



ANTI BRIBERY AND CORRUPTION POLICY

July 2024

MANDATORY

Introduction

The Board values our reputation for ethical behaviour and is committed to maintaining the highest levels of conduct and integrity, to ensure compliance with ethical standards and legal requirements.

Policy

Objective - The objective of this policy is to set out clear guidelines for behaviour and procedures to prevent bribery and corruption. We are all expected to comply with the standards of conduct set out in this policy at all times; bribery and corruption will not be tolerated by any employee or associate of Quintain.

Scope - This policy applies to all directors, employees, agents, consultants, contractors and to any organisation operating with and on behalf of Quintain.

Bribery

Bribery can be defined as offering, promising or giving a financial (or other) advantage to another person with the intention of inducing or rewarding that person for acting in a way which a reasonable person would consider improper in the circumstances. Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.

Quintain employees are prohibited from engaging in any activity, directly or indirectly on behalf of the Company, which could be construed as amounting to bribery or corrupt activity.

This includes:

- Offering, promising or giving a third party a financial or other advantage where the purpose is to induce that third party to perform a specific function or activity which may be regarded as improper. For example, offering gifts or hospitality to a third party to seek a personal or business gain, for the avoidance of doubt this would include:
- Offering a facilitation payment to a public official to secure or expedite the performance of a routine or necessary action to which the Company has an entitlement, for example, offer a financial inducement to a government official to speed up the process of gaining a license or planning consent;
- or requesting, accepting or agreeing to receive a financial or other advantage where such advantage is anyway connected to improper conduct or activity, for example, accepting a financial personal gain in return for entering into a business contract.

In addition, Quintain is liable for failing to prevent bribery by an employee or agent acting on its behalf. Quintain's policies and associated procedures seek to prevent bribery and corruption by the Company's employees, agents and contractors.

Sanctions

Under the Bribery Act, the penalties are:

- for an individual committing an offence, imprisonment for up to 10 years, or a fine, or both, and/or
- personal liability for senior officers of the Company for consenting to or conspiring in an offence.

Gifts and hospitality

The Company has in place a gifts and hospitality policy which sets out guidelines and procedures for offering or accepting gifts and hospitality, which can be found on the Intranet. All gifts or corporate hospitality with a value over £100 per head, whether offered or accepted by a Quintain employee, must be recorded in the Gifts and Hospitality Register, which is in Excel format located on the Compliance pages of Quintain's SharePoint site [[GIFTS & HOSPITALITY REGISTER \(Master\).xlsx](#)]. Note that a direct link to the Register on the site is also made available on the Intranet.

If the gift or hospitality exceeds £500, it must also be approved of an executive director. The Company Secretary will monitor compliance with the policy.

Employment and Training

The Company will take appropriate and proportionate steps to minimise the risks of corruption posed by new recruits and employees. The following procedures and training ensure that new recruits and employees are fully informed of the Company's anti-corruption policies and their responsibilities:

- all offers of employment are subject to the provision of written references and new employees are required to declare details of any (unspent) criminal convictions.
- new employees are informed of the Company's Code of Conduct and associated policies and receive appropriate anti-corruption training as part of the induction process and regular updates thereafter;
- all employees are required under the terms of employment to disclose any external employment, engagement or business interest. Disclosures can be made using the 'Conflicts of Interest' form via the LMS. Refer to Appendix 1 to the Policy for instructions on processing the form using the LMS;
- all employees are required to declare any conflict of interest. Potential conflicts of interest that may increase the risk of bribery and corruption will be monitored by the appropriate Director and approved by the Audit Committee. Declarations must be made using the 'Conflicts of Interest' form via the LMS. Refer to Appendix 1 to the Policy for instructions on processing the form using the LMS;
- breaches of the Company's anti-corruption policy and/or Code of Conduct by an employee will be treated as a disciplinary matter;
- all employees will be made aware of types of corruption, the risks of engaging in corrupt activity, the Company's anti-corruption code and policies and how they can report corruption through Quintain's Whistleblowing Policy (see below).

Procurement, Capital Expenditure and payment authority

Quintain's Procurement Policy and financial controls seek to minimise the risk of corruption by or against the Company. These controls include appropriate procurement and supply chain management procedures, including for material contracts or relationships:

- Due diligence on potential business partners and an assessment of the potential risk of corruption, taking account of the riskiness of the jurisdiction and business sector.
- Contracts between the Company and its business partners contain anti-bribery and corruption terms which provide express contractual obligations and penalties in relation to corruption, including the right of termination in the event that a third party breaches the Bribery Act 2010.
- On appointment, a new business partner, contractor or agent shall be sent the Company's anti-bribery and corruption policy.
- The Quintain manager responsible for the business relationship shall ensure, as far as is reasonable, that its business partners, contractors and agents have implemented an anti-corruption policy that is at least as stringent as its own, and monitor compliance with such policy for the duration of the relevant business arrangement.
- All supplier payments will be made in accordance with the Payments Procedures and Controls Policy.

Governance and Responsibilities

The **Board** is responsible for

- the effective design, implementation and operation of the anti-corruption policy;
- ensuring that the policy is communicated to all employees and embedded in corporate culture, and
- implementing financial controls that minimise the risk of
 - the Company committing a corrupt act against a business partner, individual, or
 - any corrupt act being committed against the Company by a business partner, individual or organisation.

The **Audit Committee** will carry out an annual review of the anti-bribery and corruption policy, taking appropriate action to revise the policy as appropriate.

The **Chief Executive** is responsible for

- promoting ethical business behaviour and policies approved by the Board, and
- ensuring that systems are in place to prevent bribery and corruption.

Group employees are responsible for acting within the Company's anti-corruption policies and Code of Conduct, complying with the policies and reporting any concerns arising from breaches of the policy or procedures. All Group employees are required to certify annually that they have complied with the Company's anti-corruption policies. Certifications to be completed via the LMS when requested by the Governance Department. Please refer to Appendix 1 to the Policy for instructions on processing the Employee Annual Compliance Certification form using the LMS.

Reporting and Whistleblowing

The Audit Committee shall instigate internal audit reports and other measures to review key projects, contracts and systems for anti-bribery and corruption controls

The Company has in place internal procedures and an external helpline is provided by SafeCall (Telephone: 0800 915 1571) for reporting corruption under its Whistleblowing Policy, which is available on the intranet.

Record keeping

The Company shall keep records of compliance matters. These will cover matters such as steps taken to implement the anti-corruption policy, training provided, gifts and hospitality given and received (in line with its policy on gifts and hospitality), due diligence carried out, whistle-blowing reports, investigations and annual employee compliance certificates.

Guidelines

Guidelines for all employees are available in the Code of Conduct, under HR on the Intranet.

Approved 24 July 2024

Earlier versions: June 2011, January 2014, February 2015, June 2016

Appendix 1

Conflicts of Interest Forms – LMS Processing Guidance:

Please contact the Governance Department by email and/or Microsoft Teams message to notify the Company Secretarial team that you have a new Conflict to report. They will then push a new Conflicts of Interest Form to you within the Access Learning Management System (LMS) to complete accordingly.

Once the Governance Dept. confirms the form's availability for processing, please log onto the LMS System and complete the following steps:

- 1) Click on the 'Learning' tab;
- 2) Click on your 'My Activities' tab and search for the 'Conflicts of Interest form' which should be shown as an 'Outstanding Activity';
- 3) Click on the 'Conflicts of Interest' activity – this will open up the form and allow you to report any Conflicts of Interest to update the Conflicts of Interest Register as you process the electronic steps to complete the form.

[NB: Please do take care to follow the instructions shown on each screen as you progress].

Please note that following your submission, the form will show as outstanding in your activities area, as the Governance Department will then have to complete a review of your entries and approve these before they can be marked as complete.

The Governance Department will share comments with you via the LMS if they need anything further from you to complete the process. If feedback is provided that requires you to make any changes, you will need to log back in to process these amendments and then send the form to 'stage 2' again for the Governance Department to review.

Once the Governance Department has reviewed your submissions and determined that nothing further is needed, they will then accept the form as final to complete the process. You should then see that the form is marked as complete and will no longer be visible in your 'Outstanding' activities area.

Repeat the process to submit a new form whenever you have something new to report at any time during the year.

Note that corrections to a form is not possible once marked as complete. Please let the Governance Dept. know if you need to submit a new form to replace a form submitted in error and the Governance Dept. will assist with the deletion of the old version.

Annual Compliance Certification Form – LMS Processing Guidance:

When requested to complete the process by the Governance Dept. log into the Access Learning Management System (LMS):

- 1) Click on the 'Learning' tab;
- 2) You should see the 'Annual Compliance Certification' form shown as outstanding in your 'My Activities' area;

- 3) Click on the activity then follow the steps specified on each page as you process the form electronically - this will allow you to attest that you have kept the Gifts & Hospitality and Conflicts of Interest Registers up to date and you have read and understood all of Quintain's Compliance Policies held on the Intranet.

[NB: Please do take care to follow the instructions shown on each screen as you progress].

Please note that following your submission, the form will show as outstanding in your activities area, as the Governance Department will then have to complete a review of your entries and approve these before they can be marked as complete.

The Governance Department will share comments with you via the LMS if they need anything further from you to complete the process. If feedback is provided that requires you to make any changes, you will need to log back in to process these amendments and then send the form to 'stage 2' again for the Governance Department to review.

Once the Governance Department has reviewed your submissions, you will receive a further notification to complete the process. On receipt, **log back into the LMS** to find your form within your **'My Activities'** area and **complete the process by re-opening the form and clicking on the "Complete Form" button in the Sign-off section.**