

(Incorporating Gifts & Hospitality)**1.0 Policy Statement**

- 1.1 In this policy document, “**Spatial Initiative**” and “**the Company**” refers to the Spatial Initiative Limited and all its subsidiary companies.
- 1.2 This policy should be read in conjunction with Spatial Initiative's “**Statement of Ethics**”. It is the Company's policy to conduct all of its business in an honest and ethical manner. Spatial Initiative 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.
- 1.3 The Company will uphold all laws relevant to countering bribery and corruption, including the Bribery Act 2010, which covers its conduct both in the UK and abroad.
- 1.4 The purpose of this policy is to:
 - 1.4.1 set out the Company's responsibilities, and the responsibilities of those working for it, in observing and upholding the Company's position on bribery and corruption; and
 - 1.4.2 provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.
- 1.5 Bribery and corruption are punishable for individuals by up to ten years' imprisonment and, if the Company is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. The Company therefore takes its legal responsibilities very seriously.
- 1.6 In this policy, third party means any individual or organisation you come into contact with during the course of your work for the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies.
- 1.7 This policy does not form part of any employee's contract of employment and it may be amended at any time.

(Incorporating Gifts & Hospitality)**2.0 To Whom Does This Policy Apply?**

- 2.1 This policy applies to all individuals working for the Company at all levels and grades, including (but not limited to) senior managers, officers, directors, 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 the Company, wherever located (collectively referred to as “**staff**” in this policy).
- 2.2 This policy also applies, as appropriate, to clients, partners, sub-contractors and suppliers of Spatial Initiative.

3.0 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.

Examples:**Offering a bribe**

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.*

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in the Company to ensure that Spatial Initiative 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 a personal advantage.*

4.0 Gifts and Hospitality

- 4.1 This policy does not prohibit normal, appropriate and reasonable hospitality (both given and received) to or from third parties.
- 4.2 The giving or receiving of hospitality and gifts is not prohibited, **if** the following requirements are met:

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- 4.2.1 the giving or receiving is not done 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;
 - 4.2.2 it complies with local laws;
 - 4.2.3 it does not include any element of cash or a cash equivalent (such as gift certificates or vouchers);
 - 4.2.4 taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time i.e. is “**reasonable**”;
 - 4.2.5 it is given openly and not secretly; and
 - 4.2.6 line manager approval is obtained in writing.
- 4.3 Gifts or donations of any kind should never be offered to, or accepted from, government officials or representatives, or politicians or political parties under any circumstances.
- 4.4 In the UK, it is customary for small gifts to be given at Christmas time. Spatial Initiative requires that all such gifts given to any member of staff are surrendered to the Marketing and Communications team, who will create a record of the gift and sender, and arrange for such gifts to be distributed amongst staff on a fair and reasonable basis.
- 4.5 All staff must declare in writing to their line manager all gifts and hospitality given or offered to them by a third party, other than small and inexpensive promotional gifts such as stationery, which need not be disclosed. Such declarations must be made in advance of any acceptance wherever possible, and line manager approval in writing will be a condition of any acceptance. Where in doubt, a line manager may seek further guidance or approval from his or her own line manager. Advice may also be sought from either Spatial Initiative’s In House Counsel, Director of Human Resources or Group Financial Director.
- 4.6 If, on behalf of the Company, a line manager decides that a gift which has been received without notice may constitute a bribe or other inducement - or is otherwise inappropriate - the member of staff to whom the gift was sent will be required to return it to the donor with a suitable covering letter, or to surrender it to his or her line manager for them to return to the donor accompanied by such a letter.
- 4.7 If, on behalf of the Company, a line manager decides that hospitality offered may constitute a bribe or other inducement - or is otherwise inappropriate – the member of staff to whom the invitation is extended will be required to

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politely decline the invitation or permit their line manager to do so on their behalf.

- 4.8 Spatial Initiative appreciates that the practice of giving business gifts varies between countries, regions and industries. In deciding whether a gift or hospitality offered is **reasonable**, the test to be applied is whether, in all the circumstances, the gift or hospitality is reasonable, proportionate and justifiable. The intention behind the gift should always be considered. If in doubt, the approval should not be given.

5.0 What Is Not Acceptable?

5.1 As a member of staff, it is never acceptable for you (or for someone on your behalf) to:

- 5.1.1 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;
- 5.1.2 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;
- 5.1.3 accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- 5.1.4 accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- 5.1.5 threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- 5.1.6 engage in any activity that might lead to a breach of this policy.

6.0 Your Responsibilities

- 6.1 All staff must ensure that they read, understand and comply with this policy.
- 6.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under its control. All staff are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 6.3 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. For example, if a client or potential client offers you something to gain a business advantage with Spatial Initiative, or indicates to you that a gift or payment is required to secure their business.

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6.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

6.5 Any supplier who breaches this policy will be removed from Spatial Initiative's supply chain.

7.0 How To Raise A Concern

7.1 All staff, suppliers, subcontractors and clients are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage.

7.2 If any member of staff is unsure whether a particular act constitutes bribery or corruption, or has any other queries, they should raise the same with their line manager. Concerns should be reported by following the procedure set out in the ***Spatial Initiative Whistleblowing Policy***.

8.0 What To Do If You Are A Victim Of Bribery Or Corruption

8.1 It is important that you tell your line manager as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

9.0 Protection

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

9.2 The Company is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting, in good faith, their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future.

9.3 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 your line manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the procedure set out in the Company's Grievance Procedure.