

Anti-Bribery and Corruption Policy

1. Introduction

It is our policy to conduct all of our business in an honest, ethical and legal manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity and to implementing and enforcing effective systems to counter bribery.

This policy sets out responsibilities for Francis James, and those who work for or with the organisation, in upholding high standards of integrity and compliance with applicable anti-bribery laws, including the Bribery Act 2010.

This policy applies to all directors, officers, employees, contractors, consultants, agents, representatives and any other person acting on behalf of, or for the benefit of, Francis James Ltd.

The purpose of this policy is to:

- set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

2. Definitions

Bribery: Offering, promising, giving, demanding or receiving an advantage (monetary or otherwise) to influence a person to act illegally, unethically or otherwise improperly. The advantage can take the form of gifts, hospitality, fees, rewards, jobs, assessment grades, for example. It does not matter whether these are offered or received directly or through a third party, or whether it is for the benefit of the recipient or another person.

Corruption: The misuse of entrusted power for personal gain.

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 actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

3. Policy Statement

Francis James Ltd adopts a zero-tolerance approach to bribery and corruption. In line with the Bribery Act 2010, no employee or associated person shall directly or indirectly:

- Offer, give, solicit or accept any bribe, either in cash or any other form of inducement, to or from any person or company, wherever they are located and whether they are a public official or body, or private person or company.
- Gain or retain any commercial, contractual or regulatory advantage through unethical or illegal means when conducting business on behalf of the University or its subsidiaries.

Francis James' zero tolerance approach means all forms of bribery and corruption are prohibited; this includes just the offer or promise of a bribe, no matter whether it actually happens.

Any breach of this policy will result in an investigation which may lead to disciplinary action being taken, this could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

4. Responsibilities - overview

The prevention, awareness, detection and reporting of bribery or corruption are the responsibility of all staff at Francis James. You must ensure that you read, understand and comply with this policy.

Any concern should be reported to the governance lead at Francis James, or the Chief Executive Officer. Staff may also use processes set out in the *Whistleblowing Policy* to report any concerns or issues.

No staff member or person associated with Francis James will suffer any adverse consequences for refusing to pay a bribe, even if a refusal may result in a loss of custom or business, or a delay in delivery.

Francis James senior management team will ensure there are adequate and proportionate systems, controls and monitoring in place to prevent bribery and corruption, and to deal with any allegations or incidents.

Mitigations for potential bribery and corruption will be managed through the Francis James Risk Register, which is overseen by the Francis James Audit & Risk Committee. The senior management team will also promote awareness and understanding of this policy to all staff in the organisation.

With regards gifts and hospitality, these can be permitted where they serve a legitimate business purpose, and are not intended to influence an organisational decision. Usually such gifts or hospitality, offered in such a way, should be modest, reasonable and transparent. All gifts and hospitality must be reported to Francis James' governance lead, and a record must

be kept and made available for audit as and when required. The governance lead is also able to provide advice on suitability for accepting any gifts or hospitality.

5. Responsibilities - further detail

5.1. Gifts and hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- 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;
- it complies with local law;
- it is given in our name, not in your name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- it is given openly, not secretly; and
- gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of a senior manager.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

5.2. What is not acceptable?

It is not acceptable for you (or someone on your behalf) 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;
- give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;

- accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- threaten or retaliate against another colleague 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.

5.3. Facilitation payments and kickbacks

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments 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 other jurisdictions.

If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with a senior manager.

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

5.4. Donations

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of a senior manager.

5.5. Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-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 must report them promptly to a senior manager or using the procedure set out in the whistleblowing policy:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- 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;

- 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;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non- standard or customised;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- 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; or
- you are offered an unusually generous gift or offered lavish hospitality by a third party.

6. Record-keeping

We keep detailed financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

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 the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to

facilitate or conceal improper payments.

7. 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 or HR. Concerns should be reported by following the procedure set out in our Whistleblowing Policy.

8. What to do if you are a victim of bribery or corruption

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

9. Protection

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

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 or other corruption offence 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 the compliance manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

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.

10. Review

This policy will be reviewed annually by Francis James to ensure:

- Fairness and accuracy
- Consistency with other institutional regulations

Written By	Revision Date	Revision Number	Approved By	Review Date
Helen Barratt	12/12/2025	1	 S Graham	12/12/2026