



# Anti-Bribery and Anti-Corruption Policy

## **Document Owner**

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The Administration, revision and temporary revision of this document is maintained by the Owner.

### **Scope**

This document describes OSPL Nederland BV and OSPL UK Ltd anti-bribery and anti-corruption procedures.

## **1. Introduction**

- 1.1** This anti-bribery policy exists to set out the responsibilities of the company and those who work for us in regard to observing and upholding our zero-tolerance position on bribery and corruption. It also acts as a source of information and guidance for those working for OSPL Nederland BV and OSPL UK Ltd. It helps recognise and deal with bribery and corruption issues, as well as understands their responsibilities.

## **2. Policy statement**

- 2.1** OSPL Nederland BV and OSPL UK Ltd are committed to conducting business in an ethical and honest manner and are committed to implementing and enforcing systems that ensure bribery is prevented. OSPL Nederland BV and OSPL UK Ltd have zero-tolerance for bribery and corrupt activities; we are committed to acting professionally, fair and with integrity in all business dealings domestically or abroad.
- 2.2** OSPL Nederland BV and OSPL UK Ltd recognise that bribery is illegal and the consequences it will have on our activities and reputation if discovered to have taken part in corrupt activities, resulting to exclusion from tendering, subjected to a serious fine, damaging its reputation.

## **3. Policy Application**

- 3.1** This anti-bribery policy applies to all employees (whether temporary, fixed term, or permanent), consultants, contractors, trainees, or any other person associated with us.
- 3.2** In the context of this policy, third-party refers to any individual or organisation our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents and advisors, government and public bodies - this includes their advisors, representatives and officials, politicians and public parties.
- 3.3** Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption

## **4. Definition of Bribery**

- 4.1** Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.
- 4.2** A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.
- 4.3** Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.
- 4.4** Bribery is illegal. Employees must not engage in any form of bribery, whether it will be directly, or passively, or through a third party. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the company's higher management.

## **5. What is and what is NOT acceptable**

**This section of the policy refers to 5 areas:**

- Active and passive bribery
- Gifts and hospitality
- Facilitation payments
- Political contributions
- Charitable contributions.

### **5.1 Active and Passive Bribery**

When a person offers, promises or gives a bribe, it is called 'active bribery' and when a person requests, receives, or accepts a bribe, it is called 'passive bribery'. Both forms are considered illegal and not accepted.

#### **Examples of active bribery**

- Bribing a public official in order to:
  - o Be awarded a contract in the briber's favour.
  - o Circumvent testing or safety controls.
- Channelling bribes to win public contracts through a consultant.
- Payment of small bribes to customs officials to expedite passage of goods through a port.
- Employing a public official's son or daughter to influence the award of contracts
- Providing sponsorship fees and excessive travel expenses for buyers to influence them to prescribe the company's products.

## Examples of passive bribery

Passive bribery takes place most often in certain operating functions; examples of instances are below:

- **Security:** A person in a company accepts a bribe from criminals to allow access for theft.
- **Purchasing and procurement:** A procurement executive demands a 'kickback' to award a contract. This involves a portion of the contract fee being given back to the individual who made the decision to award the contract. The consequences of such bribery can include financial loss through overpaying for goods, projects or services and purchase of substandard, counterfeit or otherwise non-compliant goods or services
- **Recruitment:** An executive demands a bribe to appoint or promote a person who would otherwise not have been selected. A senior buyer awards a contract on the strength of promise of a lucrative appointment with the supplier after a suitable interval.
- **Insider fraud:** An employee accepts a bribe to provide details of the company's customers.
- **Illegal information brokering:** An executive accepts a bribe to provide contract specifications to be used in a tender ahead of time. Bribery might also be accepted to alter the specification in favour of a bidder.

## 5.2 Gifts and hospitality

OSPL Nederland BV and OSPL UK Ltd will accept normal and appropriate gestures of hospitality and goodwill so long as the giving or the receiving of the gifts meets the following requirements:

- a) It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- b) It is not made with the suggestion that a return favour is expected.
- c) It is in compliance with local law.
- d) It is given in the name of the company, not in an individual's name.
- e) It does not include cash or cash equivalent (e.g. a voucher or gift certificate)
- f) It is appropriate for the circumstances (e.g. giving small gifts around Christmas, or as a small thank you to a company for helping with a project upon completion)
- g) It is of an appropriate type and value and given at an appropriate time, taking onto account the reason of the gift.
- h) It is given openly, not secretly.
- i) It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- j) It is not above a certain value (€100.00 Euro)
- k) It is not offered to, or accepted from, a governmental official or representative or politician or political party, without the prior approval of the company's higher management.

- 5.3** Where it is not appropriate to decline the offer of a gift (when the individual offering may take offense based on his religion or culture), the gift may be accepted so long as it is declared to the higher management, who will assess the circumstances.
- 5.4** OSPL Nederland BV and OSPL UK Ltd recognises that the practice of giving and receiving gifts varies between countries, regions, cultures and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.
- 5.5** As good practice, gifts given and received should always be disclosed to higher management. Gifts from suppliers should always be disclosed.
- 5.6** The intention behind a gift being given/ received should always be considered. If there is any uncertainty, the advice of the higher management must be sought.
- 5.7** Facilitation payments and Kickbacks: OSPL Nederland BV and OSPL UK Ltd does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action.
- 5.8** OSPL Nederland BV and OSPL UK Ltd does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.
- 5.9** Political Contributions: OSPL Nederland BV and OSPL UK Ltd will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.
- 5.10** Charitable Contributions: OSPL Nederland BV and OSPL UK Ltd accepts the act of donating to charities, whether through services, knowledge, time or direct financial contributions (cash or otherwise) - and agrees to disclose all charitable contributions it makes.
- 5.11** The Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.
- 5.12** We will ensure that all charitable donations made are legal and ethical under local laws and practices.

## **6. Employee responsibility**

- 6.1** As an employee of OSPL Nederland BV and OSPL UK Ltd, you must ensure that you read, understand and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.
- 6.2** All employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this antibribery policy.

**6.3** If you have any reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify the higher management.

**6.4** If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. OSPL Nederland BV and OSPL UK Ltd has the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy.

## **7. This section of the policy covers 3 areas:**

- How to raise a concern
- What to do if you are a victim of bribery or corruption
- Protection

### **7.1 How to raise a concern**

If you suspect that there is an instance of bribery or corrupt activities occurring in relation to OSPL Nederland BV and OSPL UK Ltd, you are encouraged to raise your concerns as early as a stage as possible. If you are uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should speak to your manager. Employees should be able to vocalize their concerns swiftly and confidentially.

### **7.2 What to do if you are a victim of bribery or corruption**

You must report it to the higher management as soon as possible if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe in the near future, or if you have reason to believe that you are a victim of another corrupt activity. When an issue is identified, top management should assess the known facts and the potential severity of the issue. If the facts for some reason are not sufficient, an investigation will start.

### **7.3 The investigation will be held by the top management and will ensure:**

- a) Collection of all relevant documents and other evidence.
- b) Make enquiries to determine the facts
- c) Once the investigation has been completed, the organization will implement one or more of the following:
  - a. Terminate or withdraw from a project or a contract
- d) Disciplinary action to personnel, depending on the severity of the issue, resulting even in facing dismissal for gross misconduct.
- e) Reporting the matter to authorities based on legal advice.

- 7.4** Protection if you refuse to accept an offer or a bribe or you report a concern relating to potential act(s) of bribery or corruption, OSPL Nederland BV and OSPL UK Ltd understands that you may feel worried about potential repercussions. OSPL Nederland BV and OSPL UK Ltd will support anyone who raises concerns in good faith under this policy; even if investigation finds that they were mistaken.
- 7.5** OSPL Nederland BV and OSPL UK Ltd will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act (s) of bribery or corruption.
- 7.6** Detrimental treatment refers to dismissal, disciplinary action, treats, or unfavourable treatment in relation to the concern the individual rose.
- 7.7** If you have reason to believe you have been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should consult with the Managing Director.

## **8. Training and communication**

- 8.1** OSPL Nederland BV and OSPL UK Ltd will provide training on this policy as part of the induction process for all new employees. Employees will also receive periodic training on how to adhere to this policy and will be asked to formally accept that they will comply with this policy.
- 8.2** OSPL Nederland BV and OSPL UK Ltd.'s anti-bribery and corruption policy and zero tolerance attitudes will be clearly communicated to all suppliers, contractors, business partners, and any third parties at the outset of business relations, and as appropriate thereafter.

## **9. Record keeping**

OSPL Nederland BV and OSPL UK Ltd will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence for all payments made

## **10. Monitoring and reviewing**

OSPL Nederland BV and OSPL UK Ltd.'s Managing Director is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. They will assess its suitability, adequacy and effectiveness. Internal control systems and procedures designated to prevent bribery and corruption are subject to audits to ensure that they are effective in practice. Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the Managing Manager. This policy does not form part of an employees' contract of employment and OSPL Nederland BV and OSPL UK Ltd may amend it at any time so to improve its effectiveness at combatting bribery and corruption.