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# CONFLICTS OF INTEREST AND ANTI-BRIBERY

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**STANLEY GROUP**  
MAY 2023



## INTRODUCTION

1. Stanley Group expects its Employees (including temporary, agency, interim, contractor or consultant staff, hereafter referred to collectively as “Employees” or “Employee”) to be scrupulously impartial and honest in all affairs relating to the Company and their job within it. All employees bear a responsibility to act as ambassadors for the Company in terms of their general conduct both within and outside the organisation.

This policy outlines the responsibilities of all persons working for the Company. For the avoidance of doubt, the use of the term “Employee” does not necessarily constitute an employment relationship for the purposes of this policy.

The duties of Employees are embodied in Common Law and built on by Statute.

2. Under Common Law, the duties of Employees are as follows:
  - to be ready and willing to work;
  - to offer their services personally: for example, they must not subcontract the work for which they are employed unless otherwise agreed in contractual terms;
  - to take reasonable care in the exercise of that service, including the duty to be competent at work and to take care of the Company’s property;
  - to not wilfully disrupt the Company’s business;
  - to obey reasonable instruction as to the time, place, nature and method of service;
  - to work only for the Company in the Company’s time;
  - to disclose information to the Company relevant to the Company’s business: for example, that they might know or discover;
  - to hold solely for the Company the benefit of any invention relevant to the business on which the Company is engaged;
  - to respect the Company’s trade secrets;
  - in general, to be of good faith and do nothing to destroy the trust and confidence necessary for employment;
  - to account for all benefits – monetary or in kind - received in the course of employment;
  - to not give or receive bribes or otherwise act corruptly
  - to indemnify the employer for loss caused by the Employee.
3. United Kingdom Statute places further responsibilities on individual Employees in regard to their own behaviour and their behaviour towards other Employees.

## STANDARD OF CONDUCT REQUIRED BY THE COMPANY

### *Bribery and Other Corrupt Behaviour*

4. Stanley Group has a strict anti-bribery and corruption policy in line with the Bribery Act (2010). A bribe is defined as: giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly or to reward that person for having already done so.
5. If an Employee bribes (or attempts to bribe) another person, intending either to obtain or retain business for the company, or to obtain or retain an advantage in the conduct of the company’s business this will be considered gross misconduct. Similarly accepting or allowing another person to accept a bribe will be considered gross misconduct. In these circumstances the Employee will be subject to formal investigation under the Company’s disciplinary procedures, and disciplinary action up to and including dismissal may be applied.

### *Gifts and Hospitality*

6. In addition to the duties placed on Employees by Civil and Statute Law, Stanley Group requires its Employees to ensure that gifts and hospitality offered by suppliers and potential suppliers of goods and services to the Company are declined. This

applies, whether the gifts or hospitality are offered within, or outside normal working hours. The only exceptions to this are trivial gifts with a nominal value of less than \$50 such as a calendar, diary, chocolates or mugs can be accepted. All other gifts must be politely refused or, if received through the post, returned to the donor with a suitably worded letter signed by line management.

#### *Transaction of Private Business*

7. Employees having official dealings with contractors and other suppliers of goods or services must avoid transacting any kind of private business with them by any means other than the Company's normal commercial channels. No personal favours or transactions should be sought or accepted.

#### *Visits to Conferences, Demonstrations etc*

8. The Company intends that when it is necessary for Employees to visit conferences, demonstrations and similar occasions, it should bear the travelling and subsistence expenses itself unless otherwise approved by a senior manager.

#### *Attendance at Luncheons, Receptions etc*

9. Where it is evident that the work of Stanley Group will be facilitated, invitations to attend receptions, luncheons etc. may be accepted under the following rules:
  - no Employee may accept an invitation without first obtaining the approval of their line manager;
  - in exceptional circumstances, where it is not possible to seek prior approval, the facts should be reported immediately afterwards;
  - if addressed personally, such an invitation may not be transferred to another Employee, except with the consent and approval of a senior manager as above and with the concurrence of the party issuing the invitation;
  - invitations involving attendance outside normal working hours may be accepted only on the authority of the line manager;
  - as a general rule, any Employee who has any doubts about the wisdom of accepting any hospitality should decline the offer.
10. NB: The important difference between, for example, attendance in an official capacity at a function organised by the Company and the acceptance of hospitality from a private individual or firm should be recognised.

#### *Identification*

11. Employees who have been issued with identity badges should wear or carry these whilst carrying out their duties.

#### *Confidentiality*

12. At all times confidentiality must be maintained. No information can be released to unauthorised persons or organisations. The Board of Director or other Senior Managers of the Company will inform Employees of those authorised to receive information.
13. If doubt exists as to the validity of an organisation or individuals to receive information, this must be checked with your line manager.

#### *Personal Relationships*

14. If a personal relationship between two Employees develops within the working environment, the onus is on the senior Employee concerned to bring this to the attention of his or her manager to confirm that there is no conflict of interest, nor will a conflict of interest arise. The Company reserves the right to move one of the Employees concerned if it deems it necessary to do so.

#### *Outside Interests and Employment*

15. Outside interests include directorships, ownership, part ownership or material shareholdings in companies, business or consultancies likely to seek to do business with the Stanley Group. These should be declared to the individual's line manager as

should the interests of a spouse / partner or close relative. Please consult the Conflict of Interest Policy and Disclosure Form in conjunction with this policy.

#### *Political and civic activities*

16. It is not the intention of Stanley Group, or this policy, to dissuade Employees from participating actively in public duties. It is important, however, that by doing so there is no suggestion to a third party that the Employee is acting on behalf of, or with the support of, Stanley Group. To avoid any misunderstanding, no Company Employee should permit his or her company affiliation to be noted in any outside organisation's materials or activities without the express written approval of a member of senior management.

#### *General Conduct*

17. Employees should at all times conduct themselves in such a way as to enhance the reputation of the Company.
18. Stanley Group will support Employees who become aware of and are willing to report breaches of this policy or who genuinely believe that a breach is occurring, has occurred or is likely to occur within the business. Employees should raise the issue internally with their manager or supervisor or in accordance with the Company's Policy on Disclosing Information ('Whistleblowing').
19. These standards of conduct are intended to underpin and clarify standards required by the Company of its Employees and form a fundamental part of the employment contract. Employees who fail to comply with the guidance detailed in this Policy could be subject, following full investigation, to disciplinary action up to and including dismissal. If through their actions or omissions staff are found to be in contravention of either this Policy or, indeed, their legal responsibilities then the Company reserves the right to take legal action if it deems it to be necessary to do so.