

EIA UK UK Anti-Bribery and Corruption Policy

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This policy applies to all employees, officers and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of the Environmental Investigation Agency UK (Company No. 7752350, hereafter "EIA UK ") within the UK and overseas ("**Associated Persons**"). Partners working with EIA UK on project implementation will be expected to adhere to this policy, by way of a clause in partner/consultant contracts.

Every Associated Person acting for, or on behalf of, EIA UK 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 EIA UK.

Introduction

The Environmental Investigation Agency UK is committed to the highest standards of ethical conduct and integrity in its activities both in the UK and overseas. This policy outlines EIA UK's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010.

EIA UK will not tolerate any form of bribery by, or of, any of its Associated Persons. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

This policy applies to all Associated Persons as defined above. In addition, partners working with EIA UK on project implementation will be expected to adhere to this policy, by way of a clause in partner contracts. Every Associated Person acting for, or on behalf of, EIA UK 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 EIA UK.

EIA UK may also face criminal liability for unlawful actions taken by its Associated Persons under the Bribery Act 2010. All 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 EIA UK.

This policy covers;

- the main areas of liability under the Bribery Act 2010.
- the responsibilities of Associated Persons acting for, or on behalf of, EIA UK; and
- the consequences of any breaches of this policy.

Bribery Act 2010

EIA UK is committed to complying with the Bribery Act 2010 in its 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.
- 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 public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another Organisation 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 Associated Person offers, promises, or gives a bribe.
- an Associated Person requests, receives or agrees to receive bribes;
- an Associated Person offers, promises or gives a bribe with the intention of influencing a foreign public official in the performance of his/her duties (where local law does not permit or require such influence) and

EIA UK may be guilty of the above offences unless it has adequate procedures in place to prevent bribery by its Associated Persons.

All Associated Persons are required to comply with this policy, in accordance with the Bribery Act 2010.

What is prohibited?

EIA UK prohibits its Associated Persons from:

- (1) offering, promising, giving; or
- (2) requesting, agreeing to receive or accepting any bribe.

The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the Associated Person is situated in the UK or overseas. The bribe might be made to ensure that a person or EIA UK improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the organisation in either obtaining or maintaining EIA UK business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

Records

Associated Persons, are required to take particular care to ensure that all EIA UK-related records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by Associated Persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative relating to the business of EIA UK. Associated Persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered connected with the business of EIA UK.

Working overseas

Principle

Associated Persons conducting activities on behalf of EIA UK outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based Associated Persons. Associated Persons owe a duty to EIA UK to be extra vigilant when conducting international business for or on behalf of EIA UK.

Procedure

Associated Persons are required to report suspicions of bribery to the appropriate member of senior management. While any suspicious circumstances should be reported, Associated Persons are required particularly to report;

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees.
- a history of corruption in the country in which the activities is being undertaken;
- 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.

If an Associated Person is in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to their Line Manager or contact point at EIA UK.

Facilitation Payments

Principle

EIA UK prohibits its Associated Persons from making or accepting any facilitation payments in connection with the business of EIA UK. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, will constitute a

criminal offence by both the individual concerned and EIA UK under the Bribery Act 2010, even where such payments are made or requested overseas. Associated Persons are required to act with greater vigilance when dealing with government procedures overseas.

Procedure

Where a public official has requested a payment, and the Associated Person suspects that the payment may not be legitimate, he/she should ask for further details of the purpose and nature of the payment. If, following these enquiries, the Associated Person still suspects that the payment may not be legitimate, then he/she should consider the following:

- (3) The Associate Person may ask the official if his/her manager can explain why the payment is needed. This may defuse the situation.
- (4) The Associate Person could ask the official to provide an explanation in writing (see below). If the public official refuses to give these, this should be reported immediately to their Line Manager.
- (5) If the payment is still requested, and the service can be avoided (even if this is inconvenient), then the Associated Person should refuse to make the payment.

If the Associated Person has real concerns regarding loss of life, personal injury or loss of liberty, he or she should make the payment and promptly report it to their line manager or contact within EIA UK UK. (Note: UK Ministry of Justice guidance on the Act says recognises that such situations may arise, and that "The common law defence of duress is very likely to be available in such circumstances.")

- If the public official provides written details the Line Manager will consider the nature of the payment. Local legal advice may be sought by EIA UK. If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, EIA UK will authorise the employee to make the payment.
- Where EIA UK considers that the request is for a facilitation payment, the Associated Person will be instructed to refuse to make the payment and notify the public official that the Associated Person has been required to report the matter to EIA UK and the UK embassy.

EIA UK will seek the assistance of the relevant Associated Person in its investigation and may determine that the matter should be referred to the prosecution authorities. If an Associated Person has any other concerns about the nature of a request for payment, he/she should report it to EIA UK.

Corporate Entertainment, Gifts, Hospitality and Promotional Expenditure

Principle

EIA UK permits hospitality that is undertaken;

- for the purpose of establishing or maintaining good business relationships.
- to improve the image and reputation of EIA UK.
- to present EIA UK's services effectively.
- for the purpose of obtaining information and insights.

provided that it is;

- arranged in good faith.
- not offered, promised or accepted to secure an advantage for EIA UK or any of its Associated Persons or to influence the impartiality of the recipient.

EIA UK will authorise only reasonable, appropriate and proportional hospitality.

This principle applies to Associated Persons, whether based in the UK or overseas. However, those with remits overseas will be given further training on the specific procedures that they are required to follow.

Procedure

Employees and, where relevant, Associated Persons should submit requests for proposed hospitality well in advance of proposed dates to EIA UK, unless the hospitality is at short notice

Employees are required to set out in writing:

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

EIA UK will approve business hospitality proposals only if they demonstrate a clear objective and are appropriate for the nature of the business relationship. EIA UK will not approve hospitality 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 or offered should be reported immediately to EIA UK. In certain circumstances, it may not be appropriate to retain such gifts or be

provided with the entertainment and employees may be asked to return the gifts to the sender or refuse the entertainment, 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 EIA UK is required, together with details of the intended recipients, reasons for the gift and business objective. No gift should cost more than £50.

Employees must supply records and receipts, in accordance with EIA UK's expenses policy.

What Practices are Permitted?

This policy does not prohibit;

- normal and appropriate hospitality.
- the use of any recognised fast-track process that is publicly available on payment of a fee.

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

Reporting Suspected Bribery

Principle

EIA UK depends on its Associated Persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Associated Persons are requested to assist EIA UK and to remain vigilant in preventing, detecting and reporting bribery.

Associated Persons are encouraged to report any concerns that they may have to the appropriate member of senior management as soon as possible. Issues that should be reported include;

- any suspected or actual attempts at bribery.
- concerns that other Associated Persons may be being bribed.
- concerns that other Associated Persons may be bribing third parties, such as clients or government officials.

Procedure

Associated Persons should record any incidents of suspected bribery, either internally or via a report to EIA UK. Any such reports will be thoroughly and promptly investigated by the appropriate member of senior management in the strictest confidence.

Associated Persons will be required to assist in any investigation into possible or suspected bribery.

Employees will also be required to comply with EIA UK's whistleblowing policy.

Associated Persons who report instances of bribery in good faith will be supported by EIA UK. EIA UK will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report. Any instances of detrimental treatment by an employee because an Associated Person 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, Associated Persons should not agree to remain silent. They should report the matter to an appropriate member of senior management.

Action by EIA UK

EIA UK 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. EIA UK 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. EIA UK may terminate the contracts of any Associated Persons, including consultants or other workers who act for, or on behalf of, EIA UK who are found to have breached this policy.

EIA UK 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. EIA UK will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Review of Procedures

EIA UK will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

EIA UK 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, but failure to abide by it may constitute a disciplinary offence.