



influential

## **Anti-bribery and Corruption Policy**

influential

## 1. Purpose

1.1. The Anti-bribery and Corruption Policy is designed to outline Influential Software's commitment to applying the highest standards of ethical conduct and integrity in its business activities.

1.2. Influential Software does not tolerate any form of bribery and corruption, whether direct or indirect, by, or of, its employees, officers, agents or consultants or any person or companies acting for it or on its behalf. The Company is committed to implementing and enforcing effective systems to prevent and eliminate bribery, in accordance with the Bribery Act 2010.

## 2. Scope

2.1. Influential Software commits itself to:

- conducting our business fairly, honestly and transparently;
- not making or offering bribes whether directly or indirectly to gain business advantages;
- not accepting bribes, whether directly or indirectly to give business advantages; and
- developing a programme to implement and support these principles.

## 3. Responsibilities

3.1. All employees and individuals acting on Influential Software's behalf are responsible for maintaining the Company's reputation and for conducting business honestly and professionally, by avoiding, detecting, and reporting bribery or corruption activity.

3.2. This can amongst others include all employees (whether temporary, fixed-term, or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person or persons associated with us (including third parties), or any of our subsidiaries or their employees, no matter where they are located (within or outside of the UK). The policy also applies to Officers, Trustees, Board, and/or Committee members at any level.

3.3. In the context of this policy, third-party refers to any individual or organisation Influential Software meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.

## 4. Definitions

4.1. Bribery is the most common form of corruption. Bribery involves the promising, offering, giving, receiving or soliciting of money, a gift or other financial advantage as a means of inducing someone to do something that is improper, illegal or a breach of trust in the course of doing or in order to gain business. This includes any incentives or payments that are offered directly or through a third party. It also includes a person modifying their behaviour – whether by acting or failing to act – because they anticipate that they will receive a financial reward or other advantage as a result.

4.2. A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.

4.3 Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

4.4 Bribery is illegal. Employees must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe a foreign public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the company's compliance manager.

## 5. Gifts and hospitality

5.1. Influential Software accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- It is not made with the suggestion that a return favour is expected.
- It is in compliance with local law. d. It is given in the name of the company, not in an individual's name.
- It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- It is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).
- It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- It is given/received openly, not secretly.
- It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- It is not above a certain excessive value, as pre-determined by the company's compliance manager (usually in excess of £100).
- It is not offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the company's compliance manager.

5.2. As good practice, gifts given and received should always be disclosed to the Compliance Team. Gifts from suppliers should always be disclosed.

5.3. The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the Compliance Team should be sought.

## 6. Facilitation Payments

6.1. Facilitation payments are small payments made directly or indirectly to secure or speed up the performance of a routine action or to avoid bureaucratic delays, for example the issuing of permits by public officials or for goods clearing customs.

6.2. Influential Software does not accept and will not make any form of facilitation payments of any nature. The Company is committed to striving to eradicate the payment of facilitation payments, in line with the UK government's guidance.

6.3. Influential Software appreciates that in certain sectors and countries it is extremely difficult to conduct business without such payments being requested. Employees are required to assist us with this by resisting demands for facilitation payments and by building realistic timescales into planning of projects so that shipping, importation and delivery schedules allow time for resisting demands for such payments.

6.4. If you are requested to pay a facilitation payment, then you must report this to a member of the Compliance Team immediately and seek further guidance. In an urgent situation where there is no time to report the request in advance and you feel that you have no option but to pay the amount, please request a receipt and the identity of the official requesting the payment. You may also wish to consult diplomatic channels in the country you are in for advice.

## **7. Political Contributions**

7.1. Influential Software will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. The Company recognises this may be perceived as an attempt to gain an improper business advantage.

## **8. Charitable Contributions**

8.1. Influential Software and all its employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

8.2. Any donations above £500 paid directly to a charity by Influential Software require the approval of the Compliance Team and must not be dependent on the success of, or made to win, a business deal. The Company will ensure that all charitable donations made are legal and ethical under local laws and practices.

## **9. Record Keeping**

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

9.2. All expense claims relating to hospitality, gifts or expenses incurred to third parties must be submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

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

## 10. Obligations

10.1. The Bribery Act 2010, together with similar anti-corruption legislations impose strict legal rules on our trading with which Influential Software must comply. The Company can be responsible for acts of bribery committed on its behalf, by anyone acting on its behalf, even without its knowledge anywhere in the world. By abiding the principles and procedures set out in this policy you will be able to carry on business in the knowledge that you are complying with the relevant legal rules.

10.2. As an employee, you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.

10.3. All employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.

10.4. If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify the Compliance Team.

10.5. Any violation of this policy by an individual or entity acting on our behalf may result in disciplinary action up to and including termination of employment and termination of the business relationship.

10.6. In addition you should note that the penalties for violation of the laws against bribery are harsh and include fines and imprisonment for individuals. For the Company penalties can include unlimited fines as well as reputational damage.

## 11. Raising concerns

11.1. If you suspect that there is an instance of bribery or corrupt activities occurring in relation to the Company, you are encouraged to raise your concerns at as early a stage as possible. If you're uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should speak to your line manager or the Compliance Team.

11.2. No employee will suffer any detriment as a result of raising genuine concerns about bribery, even if they turn out to be mistaken.

11.3. Influential Software has appointed a Compliance Team consisting of the Management, which is responsible for the ongoing implementation and monitoring of anti-bribery compliance. Please address any questions regarding this Policy to the Compliance Team:

- Andrew Richardson
- John Simpson
- Anda Biedre
- Matthew Tolliday

11.4. Influential Software will familiarise all employees with its whistleblowing procedures so employees can vocalise their concerns swiftly and confidentially.

## 12. Examples

12.1. Influential Software expects all those who are obliged to follow these rules to abide by the principles set out below. In addition to stating the principles, we also give brief examples of how these may translate into practical actions. Some of these principles anticipate that the Company will also take steps to ensure that it supports you by having the right policies and procedures in place. If at any stage, you have concerns about the procedures or rules we publish we would ask you to share those concerns with us so that we can address any issues raised.

12.2. The principles to which we are committed, and which you must support, are:

### **We will carry out our business fairly honestly and openly.**

**Example:** We will have transparent payment terms in all financial transactions we undertake and keep clear records of what we do.

### **We will not pay or offer to pay bribes. Nor will we condone the offering of bribes on our behalf to any third party, and, in particular, public officials, so as to gain or seek to gain new business or a business advantage.**

**Example:** The ban on bribes extends to giving any gift or financial benefit as well as obvious bribes such as an enlarged commission or secret cash payment if it is intended to induce the recipient to do something improper or illegal. The prohibition covers all bribes, but the bribing of public officials is expressly prohibited because of the particular risks this presents under applicable laws.

### **We will not accept bribes nor will we agree to them being accepted on our behalf in order to influence business.**

**Example:** The ban on accepting bribes means that we will never condone underhand dealings with any client or potential client seeking a “favour” from us. Again, the ban, which extends to all those acting on our behalf, applies to any form of benefit which may be offered, so covers offers of lavish and unwarranted corporate hospitality as well as other forms of possible inducement.

### **We seek to avoid doing business with others who do not accept our values and who may harm our reputation.**

**Example:** We have processes and procedures in place to ensure that we carry out appropriate checks and due diligence on all of our business partners. It is important for Influential Software to know who we are doing business with and to be confident of their commitment to take a stand against bribery or corrupt conduct in any form. Bribery, if proven, can taint a business’s reputation but can also cause harm to business partners associated with it.

### **We will set out our processes for avoiding direct or indirect bribery and abiding by and supporting our values.**

**Example:** We have established rules for dealing with gifts, corporate hospitality and entertainment, political contributions, charitable contributions and sponsorships and facilitation payments. These are set out below and, in the Travel and Expenses Policy, which can be found on Confluence.

**We will keep clear and updated records.**

**Example:** Record-keeping extends to ensuring all employees record details of all gifts received in the appropriate internal register which the Compliance Team maintains. In addition, the Company keeps records of any decisions made on giving donations to third parties or how any demand for a bribe or other benefit from a third party was handled.

**We will make sure everyone in our business and our business partners know about our principles and the rules we have established.**

**Example:** We regularly remind all concerned of the rules we have laid down. We do this by publishing these rules both internally and externally. We also ensure that all employees in the UK and all senior management around the world receive training on these rules.

**We will regularly review and update these rules and the procedures which are relevant to their implementation.**

**Example:** The approach we adopt to countering all forms of bribery and corruption is kept constantly under review. We welcome and invite your active participation in raising matters of concern so that we can improve and update our approach to particular issues.

**We will abide by our principles even when it becomes difficult.**

**Example:** We will not engage in bribery or similar practices even when it would be to our advantage to do so. Similarly, if we discover that a business intermediary who represents Influential Software is behaving corruptly, we will not continue with that relationship, but will sever our ties to protect our reputation and maintain our commitment to ethical business behaviour. We seek to ensure that all new contracts with such third parties incorporate clauses which give us the right to terminate those contracts in such circumstances.

## **13. Status**

13.1. The Compliance Team is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. They will assess its suitability, adequacy, and effectiveness.

13.2. This policy does not form part of an employee's contract of employment and Influential Software may amend it at any time so to improve its effectiveness at combatting bribery and corruption.