part of its corporate citizenship activities, Zellis may support local charities or provide sponsorship, for example, to sporting or cultural events. Any such sponsorship must be transparent and properly documented and approved in advance by Zellis Management and Finance. Zellis will only provide donations to organisations that serve a legitimate public purpose, and which are themselves subject to high standards of transparency and accountability.

2.7 Political activities

Zellis has a policy of political neutrality; it does not make donations to any political parties, organisations, or individuals engaged in politics. Zellis will co-operate with governments and other official bodies in the development of policy and legislation that may affect its legitimate business interests, or where it has specialist expertise. Employees are of course entitled to their own political views and activities, but they may not use company premises or equipment to promote those views or associate their views with those of Zellis.

2.8 Business partners (including agents, suppliers, vendors, joint ventures, and sub-contractors)

Zellis expects its business partners to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this policy. In most cases this requirement is expressly included in Zellis' terms of business with each business partner. In cases where Zellis is unable to ensure these standards will be upheld, it will reconsider the business relationship.

2.8.1 Sales agents, consultants, and resellers

This policy applies with particular force to sales agents, consultants, and resellers. In many international corruption cases, sales agents, consultants, or resellers have passed on part of their commissions or discounts as bribes. Zellis prohibits such practices.

In order to maintain the highest standards of integrity, employees must ensure that:

- They are fully briefed on the background and reputation for integrity of our sales agents, consultants, and resellers before engaging them. Zellis will conduct reasonable due diligence enquiries to vet these business partners before entering a commercial relationship with them.
- The engagement process is appropriately documented; and that final approval of the selection of these business partners is made by someone other than the person selecting or managing Zellis' relationship with them.
- These business partners are provided with Zellis' Anti-Corruption policy, and in most cases have made a formal commitment to abide by it.

- Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered.

Once agreements have been signed, Zellis will continue to monitor its relationships with our business partners to help ensure that our Anti-Corruption policy is adhered to, and that any violations are appropriately dealt with. Contractual agreements should include appropriate wording making it possible to withdraw from the relationship if our business partners fail to abide by Zellis' requirements.

2.8.2 Joint venture partners

The need for documentation and careful reviews of Zellis' partners' integrity records applies equally to the process of setting up and managing joint ventures and consortia. Zellis will require commitments from such partners that help to ensure our joint ventures meet our integrity standards. Where Zellis has majority control, it will require that the joint venture adopts an approach to bribery and corruption consistent with that set out in this policy.

2.8.3 Suppliers and contractors

Zellis will ensure that the procurement procedure for appointing suppliers and contractors is fair and transparent. The selection of contractors will be based on an evaluation of professional merit and value for money.

2.9 Contracts

It is against our Policy for anyone in Zellis to enter into unwritten or "cash only" contracts with no contractual documentation. Additionally, contracts relating to projects or other business transactions should generally include terms consistent with the following principles:

- All essential terms and all the services to be provided by all parties under the contract should be described in sufficient detail.
- All fees or other compensation payable for the contracted services should be proportionate to the services provided and commercially reasonable.
- Payment methods should be capable of legitimate justification (i.e., the other party may generally only be paid in the country of their incorporation; domicile; where their headquarters are located; or where the transaction was performed).
- When appropriate, include a warranty by each party that it will not participate in any corrupt practices in relation to the contract and it will take reasonable steps to ensure that its employees, agents, subcontractors and suppliers do not participate in any corrupt practices.
- When appropriate, include the right to terminate the contract in the event of a corrupt act by the other party or if we have good faith concern that they have acted in material violation of our anti-corruption policies and applicable anticorruption laws.

3 Accounts and audits

Zellis' policies require employees to keep fair and accurate accounts throughout Zellis' operations. In no circumstances will Zellis keep parallel accounts. Zellis' regular auditing procedures will include a review of the local circumstances that may make particular offices or projects vulnerable to corruption, and the defences and strategies that are in place to mitigate such risks.

Zellis does not get involved with the criminally motivated nor engage in money laundering. It is also Zellis' policy to cooperate with legal authorities as may be required in order to help deter, prevent and apprehend money launderers.

The proper, accurate, reasonably detailed and timely recording, maintenance and reporting of books, records and accounts is crucial in deterring transactions which are in contradiction to generally accepted financial accounting practices, therefore, when performing accounting-related work for Zellis, you shall not engage in the any of the following practices:

- Intentionally recording false accounting entries;
- Receiving and making payments for goods and services without proper documentation (ie, "off the books" transactions or secret accounts), outside of approved standard procedures, or involving entities which are not legitimate parties to the relevant transaction;
- Re-coding of invalid, unauthorized or non-existent expenditures with incorrect identification of
- their object or of unusual transactions which do not have a genuine or legitimate purpose; or
- Intentionally and improperly destroying accounts and transaction records and related documents.

4 Training

This policy is available on Zellis' intranet for all employees, as well as on our internet site for access by our customers, business partners and others. Zellis' mandatory Annual Compliance Training program reinforces the principles and approach to bribery and corruption adopted by this Policy.

5 Duty to report and whistleblowing

We all have a duty to each other and Zellis to report any attempted, suspected, actual or potential violations of anti-corruption laws.

All Zellis employees should seek advice from their manager in cases of uncertainty about how to apply this policy or if they have good-faith concerns that any Zellis employee or business partner is engaged in bribery, corruption, fraud or any other illegal or unethical conduct. Employees may also consult a representative of Legal & Compliance or they may contact the Zellis' Whistleblowing mailbox at UKIWhistleblowing@zellis.com.

6 No retaliation

Zellis will not tolerate any form of retaliation against whistleblowers who report wrongdoings in good faith. In the event that the violator(s) discover the identity of the reporting individual, any retaliatory actions committed against the reporting individual will be treated seriously and may result in sanctions, ranging from disciplinary action to termination and potential referral to the authorities. Even if ultimately the alleged violation cannot be proven or may later prove to be false, you will be protected from retaliation if you have reported your concerns in good faith.

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