

# Anti-bribery and Corruption Policy

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## Policy statement

Telecom Plus plc and its subsidiary companies (the “**Company**” or “**we / us**”) is committed to conducting business honestly and ethically. We are committed to acting professionally, fairly, and with integrity in all our business dealings and relationships, wherever we operate, by implementing and enforcing effective systems to counter bribery, corruption, fraud and money laundering.

We will uphold all laws relevant to countering bribery, corruption, fraud and money laundering in all locations where we operate. We remain bound by the applicable laws of the UK, including the Bribery Act 2010 (the “**Bribery Act**”), Fraud Act 2006, Proceeds of Crime Act 2002, the Criminal Finances Act 2017, and the Economic Crime and Corporate Transparency Act 2023 (ECCTA 2023), in respect of our conduct both at home and abroad.

The purpose of this policy is to:

- set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery, corruption, fraud and money laundering;
- provide guidance and parameters on the giving and receiving of gifts and hospitality; and
- provide information and guidance to those working for us on how to recognise and report bribery, corruption, fraud and money laundering issues.

This policy cannot address every situation you might face. When in doubt, ask yourself:

- Is it legal?
- Does it comply with our policies?
- Does it reflect our values?
- Would I be comfortable if my actions were made public?
- Would I be proud to explain my decision to my colleagues and family?

If the answer to any of these questions is "no," stop and seek guidance.

This policy does not operate in isolation, and it should be read with our other policies,

including our whistleblowing procedures.

This policy does not form part of any contract of employment or other contract to provide services, and we may amend it at any time.

## **Who does this policy apply to?**

This policy applies to employees of the Company, contractors, consultants or any other person associated with us, wherever located (“**you**” or “**your**”).

In this policy, third party means any individual or organisation you come into contact with during the course of your work for us. This includes actual and potential clients, customers, partners, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians, and political parties.

## **Who is responsible for the policy?**

The group Board of Directors has overall responsibility for the effective operation of this policy, but has delegated responsibility for overseeing its implementation to the group Board Audit & Risk Committee. The Audit & Risk Committee is responsible for reviewing this policy on an annual basis to ensure that the policy complies with our legal and ethical obligations, and that all those under our control comply with it. Changes to the policy will be made as required, with any changes communicated to those it applies to. Updated versions of the policy will be made available on Babble.

Management at all levels are responsible for ensuring those reporting to them are made aware of, understand, and are given adequate training on this policy.

## **Roles and Responsibilities**

All individuals working with us must read and follow this policy, ensuring that they understand:

- (i) our commitments and how to comply with them;
- (ii) the contract management process; and
- (iii) when and how to escalate any potential compliance concerns related to bribery, corruption, fraud and money laundering.

## **Bribery and corruption**

*Corruption* is the abuse of entrusted power for private gain, typically involving a bribe. A contract does not need to have been won for a corruption offence to have been committed.

A *bribe* is an inducement or reward offered, promised, accepted, or provided with the intention of gaining any commercial, contractual, regulatory, or personal advantage. A bribe may not only be of a financial nature, such as a direct payment or benefit, but can cover indirect arrangements, which offer a benefit to the recipient.

Bribery includes offering somebody an inducement or reward (such as a lavish gift), but only if they agree to do business with (or share information about) the Company. It also includes receiving a bribe. Below are examples of indirect arrangements which constitute bribery:

### *Offering a bribe - Example 1:*

You offer a potential client tickets to a major sporting event, but only if they agree to do business with the Company. This would be an offence as you are making the offer to gain a commercial and contractual advantage. The Company may also be found to have committed an offence because the offer has been made to obtain business for the Company. It may also be an offence for the potential client to accept your offer.

### *Offering a bribe - Example 2:*

A potential client requests you to make a donation to their preferred charity as a condition of you obtaining his business. Even though the potential client might not benefit directly from the donation, any such donation offered or made could be considered to be a bribe.

### *Receiving a bribe - Example 3:*

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence to ensure the Company continues to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain an advantage.

## **Facilitation payments and kickbacks**

Facilitation payments are small, informal payments made for the purpose of facilitating,

securing, or accelerating the performance of a routine or expected action to which the payer is entitled. Kickbacks are typically payments made in return for a business favour or advantage. There is no exemption for such payments under the Bribery Act.

Accordingly, we do not permit staff to make or accept facilitation payments or kickbacks of any kind. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for, and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns, or queries regarding a payment, you should raise these with your line manager in the first instance.

## **Record-keeping**

We must keep financial records and have appropriate internal controls in place which evidence the business reason for making payments to third parties.

You must declare to the Company Secretary all hospitality or gifts accepted over an estimated value of £50, which will be subject to the Company Secretary's review. In the case of a gift, they will determine whether you will be allowed to keep it. You must obtain the prior consent of the Company Secretary before offering any hospitality or gifts with a cost to the Company exceeding £50. For directors, the value of any gifts or hospitality accepted which must be declared is £100.

You must ensure all expense claims relating to hospitality, gifts, or expenses given to third parties are submitted in accordance with our expenses policy, and specifically record the reason for the expenditure.

All accounts, invoices, and other records relating to dealings with third parties, including suppliers and customers, should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

## **Gifts and Hospitality**

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties, for the purpose of:

- (a) establishing or maintaining good business relationships;

- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

Gifts and entertainment should be modest in nature, and only ever an infrequent or occasional activity. The giving or receipt of gifts (as applicable) are not prohibited if the following requirements are met:

- It is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- It complies with both UK law and any local laws if not in the UK;
- It is given in our name, not in your name;
- It does not include cash or a cash equivalent (such as gift certificates or vouchers);
- It is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- Taking into account the reason for the gift, it is of an appropriate type and value, and given at an appropriate time;
- It is given openly, not secretly; and
- Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Company Secretary or the General Counsel .

## **What is not acceptable?**

It is not acceptable for you (or someone on your behalf) to:

- Give, promise to give, or offer a payment, gift, or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- Give or accept a gift or hospitality during any commercial negotiations, or tender process, if this could be perceived as intended or likely to influence the outcome;
- Give, promise to give, or offer a payment, gift, or hospitality to a government official, agent, or representative to 'facilitate' or expedite a routine procedure;
- Accept payment, a gift, or hospitality from a third party that you know (or suspect) is offered with the expectation that it will obtain a business advantage for them or anyone else in return;
- Threaten or retaliate against another worker who has refused to commit a bribery

offence, or who has raised concerns under this policy; or

- Engage in any activity that might lead to a breach of this policy.

## **Donations**

We do not make any direct or indirect political donations. All requests for political donations, whether to political party funds or political candidates, should be recorded and declined. We only make charitable donations that are legal and ethical under UK laws and practices. No charitable donation may be offered or made without the prior approval of your Line Manager / a director.

## **Money Laundering**

Money laundering is a process of disguising the original source of money that's been obtained illegally. Using legitimate businesses or banks, this money is filtered through a series of transactions that make the money appear 'clean' within financial systems.

Example of money laundering, in the context of our products and services, include (but are not limited to):

- Top-ups from multiple sources;
- Several large top-ups over a short period of time;
- Making several refund requests;
- Multiple address changes over a short period of time; and
- Despite being not permitted, a customer repeatedly requesting a refund of funds to a destination that differs from the original source of funds.

We have a number of systems and controls in respect of our obligations to prevent money laundering, including: conducting customer due diligence checks; monitoring customer accounts and transactions for any red flags; submitting suspicious activity reports where necessary; maintaining appropriate records to facilitate investigations; and training for relevant staff - which is available on our internal learning and development platform, Spark.

## **Fraud**

The Company takes fraudulent activity very seriously and we reserve the right to terminate our relationship, either with or without notice, with any individual working for us or on our behalf. We may also take legal action against anyone involved in fraudulent activity.

Generally, fraud is a crime that involves deception to gain an advantage. A person is guilty of fraud if they:

- dishonestly make a false representation; or
- fail to disclose important information they are under a legal duty to disclose; or
- abuse a position of trust;

and intend to make a gain for themselves or another, or expose another to a risk of loss.

Examples of fraud include, but are not limited to:

- Purchasing items for personal use using the Company's money;
- Knowingly making false statements to regulators;
- Dishonestly raising purchase orders;
- Unauthorised disclosure of confidential information to any third party, with the intention of personally benefiting from it;
- Identity theft;
- Customers making fraudulent claims for compensation; and
- Setting up false accounts.

Our Fraud team is responsible for: monitoring and responding to fraud; building, managing, and enhancing our fraud detection processes; undertaking a regular review of the fraud risks involved in our business operations; and raising awareness of fraud within the Company. You can report any issues or raise any questions with our Fraud team at [fraudteam@uw.co.uk](mailto:fraudteam@uw.co.uk).

Please see our Fraud Management Policy for more information on preventing fraud.

## **Penalties for breaches**

Bribery and fraud are punishable for individuals by up to ten years' imprisonment. If we are found to have failed to prevent fraud, or taken part in the offence, we could face an unlimited fine, and experience reputational damage. We therefore take our legal responsibilities very seriously.

Money laundering offences carry a maximum penalty of up to 14 years' imprisonment, and / or an unlimited fine. Confiscation and compensation orders, civil recovery, asset freezing, and forfeiture are also possibilities.

## **Your responsibilities**

You must ensure that you read, understand, and comply with this policy. The prevention, detection and reporting of bribery, corruption, fraud and money laundering are the responsibility of all those working for us or under our control. All individuals are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify your Line Manager as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other individuals and organisations working on our behalf if they breach this policy.

## **Escalation and raising concerns**

You are encouraged to raise concerns about any issue or suspicion of wrongdoing through your Line Manager as early as possible. If you are unsure whether a particular act constitutes bribery, corruption, fraud, or any other financial crime, or if you have any other queries, these should be raised with the Company Secretary or a director.

Alternatively, you may raise any concerns through our confidential independent whistleblowing helpline by following the procedure set out in our Whistleblowing policy, a copy of which may be found on Babble.

## **Protection**

Individuals who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment for refusing to take part in any wrongdoing, or because of reporting in good faith their suspicion that an actual or potential offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats, or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should

inform the Chief People Officer. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

Training on this policy is available to all staff and will be further provided as necessary.

Our zero-tolerance approach to bribery, corruption, fraud and money laundering must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them, and as appropriate thereafter.