

## **Anti-Bribery and Corruption Policy**

In this policy, the references for 'Company', 'we', 'our', 'us', refer to the Lubbers Transport Group and its subsidiary companies.

Compliance Manager means Stuart Ferguson, who is responsible for the day-to-day implementation of this Anti-Bribery and Corruption Policy (the 'Policy') and the monitoring of its use and effectiveness.

### **1. Policy statement**

1.1. The Lubbers Transport Group has zero tolerance of bribery and corruption in any form.

1.2. The Lubbers Transport Group has a moral and ethical responsibility to act with integrity in how we conduct our business. We owe this duty to the communities in which we operate, and we take this duty seriously. For this reason, it is the policy of the Lubbers Transport Group to conduct all of our business in an honest and ethical manner. We take zero-tolerance approach to bribery and corruption and are committed to acting fairly and with integrity in all our business dealings and relationships wherever we operate. We are also committed to implementing and enforcing effective systems to counter bribery.

1.3. In addition to our ethical responsibilities, the Lubbers Transport Group is subject to local laws that prohibit bribery and corruption and that require us to take certain steps to prevent bribery within the Company and by our business partners. The consequences of any violation of these laws can be severe, including unlimited fines for the Company, exclusion from public tenders, and imprisonment of the individuals involved and their managers. Moreover, failures to follow applicable laws can result in irreparable damage to the Lubbers Transport Group's brand and reputation.

1.4. The purpose of this Policy is to:

1.4.1. Set our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and

1.4.2. Provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

1.5. This Policy will be made available to all workers, agents and distributors. The compliance manager has been tasked with ensuring that agents and distributors are subject to a regular review and verification process.

1.6. In this Policy, 'third party' means any individual or organisation you come into contact with during the course of your work for us, and includes, without limitation, actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, joint ventures and government and public bodies, (including their advisers, representatives and officials, politicians and political parties).

## **2. Who is covered by the Policy?**

2.1. This Policy applies to all individuals working at all levels and grades, including directors, senior managers, officers, employees (whether temporary, fixed term or permanent), 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 'you' in this Policy).

2.2. Violation of this Policy constitutes a reason for disciplinary action up to and including immediate termination.

## **3. Policy**

3.1. The Lubbers Transport Group does not accept or allow bribery or corruption in any form, whether by our personnel or by any third party who acts on our behalf. In addition, we will seek to influence the policies and actions of our other business partners so that they too meet the Lubbers Transport Group standards. We desire to do business with business partners that share in our commitment to compliance, and have policies and procedures reflecting that commitment.

3.2. This Policy applies to private and commercial bribery, as well as bribes given to public officials.

3.3. A public official is an employee, official, or any individual acting on behalf of: any government bureau, department, or agency of any level; a public international organization; a political party; or any company owned or controlled in whole or in part by a government. Public officials may also include candidates for political offices.

## **4. Your responsibilities**

4.1. You must ensure that you read, understand and comply with this Policy. If you have any doubts or concerns contact your Line Manager or the Compliance Manager.

4.2. You must notify your Line Manager and 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.

4.3. Any employee who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with you if you breach this Policy.

## **5. Who is responsible for this Policy?**

5.1. The board of directors has overall responsibility for ensuring this Policy complies with our legal and ethical obligations, and that all those under our control comply with it.

5.2. The Compliance Manager has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training/instruction on how to implement and adhere to it.

5.3. You are responsible for the success of this Policy and should ensure you use it to disclose any suspected danger of wrong-doing.

## **6. What are bribery and corruption?**

Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

Corruption is the misuse of public office or power for private gain.

Bribery and corruption are committed by offering and/or accepting bribes.

A bribe is an inducement, payment, reward or advantage offered, promised or provided in order to gain any commercial, contractually, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government official.

Remember that a bribe may be anything of value and not just money, such as:

- a) gifts;
- b) corporate hospitality or entertainment;
- c) payment or reimbursement of travel expenses charitable donation or social contribution;
- d) offer of employment for a government official or a relative of the government official; and/or
- e) offer of a scholarship to a relative of a government official.

### **Examples of bribery:**

#### Offering a bribe:

You offer a potential client tickets to a major sporting event, but only if they agree to do business with you.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. It may also be an offence for the potential client to accept your offer. Providing clients with hospitality is acceptable provided the requirements set out in Section 7 are followed.

#### Receiving a bribe:

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage. You must decline the job offer.

#### Bribing a government official:

You are asked to arrange for an additional payment to a customs official to speed up an administrative process.

The offence of bribing a government official has been committed as soon as the arrangement is made. This is because it is made to gain a business advantage for us. It is illegal to make a facilitation payment and such payment must not be made even if doing business is made more difficult for the Company if we refuse. You must never make such an offer, more guidance is provided in Section 10.

### **7. Gifts and hospitality**

7.1. This Policy does not prohibit normal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure such as calendar's, diaries, meals, and invitations to arts and sporting events (given and received) to or from third parties.

7.2. The practice of giving gifts and hospitality is recognised as an established and important part of doing business. However, it is clear that they can be used as bribes. Giving gifts and hospitality varies between countries and regions and what may be normal and acceptable in one may not be in another. To avoid committing a bribery offence, the gift or hospitality must:

7.2.1. Be reasonable and justifiable in all the circumstances; and

7.2.2. Have the intention to improve the image of the commercial organisation, better present its products and services, or establish cordial relations.

7.3. Giving or receiving gifts or hospitality is acceptable if all the following requirements are met:

7.3.1. It 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 favours or benefits or for any other corrupt purpose;

7.3.2. It complies with local law;

7.3.3. It is given in our name, not in your name;

7.3.4. It does not include cash or cash equivalent (such as gift certificates/vouchers);

7.3.5. It is appropriate in the circumstances. For example, in some countries it is customary for small gifts to be given at Christmas time;

7.3.6. Taking into account the reason for the gift or hospitality, it is of an appropriate type and given at an appropriate time;

7.3.7. It is given openly, not secretly and is given in a manner that avoids the appearance of impropriety; and

7.3.8. Gifts and hospitality must not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior written approval of the Compliance Manager.

7.4. If the gift or hospitality given or received is more than a token of gift or modest meal in the ordinary course of business, you must obtain the prior written approval from your Line Manager and it must be recorded in the Gift and Hospitality Register (see Appendix 1 to this Policy) and forwarded to the Compliance Manager within 14 days of giving or receiving the gift or hospitality. Examples of token gifts:

- a) corporate calendars, pegs, mugs, umbrellas, etc.;
- b) modest bottle of wine;
- c) a bunch of flowers.

## **8. Facilitation payments and kickbacks**

8.1. We do not make, and will not accept, facilitation payment or 'kickbacks' of any kind. Facilitation payments are typically small, unofficial payments (sometimes known as a 'grease' payment) made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some jurisdictions in which we operate.

8.2. Kickbacks are typically payments made in return for a business favour or advantage. You must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by the Company.

8.3. We are committed to our Policy of not making facilitation payments. The only limited exception to this is in circumstances where you or third parties are left with no alternative but to make payments in order to protect against loss of life, limb or liberty. In the event that you experience such circumstances and make a payment it is your responsibility to contact your Line Manager and the Compliance Manager as soon as possible after the event, so that it can be properly recorded, reviewed and accounted for.

## **9. Donations**

We do not make contributions to political parties, political party officials or candidates for political office. We only make charitable donations that are legal and ethical under local laws and practices. All charitable donations must be made in accordance with the Company Donations Policy, all of which require the prior approval of the Managing Director. You are not allowed to make any offer or donation for charitable purposes without the prior written approval of the Compliance Manager.

## **10. What is not acceptable**

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

10.1.1. Accept an offer of a gift of any size from a company which is in negotiation with, or is tendering for a contract with us;

10.1.2. Give, promise to give, or offer, any payment, gift or hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given;

10.1.3. Give, promise to give, or offer, any payment, gift or hospitality to a government official, agent or representative to 'facilitate' or expedite a routine procedure;

10.1.4. Accept or solicit any payment or advantage from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;

10.1.5. Accept or solicit a gift or hospitality from a third party of which you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;

10.1.6. Threaten, or retaliate against, another worker who has refused to commit a bribery offence or who has raised concerns under this Policy; or

10.1.7. Engage in any activity that might lead to a breach of this Policy.

## **11. Red flags**

11.1. The following is a list of possible red flags that may rise during the course of you working for us and which may raise concerns under various anti-bribery and corruption 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 have the responsibility to report them promptly to your Line Manager and the Compliance Manager as set out in 'How to raise a concern' in Section 12.

a) You suspect or become aware that a third party engages in, or has been accused or engaging in, improper business practices;

b) 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;

c) 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;

d) A third party requests payment in cash and/or refuses to sign a form commission or fee agreement, or to provide an invoice or receipt for a payment made;

e) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;

- f) A third party requests an unexpected addition fee or commission to 'facilitate' a service;
- g) A third party demands lavish entertainment, hospitality or gifts before commencing or continuing contractual negotiations or provision of service;
- h) A third party requests that a payment is made to 'overlook' potential legal violations;
- i) A third party requests that you provide employment or some other advantage to a friend or relative;
- j) You receive an invoice from a third party that appears to be non-standard or customised;
- k) A third party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the written contract between the parties) or refuses the put terms agreed in writing;
- l) You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m) 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;
- n) You are offered an unusually generous gift or offered lavish hospitality by a third party;
- o) A third party has asked you to make payments to a bank account not registered in its name;
- p) A public official has indicated that a large donation to a local charity, or his political party, will be 'looked favourably upon' in the upcoming licence/permit renewal;
- q) A public official has asked for a small payment to be paid to him to speed up a basic administrative task like issuing a visa, giving customs clearance, or connecting a phone line.

## **12. How to raise a concern**

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage.

If you are unsure whether a particular act constitutes bribery, or corruption, or if you have any other queries, these should be raised with your Line Manager in the first instance. Alternatively, you can contact the Compliance Manager.

## **13. What to do if you are a victim of bribery and corruption**

It is your responsibility to tell your Line Manager and the Compliance Manager as soon as possible if you are offered a bribe by a third party, you are asked to make one, suspect this may happen in the future or believe that you are a victim of another form of unlawful activity.

You must refuse to accept or make the payment from or to a third party, explain our Policy against making such payment, and make it clear that the refusal is final and non-negotiable

because of our Policy. If you encounter any difficulty in making this refusal, you should seek assistance from your Line Manager.

## **14. Protection**

14.1. Those who refuse to accept or offer a bribe, or those who raise concerns or report another's wrong-doing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

14.2. 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 has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform your Line Manager or the Compliance Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the Company Grievance Procedure.

14.3. Detrimental treatment includes dismissal, discrimination, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

## **15. Training and communication**

15.1. Training on this Policy forms part of the induction process of all new employees. All existing employees are required to adhere to any relevant training/instruction on how to implement and adhere to this Policy.

15.2. Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

## **16. Record Keeping**

16.1. For all hospitality or gifts accepted or given other than token gestures and modest meals, you must obtain the prior written approval of your Line Manager and record the hospitality or gift in accordance to Section 6. If you are in any doubt whether an item should be recorded, you should record it anyway.

16.2. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses Policy and specifically record the reason for expenditure.

16.3. All accounts, invoices, memoranda and other documents and records relating to dealing with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept 'off-book' to facilitate or conceal improper payments.

**17. Monitoring and Review**

17.1. The Compliance Manager will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

17.2. You are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Manager.

17.3. This Policy does not form part of any employee’s Contract of Employment and it may be amended at any time.

Signed:.....

Stuart Ferguson

Group Director UK & QHSE

May 2018

**ANNEX 1:**

**Lubbers Logistics Group Gift & Hospitality Register**

Please complete and once signed by your Manager, forward to the Compliance Manager

Employee Name	
Department	
Client Name	
Client Address	
Contact Details	
Details of Gift/Hospitality	
Volume (if applicable e.g. number of items)	
Approximate Value	
Date Given/Received	
Date Reported to Line Manager	
Date Reported to Compliance Manager	
Employee Signature	
Line Manager Signature	
Compliance Manager Signature	