



Anti – Bribery & Whistle Blowing Policy

Beaver Management Services Limited

- A. Introduction
- B. Policy
- C. Suspicion
- D. Reporting
- E. Gifts and Hospitality
- F. Record Keeping
- G. Whistle Blowers
- H. Competition Law

A. Introduction

Bribery is a criminal offence. BMSL prohibits any form of bribery. We require compliance from everyone connected with our business, with the highest ethical standards and anti – bribery laws applicable. Integrity and transparency are of the utmost importance to us and we have a zero tolerance attitude towards corrupt activities of any kind, whether committed by company employees or by third parties acting for or on behalf of the company.

B. Policy

It is prohibited, directly or indirectly, for any employee or person working on our behalf to offer, give, request or accept any bribe i.e. gift, loan, payment, reward or advantage, either in cash or any other form of inducement, to or from any person or company in order to gain commercial, contractual or regulatory advantage for the company, or in order to gain any personal advantage for an individual or anyone connected with the individual in a way that is unethical.

C. Suspension

If we suspect that you have committed an act of bribery or attempted bribery, an investigation will be carried out and, in line with our disciplinary procedure where appropriate, action may be taken against you who may result in your dismissal, or the cessation of our business arrangement with you.



D. Reporting

If you as an employee or person working on our behalf suspect that an act of bribery or attempted bribery has taken place, even if you are not personally involved, you are expected to report this to a Director. You may be asked to give a written account of events.

Staff are reminded of the company's whistle blowing policy which is available in the Employee Handbook.

E. Gifts & Hospitality.

We realise that the giving and receiving of gifts and hospitality as a reflection of friendship or appreciation where nothing is expected in return may occur, or even be commonplace, in our industry. This does not constitute bribery where it is proportionate and recorded properly.

No gift should be given nor hospitality offered by an employee or anyone working on our behalf to any party in connection with our business without receiving prior written approval from your Line Manager.

Similarly, all gifts, offers of hospitality or invitation to events etc. must be disclosed to your Line Manager. No gifts, invitations or offers of hospitality above the value of £50.00 should be accepted by an employee or anyone working on our behalf without receiving prior written approval from your Line Manager.

F. Record Keeping

A record will be made by the company of every instance in which gifts or hospitality are given or received.

As the law is constantly changing, this policy is subject to review and the company reserves the right to amend this policy without prior notice.

G. Whistle Blowers

If you believe that the company is involved in any form of wrongdoing such as

- 1) committing a criminal offence
- 2) failing to comply with a legal obligation
- 3) endangering the health and safety of an individual
- 4) concealing any information relating to the above

you should in the first instance report your concerns to the Managing Director who will treat the matter with complete confidence. If you are not satisfied with the explanation or



reason given to you, you should raise the matter with the appropriate organisation or body. E.g. the Police, the Environment Agency, Health & Safety Executive or Social Services Department.

If you do not report your concerns to the Managing Director you may take them direct to the appropriate organisation or body.

The Public Interest Disclosure Act 1988 prevents you from suffering a detriment or having your contract terminated for whistle blowing and we take very seriously any concerns which you may raise under this legislation.

We encourage you to use the procedure if you are concerned about any wrong doing at work. However, if the procedure has not been invoked in good faith (e.g. for malicious reasons in pursuit of a personal grudge), then it will make you liable to immediate termination of engagement or such lesser disciplinary sanction as may be appropriate in the circumstances.

H. Competition Law

Competition law makes sure businesses are competing with one another and are protected from others acting unfairly.

BMSL are committed to not undertake any of the following breaches of potential competition law

Cartels

These are the most serious types of anti-competitive agreements, where two or more businesses agree, whether in writing or otherwise, not to compete with each other.

Cartels include agreements to:

- fix prices
- engage in bid rigging (for example, cover pricing)
- share customers or markets

Dividing up and sharing markets

Market-sharing is when businesses agree not to go after each other's customers, or deciding which territories each business will 'take'. This can lead to less choice and prices may be higher. Victims will often be other businesses, who end up overpaying or getting a lower quality service as a result.

Bid-rigging and discussing tenders

Bid-rigging is where bidders create the illusion of competition while secretly agreeing which one of them will win a tender. This deceives buyers into thinking they've got a good price, when it could have been much lower if the businesses had been genuinely competing. In public contracts for goods and services, this can mean a waste of tax-payers' money.

Price-fixing

Price-fixing is where 2 or more businesses agree what prices they're going to charge for a product or service, to avoid having to compete with each other. This can mean higher prices and customers - who will often be other businesses as well as consumers - end up overpaying for what they get.

Abuse of a dominant position

A business that enjoys substantial market power over a period of time might be in a dominant position.

The assessment of a dominant position is not based solely on the size of the business and/or its market position. Whilst market share is important (a business is unlikely to be dominant if its market share is less than 40 per cent) it does not determine on its own whether a business is dominant.

A business is only likely to hold a dominant position if it is able to behave independently of the normal constraints imposed by competitors, suppliers and consumers.

Having established that a business is dominant, anti-competitive conduct which exploits consumers or tends to have an exclusionary effect on competitors is likely to constitute an abuse.

Examples of the type of conduct that may fall into this category for a dominant business include:

- charging prices so low that they do not cover the costs of the product or service sold
- offering different prices or terms to similar customers without objective justification
- refusing to supply an existing or long standing customer without objective justification

For all the conduct listed above it is important to consider the likely effect of the conduct on customers and on the process of competition when determining whether it would amount to an abuse.

Other potentially anti-competitive agreements

Other agreements that could be anti-competitive include agreements, whether in writing or otherwise, that:

- involve joint selling or purchasing with competitors
- involve a retailer agreeing with its supplier not to sell below a particular retail price
- have a long exclusivity period (over five years)

There are different ways to ensure that BMSL complies with the law, but key to them all is instilling a compliance culture with our organisation. .

This means that managers at all levels of a business, from the top down, need to demonstrate a commitment to complying with the law.

Step 1: Risk identification

Look carefully at your business and identify areas where you might risk breaking competition law. For example:

- Do your employees have contact with your competitors at industry events or otherwise?
- In your market, do employees move frequently between competing businesses and do you have people who have recently joined from competing businesses?
- Do your employees seem to have information about your competitors' prices or business plans?
- Are your customers also your competitors?
- Do you ever work in partnership with your competitors?
- Are you entering into exclusive contracts for long periods (five years or more)?
- Do your agreements contain joint selling and purchasing provisions with your competitors?
- Do your agreements contain requirements to share commercially sensitive confidential information, or to collaborate, with your competitors?
- Are you a business with a large share of any of the markets in which you operate?

Step 2: Risk assessment

Once you have identified all the areas where there is a risk your business might break competition law, you can then work out how serious these risks are.

You can classify them any way you like. Often it is simplest to rate them as low, medium or high.

Businesses should consider assessing which employees are in high risk areas.

These may include employees who are likely to have contact with competitors and employees in sales and marketing roles; whilst employees in some back-office functions may be classified as low risk.

Step 3: Risk mitigation

Set up policies, procedures and training to reduce the likelihood of the risks you have identified occurring.

For example, if you have identified employees meeting competitors at conferences as being high risk, you could run training to make sure your teams know what they are, and are not, allowed to communicate to competitors about. This training could also be supported by an employee code of conduct.

What you do will depend on the risks identified and the likelihood of the risk occurring. By way of example, some businesses have found the following measures to be helpful:

- training employees in competition law
- implementing an employee code of conduct policy
- making sure employees tell you if they are joining a trade association or attending events where they might be meeting with competitors
- implementing a system where all contact with competitors is logged
- establishing a system so that employees can get advice before action (for example, legal advice on a contract)
- establishing a system for employees to report, on a confidential basis, any competition law concerns that they might have.

Step 4: Review

Review steps 1 to 3 and your commitment to compliance regularly, to ensure that your business has an effective compliance culture.

Some businesses review their compliance efforts on an annual basis, others review less frequently.

There may be occasions when you should consider a review outside the regular cycle, such as when taking over another business or if you are subject to a competition law investigation.

Signed



Position:

Managing Director

Name

Tony Shipley

Date

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