

 COUNTRYSIDE <small>Places People Love</small>		GROUP	
Policy Name	Anti-Bribery & Corruption Policy	Date & Issue	14/06/19
Approved	<i>General Counsel & Company Secretary</i>		

THE COUNTRYSIDE PROPERTIES' GROUP OF COMPANIES

ANTI-BRIBERY AND CORRUPTION (ABC) POLICY

ANTI-BRIBERY & CORRUPTION (ABC) POLICY

1. POLICY STATEMENT

- 1.1 It is Countryside's policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.
- 1.2 We will uphold all laws relevant to countering bribery and corruption in the UK or abroad. In particular, we are bound by the UK Bribery Act 2010, in respect of our conduct both at home and abroad.

2. ABOUT THIS POLICY

- 2.1 The purpose of this policy is to:
- (a) set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
 - (b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 2.2 It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer if we fail to prevent bribery we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.
- 2.3 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.
- 2.4 This policy does not form part of any employee's contract of employment and we may amend it at any time.

3. WHO MUST COMPLY WITH THIS POLICY?

- 3.1 This policy applies to all persons working for us or any Countryside Group Company (including joint ventures where applicable) or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

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3.2 All new employees must acknowledge that they have read this policy within one month of joining any Countryside Group company – see **Schedule 1**.

4. WHO IS RESPONSIBLE FOR THE POLICY?

4.1 The board of directors of Countryside Properties PLC has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

4.2 The Company Secretary has the duties of Compliance Officer and has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

4.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

4.4 You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Company Secretary.

5. WHAT ARE BRIBERY AND CORRUPTION?

5.1 **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

5.2 An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

5.3 A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

5.4 **Corruption** is the abuse of entrusted power or position for private gain.

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Examples:

Offering a bribe

You offer a potential customer tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

6. WHAT YOU MUST NOT DO

It is not acceptable for you (or someone on your behalf) to:

- (a) 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;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.
- (e) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (f) engage in any other activity that might lead to a breach of this policy.

7. FACILITATION PAYMENTS AND KICKBACKS

7.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

7.2 **Facilitation payments**, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official).

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7.3 **Kickbacks** are typically payments made in return for a business favour or advantage.

7.4 You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. 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 the Company Secretary.

8. GIFTS, HOSPITALITY AND EXPENSES

8.1 **All hospitality, entertainment or gifts, of whatever form, given or received, must in all cases be recorded on the 'ABC Form' on Insite (Countryside's intranet).** Any such records (ABC Forms) must be filed no later than every quarter (on 1 March, 1 June, 1 September and 1 December).

8.2 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

8.3 The giving and accepting of gifts is allowed if the following requirements are met:

- (a) 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;
- (b) it is given or received in Countryside's name, not in your name;
- (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;
- (e) it is given openly, not secretly;
- (f) it complies with any applicable local law.

8.4 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

8.5 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to

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bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

8.6 The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

8.7 **Hospitality, entertainment of gifts above certain limits require, by nature of their size, prior written approval.** The size limits above which written approval is required are shown in **Schedule 2** and the form to grant written approval is shown in **Schedule 3**.

9. HEAVILY DISCOUNTED SERVICES

9.1 **The giving or receiving of discounted services (i.e. at or below the actual/estimated cost to the third party provider) requires the prior written approval of your manager.** Their written approval (if issued) is confirmation that, in their reasonable opinion, the giving or receiving of the benefit will not reasonably be thought to:

- (a) Prejudice Countryside's and/or the donor's business relationship; or
- (b) Be capable of being construed as being a bribe or having a corrupt influence.

9.2 Any doubts should be discussed first with the Company Secretary, whose decision will be final.

9.3 Staff purchases of Countryside homes or of building materials from Countryside suppliers are not covered by this policy; reference should be made to the respective Staff Purchases policies.

10. CONFLICTS OF INTEREST & FAMILY MEMBERS

10.1 Prior to the engagement of any supplier to Countryside (whether for the supply of goods or services), it is necessary for those Countryside employees (or contractors) who determine the choice of such supplier to declare any potential 'conflict of interest'. A 'conflict of interest' arises in any situation where the Countryside employee (or contractor) has an interest in the potential supplier. An interest may arise in any situation where the potential supplier is owned by or employs a Family Member (see definition below) of the Countryside employee, or where the choice of supplier will in some other way benefit the Countryside employee (other than through remuneration from Countryside). The declaration of a conflict of interest must be made in writing (by email) to the Countryside employee's director who shall seek prior permission for the choice of supplier from the relevant Divisional CEO. No supplier may be engaged in any situation in which there is a potential conflict of interest unless the relevant Divisional CEO has approved their appointment in writing (a copy of which shall be sent to Company Secretariat).

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11. DONATIONS

- 11.1 We do not make contributions to political parties.
- 11.2 We only make charitable donations that are legal and ethical. No donation must be offered or made unless in accordance with the Countryside Charities & Community Support Policy.

12. RECORD-KEEPING

- 12.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 12.2 You must declare and keep a written record of all hospitality, entertainment or gifts given or received by completing the ABC Form (on Insite), which will be subject to periodic managerial review and potentially audit.
- 12.3 You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.
- 12.4 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

13. YOUR RESPONSIBILITIES

- 13.1 You must ensure that you read, understand and comply with this policy.
- 13.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 13.3 You must notify your manager or the Company Secretary as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in paragraph 8.

14. HOW TO RAISE A CONCERN

- 14.1 You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- 14.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you

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must notify your manager, or the Company Secretary, or report it in accordance with our Whistleblowing Policy as soon as possible.

- 14.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your manager or the Company Secretary.

15. PROTECTION

- 15.1 Individuals who refuse to accept or offer a bribe, or 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.

- 15.2 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 Company Secretary immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Policy & Procedure.

16. TRAINING AND COMMUNICATION

- 16.1 Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary. Training of ABC can be found on Insite 'Learning & Development'.

- 16.2 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.

17. BREACHES OF THIS POLICY

- 17.1 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.

- 17.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

18. 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.

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If you encounter any of these red flags while working for us, you must report them promptly to your manager or to the Company Secretary, or use the procedure set out in the Whistleblowing Policy:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) 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;
- (c) 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;
- (d) 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;
- (e) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (f) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (g) a third-party requests that a payment is made to "overlook" potential legal violations;
- (h) a third-party requests that you provide employment or some other advantage to a friend or relative;
- (i) you receive an invoice from a third party that appears to be non-standard or customised;
- (j) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (k) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (l) 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;
- (m) you are offered an unusually generous gift or offered lavish hospitality by a third party.

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SCHEDULE 1

ABC POLICY ACKNOWLEDGEMENT AND CERTIFICATION FORM

Please complete the form below and return it by email to the Company Secretary within one month of your Start Date.

1. **NAME OF INDIVIDUAL:** _____
2. **POSITION:** _____
3. **DIVISION/ DEPARTMENT:** _____

I hereby certify that I:

- (a) have received a copy of the Countryside Anti-Bribery and Corruption Policy ("**ABC Policy**");
- (b) have carefully reviewed the contents of the ABC Policy, including all requirements and procedures contained therein;
- (c) understand the requirements and procedures contained in the ABC Policy; and
- (d) as of the date below, have complied with all of the ABC Policy's requirements and procedures.

Signature:

Date:

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SCHEDULE 2

MAIN BOARD DIRECTORS MUST seek prior written approval from the Company Secretary before **offering or accepting**:

- (a) any gift of more than a value of £1,000 (or other local currency equivalent);
- (b) any hospitality that is above £1,000 in value (or other local currency equivalent) per person;
- (c) any gifts or hospitality that is abnormal in terms of frequency (that is, more than four times per annum);
- (d) any gifts or hospitality if the cumulative value **per calendar year** exceeds £1,000 (or other local currency equivalent).

Therefore, subject to this ABC Policy, you are permitted to give or accept gifts and hospitality without prior approval if it does not exceed £1,000 in total per counterparty per calendar year. For example, you may offer or accept gifts of £250 on four occasions per annum, or of £500 on one occasion and of £250 on two occasions (or other similar combination resulting in a cumulative total with regard to one counterparty of not more than £1,000 **in total** per calendar year) without prior approval.

DIRECTORS OR EQUIVALENTS AND ABOVE (GRADES 2 AND ABOVE) MUST seek prior written approval from the Company Secretary before offering or accepting:

- (a) any gift of more than a value of £500 (or other local currency equivalent);
- (b) any hospitality that is above £500 (or other local currency equivalent) per person);
- (c) any gifts or hospitality that is abnormal in terms of frequency (that is, more than four times per annum);
- (d) any gifts or hospitality if the cumulative value **per calendar year** exceeds £500 (or other local currency equivalent).

Therefore, subject to this ABC Policy, you are permitted to give or accept gifts and hospitality without prior approval if it does not exceed £500 **in total** per counterparty per calendar year. For example, you may offer or accept gifts of £125 on four occasions per annum, or of £250 on one occasion and of £125 on two occasions (or other similar combination resulting in a cumulative total with regard to one counterparty of not more than £500 **in total** per calendar year) without prior approval.

ALL STAFF OTHER THAN DIRECTORS OR EQUIVALENTS AND ABOVE MUST obtain prior written approval from the Company Secretary before accepting:

- (a) any gift of more than a value of £250 (or other local currency equivalent);
- (b) any hospitality that is above £250 (or other local currency equivalent) per person);
- (c) any gifts or hospitality that is abnormal in terms of frequency (that is, more than four times per annum);
- (d) any gifts or hospitality if the cumulative value **per calendar year** exceeds £250 (or other local currency equivalent).

Therefore, subject to this ABC Policy, you are permitted to accept gifts and hospitality without prior approval if it does not exceed £250 **in total** per counterparty per annum. For example, you may offer or accept gifts of £125 on two occasions per calendar year, or of £150 on one occasion and of £100 on another occasion (or other similar combination resulting in a cumulative total with regard to one counterparty of not more than £250 **in total** per calendar year) without prior approval.

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SCHEDULE 3

ENTERTAINMENT, HOSPITALITY & GIFTS PRE-APPROVAL FORM

The following form should be used where appropriate to seek approval of any offer or request for promotional entertainment, hospitality or gifts. This form should be completed by reference to the Countryside ABC Policy. This record should be kept for seven years.

Any doubt or question surrounding the request, offer or completion of this form should be addressed to the Company Secretary.

I certify that this proposed entertainment, hospitality or gift is not being provided or accepted to improperly influence any act or decision, nor are there any upcoming transactions that could give the appearance that this benefit is being provided to induce the recipient to provide favourable treatment to the Group. I also certify that to the best of my knowledge, the total value of entertainment, hospitality or gifts provided to the intended recipient during this calendar year is accurately indicated on this form.	
NAME OF INDIVIDUAL SEEKING APPROVAL	PHONE:
POSITION	
DIVISION/ DEPARTMENT	
DATE	
NATURE OF OFFER OR REQUEST	
Description of item (whether travel, lodging, gift or hospitality) and quantity	
Organisation/individual benefit to be accepted from/given to	
List any other organisation(s) involved	
Is a Public Official involved?	
What is the business purpose?	
Actual or estimated value (in local currency)	
Is it reasonable and proportionate?	
Is it bona fide?	
Total value of travel, lodging, gift or hospitality given/received to/from the organisation/individual involved during this calendar year	

Signature of person seeking approval: _____

Date: _____