

Millbank Holdings Group Ltd (Incorporating Priory Design Services Ltd, MDA Rail Ltd, Forbes HR Ltd)		
	<h2 style="color: #008080;">Anti - Bribery and Corruption Policy</h2>	POL008/02/0322
		Last Reviewed: 03/2024
		Page 1 of 8
		Owner: David Hopley

1 Policy Statement

The purpose of this policy is to set out Millbank’s responsibilities, and of those working for Millbank, in observing and upholding the company’s position on bribery and corruption and provide information and guidance to those working for Millbank on how to recognise and deal with bribery and corruption issues.

Bribery is a criminal offence. We will not accept or pay a bribe, facilitation payment, kickback, or other improper payment or inducement to any person or company for any purpose, nor will we accept such improper payments or inducements from any client, supplier, or sub-contractor.

It is Millbank’s policy to conduct all of its business with appropriate transparency and in an honest and ethical manner. Millbank takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships and implementing and enforcing effective systems to counter bribery.

We expect our employees, workers, suppliers, and sub-contractors to demonstrate honesty, integrity, and fairness in all aspects of their business dealings, and exercise appropriate standards of professionalism and ethical conduct in all their activities.

We will not penalise any employee and no employee should be concerned about damaging their career prospects with the company due to:

- The loss of any business due directly to the refusal by that employee to give a bribe; or
- An employee raising a concern regarding another employee, or third party relating to the giving or receiving of a bribe.

The Market and Competitors

Millbank supports a free market and competes with other companies in its field in a business like, honest and ethical way. Arrangements on pricing and market division are forbidden.

2 Scope

This policy applies to all employees regardless of service, contract or position.

3 Responsibility

Millbank will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it operates. However, Millbank remains bound by the laws of the UK, including the Bribery Act 2010, in respect of Millbank’s conduct both at home and abroad.

Overall responsibility for setting the parameters of this policy and ensuring its implementation sits with the Managing Director.

Managers shall ensure these Business Principles are communicated

- a) to all employees;
- b) to new employees or agency workers at their induction;
- c) through the Employee Handbook;
- d) to agents in writing as part of their contract when they are engaged;
- e) to potential clients in the bid documentation;

Millbank Holdings Group Ltd (Incorporating Priory Design Services Ltd, MDA Rail Ltd, Forbes HR Ltd)		
	<h2 style="color: #008080;">Anti - Bribery and Corruption Policy</h2>	POL008/02/0322
		Last Reviewed: 03/2024
		Page 2 of 8
		Owner: David Hopley

f) to sub-contractors in the sub-contract (by reference to our website);

g) to suppliers in the supply terms & conditions.

Responsibility for updating the policy in line with current statutory obligations and requirements and industry best practice sits with Compliance Manager.

Responsibility for ensuring this policy and any future updates to it are read by all current and future employees sits with the HR Department

4 Definitions

4.1 What is Bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

The expression “improper performance” or to “act improperly” is used a number of times within this policy document. In all cases where either of these terms are used, they shall mean performance which amounts to a breach of an expectation that a person will act in good faith, impartially or in accordance with a position of trust.

4.2 Our Commitment

This policy applies to all individuals working at all levels and grades, including Directors, managers and employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as employees in this policy).

This policy covers:

- Bribes;
- Gifts and hospitality;
- Facilitation payments;
- Political contributions;
- Charitable contributions.

All employees must read and understand their responsibilities under this policy

All employees have a responsibility to act in accordance with this policy and to report any suspected act, or potential act of bribery as soon as they become aware of it.

5 Identified Risks of Bribery

Referral Fees

Referral fees paid to recruitment firms by umbrella/payment solution companies for the referral of contractors’ business are not uncommon in the staffing industry. Neither the Act nor any previous legislation implies that referral fees are illegal however, employees must consider whether the intention of a referral fee is to induce improper performance by the employee.

Millbank have an Umbrella PSL in place. Umbrella companies are audited by the Finance Department every six months to ensure compliance with our requirements.

Millbank Holdings Group Ltd (Incorporating Priory Design Services Ltd, MDA Rail Ltd, Forbes HR Ltd)		
	<h2 style="color: #008080;">Anti - Bribery and Corruption Policy</h2>	POL008/02/0322
		Last Reviewed: 03/2024
		Page 3 of 8
		Owner: David Hopley

- Referral fee payments must never be agreed as a personal arrangement between the employee and a representative of the umbrella/payment company. Any referral arrangements are commercial agreements business to business.
- By accepting an agreed referral fee the employee has not agreed in return to undertake an improper act or influence any business decision.
- All such referral fee arrangements are transparent to all parties. Specifically, any contractor referred under such an arrangement must be made aware that a referral fee will be paid.
- Employees must not accept cash or cash equivalent vouchers as referral fees.
- Employees must not accept a referral fee in the form of any gift, corporate hospitality or entertainment.
- No referral fee agreement must be entered into without the written permission of the Managing Director or Finance Director.
- All referral fee payments must be made into the company's bank account and clearly marked as a referral fee, showing the name(s) of the contractors which were referred.
- We will ensure that all referral fees paid to us are clearly accounted for as such.

If the employee is offered a referral fee, or fee agreement, which does not comply with all the above criteria, the employee must refuse the offer of a referral fee. In such circumstances the employee must immediately make line manager aware of such refusal and the reasons for it.

Employees may accept gifts or offers of corporate hospitality or entertainment from umbrella/payment solution companies only if they conform to company policy as set out in the following sections.

6 Gifts & Hospitality

6.1 Promotional Gifts

We will not provide gifts to any client, contractor, supplier or other third party with the intention of persuading the recipient to act improperly or where that intention might be perceived by the recipient.

This policy does not prohibit employees from accepting promotional gifts of low value (i.e. pens, & calendars), whether given to them personally or received through the post, unless the employee regards the gift (including the accumulation of a series of low value gifts), as an inducement or reward for improper performance. Employees must obtain authorisation from their line manager before giving any such gift to any recipient.

Where promotional gifts of a higher value, or other gifts, are received either personally or through the post, the employee must immediately make their line manager aware that they have received the gift. The line manager may discuss the circumstances with the employee and will make a determination as to whether the gift could be considered as an inducement or reward for improper performance and will decide whether or not the gift should be accepted or returned.

We may from time to time provide employees with promotional gifts of low value for distribution to clients, contractors, or other relevant third parties, in line with accepted industry marketing practices. Employees may not provide any client, contractor, supplier or other third party with any gift not provided by the company without the express permission of their line manager.

Employees may not give or receive gifts in the form of cash or cash equivalent vouchers.

Millbank Holdings Group Ltd (Incorporating Priory Design Services Ltd, MDA Rail Ltd, Forbes HR Ltd)		
	<h2 style="color: #008080;">Anti - Bribery and Corruption Policy</h2>	POL008/02/0322
		Last Reviewed: 03/2024
		Page 4 of 8
		Owner: David Hopley

6.2 Corporate Hospitality & Entertainment

We will not provide corporate hospitality or entertainment to any client, contractor, supplier or other third party with the intention of persuading the recipient to act improperly.

Corporate hospitality and entertainment may include drinks, meals, invitations to events, functions or other social gatherings in connection with matters relating to our business. Such hospitality or entertainment may be acceptable as long as it is reasonable, and proportionate, and has a legitimate business aim.

Employees may provide corporate hospitality or entertainment to their clients, contractors or other relevant third parties where:

- The employee requests from their line manager to provide entertainment, and the line manager gives approval for the expenditure, which will be decided on a case-by-case basis dependent upon the circumstances. The employee's request will include at least: details of the recipient; when the recipient was last met or entertained by the company; and the intended venue and budget for the entertainment.
- The sole purpose for such entertainment is to build the professional relationship between the employee/us and the recipient/the business they represent;
- The entertainment is not likely, when acting reasonably, to be perceived by the employee, the recipient, or any third party as influencing a business decision or inducing improper performance;
- The entertainment is offered only to bona fide representatives of the receiving organisation, and does not include invitations to persons connected to the recipient who are not directly involved in the recipient's business (i.e., members of the recipient's family unconnected with their business);
- The invitation is made openly with no attempt of concealment from other members of the recipient's organisation; or
- The timing of the invitation or entertainment is not linked to any particular decision or major sales opportunity of the recipient. For example, hospitality should not be arranged to deliberately take place just before a major project is awarded or just before a client performance review.

Employees should ask themselves "Does this feel right or am I expecting some business-related reward or advantage to come out of this entertainment?"

All corporate hospitality or entertainment must be agreed in advance, in writing by a manager. Such entertainment shall only be provided where a manager feels that it is in line with industry standards and it meets the criteria laid out in points 2 to 6, above.

The following are examples of hospitality or entertainment which are unacceptable for an employee to give or receive:

- Any entertainment which is given as a direct exchange for something in return;
- Any entertainment of a sexual or other inappropriate nature;
- Any entertainment given where our employee is aware, whether they have been made aware by the recipient or not, that such entertainment is in contravention of any corporate policy of the recipient organization.

Millbank Holdings Group Ltd (Incorporating Priory Design Services Ltd, MDA Rail Ltd, Forbes HR Ltd)		
	<h2 style="color: #008080;">Anti - Bribery and Corruption Policy</h2>	POL008/02/0322
		Last Reviewed: 03/2024
		Page 5 of 8
		Owner: David Hopley

Where an employee is offered hospitality or entertainment by a supplier or other third party, they must:

- Gain consent to attend such entertainment by their line manager;
- Provide their line manager with an honest and transparent description of the entertainment and the circumstances under which it is being offered; and
- Ensure that it complies in principle with the criteria laid out in points 2 to 6 above.

No employee shall offer any gift, corporate hospitality or entertainment to any public official in the UK or abroad.

All record of hospitality should be recorded on a hospitality form and logged by HR.

7 External Payments

All expenditure shall be covered by receipts or invoices etc. Authorisation levels shall be defined in writing. Accounts and records relating to dealings with third parties, such as clients, suppliers and business contacts, shall be prepared and maintained with strict accuracy and completeness. No accounts may be kept "off-book".

The accounting process should be robust enough to account for all external expenditure. Unusual payments shall be 'red flagged' for the Group Finance Manager to review.

7.1 Charitable Donations

At time the company may donate money to charity, or provide sponsorship.

Before any employee makes any such donation to a charitable organisation it must first:

- Check that the charity is registered under English law;
- Be clear as to the purpose of the donation;
- Declare any connection between the proposed charity and any client, contractor, supplier or other relevant third party of;
- Get written approval from the Managing Director; and
- Ensure that all monies are donated directly to the organisation, and not to a particular individual or individuals.

Where there is a connection to a client, contractor, supplier or other third party, which might influence our business or business decisions or might lead to, or be perceived, as leading to improper performance, we will take the decision to defer such donation until such time as it will not have such an effect.

7.2 Political Contributions

We do not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

7.3 Facilitation Payments

Facilitation payments are usually defined as small bribes paid to facilitate routine Government action. Although this is not a practice usual within the company's industry sector, employees should be aware that in certain countries, such payments to government officials are customary business practice in order to facilitate a routine action or process. Please be clear however, that facilitation payments are

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	<h2 style="color: #008080;">Anti - Bribery and Corruption Policy</h2>	POL008/02/0322
		Last Reviewed: 03/2024
		Page 6 of 8
		Owner: David Hopley

illegal within the UK. The Act makes no distinction between facilitation payments and bribes, regardless of the local business customs or culture.

However, in the unlikely event that an employee is forced to make a facilitation payment, either under duress or when faced with potential personal harm, such a payment may be made, with the caveat that the Managing Director must be made aware as soon as possible after the event of the payment and the circumstances surrounding it.

8 Conflicts of Interest

A conflict of interest occurs when you advance a personal interest (or that of others with whom you are connected) at the expense of the Company.

Except with the prior written permission of the Company, during your employment you shall not be involved in any business or activity which in the view of the Company affects your ability to devote the whole of your time and attention during working hours to the Company's business or conflicts with the interests of or causes damage to the goodwill of the Company. You shall give the Company full details of such involvement. Failure to do so shall be regarded as a disciplinary matter by the Company and dealt with accordingly.

A record of any disclosed and agreed involvement will be kept on your personnel file.

9 Whistleblowing

If you know of, or have good reason to suspect that, an unlawful or unethical situation or that you suspect that either an act of bribery or non-compliance to this policy has occurred; you should report the matter to your line manager. Should reporting in this way be inappropriate, you should refer to the Company's Whistleblowing Policy and Procedure.

Actual or suspected infringements should be reported, in confidence, by any employee or third party under the terms of the Whistleblowing Policy and Procedure.

10 Risk Assessment, Reporting and Review

The HR Department shall ensure this policy and the associated documentation is maintained and adequate reporting and review arrangements are in place.

The HR Department shall ensure a company Risk Assessment is carried out.

The Company shall audit their arrangements at least every two years.

11 Investigation of non-compliance

Where a potential non-compliance with these principles comes to light the HR Department should be informed. Such non-compliance would include

- Criminal activity;
- Financial fraud or malpractice;
- Failure to comply with the law, including bribery laws;
- Danger to health, safety or damage to the environment;
- A violation of Business Principles or rules of conduct in force;
- Improper conduct or unethical behaviour;
- Unauthorised disclosure of confidential information;
- Attempts to conceal any of these.

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	<h2 style="color: #008080;">Anti - Bribery and Corruption Policy</h2>	POL008/02/0322
		Last Reviewed: 03/2024
		Page 7 of 8
		Owner: David Hopley

A Manager will conduct an initial investigation as required and, where they believe action is required, notify the Managing Director.

The Managing Director shall:

- a) appoint a Case Handler and/or an investigation team as appropriate. If necessary, external resources may be used for the investigation (e.g., financial auditors).

Any resulting disciplinary action will be taken in line with the Company's Disciplinary Procedure. If there is evidence of criminal activity then the Managing Director shall inform the police.

12 Related documents:

12.1 Internal Documents

- POL012 – Business Expenses Policy
- POL017 - Whistleblowing Policy
- POL022 – Tax Evasion Policy
- SOP009 - Whistleblowing Procedure
- HRSOP007 - Disciplinary Procedure
- MF011 – Expenses Form
- MF020 – Hospitality Form

12.2 External Documents:

- UK Bribery Act 2010

13 Policy Review

If an employee is found to have acted improperly or behaved in a manner which is in contravention of this policy, s/he will be subject to the company's disciplinary policy, and such behaviour could lead to disciplinary action.

This policy will be reviewed annually, when circumstances indicate a change is needed or when legislation is introduced that necessitates change.

Signed by:

David Hopley

Title: Managing Director

Date: March 2024

Any personal data collected in line with this policy will be stored and used in line with our Data Protection Policy, Retention Policy and Privacy Notice.

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	<h2 style="color: #008080;">Anti - Bribery and Corruption Policy</h2>	POL008/02/0322
		Last Reviewed: 03/2024
		Page 8 of 8
		Owner: David Hopley

14 Appendix A

14.1 Bribes

Employees must not engage in any form of bribery, either directly or through any third party (such as an agent or distributor). Specifically, employees must not bribe a foreign public official anywhere in the world.

14.2 Political Contributions

We do not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

14.3 Charitable contributions

Charitable support and donations are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. We only make charitable donations that are legal and ethical under local laws and practices]. No donation must be offered or made without the prior approval of the Business Support Manager.