

LEGAL ANTI-BRIBERY POLICY

RWLEP001

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Document Control

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1.0 General Introduction

‘The anti-bribery policy ensures that staff are aware of the definition of bribery and its business implications’

1.1 Purpose

The purpose of this policy is to provide clarity to the regulatory requirements and guidance on the Group’s stance towards the subject of bribery.

1.2 Objectives

1. Maintain compliance with all relevant legal, regulatory and contractual requirements (including as a minimum, the Bribery Act 2010 and the Money Laundering Directive 2005/60/EC).
2. Provide a reference document for training purposes.
3. Reduce the possibility of unintended breaches.
4. Provide a framework for best practice as outlined in BS 10500: 2011.

1.3 Scope

This policy applied to:

- All operations and activities of the Robert Walters Group globally
- Employees (directly employed and contracted).

1.4 Principles

This policy will be subject to review under the following circumstances:

- As part of an annual policy review by the Document Invigilator.
- Following change in regulation.
- Following an issue (such as a complaint relating to grievance or victimisation).
- On request by a Board member.

All managers are responsible for implementing the policy within their business areas.

1.5 Integration with other documents

This policy may need to be read in conjunction with the following documents:

- Contracts of Employment
- HR Disciplinary Procedure

2.0 The Group Approach

2.1 Definitions of Bribery

What is “bribery”?

“Bribery” is giving someone a financial or other advantage to act improperly or to reward someone for doing so. For example, an executive making a personal payment to a senior government official in exchange to secure lucrative contracts.

There are two elements to bribery:

- A benefit of some kind being offered, coupled with
- The person receiving the benefit then acting in a wrongful manner (or at least the person making the bribe intending for a person to act improperly)

What is not “bribery”?

It is not bribery for a business to organise events or provide hospitality in order to market its services or to get to know its clients better. Kenneth Clarke, the Secretary of State of Justice, writes in the introduction to the government guidance to the Act that “no one wants to stop firms getting to know their clients by taking them to events like Wimbledon or the Grand Prix”.

2.2 Purpose of the current legislation

- The current Act makes it illegal either to offer or give a bribe or to request or receive a bribe.
- The Act also deals with specific cases such as the bribery of foreign officials and also bribery by agents acting on a company’s behalf.
- The Act also extends to overseas activities of UK entities where the overseas bribery has a direct benefit to a connected UK entity.
- Any actions taking place prior to the 1st July 2011, when the Act comes into force, are not covered.
- There are significant criminal penalties for breach the Act – although these are mainly aimed at the individuals directly involved - corporate entities can be liable also where a very senior person is involved in the offence or the company fails to prevent the bribery by not having adequate prevention procedures in place.

2.3 What is Group policy in response to the Act?

This policy is part of our process for making staff aware of provisions of the Act and the Executive Board's expectation in terms of staff conduct.

1. The Group requires high standards of probity and ethics. The Group is fully committed to carrying out business fairly, honestly and openly. Bribery does not fit with this principle and has never been, and never will be, tolerated in the Group. Persons found being involved in practices which amount to bribery will be subject to disciplinary action which may lead to dismissal for gross misconduct. The Group expects compliance in both letter and spirit of the Act and this policy.
2. It is important not only to ensure that bribery does not take place but also ensure that the actions of the Group are perceived to be compliant. For this reason the Group has set approvals and maximum levels for entertainment, expenses, gifts and sponsorships and donations. Levels are quoted in pounds sterling however, outside of the UK, local equivalent should be used.

These are determined as follows:

- **Client and Candidate Entertainment** – All client and candidate entertainment event invitation lists must be reviewed in advance and approved by local managers. Where any event spend is likely to exceed £5000 it must be approved by the Group Marketing Director in London. The purpose of such entertainment is to market our services and spend time with clients and candidates in a more informal setting. Entertainment must not be used as a way to influence clients or candidates to make improper decisions. You must not make statements or act in a manner which could be perceived as doing so.
 - **Expenses and Welfare** – Local management are responsible for signing off all expense claims up to £1000. Expenses over this amount will require the approval of the Executive Board in London.
 - **Gifts and Hospitality Which You May Receive** – All client and/or candidate gifts or hospitality up to an individual value per person of £100 must be approved by local senior management. Any gift of an individual item valued in excess of this sum must be approved by the Group Marketing Director in London. Until this approval is received please be aware that the gift may need to be returned to the giver. It is important that any gifts and/or hospitality do not influence any decision which you may have to make.
 - **Sponsorships and Charitable Donations** – Sponsorships must only be made under written sponsorship agreements which must be approved by the Legal Department. Local management must approve all sponsorships or charitable donations of up to £500 or local equivalent. Any sponsorship or charitable donation above this level must be approved by the Group Marketing Director in London.
3. We will provide training to the relevant members of the business as required. We will also include an introduction to the Act within UK corporate induction process.
 4. This policy will be posted on the company intranet. We will make you aware of any changes to it by email including any amendments to spending levels and approvals.
 5. If you wish to discuss any issues around the Act or wish to report any activity that you believe may violate the Act or our policy, you can email legalcounsel@robertwalters.com. Your query will be received by a senior member of the legal department and will be treated in confidence and only shared with senior management.

2.3 What may our clients do?

- Each company will have its own policy regarding the Act. You may find that larger clients with complex business such as banks, will have very extensive and comprehensive policies. Smaller clients may have something much simpler. This is because the Guidance states that a company's response need only be proportionate to the potential risks that they face. You should not be surprised if some clients impose limitations on hospitality which are more restrictive than those we impose – this may well be due to their differing bribery risk profile or playing to the lowest common denominator.
- Clients may also ask you to provide the details of the value of hospitality. Please refer any such questions to Nikki Lovett. We are keen to assist our clients in terms of their own compliance.