

## **HTSPE Limited**

# **Anti-Bribery and Corruption Policy and Procedures**

## Introduction

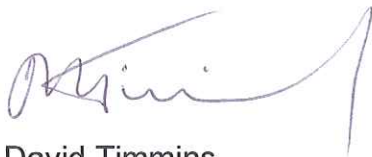
*HTSPE is an international consultancy providing professional advice and programme management services. The company fully subscribes to the codes of conduct laid down by FEACO, the European umbrella organisation for consultants.*

*Our mission statement is "To mobilise and co-ordinate skills, systems and services to help our clients achieve real benefits for themselves and the community". Our sphere of activity is development and our focus is to help improve the living conditions and standards of developing countries.*

*To be credible in this aim we must conduct our business affairs in an open, honest, fair and transparent manner. This policy and procedures have been developed to help and guide all our employees and associates to work to the highest professional standards in development consulting, ensuring that the company's ethical and professional values are adhered to at all times by all parties involved in HTSPE's activities. This policy and the accompanying procedures therefore applies to HTSPE Limited and any associated company or organisation and their activities throughout the world.*

It is essential that all those of you who are involved in any way with the business activities of HTSPE are aware of and comply with the following policy and procedures. Any breach would have a catastrophic impact on the business and could result in its closure. I encourage each and every one of you to make yourselves familiar with this document and if you find you have any questions or if you are concerned that there may be a potential breach to contact myself or one of my fellow Board members or to follow our whistleblower policy ([http://www.htspe.com/files/whistleblower\\_procedure.pdf](http://www.htspe.com/files/whistleblower_procedure.pdf)) to bring the issue to the attention of the company's management.

Let's all work together to maintain the high ethical standards and levels of best practice we have all worked hard to achieve.



David Timmins  
Executive Chairman

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## 1. Our commitment to ethical business

HTSPE Limited ( "HTSPE" or the "company" ) has ethical standards which underpin the behaviours of everyone engaged by HTSPE when conducting business on its behalf.

It is a statement of how we maintain good corporate citizenship in relation to all those who have an interest in the reputation of HTSPE. It reinforces our values and enables us to:

- Build and maintain a first class reputation
- Build and maintain first class business relationships

Our ethical approach affects all areas of our business. This Anti-Bribery and Corruption Policy and Procedure ("the ABC Policy and Procedure") forms part of our Ethics Policy and represents a commitment to doing what is right.

When working for HTSPE, you are agreeing and obliged to:

- uphold this commitment;
- ensure you understand the requirements of the ABC Policy and Procedure and the standards, instructions and processes; and
- always follow them.

## 2. Our policy statement on bribery and corruption

### Policy statement

HTSPE insists on honesty, integrity and fairness in all aspects of its business and expects the highest standards of professionalism and ethical conduct to be maintained in all its activities. HTSPE expects the same in its relationships with all those with whom it does business.

Pursuant to this, HTSPE will not engage in bribery<sup>1</sup> or corruption<sup>2</sup> in any form and has a zero tolerance approach to breach whether it involves private individuals, companies or public officials.

### Application

The HTSPE anti-bribery and corruption policy is based on internationally accepted best practice guidelines<sup>3</sup>. It applies in all jurisdictions where we do business - irrespective of any applicable local or international legal or regulatory obligations. Notwithstanding this, HTSPE is committed to comply with all anti-bribery and corruption legislation and regulation applicable to its businesses and people.

### The policy specifically applies to:

- HTSPE Limited and ;
- HTSPE Pakistan
- HTSPE Mozambique
- The HTSPE Moscow Representative Office
- HTSPE project offices in Abuja, Kigali and elsewhere
- Our people, everyone engaged within HTSPE (including any officers, employees, associates, team leaders or consultants); and

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<sup>1</sup> The receiving/offering/giving of a financial or other advantage, in order to induce a person to give improper assistance in breach of their duty, or to otherwise influence someone with the underlying purpose of obtaining/retaining business, or an advantage in the course of business.

"Bribery" for this purpose includes so-called "facilitation" or "grease" payments, defined as non-discretionary payments made to government or public officials to speed up routine administrative processes, even if such payments are nominal in amount.

<sup>2</sup> Definition: The misuse of entrusted power/breach of duty for personal gain.

<sup>3</sup> Including the OECD guidelines for multinational enterprises, The International Chamber of Commerce rules of conduct to combat extortion and bribery, The World Economic Forum principles for countering bribery

- All third parties engaged by and representing or acting on behalf of HTSPE in whatever capacity (including agents, intermediaries and business partners).

This means that anyone working for, or on behalf of HTSPE must never solicit, accept, agree to receive, promise, offer or give a bribe, facilitation payment, kickback or other improper payment.

### 3. Why does this matter to you?

Most countries have laws that prohibit corruption. In addition, an increasing number of countries are adopting laws to prohibit bribery even when it is committed outside their own borders – e.g. bribes paid to a foreign government official.

It is important that you understand how bribery and corruption might be committed; acts or allegations of bribery and or breach of anti-bribery or anti-corruption laws could do incalculable damage to HTSPE's brand and reputation.

The HTSPE ABC Policy and Procedure is designed to help you understand your obligations and comply with the law. If you fail to follow the ABC Policy and Procedure you put yourself, your colleagues and HTSPE at risk, and your act or omission may amount to gross misconduct.

Anyone who is found to be giving or receiving bribes or any other act of corruption, or otherwise breaching the ABC Policy and Procedure, will be subject to disciplinary action which may ultimately lead to dismissal or contract termination.

In addition, by breaching the ABC Policy and Procedure or any of the applicable laws you could be committing a serious offence which may result in a large fine for HTSPE and imprisonment for you and anyone else involved in the offence.

Compliance is also a key concern to many of those organisations to whom we provide services who, through the terms of engagement, expect HTSPE to comply with internationally accepted standards of behaviour. These requirements are motivated by their own regulatory or conduct obligations, by their own code of ethics in relation to suppliers of services to them, and for reasons of good governance. Failure to comply with the ABC Policy and Procedure may damage irreparably those business relationships.

The HTSPE ABC Policy and Procedure contains general advice on high standards of ethical and business practice supported by more detailed sections dealing with identified areas of high risk business activity.

Each section is structured as follows:

- **Principles** - are the underlying issues and concepts which underpin activity and must be considered when evaluating your conduct, irrespective of the specific issues highlighted elsewhere in the ABC Policy and Procedure.
- **Rules** - are mandatory obligations and set out what you can and cannot do. Failure to apply the rules is automatically a breach of the ABC Policy and Procedure.

- **Guidance** - is given to help you interpret the principles and rules and apply them effectively and is not mandatory. However, it will be considered and is persuasive when evaluating your conduct.

#### 4. Roles and responsibilities

**Everyone** is personally responsible for:

- their ethical and professional conduct generally and for compliance with the ABC Policy and Procedure;
- obtaining advice and guidance where necessary; and
- reporting all breaches of the ABC Policy and Procedure, and/or any ethical or professional misconduct, whether committed personally or by others, through the company's whistleblower procedure.

**Managers, supervisors and team leaders** are personally responsible for:

- monitoring compliance in respect to all business matters they are managing or supervising; and
- monitoring compliance by everyone involved in matters they are managing or supervising - this includes third party agents, joint ventures, suppliers and contractors engaged by or working on behalf of HTSPE.

In addition to the above, those in management or leadership roles must lead by example:

- showing commitment to compliance:
- remaining alert to bribery and corruption risk; and
- promoting awareness and compliance within HTSPE and amongst those they manage or supervise.

## 5. Good Practice

### Principle

***HTSPE is committed to international standards of best practice in combating bribery and corruption.***

This means that we will take appropriate steps to ensure that:

1. We do not, directly or indirectly, solicit, accept, agree to receive, promise, offer or give a bribe, facilitation payment, kickback or other improper payment or advantage (including gifts and hospitality) in order to obtain or retain business, or any other improper business advantage.
2. We do not offer, nor give in to demands, to make illicit or illegal payments to public officials, or the employees of business partners.
3. We engage and remunerate agents and other third parties only for legitimate services that cannot reasonably be provided by our own people.
4. All new business relationships are vetted.
5. We promote employee awareness of, and compliance with, company policies against bribery and corruption through appropriate dissemination of policies, training programmes and disciplinary procedures.
6. We adopt management and financial control systems that discourage bribery and corruption, and adopt financial and tax accounting and auditing practices that prevent the establishment of “off the books” or secret accounts or the creation of documents which do not properly and fairly record the transactions to which they relate.
7. We do not make contributions to candidates for public office or to political parties or to other political organisations.
8. We raise awareness of the global fight against bribery and corruption amongst our business partners.

### Rules

Do not engage in any activity which would breach the principles of good practice, the ABC Practice and Procedure or any anti-bribery and corruption laws.

### Guidance

*If you have not received any training about the ABC Practice and Procedure you should ask your team leader or other line manager about how you can receive necessary training.*

Make sure you know how to spot bribery and corruption risks. Familiarise yourself with the ABC Practice and Procedure. In addition, these are some of the common indicators of corruption, which you should note, but the list is by no means exhaustive:

- Abnormal cash payments.
- Pressure exerted for payments to be made urgently or ahead of schedule.
- Payments being made through a third party country, i.e. goods or services supplied to country A but payment is being made, usually to shell company in country B.
- Abnormally high commission percentage or non-commercial profit share arrangements being paid to a particular agency. This may be split into two accounts for same agent often in different jurisdictions.
- Private meetings with public contractors or companies hoping to tender for contracts.
- Lavish gifts being given or received.
- Individual never takes time off even if ill, or holidays, or insists on dealing with specific contractors him / herself.
- Making unexpected or illogical decisions accepting projects or contracts.
- Unusually smooth process of cases where individual does not have the expected level of knowledge or expertise.
- Abusing decision process or delegated powers in specific cases.
- Agreeing contracts not favourable to the organisation either with terms or time period.
- Unexplained preference for certain contractors during tendering period.
- Avoidance of independent checks on tendering or contracting processes.
- Raising barriers around specific roles or departments which are key in the tendering / contracting process.
- Bypassing normal tendering / contractors procedure.
- Invoices being agreed in excess of contract without reasonable cause.
- Missing documents or records regarding meetings or decisions.
- Company procedures or guidelines not being followed.

- The payment of, or making funds available for, unusual high value expenses (e.g. school fees) on behalf of others.

DO	DON'T
<ul style="list-style-type: none"> <li>❑ Remain alert to the risks of bribery and corruption</li> <li>❑ Seek further guidance immediately if you have any queries or concerns related to any of the activities addressed in this document. (See "What to do if you have a query or concern".)</li> <li>❑ Seek further guidance immediately if you are being asked to do something which makes you uncomfortable, or which you suspect may be illegal. (See "What to do if you have a query or concern".)</li> </ul>	<ul style="list-style-type: none"> <li>❑ Engage in any activity or transaction which would lead to a breach of good practice, the ABC Policy and Procedure or any applicable law.</li> <li>❑ Be persuaded by others to do something which you suspect might be illegal.</li> <li>❑ Ever attempt to induce anyone else to do something illegal, even if "everyone else is doing it".</li> <li>❑ Ignore or fail to report any concerns you have about improper conduct or corruption activity or otherwise "look the other way".</li> </ul>

## 6. Bribes and facilitation payments

### Principle

***Those employed or engaged by HTSPE whether directly or indirectly by association must never solicit, accept, agree to receive, promise, offer or give a bribe, facilitation payment, kickback or other improper payment for any reason or in any form.***

HTSPE has a clear position on bribery and corruption; the direct or indirect offer or promise to make a payment or transfer of anything of value, and the soliciting or acceptance of bribes in any form by or on behalf of HTSPE to obtain or retain business or a commercial advantage is unacceptable and forbidden.

### Rules

- HTSPE does not solicit, accept, agree to receive, promise, offer or give bribes. This prohibition applies:
  - to transactions with foreign or domestic government officials or employees (see "Working with governments"), or with any private company or person, whether in the conduct of domestic or international business.
  - whether the payment is made or received directly or through a third party such as an agent, representative, contractor, joint venture partner, client/customer, supplier or family member.
- The concealment of payments in charitable and educational donations is prohibited. Legitimate donations are permitted subject to ensuring that:
  - the donation is not dependent on, nor made in order to win, a business deal or gain any other commercial advantage; and
  - the donation is made in compliance with the corporate responsibility strategy of HTSPE.

### Guidance

- No distinction is made between bribes and so-called 'facilitation' payments, which are also prohibited. A facilitation payment is a small payment to a low-level public official, which is not officially required, to enable or speed up a process which it is the official's job to arrange (e.g. a work permit). We also seek to ensure that our agents, contractors and suppliers do not make facilitation payments on our behalf (see "Working with third parties").

- A bribe includes "kickbacks" which are also prohibited. A kickback is a form of bribery in which a percentage of the revenues from a contract or other financial award is illicitly returned to the person awarding or being influential in the awarding of that contract or benefit.
- A bribe includes a benefit given or received in any form, which may include;
  - cash,
  - favours,
  - unfair advantages for family or friends in respect of training or employment opportunities (secondments, work experience, trainee positions, internships or permanent positions),
  - the provision of services,
  - gifts, hospitality or entertainment.
- Bribes may take the form of charitable contributions or educational sponsorships for example where the school fees of the children of government officials have been paid as part of a corrupt deal.
- When making charitable or educational donations:
  - donations must be given to a charitable organisation and not to an individual, or to an educational establishment on behalf of a particular student not directly to the student concerned;
  - charitable contributions are only permitted to charities that are registered under the local country's laws;
  - background checks and due diligence must be undertaken on the charity itself and on its managers and representatives; and
  - the recipient of the money and the purpose for which it is to be applied must be known.

DO	DON'T
<ul style="list-style-type: none"> <li>□ Ensure you understand your obligations under the ABC Policy and Procedure and operate at all times ethically and within the law, if uncertain seek advice (see "What to do if you have a query or concern").</li> </ul>	<ul style="list-style-type: none"> <li>□ Solicit, accept, agree to receive, promise, offer or give bribes or kickbacks, or make facilitation payments.</li> <li>□ Use agents or other third parties to solicit, accept, agree</li> </ul>

<ul style="list-style-type: none"> <li>□ Use caution when offering, giving or receiving gifts or entertainment (see "Gifts and hospitality").</li> <li>□ Consider the legal, professional, or ethical codes which apply to the parties you are dealing with.</li> <li>□ Seek advice if you are unsure about giving or receiving a gift or anything of value (see "What to do if you have a query or concern").</li> <li>□ Ensure that any third party engaged on behalf of HTSPE understands the HTSPE policy on bribes and facilitation payments and agrees to comply with it.</li> <li>□ Report any concerns you have about improper conduct or corruption activity immediately. (See "What to do if you have a query or concern".)</li> </ul>	<p>to receive, promise, offer or give bribes or kickbacks, or make facilitation payments indirectly on behalf of HTSPE.</p> <ul style="list-style-type: none"> <li>□ Use other forms of giving or receiving as a substitute for a "bribe", political or charitable donations, gifts or hospitality for example.</li> <li>□ Ever attempt to induce anyone else to do something illegal.</li> <li>□ Ignore or fail to report any concerns you have about improper conduct or corruption activity or otherwise "look the other way".</li> </ul>
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## 7. Working with governments

### Principle

***Whenever HTSPE conducts business or otherwise engages with national or local governments, government agencies, officials and public international agencies, our employees and anyone engaged by or on behalf of HTSPE must apply the highest ethical standards.***

HTSPE has a clear position on working with governments which requires full compliance with all applicable laws and regulations; this includes certain special requirements associated with government transactions.

### Rules

- It is prohibited to make illicit or secret payments or transfers of any value to government officials.
- It is prohibited to make any illicit payments or transfers of items of value through intermediaries, or to a third party, while knowing that all or a portion of the payment will go directly or indirectly to a government official.
- No-one acting on behalf of HTSPE should attempt to or actually exert improper influence on government officials.
- If asked to provide information in connection with a government or regulatory agency enquiry you must ensure that all information provided is truthful and accurate and that HTSPE legitimate interests are protected.

### Guidance

- You should take extra care when dealing with government officials. Most countries in the world have made it an offence to bribe their own public officials; many have also made it an offence to bribe a foreign public official.
- A “government official” for this purpose is:
  - an officer or employee of a government (e.g. civil servants, local government and the armed forces);
  - an officer or employee of a “public international organisation” or any person acting in an official capacity for or on behalf of such public international organisation (e.g. the United Nations, the World Bank, the European Commission, etc.);
  - an employee of a company or other business entity in which a governmental body has an ownership interest and/or over which such

governmental body may, directly or indirectly, exercise a dominant influence (e.g. state owned commercial enterprises);

- a political party or a member of a political party or a candidate for political office; and
- any person known or suspected to be a close family member or associate of any of the above, or companies who are controlled by close family members or associates of any of the above.

If asked to assist with a government or regulatory agency enquiry or investigation you must always seek advice before responding. (See "What to do if you have a query or concern".)

DO	DON'T
<ul style="list-style-type: none"> <li>□ Ensure you understand and abide by applicable laws and regulations relating to work with governments, particularly special requirements associated with government contracts and transactions.</li> <li>□ Ensure you consider and comply with the ABC Policy and Procedure when working with government, in particular the bribery and facilitation payments rules.</li> <li>□ Ensure that any third party engaged on behalf of HTSPE understands the HTSPE policy on working with government officials and agree to comply with it.</li> <li>□ Be truthful and accurate when dealing with government officials and agencies.</li> <li>□ Seek advice if you are unsure about what to do when working with government officials. (See "What to do if you have a query or concern".)</li> <li>□ Report any concerns you have about improper conduct or corruption activity immediately. (See "What to do if you have a query or concern".)</li> </ul>	<ul style="list-style-type: none"> <li>□ Deviate from contractual requirements without written approval from both sides.</li> <li>□ Use agents or other third parties to do anything indirectly on behalf of HTSPE which you would not be permitted to do yourself.</li> <li>□ Attempt to induce a local or government official to do something illegal.</li> <li>□ Ignore or fail to report any concerns you have about improper conduct or corruption activity or otherwise "look the other way".</li> <li>□ Mislead any government or regulatory official.</li> <li>□ Attempt to obstruct in any manner an authorised government official in the proper conduct of their duties or attempt to hinder another person from providing accurate information</li> </ul> <p>Conceal, alter or destroy</p>

<ul style="list-style-type: none"><li>□ Cooperate courteously with officials conducting government or regulatory enquiries or investigations.</li></ul>	documents, information or records which are the subject to an official investigation.
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## 8. Gifts and hospitality

### Principle

***HTSPE employees and anyone engaged by or on behalf of HTSPE must never use gifts and hospitality to influence the business decision-making processes or cause others to perceive an influence. The use of gifts and hospitality in this manner constitutes an improper payment for the purposes of HTSPE policy on bribes and facilitation payments.***

HTSPE has a clear position which forbids the solicitation of gifts and hospitality and ensures that the circumstances in which modest gifts and hospitality are offered, promised, given or accepted are restricted to those which are reasonable and appropriate and compliant with applicable law and regulation.

When deciding whether to offer, promise, give, or receive gifts and hospitality consider the underlying purpose. If the purpose is to gain or retain business or the grant of any other business advantage, it is probably illegal.

### Rules

#### Prohibited gifts and hospitality

- Solicitation of gifts or hospitality is strictly prohibited.
- Giving or accepting cash gifts is strictly prohibited
- Giving or offering gifts or specific personal hospitality to government officials or employees is strictly prohibited.

#### Permitted gifts and hospitality

The acceptance or giving of gifts and hospitality from business partners or potential business partners is generally discouraged.

However, after due consideration of rules and guidance contained in this document, it may be permitted in certain circumstances. If it would cause offence to refuse, and you are sure that you are not breaking any local law, you may accept or give the following without prior approval:

- Corporate gifts of low value which feature the logo of the donor (diaries, umbrellas, calendars etc.).
- Gifts of a value not exceeding £25 given during the festive seasons of the year.
- Meals of a value not exceeding £100 per person.
- Occasional invitations to corporate hospitality events not exceeding £1000 in value per person per event and not extending over a period of

more than two days. 'Occasional' means not more than one per year with the same business partner.

### Procedure and approval

The acceptance or giving of all other gifts and hospitality must be pre-authorised and certified in accordance with the Gifts and Hospitality Authorisation Procedure and the Expenses Procedure (where claims for reimbursement are being made).

All gifts and hospitality given and received, regardless of whether prior consent is required or not, must be recorded in the Gifts and Hospitality Register which will be used for monitoring the overall level of gifts and hospitality provided to, or accepted from, our business partners or potential business partners.

### Guidance

- The occasional acceptance or offer of modest gifts and hospitality may be a legitimate contribution to good business relationships. There may be times when refusing to accept gifts or hospitality from a business partner or declining to provide them would be considered discourteous; notwithstanding this compliance with HTSPE's entertaining policy override any such other considerations.
- If you have any doubt about the propriety of accepting a gift or hospitality (including entertainment) from a business partner, you must refuse.
- You need to exercise special caution when providing gifts or hospitality to business partners or prospective business partners, or to representatives of the same particularly where these individuals have discretion over the allocation of work.
- HTSPE employees should consider the following questions before accepting or offering a gift or hospitality:
  - Could my acceptance or offer lead to an obligation or imply an obligation?
  - Is this gift, hospitality or entertainment event a 'sweetener' connected to the award or retention of business or other business advantage?
  - Is this gift, hospitality or entertainment event a 'reward' for the award or retention of business or other business advantage?
  - Does this gift or hospitality seem excessive in value?
  - Am I in danger of breaching any applicable laws or regulations?

- Are there any potential adverse reputational implications in the type of gift or entertainment being accepted or given? Would my colleagues be unhappy to see HTSPE reported in the press in connection with this gift or hospitality event?

If the answer to any of these questions is 'yes', the gift or hospitality should not be offered or accepted. If you are not clear how to answer these questions you should seek advice. (See "What to do if you have a query or concern").

DO	DON'T
<ul style="list-style-type: none"> <li>□ Before offering or accepting any gifts or hospitality make sure you understand the applicable legal and regulatory requirements.</li> <li>□ Make gifts or offer hospitality only in compliance with this policy and applicable laws and regulations.</li> <li>□ Take into consideration the policy of the recipient's organisation.</li> <li>□ Consider local customs for the giving or receiving of gift and hospitality (subject to compliance with this policy).</li> <li>□ Where appropriate, communicate details of the HTSPE policy on gifts and hospitality at the beginning of every new business relationship.</li> <li>□ Be aware of the potential conflicts of interest if you accept gifts or hospitality.</li> <li>□ Make the criteria for inviting guests to hospitality events clear and internally transparent, consider extending the invitation to the most senior people in the target organisation and respect their decision to send whoever they want.</li> </ul>	<p>Give or accept the following:</p> <ul style="list-style-type: none"> <li>□ Gifts or hospitality which you know or suspect to be illegal;</li> <li>□ Cash or cash equivalents;</li> <li>□ Personal services, provided personally, rather than in a business context, unless such services are pursuant to a proper arms length business transaction;</li> <li>□ Loans;</li> <li>□ Travel and/or accommodation costs for family members;</li> <li>□ Events or meals where the business partner is not present;</li> <li>□ Gifts or hospitality during periods when important decisions, regarding the award or retention of business or a business advantage, are being made with the business partner.</li> <li>□ Be embarrassed to decline any offer by referring to this policy, this will be understood by the business counterparty who in most cases will be subject to similar rules.</li> <li>□ Give or receive gifts or entertainment you would feel uncomfortable explaining to your work colleagues, your family or the media.</li> </ul>

<ul style="list-style-type: none"> <li>□ Seek advice if you are unsure about the giving or receiving of gifts or hospitality. (See "What to do if you have a query or concern".)</li> <li>□ Report any concerns you have about improper conduct or corruption activity immediately. (See "What to do if you have a query or concern".)</li> <li>□ Register all gifts and hospitality given or received.</li> </ul>	<ul style="list-style-type: none"> <li>□ Differentiate between giving and receiving of gifts and hospitality directly or via an intermediary.</li> <li>□ Ignore or fail to report any concerns you have about improper conduct or corruption activity or otherwise "look the other way".</li> </ul>
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## 9. Political donations

### Principle

***HTSPE will make no political contributions, whether in cash or in kind, anywhere in the world.***

HTSPE has a clear position which forbids the use of its funds or resources to contribute to any political activity; this includes to political parties or their representatives, political campaigns, political candidates, or any of their affiliated organisations.

### Rules

- Political donations made on behalf of HTSPE, or from its resources, are prohibited.
- HTSPE recognises the rights of its employees and others engaged by or on behalf of HTSPE to participate as individuals in the political process and make political donations. This is permitted, subject to making it entirely clear that you do not represent HTSPE in doing so, and that your views and actions are your own.
- You should not agree to make any personal political donation when negotiating contracts or conducting business on behalf of HTSPE which could be influenced by the donation. Consideration must be given to whether such a payment could constitute a bribe. (See "Bribes and facilitation payments".)

### Guidance

- Bribes can be concealed in the form of political donations. There have been cases where overseas foreign officials have tried to use such contributions as a bargaining tool.
- Individuals who are politically active or make donations in their individual capacity must:
  - ensure that any contributions of money or services are made in accordance with applicable law;
  - not use company time or property or equipment to carry out or support their political activity;
  - consider potential conflicts of interest in their professional capacity from personal political affiliations; and
  - engage in the political process in their own time and using their own resources.

DO	DON'T
<ul style="list-style-type: none"> <li>❑ Make clear that you are acting on your own account, not on behalf of HTSPE, when engaged in political activity.</li> <li>❑ Keep in mind HTSPE reputation and how the public or media would perceive your actions.</li> <li>❑ Remain alert when engaging with government clients/customers and officials.</li> <li>❑ Report any concerns you have about improper conduct or corruption activity immediately. (See "What to do if you have a query or concern".)</li> </ul>	<ul style="list-style-type: none"> <li>❑ Make any political donations on behalf of HTSPE.</li> <li>❑ Use your position in HTSPE to influence any other person (inside or outside of HTSPE) to make political contributions on behalf of HTSPE.</li> <li>❑ Use or allow to be used any HTSPE assets or resources for political purposes.</li> <li>❑ Ignore or fail to report any concerns you have about improper conduct or corruption activity or otherwise "look the other way".</li> </ul>

## 10. Working with third parties

### Principle

***HTSPE expects third parties to comply with the ABC Policy and Procedure when acting on behalf of or otherwise representing HTSPE***

HTSPE has a clear position which forbids the use of third parties agents or business partners to undertaken activity on its behalf which is prohibited to HTSPE employees under the ABC Policy and Procedure.

### Rules

- All third parties, agents and business partners must comply with the ABC Policy and Procedure when they do business with us and if they do business with a third party on our behalf.
- The engagement with, or instructions to, third parties which breach the ABC Policy and Procedure are strictly forbidden. Engaging with a third party with the express purpose of evading compliance or any other illicit purpose would amount to gross misconduct or a breach of contract.
- Due diligence must be undertaken on all third parties, agents and business partners with a view to assessing the corruption risk before engaging with them. Where a risk is identified you must seek advice before proceeding with the engagement. (See "What to do if you have a query or concern".)
- There must be an annual sign off by third parties, agents and business partners to confirm past and ongoing compliance
- The ABC Policy and Procedure must be brought to the attention of the third party who must commit to comply with it before starting work for or representing HTSPE. Third parties who are unable or unwilling to comply must not be engaged.
- Third parties should be supervised and monitored for compliance with HTSPE policies, and where breaches are identified immediate remedial action must be taken.
- No payments should be made through or to a third party (or any other intermediary) if you know or suspect that all or part of the payment will be used for a purpose which breaches the ABC Policy and Procedure.

### Guidance

- You should exercise caution when dealing with third parties such as agents, consultants and other intermediaries, especially when they are helping you market or promote HTSPE's business, or engaging with governments or government officials.
- When undertaking due diligence on third parties you must establish whether the potential business partner:
  - has any record or a reputation for corruption (even though they may not have been convicted);
  - is being investigated or prosecuted for any corruption related offence, or has been convicted/sanctioned; or
  - (in the case of lawyers or other professionals) is debarred from practice.
- Compliance with the ABC Policy and Procedure should be made a condition of the contract of engagement with the third party.
- The following principles must be applied when engaging a third party on behalf of HTSPE or, through our agency, on behalf of a client/customer:
  - payments must be reasonable and rationally reflect the value of the services to be provided by the third party;
  - the third party should have a proven track record in the business discipline and geographical location concerned;
  - the third party should not be referred by government officials or have any known political affiliations;
  - the services to be rendered by the third party must be legitimate and the nature of the services as well as the price must be described in a written contract containing undertakings from the third party that they will not engage in corrupt activity; and
  - payments should not be made offshore unless there are genuine and legitimate business reasons for doing so.

DO	DON'T
<ul style="list-style-type: none"> <li>□ Engage third parties in good faith and with awareness of the associated risks.</li> <li>□ Undertake due diligence and a corruption risk assessment prior to</li> </ul>	<ul style="list-style-type: none"> <li>□ Use agents or other third parties to do anything indirectly on behalf of HTSPE which you would not be permitted to do yourself.</li> </ul>

<p>engaging a third party on behalf of HTSPE or a client/customer.</p> <ul style="list-style-type: none"> <li>□ Manage the activities of third party relationships to ensure compliance with the ABC Policy and Procedure and other applicable legal and regulatory obligations.</li> <li>□ Report any concerns you have about improper conduct or corruption activity immediately. (See "What to do if you have a query or concern".)</li> </ul>	<ul style="list-style-type: none"> <li>□ Allow third parties to represent HTSPE or our clients/customers in high risk situations (e.g. in dealings with government officials) without proper supervision.</li> <li>□ Ignore or fail to report any concerns you have about improper conduct or corruption activity or otherwise "look the other way".</li> </ul>
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## **11. What to do if you have a query or concern**

It is important that you understand the provision of the ABC Policy and Procedure. Breaches of these provisions, or of any laws or regulations governing our operations may have severe consequences for the individuals concerned and also for HTSPE.

If you wish to discuss any queries in relation to the ABC Policy and Procedure, the applicable law or regulations, please *contact a member of the Board*.

If you believe that the ABC Policy and Procedure has been, or is being breached, you have an obligation to report your concerns to someone who can deal with the situation. You must not ignore your concerns.

You can do this through the HTSPE whistleblowing procedure.

Your concerns will be taken seriously and investigated quickly. If you wish, your anonymity will be fully protected unless local laws require disclosure.

You can be absolutely sure that retaliation of any kind directed against anyone who reports an issue concerning the ABC Policy and Procedure will not be tolerated. We will protect anyone who makes a report against retaliation.

Anyone who files a report with the intention of spreading falsehoods or to threaten or damage any member of staff's reputation, will also be subject to disciplinary action.

If a breach of the relevant laws or policies is proven, appropriate action will be taken.

A failure to follow the ABC Policy and Procedure that involves a criminal act could result in prosecution after referral to the appropriate authorities.

Employees who violate the ABC Policy and Procedure or any laws or regulations may also be subject to internal disciplinary action, including termination of employment.

## 12. Glossary of Terms

<b>Agent</b>	A representative who normally has authority to make commitments on behalf of the principal represented. The terms "representative", "consultant" or "intermediary" are also often used.
<b>Bribery</b>	The soliciting/receiving/offering/promising/giving of a financial or other advantage, in order to induce a person to give improper assistance in breach of their duty, or to otherwise influence someone with the underlying purpose of obtaining/retaining business, or an advantage in the course of business.
<b>Business partner</b>	Any customer or supplier of business to HTSPE, or anyone engaged by HTSPE to do business on its behalf.
<b>Corruption</b>	The misuse of entrusted power/breach of duty for personal gain.
<b>Due diligence</b>	An investigation of a company or person prior to signing of a contract in order to evaluate what level of risk is involved in doing business with that company or person.
<b>Facilitation payments</b>	Small bribes, also known as "grease payments" - non-discretionary payments made to government or public officials to speed up routine administrative processes.
<b>Parties to whom this policy applies</b>	This policy applies to: <ul style="list-style-type: none"> <li>- HTSPE</li> <li>- HTSPE Branch Offices</li> <li>- HTSPE Representative offices</li> <li>- HTSPE Project Offices</li> <li>- everyone engaged within HTSPE (including officers, employees, consultants); and</li> <li>- All third parties engaged by and representing or acting on behalf of HTSPE in whatever capacity (including agents, consultants and business partners).</li> </ul>
<b>Gift</b>	Money, goods, services or loans given ostensibly as a mark of friendship, or appreciation. A gift is usually given without expectation of consideration or value in return. A gift should have no role in the business process other than that of marking and enhancing relations or promoting the giver's enterprise by incorporating a logo or message on a promotional item such as a calendar.
<b>Government official</b>	Primarily an officer or employee of a government (e.g. civil servants, local government and the armed forces) but also includes; <ul style="list-style-type: none"> <li>- an officer or employee of a "public international organisation" or any person acting in an official capacity for or on behalf of such public international organisation (e.g. the United Nations, the World Bank, the European Commission, etc.);</li> </ul>

	<ul style="list-style-type: none"> <li>- an employee of a company or other business entity in which a governmental body has an ownership interest and/or over which such governmental body may, directly or indirectly, exercise a dominant influence (e.g. state owned commercial enterprises);</li> <li>- a political party or a member of a political party or a candidate for political office; and</li> <li>- any person known or suspected to be a close family member or associate of any of the above, or companies who are controlled by close family members or associates of any of the above.</li> </ul>
<b>Gross misconduct</b>	For this purpose may include: serious or persistent offences; dishonesty; falsification of HTSPE records; failure to comply with relevant statutory or regulatory requirements; any action or conduct likely to bring HTSPE into disrepute; accepting a gift which could be construed as a bribe; and conviction for any serious criminal offence while an employee of HTSPE or as a party connected to HTSPE's activities.
<b>Hospitality</b>	Includes entertaining, meals, receptions, tickets to entertainment, social or sporting events, participation in sporting events. Such activities are usually given or received to initiate or develop relationships between business people. The distinction between hospitality and gifts can blur, especially where the giver of the hospitality does not attend and act as host. Hospitality should not be given or received in order to exert improper influence in the award or retention of business.
<b>Kickback</b>	A form of bribery in which a percentage of the revenues from a contract or other financial award is illicitly returned to the person awarding that contract or benefit.
<b>Management and financial control systems</b>	Processes, implemented by the Board of Directors or equivalent management function, designed to provide reasonable assurance regarding the efficiency of operations, the reliability of financial reporting, and compliance with applicable laws and regulations.
<b>Political donation</b>	Any contribution, made in cash or in kind, to support a political cause. Contributions in kind can include gifts of property or services, advertising or promotional activities endorsing a political party, the purchase of tickets to fundraising events and contributions to research organisations with close associations with a political party.
<b>Third parties</b>	For this purpose, includes contract staff, business partners, joint ventures, consultants, agents, representatives, intermediaries, contractors and suppliers.