

GEM Enterprise

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Anti-Bribery and Corruption Policy

Date:
January 2026



G **GEM** ENTERPRISE

Policy Overview: Our company is committed to the highest standards of integrity, honesty, and ethical conduct. We have a zero-tolerance policy for bribery and corruption in all forms. This Anti-Bribery and Corruption Policy has been developed to ensure compliance with the UK *Bribery Act 2010* and all applicable anti-corruption laws. Bribery is illegal and is a serious criminal offence in the UK and many other jurisdictions. The Bribery Act 2010 makes it an offence for individuals or companies to engage in bribery anywhere in the world. We are committed to conducting all our business dealings fairly and transparently, without using bribery or engaging in corrupt practices to gain an improper advantage.

Legal Framework: The Bribery Act 2010 identifies several key offences, including:

- **Bribing another person:** It is an offence to offer, promise, or give a financial or other advantage to someone with the intention of inducing or rewarding improper performance of a function or activity (Section 1 of the Act). In simple terms, we must never bribe anyone.
- **Being bribed (Receiving a bribe):** It is an offence to request, agree to receive, or accept a bribe in exchange for improperly performing a function or activity (Section 2). In other words, we must never solicit or accept a bribe.
- **Bribery of foreign public officials:** It is a specific offence to bribe a foreign public official to gain a business advantage (Section 6). We will not, under any circumstances, attempt to influence foreign officials with payments or gifts, as this is strictly prohibited.
- **Failure of commercial organisations to prevent bribery:** The Act establishes a corporate offence (Section 7) where a company can be held liable if it fails to prevent bribery by a person associated with it (such as an employee, agent, or subsidiary) for the company's benefit. The only defence is if the company can prove it had implemented "adequate procedures" designed to prevent such bribery.

In line with the law, our company places obligations on all employees and associated persons to prevent bribery. We understand that having robust anti-bribery measures (adequate procedures) is not only a legal defence but fundamentally the right way to do business.

Our Policy Rules: It is strictly prohibited for anyone acting on behalf of our company to engage in bribery or any form of unethical inducement or payment. Specifically:

- **No Offering Bribes:** You must never offer, give, or promise any financial or other advantage to any person or entity with the intent to influence them to perform their duties improperly or to reward them for doing so. This applies whether the advantage is given directly or through a third party. Even facilitating payments (small unofficial payments to expedite routine actions) are considered bribes and are prohibited under this policy.
- **No Accepting Bribes:** You must never solicit or accept any kind of incentive, gift, kickback, or advantage from a third party in exchange for doing something improper or favourable in return. We make decisions based on merit and business considerations only; personal gifts or incentives cannot influence our judgment.
- **Gifts and Hospitality:** We understand that in standard business practice, modest gifts and hospitality may be offered or accepted as a gesture of goodwill. However, these must be reasonable, proportionate, and in compliance with our guidelines. Lavish or frequent gifts/hospitality are not permitted, as they can be perceived as attempts to influence decision-making. Employees must seek approval and declare any gift or hospitality with a value exceeding a nominal amount. If there is any doubt, they should err on the side of caution and consult management. Under no circumstances should gifts or hospitality be given or received with the intention to induce improper conduct.

- **Thresholds & approvals:**
 - * £0–£25 token hospitality or promotional items – acceptable, no declaration required.
 - * £25–£100 – declare within 5 working days; giving or receiving requires line-manager approval.
 - * Over £100 – prior written approval from the Managing Director is required before giving or accepting.
 - * All items valued at £25 or more must be entered into the Gifts & Hospitality Register, maintained by the Managing Director.
- **Charitable Donations and Sponsorships:** Any charitable donations or sponsorships made on behalf of the company must be transparent and properly recorded. They should not be made as a subterfuge for bribery (for instance, a donation in exchange for business favours is not allowed). We do not make political donations.
- **Third-Party Relationships:** We expect all agents, consultants, contractors, suppliers, and any other third parties associated with our company to uphold our anti-bribery standards. We will communicate this policy to them and conduct due diligence where appropriate to ensure they pose minimal bribery risk. Any third party acting on our behalf must never offer or accept bribes to win business for us. If we engage in joint ventures or partnerships, we will seek to ensure the same commitment to anti-corruption is in place. Contracts with agents, consultants, and subcontractors shall include anti-bribery warranties, a right to audit, and termination for breach clauses. High-risk engagements will include enhanced due diligence and a requirement for the third party to maintain equivalent ABAC controls.

Adequate Procedures: To prevent bribery, our company has implemented anti-bribery controls in line with the guidance from the UK Ministry of Justice, which highlights six principles for adequate anti-bribery procedures:

- **Proportionate Procedures:** Our anti-bribery compliance measures are proportionate to the risks we face and the size of our business. We have rules and checks in place appropriate to our operations, and we will strengthen them as the business grows or if higher risks are identified.
- **Top-Level Commitment:** The leadership of the company (Directors/Owner) is fully committed to preventing bribery. Management leads by example in ethical conduct and actively promotes a culture in which bribery is never acceptable.
- **Risk Assessment:** We periodically assess the potential risks of bribery in our business activities and in the markets or sectors we operate. This includes evaluating country risks, transaction risks, business partnership risks, etc. If we identify areas of higher risk (for example, dealing with government officials or operating in environments with a reputation for corruption), we will implement enhanced measures.
- **Due Diligence:** We conduct due diligence on individuals who provide services to us or on our behalf, particularly in higher-risk situations. For example, before appointing a new agent or supplier, we may verify their reputation, ownership, and understand if they have their own anti-corruption policies. This helps ensure we only do business with ethical and reputable parties.
- **Communication and Training:** We communicate this policy and related anti-bribery expectations to all employees and relevant third parties. All employees are required to read, understand, and comply with this policy. We provide training or guidance on how to recognise and deal with potential bribery situations, appropriate to the needs of

different roles. A well-informed team is critical to prevention. We also ensure that there are safe channels for raising concerns (see “Reporting” below).

- **Monitoring and Review:** We will periodically monitor the implementation of this policy and review its effectiveness. Internal control systems and audit processes will be utilised to ensure compliance. The policy may be updated from time to time to reflect changes in law or business operations. Any identified weaknesses or incidents will be used as lessons to improve our procedures and enhance our overall effectiveness.

Reporting and Whistleblowing: Every employee has a responsibility to speak up if they suspect any bribery or corruption is occurring in relation to the company’s business. We encourage a culture where concerns can be raised confidentially and without fear of reprisal. Suppose you become aware of any actual or potential bribery or other unethical conduct, whether by colleagues or third parties, you should report it immediately to the designated officer or manager. Reports will be taken seriously and investigated as appropriate. The company is committed to ensuring that no one suffers any detrimental treatment for refusing to participate in bribery or for reporting in good faith their suspicion of a violation. Retaliation against whistleblowers is prohibited.

Record-Keeping: We must maintain accurate books and records that fairly reflect all transactions. All accounts, invoices, and documents must be prepared with strict accuracy and completeness. No “off the books” accounts should exist. False or misleading records could themselves be evidence of an offence. By maintaining transparent records, we uphold our anti-bribery stance and ensure that all payments and benefits given or received are properly accounted for and legitimate.

Enforcement: Bribery and corruption are not only against our company policy but also against the law. Violation of this policy by an employee will result in disciplinary action, which may include dismissal for gross misconduct. Furthermore, any employee or company officer found to have engaged in bribery may face criminal charges. Under the Bribery Act 2010, individuals can face unlimited fines and up to 10 years’ imprisonment for bribery offences, and the company could also face unlimited fines and suffer serious reputational damage. We will also terminate contracts with any third parties who breach this policy or are found to be involved in bribery or corruption.

By implementing this Anti-Bribery and Corruption Policy, the company aims to protect itself and its employees from the risks of bribery and to contribute to the global fight against corruption. Integrity in our business dealings is paramount; we would rather lose business than obtain it through unethical means. All employees are required to certify that they have read, understood, and accepted this policy. We count on every person in the organisation to uphold these principles and report any concerns, thereby ensuring that our business activities remain compliant, ethical, and beyond reproach.

Reports can be made confidentially to the Managing Director or Designated Anti-Bribery Officer at md@gementerprise.uk or via our whistleblowing channel at whistleblowing@gementerprise.uk Anonymous reports will be reviewed where sufficient detail is provided.

(For any questions about this policy or specific scenarios, employees should contact the Compliance Officer or Managing Director for guidance. This policy will be reviewed annually.)