

Claranet Anti-bribery and Anti-corruption Policy



1. About this document

This document sets out how Claranet Limited complies with the Anti Bribery and Corruption Laws to which it is subject including but not limited to the UK Bribery Act 2010 (“the Act”)

2. Introduction

This document (“the Policy”) has been approved by the Directors of Claranet Limited (“Claranet”) and describes the policy of Claranet together with the practices and procedures to be followed in order to comply with section 7 of the Act.

This policy applies to all individuals working within and for Claranet at all levels and grades, including Directors, senior managers, staff, consultants, contractors, seconded staff, agency staff, agents or any other person associated with us or any of our subsidiaries or their employees, wherever located. Every employee or person acting for or on behalf of Claranet is responsible for maintaining the highest standards of business conduct. Any breach of this policy will be regarded as a serious disciplinary, contractual and potentially criminal matter for the individual concerned as this in turn may cause serious damage to the reputation of Claranet.

In order to prevent the unwitting engagement in behaviour which might raise the suspicion of bribery and to prevent any associated person purporting to act on its behalf in a manner that brings suspicion on Claranet and its’ employees, the following measures have been adopted as appropriate and proportionate to the risks Claranet faces. The measures below will be enforced by their dissemination, regular training and disciplinary measures. Any resources that are required to implement any compliance measures shall be made available.

As an ethical company, all employees must act with integrity and always in the best interests of our clients, stakeholders and Claranet. As such, Claranet will not leverage its’ various industry memberships and certifications to market services which are unnecessary for our clients’ needs or unnecessary for our client’s various compliance requirements, e.g. PCI DSS or any other PCI SSC Standards.

3. The Act

Claranet is committed to comply with the Act across all its business activities as a minimum standard, with local legislation taking precedence if it requires compliance with even higher standards. There are four main offences under the Act:

- (a) Offering bribes
- (b) Receiving bribes
- (c) Bribing foreign public officials
- (d) A corporate offence of failing to prevent bribery

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

- (a) intention of inducing or rewarding illegal or unethical performance of a function or activity; or
- (b) belief or knowledge that accepting such an advantage would constitute the illegal or unethical performance of such a function or activity.

Function or activity in these terms includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another company 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. All Claranet employees and those persons acting on behalf of Claranet are required to adhere to this policy and act in compliance with the Act.

4. Management

The responsibility for compliance with this policy rests with the senior management of Claranet. The Directors will exercise oversight, make assessments of risk, deal with decisions where the potential for bribery exists, will receive and investigate reports of bribery and otherwise oversee the measures put in place to prevent bribery. The daily overall responsibility for the compliance with the Act and the implementation of the policy rests with:

- Rachel Woodhouse, Finance Director and Deputy Managing Director and
- Mina Raeburn, Human Resources Director.

These Directors shall be consulted on any matter where the possibility of unlawful acts could arise.

The Directors and employees shall report any attempt at bribery which comes to their attention, whether it consists of an approach to one of them or an act done by an associated third party. In the first instance the report should be made to:

- Rachel Woodhouse, Finance and Corporate Development Director
- Mina Raeburn, Human Resources Director.

Under no circumstances will a person who reports a suspicion of bribery be subject to victimisation for making a bona fide report, whether or not the suspicion turns out to be justified.

5. Assessment of risk

Claranet is an ethical company and is governed by a strict code of conduct. Our employees act upon instructions and are chosen for their integrity as well as ability. As such the general assessment of the risk of committing an offence under the Act is very low.

However:

- (a) in relation to occasions on which hospitality is offered or accepted by Directors or employees, issues may arise as to the line between a proper public relations exercise and an intention to induce improper performance of a relevant function;
- (b) in relation to awarding of contracts for services, even though Claranet has provisions for competitive tendering in place, an issue of bribery might arise and
- (c) in relation to charitable and political donations, the Directors and employees are advised that care should be exercised to avoid the suggestion of soliciting favours.

The assessment of Claranet's exposure to the external and internal risks of bribery will be assessed annually.

6. Facilitation or grease payments

Claranet does not allow its employees or its representatives to make, or accept, facilitation payments of any kind. Facilitation payments are usually small payments (or gifts) made to public officials in order to speed up or facilitate actions that the officials are already duty bound to perform.

7. Hospitality, Gifts and Promotional Expenditure

Gifts, entertainment, hospitality and promotional expenditure includes both the receipt and offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business. These are acceptable provided they fall within reasonable bounds of value and occurrence. Claranet permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- (a) for the purpose of establishing or maintaining good business relationships;
- (b) to improve the image and reputation of Claranet, or
- (c) to present Claranet services effectively.

This is conditional on it:

- (a) being arranged in good faith, and
- (b) not offered, promised or accepted to secure an advantage for Claranet or its employees or representatives or to influence the impartiality of the recipient.

Claranet will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure. This principle applies to employees and those representing Claranet whether based in or outside the UK.

In order to make an assessment of any particular hospitality event which is to be offered to a client or prospective client the Human Resources Director will have to be supplied with information. This will include the cost and nature of the hospitality, the name and details of the person to be entertained and the purpose of the event. Human Resources Director will be required to approve the event or make suggestions for modifying it.

In the event that a director or employee is invited to an event, a similar procedure shall be followed.

8. Political donations

Claranet does not make contributions to political parties. Claranet makes charitable donations that are legal and ethical under local laws and practices.

9. Communication

A copy of this policy will be available on the public area of the website. Reference will be made to it in all documents provided to clients, contracts with suppliers and agents

10. Review and amendments

In drafting this policy regard was had to the guidance issued under section 9 of the Act. Claranet will keep this policy under review and make amendments to it as appropriate and in the light of further guidance issued under section 9 of the Bribery Act.

11. Reporting suspected bribery

Claranet 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 Claranet 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 the Directors as soon as possible. Issues that should be reported include:

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

12. Training

Staff employed by Claranet will be required to undergo regular training in the terms of the Act and the requirements described in this document. It shall be a term of the contracts of employment that such training should be undertaken.

A copy of the up to date guidance given by the Ministry of Justice under section 9 of the Act will be available on internal share sites and internal social media.

13. Responsibility for the Policy

For the purposes of this policy, the Head of Procurement Legal and Compliance will have primary responsibility for the regular review and update where appropriate.

This is the Anti-Bribery and Corruption Policy of Claranet Limited and I as Head of Procurement Legal and Compliance commit myself and the company to it.

Brendan O'Halloran

Name: Brendan O'Halloran

Title: Head of Procurement Legal and Compliance Date: 31st January 2025