

WARD

EDUCATION & TRAINING

Anti-Bribery & Corruption Policy

Ward Education Ltd

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Registered Company Number: 15389155

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1. Introduction

The company has implemented this policy to ensure the highest standards of honesty and integrity in its business. The company has assessed the risk to the business of acts of bribery and corruption and expects all employees and associated persons acting on behalf of the company to comply with this policy and to ensure that no offence under the Bribery Act 2010 is committed for which the company would be liable. Failure to comply with this policy may constitute a serious act of misconduct which could result in the dismissal of an employee / worker or the cancellation of a contract with an associated person.

2. Bribery

Bribery may be known as a bung, kickback, favour for cash or other term. It is generally defined as the giving or receiving of a financial inducement or other advantage in return for the improper performance of a relevant function or activity.

Examples of bribery include giving or receiving a financial inducement or other advantage in order to:

- secure or keep a contract
- secure an order
- gain any advantage over a competitor
- turn a blind eye to a health safety issue or poor performance or substitution of materials or false labour charges
- falsify an inspection report or obtain a certificate
- giving or receiving information, goods, services knowing these to be fraudulent
- committing or attempting any deliberate act knowing it to be fraudulent

Bribes can be given to, or received from representatives of suppliers, contractors, public officials and clients amongst others.

Bribes do not have to involve a cash payment and can include the giving or receiving of gifts, hospitality, entertainment or other benefit.

3. The Bribery Act 2010

The Bribery Act makes it a criminal offence for an individual to offer or accept a bribe and is punishable by a fine and / or up to 10 years imprisonment.

The Act also states that an offence will be committed by a commercial organisation if they fail to prevent a person associated with the organisation from offering or accepting a bribe which would obtain or retain business for the organisation or cause the organisation to gain an advantage in the conduct of its business.

An associated person could include a director, shareholder, employee, agency worker, sub-contractor, supplier or other third party acting in association with the organisation such as a partner in a joint venture.

Where an organisation is found guilty of this offence this can be punished by an unlimited fine and / or the loss of the right to tender for government contracts.

The conviction of the organisation, and / or any person acting in association with the organisation, could also cause severe damage to the reputation of the organisation.

In order to ensure compliance with the Act and general principles of honesty, integrity and commercial fairness the company has adopted the policy in order to prevent the commission of acts of bribery in its name.

4. Prohibited Conduct

The following conduct is prohibited by this policy:

- making unofficial payments to officials in order to obtain any permission, permit or stamp;
- making payments or giving incentives in order to obtain or retain business
- accepting payments or receiving incentives in return for accepting a tender for business
- making or receiving a facilitation payment to expedite the performance of a routine procedure or function

The above conduct is prohibited, regardless of the location where it occurs, anywhere in the world. No director, shareholder, employee, agent or other third party acting on behalf of the company shall be involved in such conduct.

5. Permitted Conduct

This policy is not intended to prohibit the following practices provided they are appropriate, proportionate and are properly recorded:

- normal hospitality (this should normally be to thank an existing client or supplier for loyalty and should not normally occur during a tendering process or contract negotiations); or
- fast tracking a process which is available to all on the payment of a fee; or
- providing resources to assist a person or body to make a decision more efficiently, provided that it is for this purpose only.

6. Due Diligence – Suppliers & Partners

Where a person acting on behalf of the business is considering entering into an agreement with a new supplier, agent or partner then they should consider whether or not that person or organisation is likely to be involved in corrupt or unlawful practices that may be in contravention of the Bribery Act 2010.

Factors that should be considered include:

- the nature of the business carried out by the supplier, agent or partner
- the location(s) where the supplier, agent or partner is based and carries on its business

- whether or not the supplier, agent or partner will be making payments (including taxes or fees) on behalf of the company
- whether or not the supplier, agent or partner will be applying for permits, licences or official stamps from public officials or authorities on behalf of the business
- whether or not the supplier, agent or partner will be involved in tender processes or contract negotiations on behalf of the business.

Where it is considered that there is a risk of bribery arising from entering into an agreement with a new supplier then due diligence on the supplier, agent or partner must be carried out. This may involve obtaining information on any anti bribery policies the supplier, agent or partner has in place, obtaining third party references for the supplier, agent or partner and obtaining criminal record checks for relevant individuals.

Whenever the company enters into an agreement with a new supplier, agent or partner then they must always be made aware of the company anti bribery policy and confirm their intent to comply with it

Where it is considered that there is a significant risk of bribery then the matter must be referred to a director or senior management for advice and direction before any agreement is entered into

7. Reporting Procedures

Any person associated with the business who suspects that any person or organisation engaged in business, or associated, with the company is involved in bribery should report this through the Company Whistle Blowing policy. A copy of the Company Whistle Blowing policy is available on request.

All reports will be taken seriously and dealt with promptly and where possible in confidence by the Managing Director. Any person reporting suspected bribery should be able to do so without fear of reprisal and no disciplinary or otherwise detrimental action will be taken against a person for reporting a suspected act of bribery, unless there is evidence that they did so in bad faith.

Any suspected action, irrelevant as to their role within the organisation, or external to the organisation such as a supplier, contractor, volunteer must report their concerns immediately to their immediate supervisor or the Managing Director / Owner of the company.

8. Competition Law

The company takes our legal obligations seriously. We comply with the Competition Act 1998 and the Enterprise Act 2002. We do not tolerate any anti-competitive behaviour, or behaviour which could lead to anti-competitive activity, or any legal, ethical, or moral breach of competition law.

Full adherence to this policy is of utmost importance since failure to do so can lead to fines or criminal charges against you and / or the company. Should you have any questions or require clarification regarding our Competition Law Compliance policy, please speak to the Managing Director

The company requires compliance with all applicable laws, including competition law. This policy extends to all business dealings and transactions in all countries that we operate in.

All staff, including directors, employees, temporary personnel, contract personnel, consultants, intermediaries, agents and third parties acting on behalf of the company are required to comply with this policy.

Consequences for infringements of this policy can include:

- Significant fines
- Criminal prosecution resulting in fines or imprisonment
- Legal actions for compensation
- Contracts being declared void or unenforceable
- The company being prohibited from participation in public tenders
- Expensive and lengthy investigations
- Disqualification of directors
- Dismissal of employees
- Reputational damage

It is the responsibility of each employee to ensure they are compliant and understand this policy and have received adequate training. In case of internal promotions or job changes, it is also the responsibility of the employee to ensure they have adequate training.

Each employee whose job role means they could engage in anti-competitive behaviour shall undergo training on competition law compliance. It is their responsibility to ensure they are trained and understand the obligations placed upon them.

Any employee who suspects a violation of this policy must speak up and raise the issue to their immediate manager, or to [enter details of whistleblowing procedures and other ethics reporting procedures and where to find them].

9. Our Obligations

It is our responsibility to:

- Conduct all business dealings on behalf of the company in accordance with this policy and all applicable laws
- Always comply with the Competition Law
- Report any activity, transaction or dealing which you suspect may infringe upon competition law to the Managing Director
- Report all contact with competitors where there was any discussion of contracts, competitors, suppliers, sub-contractors or other relevant external bodies to the Managing Director
- Take full minutes, or ensure a full minute is taken, of any trade association meetings that you attend

10. Discussion With Competitors

You must:

- Seek advice from the Managing Director before accepting any social invitations from competitors or joining trade associations
- Remember all arrangements, including informal understandings will be illegal if they infringe on competition law, and may give rise to heavy fines on the participating business and risk criminal prosecutions
- Avoid all discussion of competition or competitive subjects with personnel from a competitor and make an obvious and clear action of breaking off such discussions should they arise
- Leave any meeting where anti-competitive discussions are taking place, and ensure that your actions are minuted

You must not:

- Discuss, recommend, or agree with competitors on any of the following matters:
 - Costs
 - Prices, including proposed changes or the methods of calculating prices
 - Proposed product launches or withdrawals
 - Plans to refuse to deal with specific customers or suppliers
 - The division or allocation of territories of customers
 - Marketing plans
 - Profitability and profit margins
 - Any other terms and conditions on the sale of products

Remain at any meetings with competitors where competitive conditions are discussed, or where you believe the discussions or actions could risk breaching competition law

11. Discussions With Customers

You must not:

- Try to control the territories in which your distributors may sell into
- Try to restrict distributors from buying, selling, or reselling competing products
- Try to control the pricing of any reseller customers or distributors
 - This does not apply if you are setting maximum resale prices or recommending resale prices
- Discuss the details of business terms with any customer in the presence of other customers or competitors
- Discuss with one customer [enter name of company]'s dealings with other customers or make any commitments to one customer as to the company treatment of other customers

- Oblige or otherwise coerce customers to tell you if lower prices have been quoted unless through an approved price matching protocol

You may, however, accept information voluntarily given by customers as to the actions of competitors, including prices, terms, and any special promotions being offered.

12. Conduct In Relation To Market Share

The company may be found to be in a dominant market position if we possess market power, and can, to an appreciable extent, behave independently of competitors, customers, and consumers. These conditions can occur where our business has a 40% or greater share of a particular market, including of supplies, or the purchase of goods or services on a particular market.

The following rules apply to conduct where the company has a dominant market share.

You must:

- Recognise the risks of anti-competitive behaviour which can arise from such situations
- Recognise that certain practices which are generally legal may become illegal where the company has a dominant market share
- Act cautiously when charging different customers different prices unless this is justifiable, for instance on the basis of supply costs or price negotiations
- Act cautiously about pricing products in such a way that would incentivise a customer to source all their requirements from the company. Volume discounts by a dominant business should reflect genuine customer cost savings which result from supplying a product in a larger volume
- Act cautiously before linking the sale of one product to other products or services
- Ensure price cuts targeted to compete with a competitors' services are not loss making
- Avoid all reference to "dominant", "dominance", "market power"

You must not:

- Introduce price cuts to eliminate rivals
- Adopt a business practice aimed at weakening or eliminating an existing competitor or to prevent a would-be competitor's entry into the market
- Use language which may create the suspicion of abusing market power or nefarious intentions, such as:
 - "let's kick them out the market"
 - "raising barriers for entry and make sure no new competitors can come in"
 - "we can never let them be successful"
 - "this will need a stay-out pricing policy"
 - "we must attack the competitor"

13. Raising Concerns Under This Policy

If you are concerned about any form of malpractice covered by this policy, you should normally first raise the issue with your immediate supervisor. If, for whatever reason, you feel you cannot tell your immediate supervisor, you should raise the issue with Managing Director.

Concerns can be raised orally or in writing. When raising the concern, you may choose to either include your identity or remain anonymous. You may wish to discuss your concern with a colleague before you formally raise it under this policy. However, remember that once you have raised your concern (alone or with your colleague), in the interests of everyone involved, this is a confidential process.

A handwritten signature in black ink, appearing to read 'T. Worthing', with a long horizontal stroke extending to the right.

Thomas Worthing | Director
Ward Education Ltd