

A high-angle, nighttime photograph of the Los Angeles skyline. The city is densely packed with lights from buildings and streets, creating a vibrant, glowing effect against the dark blue night sky. The skyline is dominated by several tall, illuminated skyscrapers, including the US Bank Tower. The foreground shows a mix of residential and commercial buildings, all contributing to the overall urban glow.

# GROUP POLICY

# Anti-Bribery & Corruption

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# 1 Purpose

The purpose of this policy is to establish clear responsibilities, guidelines, procedures and controls to prevent, detect and respond to bribery and corruption issues. This policy supplements the Diploma PLC ("Diploma") Group [Code of Conduct](#).

# 2 Scope

This policy applies to the entire Diploma group ("Group"), encompassing all directors, officers, and employees of Diploma and its subsidiaries, regardless of the country in which business is conducted or situated. Additionally this policy applies to third parties which includes:

- all our business partners, including agents, intermediaries and suppliers,
- other third parties including contractors, consultants, and business partners acting for or on behalf of the Group, and
- any individual or organisation with which an employee of the Group comes into contact during the course of their work.

# 3 Policy Statement

The Group is expected to uphold the highest standards of honesty, ethics, fairness, and integrity in all business dealings and relationships, regardless of location or jurisdiction. To support this commitment, Diploma will establish and enforce robust control systems to promptly identify and address any instances of bribery. The Board adopts a zero-tolerance stance towards bribery and corruption.

Diploma is committed to complying with all relevant laws pertaining to anti-bribery and corruption across the Group. Furthermore, Diploma ensures adherence to UK laws, including the Bribery Act 2010, both domestically and internationally.

It's important to note that the Bribery Act 2010 has extraterritorial reach, surpassing the scope of the US Foreign Corrupt Practices Act. Notably, it deems all Facilitation Payments illegal, as detailed further in this policy.

# 4 Bribery and Corruption

Bribery occurs when someone directly or indirectly offers, promises, gives to or accepts or requests a financial or other advantage from anyone intending that person receiving the benefit improperly performs their duties or obligations. An advantage can include anything of value such as money, gifts, hospitality, favours, improper signing bonus or rebates, donations, sponsorships or community investments. It could also include non-monetary benefits or an opportunity, such as the promise of employment for a family member or close friend.

Corruption is an abuse of entrusted power (e.g., by a government official) for private gain, typically involving bribery. All forms of bribery are business integrity risks. Diploma employees are required to recognise and to escalate them appropriately.

## Our Principle

Diploma has zero-tolerance to bribery or corruption and employees must not engage in or implicitly authorise bribery or corruption under any circumstance.

## 5 What is not Acceptable

It is not acceptable for an employee (or someone on behalf of an employee) 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; or
  - to a government official, agent, or representative to "facilitate" or expedite a routine procedure.
- accept payment from a third party that the employee knows, or suspects is offered with the expectation that it will obtain a business advantage for them;
- accept a gift or hospitality from a third party if the employee knows or suspect that it is offered or provided with an expectation that a business advantage will be provided by the Group in return;
- threaten or retaliate against another employee 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.

### 5.1 Gifts & Hospitality

A gift is anything of value, including an item, cash or cash equivalent, goods or services, offered or given to, or accepted or received from, a person or company outside of Diploma.

Hospitality includes any form of travel, food, beverage, accommodation, entertainment, marketing, cultural or sporting event (participating or watching), offered or given to, or accepted or received from, a person or company outside of Diploma.

#### Expectation

- In no circumstances should gifts be offered to, or accepted from, government officials or representatives, politicians or political parties.
- Gifts and hospitality (G&H) must always be:
  - **Legitimate and Transparent:** Given or received openly, appropriately authorised, and properly documented (secret and undocumented gifts and hospitality are not permitted).
  - **Reasonable and Proportionate:** Suitable for the seniority of the provider or recipient and consistent with local customs.
  - **Purpose Driven:** Clearly linked to a legitimate business purpose, not intended to influence decisions or gain improper advantage.
  - **Non-Cash Based:** Cash or cash equivalents (e.g. gift certificates or vouchers) are strictly prohibited.
  - **Compliant with Local Laws:** Always adhere to the most stringent local regulations.
- Gifts and hospitality should:
  - Be provided infrequently.
  - Be linked to a business meeting or offered on a non-exclusive basis (e.g. networking events).
  - Not be made during or shortly before contract negotiations or tender processes, to avoid any perception of influence.
  - Not be intended to secure business advantages, avoid regulations, or otherwise undermine ethical business practices.

## Red Flags

- G&H arising as a special favour to, or request from, a government official or business contact on behalf of or exclusively for their partner/spouse or close family member.
- G&H offered, given to, accepted, or received from any third parties involved in, or in anticipation of a competitive bid, tender process, or contract renewal.
- G&H that creates an actual or perceived conflict of interest, including exchanges involving close family members, friends, or associates.
- G&H is exchanged in the context of obtaining a commercial advantage or as a reward (or inducement).
- G&H offered or accepted outside the authority limits or in breach of the third party's policy.
- Expensive, highly sought-after tickets for major sporting or cultural events without a clear, justifiable business purpose.
- Travel and accommodation provided at lavish, popular, or exclusive resorts without a clear, justifiable business purpose.
- Numerous G&H offered, given, accepted, or received to/from the same third party over a short period.
- **If the answer is “yes” to any of these points, the G&H is unlikely to be proportional or appropriate. In these situations, or if you have any doubt, seek advice from your line manager or Group General Counsel before accepting.**

## What You Need to Do

- Ensure the G&H is legitimate, has a business purpose and is transparent, reasonable and proportionate in value, nature and scale.
- Retain copies of all related records, including approvals obtained and expenses incurred.
- If you are unsure whether a gift or hospitality is appropriate, consult the Group [Gifts, Hospitality & Entertainment Policy](#) or seek advice from your line manager or the [Group General Counsel](#).
- Record all G&H that are accepted in the Group Gifts & Hospitality Register (or local equivalent).
- Note: Any gifts or hospitality that are offered but not accepted, or those that are rejected, **do not need to be entered** into the register, but should still be assessed for potential conflicts of interest or reputational risks if they occur frequently or in sensitive contexts.

## Additional Considerations

- The practice of giving business gifts varies widely between regions, and what is normal in one context may be inappropriate in another.
- Always consider the timing of the offer and the potential impact on ongoing or upcoming business decisions.
- Be particularly cautious about gifts that may appear excessive or disproportionate to the relationship.
- If the G&H appears questionable or carries a high risk of being misconstrued, seek guidance before accepting.

## 5.2 Facilitation Payments

Facilitation payments are small, unofficial payments made to expedite or secure routine government actions, such as processing permits, licenses, customs clearance, or other administrative services. These payments are strictly prohibited under the UK Bribery Act 2010, regardless of the amount, local customs, or industry practices. Facilitation payments can also include:

- **Indirect Payments:** Any portion of a contract paid to employees of another contracting party, or through other methods like subcontracts, purchase orders, or consulting agreements, to channel funds to public officials, political parties, party officials, political candidates, or their relatives or business associates.
- **Hidden Payments:** Payments disguised as legitimate business expenses, commissions, or consulting fees without clear business justification.

### Expectation

- **Never** make or accept facilitation payments, except where personal safety is genuinely threatened.
- If a facilitation payment is unavoidable due to coercion or imminent risk to personal safety, the incident must be reported immediately to the Group Legal Team, and documented with full details, including circumstances of the payment, amount paid and to whom, and steps taken to resist the demand.
- Include explicit language in contracts with third parties prohibiting facilitation payments.
- Use risk assessments to identify regions or business activities where facilitation payments may be commonly requested, and ensure staff are trained on how to respond appropriately.
- Remember that facilitation payments are strictly prohibited under the UK Bribery Act 2010, which applies globally to Diploma's operations, regardless of local norms or expectations.

### Red Flags

- Requests for unofficial payments to speed up routine services or government functions.
- Lack of official receipts or vague payment descriptions.
- Pressure to make small, cash-only payments for routine approvals or services.
- Payments requested through informal channels or personal accounts.
- Requests for payment to "overlook" potential legal violations or regulatory breaches.
- Use of side letters or refusal to put agreed terms in writing.
- Unusually high commissions or consulting fees without clear justification.
- Third parties refusing to sign formal agreements or provide invoices for payments.

### What You Need to Do

- **Reject** any requests for facilitation payments in writing where safe to do so.
- Be mindful of the context and nature of any requested payment and assess whether it is proportionate to the goods or services provided.
- Always request a formal invoice or receipt that clearly states the reason for the payment.
- If you suspect a facilitation payment has been requested or made, seek advice from your line manager or the [Group General Counsel](#) immediately.
- Ensure all third-party contracts include explicit prohibitions against facilitation payments and require transparency in billing.

## 5.3 Donations

A donation is a gift of money or the equivalent of money (e.g., products, materials, services, or employees' time) without receiving anything in return. This includes gifts given in response to a significant unforeseen event, natural disaster, or material business crisis or charitable contributions to support societal, educational, or cultural causes.

A charity is a voluntary, not-for-profit organisation established and registered for charitable, social, and philanthropic purposes for the benefit of society, including but not limited to:

- The prevention or relief of poverty.
- The advancement of education, health, citizenship, or community development.
- The promotion of arts, culture, heritage, science, or sport.

A political donation has the meaning given to it in the UK Companies Act 2006. Diploma does not make political donations, either directly or indirectly, to political parties, candidates, or public officials.

### Expectation

- Giving back is important to Diploma. In line with our decentralised model, charitable initiatives are driven by the businesses and matched through Diploma's fund matching scheme.
- **Political Donations:** Diploma strictly prohibits all forms of political donations, including direct and indirect contributions to political parties, candidates, or public officials, in line with the UK Companies Act 2006.
- **Legitimacy and Transparency:** Donations must be legitimate, transparent, and have a clear, documented business purpose.
- **Reasonable and Proportionate:** Donations should be reasonable in value, nature, and scale, and appropriate to the recipient's status.
- **Appropriate Authorisation:** All donations must be approved in line with the Group Delegation of Authority Policy.
- **Due Diligence:** Conduct thorough due diligence on recipients, including a review of their ownership structures, financial histories, and any connections to government officials or political figures.
- **No Conflicts of Interest:** Donations should not create or appear to create a conflict of interest or provide a direct benefit to individuals or entities with whom Diploma has an active or potential business relationship.
- **Direct to Registered Charities:** Donations should be made directly to registered charities or non-profit organisations, not to individuals.
- **Clear Documentation:** Maintain clear, accurate records of all donations, including the recipient, purpose, amount, and authorisation details.
- **Regular Review:** Regularly review donation records to identify any unusual patterns or potential conflicts of interest.

### Red Flags

- Charities directly connected to a government official or their close associates.
- Donations requested by third parties involved in ongoing or potential business relationships.
- Payments directed to organisations without clear charitable status or purpose.
- Donations that only benefit a specific individual or small, exclusive group.

- Donations made at critical points in contract negotiations or tender processes.
- Request is involved from someone involved in a religious organisation.
- Charitable contributions where the funds are redirected to other non-charitable purposes.

### What You Need to Do

- Ensure donations are legitimate, have a clear business purpose, and are appropriately documented.
- Conduct thorough due diligence on all recipients before any donation is approved.
- Obtain the necessary approvals as required by the Group Delegation of Authority Policy.
- Any donation in the name of Diploma PLC requires Group approval and all donations should be reported on a monthly basis to Group via normal monthly reporting procedures.
- Be vigilant for red flags and seek advice if you are unsure about the appropriateness of a proposed donation.
- Report any concerns to your line manager or [Group General Counsel](#).

## 5.4 Travel & Expense

Travel and non-travel-related expenses that may be paid via corporate credit cards or otherwise incurred by an employee and claimed through an expense management system. These expenses can include travel, entertainment, and other costs that are **permissible and incurred while conducting business** on behalf of Diploma.

### Expectation

- Travel and expenses must:
  - Be reasonable, proportionate, and directly related to legitimate business activities.
  - Be supported by appropriate documentation, including receipts, invoices, and explanations of the business purpose.
  - Be pre-approved where required by the Group Gifts, Hospitality & Entertainment Policy.
  - Comply with both local policy and Group thresholds (whichever is more stringent).
- The most senior person present should pay for and seek reimbursement for expenses involving internal and/or external third parties. Unless exceptional circumstances exist, paying an invoice or bill must not be delegated.
- Expenses should never be used to conceal improper payments, bribes, or facilitation payments.

### Red Flags

- Expense payments made in large, round sums without clear justification.
- Expense claims with no or insufficient supporting documentation and lacking explanation or business purpose.
- Excessive or lavish expenses that appear disproportionate to the nature of the business relationship.
- Frequent or repeated claims for similar expenses without clear justification.
- Expenses claimed for non-business activities or clearly personal benefits.
- Lack of verification about attendees to meals or events.
- The most senior person present did not pay the final bill for a meal or other hospitality.



- Handwritten or suspiciously vague receipts submitted in place of formal invoices.
- Requests to split expenses to avoid internal thresholds or approval requirements.

### What You Need to Do

- Ensure all expenses are legitimate, proportionate, and have a clear business purpose.
- Pre-approve expenses where required and retain appropriate documentation, including itemised receipts and invoices.
- If you are the most senior person present, you must pay the final bill for a meal or other hospitality unless there are exceptional circumstances.
- Submit expense claims in accordance with local business expenses policy and specifically record the reason for the expenditure.
- Ensure expenses meet thresholds in the Group [Gifts, Hospitality & Entertainment Policy](#) are pre-approved (where required), recorded and disclosed in the Group GH&E Register (or local equivalent) in accordance with the applicable country or Group thresholds (whichever is more stringent).
- Maintain adequate segregation of duties and delegation of financial authority in approval processes.
- As an approver, review expenses for appropriateness and accuracy before signing off.

## 5.5 Associated Entities

Associated Entities are any subsidiaries, agents, business partners, contractors, or suppliers (individuals or organisations) that provide services to or act on behalf of the Group. This includes distributors, joint venture partners, consultants, and third-party intermediaries, collectively known as Associated Entities.

### Expectation

- Zero Tolerance for Bribery and Corruption:
  - Associated Entities are prohibited from making or receiving bribes on the Group's behalf, either directly or indirectly.
  - It is a violation of this policy to make any corrupt payments through Associated Entities or to make any payment to a third party where there is reason to believe that all or a portion of the payment will go towards a bribe.
- Due Diligence and Risk Assessment:
  - Conduct thorough due diligence before entering into any relationship with an Associated Entity.
  - Assess the entity's financial stability, ownership structure, and potential conflicts of interest.
  - Verify the absence of links to politically exposed persons (PEPs) or sanctioned entities.
- Contractual Safeguards:
  - Include explicit anti-bribery clauses in all contracts with Associated Entities, including:
  - Prohibitions on facilitation payments.
  - Requirements for accurate books and records.
  - Audit rights for Diploma to verify compliance.
- Ongoing Monitoring:

- Regularly review and monitor the activities of Associated Entities for signs of unethical behaviour or compliance risks.
- Use risk-based assessments to identify high-risk entities and prioritise monitoring accordingly.
- Ensure training and awareness programs are provided to Associated Entities where appropriate.

### Red Flags

- Lack of proper documentation, indicating a lack of transparency or raising concerns about potential unethical behaviour or regulatory violations.
- Inappropriate or disproportionate compensation relative to the services provided.
- Unexplained transactions or payments without clear justification.
- Conflicts of interest, such as ownership or control by government officials or individuals with close ties to decision-makers.
- Refusal to provide standard financial or compliance documentation.
- Requests for unusual payment structures, including offshore accounts or untraceable cash payments.
- Third parties demanding high commissions or success fees without clear value or service provided.
- Associated Entities insisting on using personal bank accounts for business transactions.
- Reluctance to include anti-bribery clauses in contracts or to agree to audit rights.

### What You Need to Do

- Conduct thorough due diligence on all potential Associated Entities before establishing a business relationship.
- Ensure contracts with Associated Entities include explicit anti-bribery provisions, including audit rights and requirements for accurate record-keeping.
- Regularly review and monitor the activities of Associated Entities to ensure ongoing compliance.
- Report any concerns, red flags, or suspected breaches of this policy to the [Group General Counsel](#) immediately.
- Ensure that Associated Entities are aware of and committed to Diploma's zero-tolerance stance on bribery and corruption.
- If in doubt, seek guidance from your line manager or the [Group Legal Team](#) before engaging with an Associated Entity.

## 6 Responsibilities

### Employees

- All employees must ensure they read, understand, and comply with this policy.
- Employees must avoid any activity that might lead to, or suggest, a breach of this policy.
- The prevention, detection, and reporting of bribery, corruption, and other unethical behaviour are the responsibility of all employees working for the Group or under the Group's control.
- Employees must immediately report to their Managing Director and [Group General Counsel](#) if:

- They are offered a bribe by a third party.
- They are asked to make a bribe.
- They suspect that a bribe may be offered or requested in the future.
- They believe they are a victim of another form of unlawful activity.
- Any suspicions, concerns, or queries regarding a payments, gifts or hospitality please seek advice from your line manager or [Group General Counsel](#).

### Senior Management

- Managers must ensure that their employees are aware of this policy and participate in anti-bribery training.
- Managers should actively promote a culture of compliance and lead by example in upholding Diploma's zero-tolerance stance on bribery and corruption.
- All directors, officers, employees, consultants, and contractors of the Group must participate in all training provided by the Group.
- Managers are responsible for escalating concerns to the [Group General Counsel](#) and ensuring that appropriate controls are in place to prevent bribery and corruption within their teams.

### Group General Counsel

- Has ultimate responsibility for the maintenance and oversight of this policy.
- Ensures that this policy is regularly reviewed, updated, and communicated to all relevant personnel.
- Supports employees and managers in understanding and complying with the policy.
- Investigates reported breaches of this policy and takes appropriate action.
- Provides guidance on complex compliance issues and emerging risks.

## 7 Training and Communication

### Mandatory Training

- All new employees must complete anti-bribery and corruption training as part of their induction.
- Existing employees must complete periodic refresher training to ensure ongoing awareness of their responsibilities under this policy.
- Training should cover identifying red flags, escalation procedures, record-keeping requirements, and the consequences of non-compliance.
- Senior management should receive additional training on oversight responsibilities, contractual safeguards, and risk assessments.

### Third-Party Awareness

- Diploma's zero-tolerance approach to bribery and corruption must be communicated to all Associated Entities at the outset of any business relationship and periodically thereafter.
- Training and awareness materials should be shared with high-risk third parties where appropriate.

## 8 How to Report Bribery & Corruption

### Reporting Requirements

Employees must immediately report any instances where they:

- Are offered a bribe by a third party.
- Are asked to make a bribe.
- Suspect that a bribe may be offered or requested in the future.
- Believe they are a victim of another form of unlawful activity, including fraud, extortion, or money laundering.

Reports should be made to:

- Your Managing Director or [Group General Counsel](#).
- The [Group Legal Team](#) for guidance and escalation where required.

If you feel uncomfortable raising a concern through these channels, you can report anonymously via the Diploma Confidential Hotline managed by Safecall, an independent third-party service:

- Freephone: check the Safecall [website](#) for local numbers
- Online Reporting: [safecall.co.uk/file-a-report](https://safecall.co.uk/file-a-report)
- Email: [diploma@safecall.co.uk](mailto:diploma@safecall.co.uk)

### What You Need to Do

- Report concerns promptly if you suspect bribery, corruption, or other unlawful activity.
- Use the appropriate reporting channels, including the Diploma Confidential Hotline, if you prefer to remain anonymous.
- Support and encourage a culture of openness in your team, ensuring colleagues feel safe to speak up.
- Never ignore potential red flags or signs of unethical behaviour, even if they seem minor.
- Cooperate fully with any internal investigation related to a reported concern.

## 9 Confidentiality & Protection

### Confidentiality

- All reports of suspected bribery, corruption, or other unethical behaviour will be treated as confidential to the extent possible, consistent with the need to conduct a thorough investigation.
- Diploma is committed to protecting the privacy and identity of individuals who report concerns in good faith, even if their concerns turn out to be mistaken.
- Information related to reports will only be shared on a need-to-know basis and in compliance with applicable data protection laws, including the UK General Data Protection Regulation (UK GDPR).
- Breaches of confidentiality, including unauthorised disclosure of a reporter's identity, will be treated as a serious disciplinary matter.

### Protection

- Employees who refuse to engage in bribery or corruption, or who raise concerns or report another's wrongdoing in good faith, are protected from retaliation.



- Retaliation includes dismissal, disciplinary action, threats, or other unfavourable treatment connected with raising a concern.
- Diploma is committed to ensuring that no employee suffers any detrimental treatment as a result of:
  - Refusing to take part in bribery or corruption.
  - 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.
- If you believe you have suffered retaliation for reporting a concern, you should:
  - Inform your Managing Director or the Group General Counsel immediately.
  - If the matter is not remedied, raise the issue formally using the business's applicable Grievance Procedure.
- Diploma is committed to maintaining a culture of openness where employees feel confident to raise concerns without fear of reprisal.
- Any form of retaliation will be treated as a serious disciplinary offence and may result in termination of employment or other appropriate action.

### What You Need to Do

- **Speak Up:** Report concerns promptly if you suspect unethical behaviour, without fear of retaliation.
- **Maintain Confidentiality:** Respect the confidentiality of investigations and avoid disclosing sensitive information.
- **Seek Support:** If you have concerns about retaliation, speak with your line manager or the Group General Counsel.

## 10 Compliance & Non-Compliance

### Compliance

- The Board of Diploma PLC has ultimate responsibility for ensuring that each of the businesses establish systems and controls to comply with this policy.
- Local Businesses are responsible for ensuring that appropriate systems and controls are in place to comply with this policy, including:
  - Conducting regular risk assessments.
  - Ensuring employees receive appropriate anti-bribery training.
  - Maintaining accurate records in line with the Group Gifts, Hospitality & Entertainment Policy, Delegation of Authority Policy, and other relevant policies.
  - Reviewing and monitoring the effectiveness of internal controls.
- The [Group General Counsel](#) will review this policy regularly to ensure it remains current and effective, reflecting changes in law, regulation, and best practice.
- [Group Internal Audit](#) will conduct regular audits to monitor the effectiveness of this policy and identify potential areas for improvement.

### Non-Compliance

- Any employee who breaches this policy will face disciplinary action, which may include dismissal for gross misconduct.
- Breaches by third parties, including contractors, agents, and suppliers, may result in the suspension or termination of contracts or agreements.

- Significant breaches of this policy must be reported immediately to the [Group General Counsel](#) for further assessment and potential escalation.
- A breach of this policy that causes damage to the reputation of Diploma, its stakeholders, or third parties, or which brings Diploma into disrepute, will be treated as a serious disciplinary offence.
- In cases where a breach constitutes a violation of applicable law, the Group may refer the matter to the appropriate regulatory or law enforcement authorities.

### What You Need to Do

- **Know and Follow the Rules:** Understand your responsibilities under this policy and related Group policies.
- **Speak Up:** Report any suspected breaches immediately using the appropriate reporting channels.
- **Cooperate with Audits:** Provide full cooperation during any internal audits or investigations.
- **Be Accountable:** Ensure your actions are consistent with Diploma's commitment to ethical business practices.

## 11 Contacts

For guidance or to report a concern, please contact:

- **Group Legal Team:** [Legal@diplomapl.com](mailto:Legal@diplomapl.com)
- **Group Risk & Compliance Team:** [Risk.Compliance@diplomapl.com](mailto:Risk.Compliance@diplomapl.com)

For confidential reporting, use the Diploma Confidential Hotline managed by Safecall, an independent third-party service:

- **Freephone:** check the Safecall [website](#) for local numbers
- **Online Reporting:** [safecall.co.uk/file-a-report](https://safecall.co.uk/file-a-report)
- **Email:** [diploma@safecall.co.uk](mailto:diploma@safecall.co.uk)

## 12 Definitions

### Employees

All individuals working at all levels throughout the Group's businesses and worldwide, including:

- Permanent, fixed-term, or temporary employees
- Directors and officers
- Consultants, contractors, and trainees
- Seconded staff and agency workers
- Volunteers, interns, agents, and sponsors
- Any other person associated with the Group, regardless of location

### Third Parties

Any individual or organisation with whom the Group interacts in the course of its business, including:

- Actual and potential clients, customers, and suppliers

- Distributors, business contacts, agents, advisers, and joint venture partners
- Government and public bodies, including their advisors, representatives, and officials
- Third-party intermediaries and subcontractors

### **Bribes**

- A bribe occurs when someone directly or indirectly offers, promises, gives, accepts, or requests a financial or other advantage with the intention of influencing the improper performance of a relevant function or activity.
- An advantage can include money, gifts, hospitality, favours, improper signing bonuses, rebates, donations, sponsorships, community investments, or non-monetary benefits.
- It also includes opportunities such as employment for a family member or close associate.
- Bribes can take many forms, including direct payments, kickbacks, or disguised benefits.

### **Inducement**

- Something that helps to bring about an action or desired result, typically involving improper influence or encouragement.
- An inducement is often linked to a business advantage and can be direct or indirect.

### **Business Advantage**

- A benefit that places Diploma in a better position, financially, economically, or reputationally, than it would have been had the bribery or corruption not taken place.
- This can include preferential treatment, contract awards, or favourable regulatory outcomes.

### **Kick-backs**

- Payments made to reward favourable treatment or actions, often as a portion of a contract payment, or through mechanisms such as subcontracts, purchase orders, or consulting agreements.
- These are typically disguised as legitimate business expenses to conceal the true nature of the transaction.
- Kickbacks can include cash, goods, or services provided in return for a business advantage.

### **Extortion**

- Directly or indirectly demanding or accepting a bribe, facilitation payment, or kickback through coercion, threats, or the abuse of power.
- Extortion can involve physical threats, economic pressure, or misuse of authority to force a payment or advantage.

### **Facilitation Payments**

- Small, unofficial payments made to expedite or secure routine government actions, such as processing permits, licenses, or customs clearance.
- Strictly prohibited under the UK Bribery Act 2010, regardless of local customs or industry norms.
- These payments can also include indirect payments through third parties.

### **Associated Entities**

- Any subsidiaries, agents, business partners, contractors, or suppliers (individuals or organisations) of the Group, collectively known as Associated Entities.
- This includes distributors, joint venture partners, consultants, and third-party intermediaries, regardless of location.