

ANTI-BRIBERY AND CORRUPTION POLICY

Bribery is the offer or receipt of any gift, loan, payment, reward or other advantage to or from any person as an encouragement to do something which is dishonest, illegal or a breach of trust.

Corruption is the misuse of entrusted power for private gain.

The Bribery Act 2010

This policy statement provides a framework within which staff must operate to avoid committing an offence under the Bribery Act 2010 (the "Act").

The Act creates the following offences relevant to TSM Ltd.

- Paying bribes – it is an offence to offer, promise or give a bribe (so-called "active bribery").
- Receiving bribes – it is an offence to request, agree to receive or accept a bribe (so-called "passive bribery").

A person who is convicted of an offence of paying a bribe or receiving a bribe is liable on conviction to a maximum penalty of 10 years imprisonment and a fine or both.

A corporate offence is where a commercial organisation or associated person fails to prevent persons performing services on its behalf from committing bribery. TSM Ltd would be guilty of this offence if the person who performs a service on behalf of the organisation bribes another person intending:

- To obtain or retain business for TSM Ltd; or
- To obtain or retain an advantage in the conduct of business for TSM Ltd

If an organisation is found guilty of corporate bribery, both the organisation and its managers and/or directors could be subject to criminal sanctions. An "associated person" acting on behalf of the company could potentially include TSM Ltd, staff, agents and sub-contractors.

Acts of bribery or corruption are designed to influence an individual in the performance of their duty and incline them to act dishonestly. Bribes can take on different shapes and forms and often both parties will benefit. A bribe can involve a direct or indirect promise or offer of something of value, the offer or receipt of a loan, fee or reward or other advantage and/or giving of aid, donations or voting with the intention of exerting improper influence.

The UK anti-bribery and corruption legislation applies to all activities of a UK-based business no matter where they are carried out. This policy therefore applies to ALL company activities, whatever the local law, practice or custom.

It is the Company's policy to assess whether those working for or with TSM Ltd are at risk of bribery and to keep such risk assessments under regular monitoring and review.

TSM Ltd Policy Statement

It is TSM Ltd policy to conduct its business in an open, honest and transparent way and without the use of corrupt practices or acts of bribery to obtain an unfair advantage. TSM Ltd is committed to adherence to the highest legal and ethical standards, and this must be reflected in every aspect of the way in which we operate.

All staff will receive training which will enable them to be effective in the discharge of their responsibilities.

The company does not preclude the acceptance of hospitality, gifts or entertainment so long as they are reasonable. Limits are prescribed in this policy.

The acceptance or commission of a bribe is considered to be an act of gross misconduct and renders that member of staff liable to disciplinary action if found guilty. If you are at any time uncertain as to whether your actions will comply with this policy, you must seek guidance from your line manager or a director.

Gifts, Entertainment and Hospitality

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Gifts, entertainment and hospitality include the receipt or offer of gifts, meals, invitations to events and functions in connection with matters relating to TSM Ltd business. These activities are acceptable provided they fall within reasonable bounds of occurrence and value. Routine inexpensive and very occasional gifts, entertainment and hospitality are acceptable whereas lavish or extraordinary gifts, entertainment and hospitality are not.

Before accepting or giving a gift, staff must always be aware as to the intent.

- Is it to build a relationship or is it something else?
- How would this look to the “reasonable man in the street”?

If you find it difficult to answer these questions, there may be a risk involved and the risk could be unlawful. If you are in any doubt, in the first instance contact your line manager immediately.

Gifts, entertainment and hospitality that are never acceptable include where something is offered for something in return. Gifts of cash or cash convertible items are expressly prohibited.

Awarding a Contract for Goods or Services (Procurement)

Staff dealing with or using other parties must be aware of the possibility of being influenced to engage in or facilitate bribery. Staff could, for instance, receive excessive hospitality or gifts in order that they, on the company’s behalf, give business to the other party. Staff must not accept any gift, hospitality or entertainment which is, or could be, construed as being designed to influence you in the performance of your job and/or to influence you to act dishonestly.

Modest entertainment or invitations to events as part of pre-contract negotiations are likely to be acceptable but in every event your line manager must be informed.

Donations

We do not make contributions to political organisations. We only make charitable donations that are legal and ethical under local laws and practices. To ensure that any community support, sponsorship and charitable donations do not constitute bribery, no donation must be offered or made without the prior approval of the Managing Director.

Limits

Never offer or accept bribes.

Limits apply depending on the value (estimated or known) of the gift:

- Less than £25 – no action necessary other than informing your line manager
- More than £25 and less than £250 – this must be declared in writing to the Managing Director
- More than £250 – the gift must not be accepted, and the Managing Director informed. However, in exceptional circumstances, the Managing Director may take a view on the suitability of the gift and at his sole discretion, agree that the gift can be accepted.

Acceptance of a gift within these limits which has not been declared as required is considered to be an act of gross misconduct and renders that member of staff liable to disciplinary action if found guilty.

Media and Complaints

Any member of staff who is contacted by the media or is the subject of any complaint in respect of bribery allegations should report that immediately to the Managing Director so that a corporate response can be prepared.

Integrity of Staff

TSM Ltd recognises that a good standard of staff recruitment and vetting is important in order to reduce the risk of employing staff who are easily persuaded and/or willing to engage in corrupt practices, including bribery and fraud.

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We expect all staff to always act in accordance with this policy, and to behave honestly, be trustworthy and set a good example. Only use the resources of the Company in the best interests of the Company and do not misuse those resources and make a clear distinction between the interests of the Company and your private interests to avoid any conflict of interest. If such conflict does arise, report it to the Managing Director immediately.


Never offer money to any public officials or client representatives such as warehouse operatives, forklift drivers, in order to speed up service or gain improper advantage. This type of bribery is a 'facilitation payment' and is illegal. If you are faced with a demand for a facilitation payment, you must actively resist the payment and inform the Managing Director.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct and the involvement of the Police. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

How to raise a Concern

All staff have a responsibility to help detect, prevent and report instances not only of bribery but also of any other suspicious activity or wrongdoing. TSM Ltd is committed to ensuring that all staff have a safe, reliable and confidential way of reporting any suspicious activity. If any staff member has a concern regarding a suspected instance of bribery or corruption, they must notify the Managing Director.

When any line manager is concerned or receives notification of a concern from any party, they must promptly the Managing Director. Anyone who reports a concern about bribery or corruption will be acknowledged, and all necessary action will be taken to ensure the matter is investigated and resolved, which may include referring the matter to senior management and/or to the necessary authorities.

Signed: 
Position: **Managing Director**
Date: **01/07/2024**
Review Date: **01/07/2025**