



Anti-bribery & Corruption Policy

Statement of Intent

The Anti-Bribery and Corruption management at The Flag Consultancy Ltd is a company responsibility and both Company Secretary and directors have direct responsibility for this important issue.

The Company ensures that their operations are conducted in accordance with The UK Bribery Act 2010 and the standards it sets.

The Anti-Bribery & Corruption policy sets out a framework to deal with controlling bribery and corruption, and I expect every member of staff to read it and become familiar with the content.

Complying with the UK Bribery Act 2010 is essential to the operating procedures of The Flag Consultancy Ltd. Therefore, I expect the full co-operation and commitment of all staff to maintain the high standards as detailed in this policy.

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DIRECTOR



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Foreword

This policy sets out the general rules and principles to which all employees adhere. The policy will be communicated to all business areas and employees, as well as relevant third-party representatives and other necessary individuals and entities.

Those who work in areas within the business identified as being high risk will receive additional training and support in identifying and preventing corrupt activities.

This policy explains the procedures through which The Flag Consultancy Ltd maintains its high ethical standards and protects its reputation against any allegations of bribery and corruption. Its successful implementation requires pro-active adoption at the following levels:

- As an employee of The Flag Consultancy Ltd, you are required to read and understand all aspects of this policy and abide by it.
- Both the Flag Consultancy Ltd Company Secretary and Directors will ensure adherence to sections 6, 7 and 8 of this policy. The overall compliance with the requirements of this policy is the responsibility of the Company Secretary.
- The Flag Consultancy Ltd Company Secretary will ensure continuous enforcement and review of this policy.



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1 Introduction

This It is The Flag Consultancy Ltd policy to conduct business in an honest way, and without the use of corrupt practices or acts of bribery to obtain an unfair advantage.

The Flag Consultancy Ltd is committed to ensuring adherence to the highest legal and ethical standards. This must be reflected in every aspect of the way in which we operate. We must bring integrity to all our dealings. Bribery and corruption harm the societies in which these acts are committed and prevents economic growth and development.

This is not just a cultural commitment; it is a moral issue and a legal requirement.

Bribery is a criminal offence and corrupt acts expose the Company and its employees to the risk of prosecution, fines and imprisonment, as well as endangering the Company's reputation.

This policy has been adopted by The Flag Consultancy Ltd and is to be communicated to everyone involved in the business to ensure their commitment to it. The Company attaches the utmost importance to this policy and will apply a "zero tolerance" approach to acts of bribery and corruption by any employees or third-party representatives. Any breach of this policy will be regarded as a serious matter by the Company and is likely to result in disciplinary action.

2 What is Bribery and Corruption?

Bribery and corruption have a range of definitions in law, but the fundamental principles apply universally.

Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

Corruption is the misuse of public office or power for private gain; or misuse of private power in relation to business outside the realm of government.

Acts of bribery or corruption are designed to influence the individual in the performance of their duty and incline them to act dishonestly. For the purposes of this policy, whether the payee or recipient of the act of bribery or corruption works in the public or private sector is irrelevant.

The person being bribed is generally someone who will be able to obtain, retain or direct business. This may involve sales initiatives, such as tendering and contracting, or, it may simply involve the handling of administrative tasks such as licences, customs, taxes or import/export matters. It does not matter whether the act of bribery is committed before or after the tendering of a contract or the completion of administrative tasks.



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3 What is a Bribe?

Bribes can take on many different shapes and forms, but typically they involve corrupt intent. There will usually be a 'Favour for a favour' – both parties will benefit. A bribe could be:

- the direct or indirect promise, offering, or authorisation, of anything of value
- the offer or receipt of any kickback, loan, fee, reward or other advantage
- the giving of aid, donations or voting designed to exert improper influence

4 Who Can Engage in Bribery or Corruption?

In the eyes of the law, bribery and corrupt behaviour can be committed by:

- an employee, officer or director
- any person acting on behalf of the Company (third-party representatives)
- individuals and organisations where they authorise someone else to carry out these acts

Acts of bribery and corruption will commonly, but not always, involve public or government officials. For the purposes of this policy, a government official could be:

- a public official, whether foreign or domestic
- a political candidate or party official
- a representative of a government-owned/majority-controlled organisation (e.g. NHS)
- an employee of a public international organisation (e.g. World Bank)

5 What Does the Law Say About Bribery and Corruption?

The UK Bribery Act not only makes bribery and corruption illegal, but also holds UK companies liable for failing to prevent such acts by those working for or on its behalf, no matter where the act takes place.

Any offence under the Act committed by an individual under sections 1, 2 or 6 is punishable either by a fine or imprisonment for up to 10 years (12 months on summary conviction in England and Wales or Scotland or 6 months in Northern Ireland), or both. An offence committed by a person other than an individual is punishable by a fine.

6 What Steps Can We Take to Prevent Bribery and Corruption?

We can take the following steps to assist in the prevention of bribery and corruption:

a Risk Assessment

Effective risk assessment lies at the very core of the success or failure of this policy.





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Risk identification pinpoints the specific areas in which we face bribery and corruption risks and allows us to better evaluate and mitigate these risks and thereby protect ourselves.

Management must assess the risks on an ongoing basis subject to review by the Company Secretary.

b Accurate Books and Record-Keeping

Many serious global bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. We must ensure that we maintain accurate books, records and financial reporting within The Flag Consultancy Ltd business and for all third-party representatives working on our behalf. Our books, records and overall financial reporting must also be transparent. That is, they must accurately reflect each of the underlying transactions. False, misleading or inaccurate records of any kind could potentially damage the reputation of The Flag Consultancy Ltd.

c Effective Training and Update at regular intervals

All new employees have an introduction to the Anti-Corruption and Bribery Act and the company policy of zero tolerance at the induction training.

All employees that work in the sales environment will undertake a training programme which will enable them to recognise and avoid the use of bribery. Training content for individuals in the sales environment will be reviewed periodically, and refresher courses will be provided to help mitigate the risks on an ongoing basis.

d Effective Monitoring and Internal Control

Our business must maintain an effective system of internal control and monitoring of our transactions. Once bribery and corruption risks have been identified and highlighted via the risk assessment process, procedures can be developed and documented within a control and audit programme in order to help mitigate the risks on an ongoing basis.

7 Where Do the Bribery and Corruption Risks Typically Arise?

Bribery and corruption risks typically fall within the following categories:

a Use of Third-Party Representatives

The definition of a third-party is broad, and could include agents, distributors, consultants and joint venture partners. Whilst the use of third parties can help us reach our goals, we need to be aware that these arrangements can potentially present The Flag Consultancy Ltd with significant risks.





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Risks can be identified where a third-party conducts business activity on The Flag Consultancy Ltd behalf, so that the result of their actions be benefiting The Flag Consultancy Ltd.

Third parties who pose significant risks and act on The Flag Consultancy Ltd behalf must always operate in accordance with this policy.

Both the Company Secretary and directors are responsible for the evaluation of each third-party relationship and determining whether it falls into this category.

Where risk regarding a third-party arrangement has been identified, the Company Secretary/Directors must:

- evaluate the background, experience, and reputation of the third-party
- understand the services to be provided, and methods of compensation and payment
- evaluate the business rationale for engaging the third-party
- take reasonable steps to monitor the transactions of third-party appropriately
- ensure there is a written agreement in place which acknowledges the third-party's understanding and compliance with this policy

The Flag Consultancy Ltd is ultimately responsible for ensuring that third parties who pose significant risks are compliant with this policy as well as any local laws. Ignorance of 'turning a blind eye' is not an excuse.

b Gifts, Entertainment and Hospitality

Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business.

These activities **are acceptable** provided they fall within reasonable bounds of value and occurrence.

How to evaluate what is 'acceptable'

First, take a step back and ask yourself the following:

- What is the intent – is it to build a relationship or is it something else?
- How would this look if these details were on the front of a newspaper?
- What if the situation were to be reversed – would there be a double standard?

If you find it difficult to answer one of the above questions, there may be a risk involved which could potentially damage The Flag Consultancy Ltd reputation and business.

The action could well be unlawful.





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Although no two situations are the same, the following guidance should be considered:

Never acceptable

Circumstances which are never permissible include examples that involve:

- a 'Favour for a favour' (offered for something in return)
- gifts in the form of cash/or cash equivalent vouchers
- entertainment of a sexual or similarly inappropriate nature

The Flag Consultancy Ltd employees and third parties should not provide gifts to, or receive them from, those meeting the definition of a government official in section 4.

Usually acceptable

Possible circumstances that are usually acceptable include:

- modest/occasional meals with someone with whom we do business
- gifts of nominal value, such as pens, or small promotional items

If an example does not fall under the above categories, please in the first instance seek guidance from the Company Secretary or Directors immediately. It may be necessary to consult with the company's legal partner before proceeding.

Transparency is Key

The Company Secretary/Directors are required to maintain and monitor gifts, entertainment and a hospitality register.

c Facilitation Payments

Facilitation payments are against The Flag Consultancy Ltd policy and we take the view that they are illegal within the UK.

8 How to Raise a Concern – Whistle Blowing

As individuals who work on behalf of The Flag Consultancy Ltd, we all have a responsibility to help detect, prevent and report instances not only of bribery, but also of any other suspicious activity or wrongdoing.

The Flag Consultancy Ltd is absolutely committed to ensuring that all of us have a safe, reliable, and confidential way of reporting any suspicious activity. We want everyone to know how they can 'speak up'.

If you have a concern regarding a suspected instance of bribery or corruption, please speak up. Your information and assistance can only help.

If you are concerned that a corrupt act of some kind is being considered or carried out, either





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within The Flag Consultancy Ltd, by any of our third-parties or by any of our competitors, **you must report the issue/concern to either the Company Secretary or Directors.**

If an incident of bribery, corruption, or wrongdoing is reported, we will act as soon as possible to evaluate the situation. The Flag Consultancy Ltd has clearly defined procedures for investigating fraud, misconduct and non-compliance issues and these will be followed in any investigation of this kind. If you have any questions about these procedures, please contact either the Company Secretary or Directors.

9 Conclusion and Certification

It is the ultimate responsibility of The Flag Consultancy Ltd Company Secretary and Directors to routinely refresh and reinforce this policy and its underlying principles and guidelines. Both the Company Secretary and Directors of the Flag Consultancy Ltd is responsible for the establishment and ongoing monitoring of section 6 of this policy.

All the Flag Consultancy Ltd employees and relevant third parties are responsible for annual certification as to the receipt and understanding of this policy.



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