

PayStream's Bribery Policy

Introduction

The Company is committed to the highest standards of ethical conduct and integrity in its business activities. This policy outlines the Company's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. The Company will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

Scope of this policy

This policy applies to all employees and officers of the Company, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company ("associated persons"). Every employee and associated person acting for, or on behalf of, the Company is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the Company.

The Company may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Company.

The Bribery Act 2010 is in force from 1 July 2011. This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of employees and associated persons acting for, or on behalf of, the Company; and
- the consequences of any breaches of this policy.

Bribery Act 2010

The Company is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; and
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes any activity performed in the course of a person's employment, or on behalf of, another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

- an employee or associated person acting for, or on behalf of, the Company offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, the Company offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and
- the Company does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

What is prohibited?

The Company prohibits employees from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a voucher or other incentive. The bribe might be made to ensure that a person (such as a recruitment consultant) improperly performs duties (for example, by not acting impartially or in good faith) to gain any commercial or contractual advantage for the Company in either obtaining or maintaining Company business.

Example: the payment by a CRM of an "under the counter" cash sum to a recruitment consultant to refer business.

Example: a director taking a procurement manager to a football match during a tender process where an agency has a specific "no entertainment policy".

What is allowed?

Corporate entertainment, gifts, hospitality and promotional expenditure

Principle

The Company permits corporate entertainment, gifts, hospitality and promotional expenditure that are undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the Company; or
- to present the Company's services effectively;

provided that it is:

- arranged in good faith, and
- not offered, promised or accepted to influence the impartiality of the recipient.

The Company will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

Procedure

Employees should where practicable submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to the line manager.

Employees are required to set out in writing:

- the objective of the proposed client entertainment or expenditure;
- the identity of those who will be attending;
- the organisation that they represent; and
- details and rationale of the proposed activity.

The Company will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The Company will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example, prior to a tendering exercise).

Any gifts, rewards or entertainment received from clients, agencies or other business contacts should be reported immediately to the line manager. In certain circumstances, it may not be appropriate to retain such gifts and employees may be asked to return the gifts to the sender, for example, where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees.

If an employee wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from the line manager is required, together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in limited circumstances (and will be subject to a cap of £50 per recipient).

Employees must supply records and receipts, in accordance with the Company's expenses policy.

Examples

This policy does not prohibit:

- the giving of PayStream promotional material such as pens or calendars to recruitment consultants;
- taking key contacts to Manchester United to discuss business; and
- having a coffee or beer with a recruitment consultant following a site visit.

This is subject to following the agency policy on entertaining consultants so where there is a ban on entertaining a trip to Manchester United could be seen as "influencing the impartiality" of the consultant since other providers who follow the policy are disadvantaged.

Any such practices must be proportionate, reasonable and made in good faith. Clear records must be kept.

Negotiated agreements with agencies

Where as part of a tender process an agency insists on a referral fee to be paid to the agency or direct to the consultant this will not constitute bribery for the following reasons:

- it is part of the tender process and all providers are in the same position so there is no undue influence or advantage gained
- it is recorded in writing and so is transparent to all parties

This above point would also apply to management fees, credit terms or timesheet commissions.

Records

Employees are required to take particular care to ensure that records are accurately maintained in relation to any contracts or business activities, including all payment transactions with clients, agencies and recruitment consultants.

Due diligence should be undertaken by employees prior to entering into any contract, arrangement or relationship with a potential supplier of services, agency, or recruitment consultant. Employees are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

Example: a CRM meets with a recruitment consultant who informs the CRM that the agency is willing to deal with PayStream as one of its preferred suppliers. One of the requirements of the PSL is that a referral fee is paid per joiner. The recruitment consultant gives the CRM account details into which to make the payment. What should the CRM do? Answer: CRM should confirm the proposal in writing or get the agency to confirm in writing. The terms should be signed off by a director of the agency or the branch manager if he is authorised to make these decisions. The CRM will need to confirm to Sales Director that the payments have been approved by the branch manager or director. If the agreement is not signed off by the agency it is likely to constitute a bribe. If further commercial terms are proposed e.g. indemnities in favour of agency these should be passed on to compliance manager.

Reporting suspected bribery

Principle

The Company depends on its employees to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery.

Employees are encouraged to report any concerns that they may have to the line manager and/or the compliance manager as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees may be being bribed; or
- concerns that other employees may be bribing third parties.
- close family, personal or business ties with a prospective agency,
- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

Procedure

A form is available from the HR department to allow employees to record any incidents of suspected bribery. Any such reports will be thoroughly and promptly investigated the line manager/the compliance officer in the strictest confidence. Employees will be required to assist in any investigation into possible or suspected bribery.

Employees who report instances of bribery in good faith will be supported by the Company. The Company will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, should not agree to remain silent. They should report the matter to the line manager/the compliance manager.

Action by the Company

The Company will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal.

The Company may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Review of procedures and training

The Company will regularly communicate its anti-bribery measures to employees. The Company will set up training sessions where applicable. The compliance manager is responsible for the implementation of this policy.

The compliance manager will monitor and review the implementation of this policy and related procedures on a regular basis.

Employees and those working for, or on behalf of, the Company are encouraged to contact the compliance manager with any suggestions, comments or feedback that they may have on how these procedures may be improved.

The Company reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.