



**eden**GROUP  
WORK LIBERATED

# Ethics Policy

## Introduction

Dear Colleague

At EdenGroup we are committed to carrying on our business ethically and in line with good business practices. This is important both to ensure we avoid unnecessary risks and to protect the reputation of the Company as a good corporate citizen. Each and every employee is an ambassador for EdenGroup and the way you behave can affect the reputation of EdenGroup both positively and negatively.

A key part of good business practices is the establishment and implementation of effective principles and programmes to ensure we conduct business fairly, honestly and transparently.

EdenGroup has a Code of Ethics (a copy of which is attached) which sets out clear ethical principles that we expect our employees to demonstrate in dealing with colleagues and those external to the Company such as customers and suppliers.

Rules to guard against bribery are a key part of achieving our principles. In this document, we outline the principles and procedures which we have agreed on and which have been approved by the Directors relating to anti-bribery, which we expect you to follow. Please read the contents carefully and apply them in your day-to-day activities. If at any stage you come across something you are concerned about, or you need advice, then please raise the issue in the manner described later in the Policy. This is important and you can rest assured that you can do so at any time without fear of detriment to you.

Thank you for your on-going support in protecting our reputation.

Yours sincerely

Mr Peter Giltrap  
Director

## Policy Statement

Without exception, EdenGroup strictly prohibits bribery and corruption in any form.

The Company commits itself to:-

- conducting our business fairly, honestly and transparently
- not making or offering bribes whether directly or indirectly to gain business advantages
- not accepting bribes, whether directly or indirectly to give business advantages
- developing a programme to implement and support these principles.

These are the business values by which we expect you to do business on our behalf. We explain in more detail below how these principles work out in practice.

## The meaning of Bribery

Bribery is the most common form of corruption. Bribery involves the offering, giving, receiving or soliciting of money, a gift or other financial advantage as an inducement to do something that is improper, illegal or a breach of trust in the course of doing business. This includes any payment through a third party and a recipient acting or failing to act in anticipation of receiving a financial or other advantage.

## Why do we adopt this Policy?

As a company we believe in following the principles of integrity, transparency and accountability. A key part of corporate integrity is complying with all applicable rules. As a company carrying out their business in the United Kingdom, EdenGroup are also directly affected by and are subject to the Bribery Act 2010 together with other legislation. This legislation imposes strict legal rules on our trading with which we must comply. We can be caught by the Act simply because we carry out business in the UK.

If you abide by the principles and procedures set out in this document both you and the Company will be able to carry on business in the knowledge that you are complying with this Act and the other legal rules which are relevant. Any violation of this policy by an individual or entity acting on our behalf may result in disciplinary action up to and including termination of employment and termination of the business relationship.

In addition you should note that the penalties for violation of the laws against bribery are harsh and include fines and imprisonment for individuals. For EdenGroup penalties can include unlimited fines as well as reputational damage.

## Who must follow the rules?

Anyone who conducts business on behalf of EdenGroup must abide by these rules. This includes employees and Directors.

## How do we organise and oversee compliance?

The rules set out in this Policy have been adopted and approved by the Directors. EdenGroup has a Director who is responsible for the on-going implementation and monitoring of anti-bribery compliance. Please address any questions regarding this Policy to the Director in the first instance.

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## What is expected from you?

We expect all those who are obliged to follow these rules to abide by the principles set out below (in addition to stating the principles, we also give brief examples of how these may translate into practical actions) which we all must support on a day-to-day basis. Some of these principles anticipate that we as a company will also take steps to ensure that we support you by having the right policies and procedures in place. We are fully committed to doing that and if at any stage, you have concerns about the procedures or rules we publish we would ask you to share those concerns with us so that we can address any issues raised.

The principles to which we are committed, and which you must support, are:

1. We will carry out our business fairly honestly and openly.

Example: We will have transparent payment terms in all financial transactions we undertake and keep clear records of what we do.

2. We will not pay or offer to pay bribes. Nor will we condone the offering of bribes on our behalf to any third party, so as to gain or seek to gain new business or a business advantage.

Example: The ban on bribes extends to giving any gift or financial benefit as well as obvious bribes such as an enlarged commission or secret cash payment if it is intended to induce the recipient to do something improper or illegal.

3. We will not accept bribes nor will we agree to them being accepted on our behalf in order to influence business.

Example: The ban on accepting bribes means that we will never condone underhand dealings with any customer or potential customer seeking a "favour" from EdenGroup. Again, the ban which extends to all those acting on our behalf applies to any form of benefit which may be offered, so covers offers of lavish and unwarranted corporate hospitality as well as other forms of possible inducement.

4. We will avoid doing business with others who do not accept our values and who may harm our reputation.

Example: We have processes and procedures in place to ensure that we carry out appropriate checks and due diligence on all of our business partners. It is important for EdenGroup to know who we are doing business with and to be confident of their commitment to take a stand against bribery or corrupt conduct in any form. Bribery, if proven, can taint a business's reputation but can also cause harm to business partners associated with it.

5. We will set out our processes for avoiding direct or indirect bribery and abiding by and supporting our values.

Example: We have established rules for dealing with gifts, corporate hospitality and entertainment, political contributions, charitable contributions and sponsorships and facilitation payments. These are set out below.

6. We will keep clear and updated records.

Example: Record-keeping extends to ensuring all employees record in the appropriate internal register which the Company maintains details of all gifts and hospitality received.

In addition, the Company keeps records of any decisions made on giving donations to third parties or how any demand for a bribe or other benefit from a third party was handled.

Details of any gifts and hospitality and of any donations to third parties must be notified to the Director who will keep a register and make further enquiries as required.

7. We will make sure everyone in our business and our business partners know about our principles and the rules we have established.

Example: We regularly remind all concerned of the rules we have laid down. We do this by publishing these rules both internally and by making them available on our website.

8. We will regularly review and update these rules and the procedures which are relevant to their implementation.

Example: As explained above, the approach we adopt to countering all forms of bribery and corruption is organic. We welcome and invite your active participation in raising matters of concern so that we can improve and update our approach to particular issues.

9. We will abide by our principles even when it becomes difficult.

Example: We will not engage in bribery or similar practices (e.g. the making of facilitation payments) even when it would be to our advantage to do so. Similarly if we discover that a business intermediary who represents EdenGroup is behaving corruptly we will not continue with that relationship, but will sever our ties to protect our reputation. We seek to ensure that all new contracts with such third parties incorporate clauses which give us the right to terminate those contracts in such circumstances.



# COMPLIANCE IS MANDATORY

EdenGroup will always ensure that no employee will suffer demotion, any penalty or other adverse consequences for refusing to engage in or reporting questionable conduct. This is the case even if such a refusal might result in EdenGroup losing long-term business. EdenGroup must insist on strict compliance with this Policy by all employees and others to whom this Policy applies. We will not hesitate to take appropriate disciplinary action (up to and including termination of employment) against any employees who violate this Policy or breach the rules set out above in the interests of protecting our business.

## Gifts Policy

EdenGroup is committed to not receiving or giving bribes. As gifts can sometimes be disguised bribes or be misinterpreted as bribes. We must ensure that giving or receiving gifts cannot distort our business relationship, create a conflict of interest or be construed as a bribe. A conflict of interest may also arise by the giving or receiving of favours or special treatment to which no financial value can be attached. Such special treatments generally encourage a “pay-back” expectation and can distort a business relationship.

We set out below the rules which clearly define what we consider to be genuine and acceptable, and what is not. A gift should be reasonable and proportionate. It is important to remember that a value of a gift in the UK may have a higher value in other countries and additional care must be taken that the gift is at an appropriate level.

### *Accepting gifts*

- Employees working on behalf of EdenGroup are permitted to accept gifts which are below £50 in value. If any gifts are received which are in excess of £50 then authority must be sought from the Director who will decide whether the gift should be accepted taking into account all the relevant circumstances. A record should be kept by the individual employee as to any gifts that are accepted and submitted on a monthly basis to the Director.
- Gifts are not permitted to be accepted that may induce performance of an employee or cause obligation on behalf of that employee, for example, whilst contract negotiations are taking place. In these circumstances, the gift must be returned with a letter explaining the position.
- Employees working on behalf of EdenGroup are not permitted to accept frequent gifts from any one person and/or organisation (i.e. in excess of £200 per annum) unless prior authority is obtained from the Director who will take into account all the relevant circumstances. If gifts are received on a regular basis, they should be returned with a letter of explanation or alternatively, the gift may be donated to charity.

- If a gift is presented to an employee with a value in excess of £50 and it is not possible or it is offensive to refuse such a gift (e.g. at a public event) you should consult with your Director and either acceptance of the gift will be permitted taking into account all the relevant circumstances or alternatively, proper disposal of the gift can be agreed upon. This may involve either, returning the gift with a letter of explanation or donating it to charity.

#### *Giving gifts*

- EdenGroup appreciates that in some circumstances gifts can be appropriate. All gifts must be reasonable and proportionate and the gift must be pre-approved by your line manager. Care must be taken to ensure that by offering the gift you are not placing the recipient in a position of obligation. If the gift is in excess of £50 then this must be preapproved by the Director who will consider the relevant circumstances before deciding whether the gift should be offered.

#### *Gift reporting*

- Any gifts given or received, other than branded gifts or stationery, must be recorded by the individual employee and submitted to the Director on a monthly basis.

## **Corporate Hospitality Policy**

Corporate Hospitality can help build goodwill in a business relationship, but it can also make it difficult for us to remain objective about the person or company with whom we are dealing as it may create an obligation or conflict of interest.

Corporate hospitality spans a range of activities including, but not limited to, lunches, sporting fixtures, golf days, conferences and theatre tickets.

None of EdenGroup's hospitality policy is intended to prohibit the appropriate exchange of routine business hospitality for the purpose of building and maintaining proper business relationships, however, all offers of hospitality must be reasonable and proportionate.

We must use good judgment, tailored to the specific circumstances, as to whether the offer or acceptance of the hospitality is the right thing to do. Consideration must be given as to whether the offer of the hospitality is being used to influence or could be perceived in this way.

#### *Accepting hospitality*

- The acceptance of hospitality by employees within EdenGroup is permitted if the total inclusive value is less than £150. You must obtain permission from your immediate line manager before accepting the offer. This should be fully documented by the individual employee and submitted to the Director on a monthly basis.

- Any hospitality which is offered by others in excess of £150 in value should be politely turned down, unless there is a real business reason why the offer should be accepted. This will be dependent on individual circumstances and should be fully documented to the Director who will consider all the relevant circumstances and will make the final decision.
- Employees and others associated with EdenGroup are not permitted to accept frequent offers of hospitality from any one person and/or organisation (i.e. in excess of £500 per annum) unless there is a real business reason as to why the offer should be accepted. Authority must be sought from the Director who will take into account all the relevant circumstances.

#### *Giving or offering hospitality and entertainment*

- EdenGroup strictly prohibits attempts to secure business by creating a conflict of interest or obligation on the part of an employee of an organisation doing business with us. With approval from your immediate line manager appropriate hospitality may be up to the total inclusive value of £150 per person. A record of such hospitality must be kept by the employee and submitted on a monthly basis to the Director.
- If you wish to make an offer of hospitality in excess of £150, then a business case must be submitted to the Director. The Director will consider this request taking into account all the individual circumstances.
- Hospitality for individuals should be restricted to a total inclusive value of £500 per annum in total within the UK (and note should be made of the frequency of occasions with the same individual is being entertained).

### **Charitable Contributions and Sponsorships Policy**

- EdenGroup and all its employees must be vigilant to ensure that any charitable contributions and sponsorships are not used as a means of concealing or disguising bribery.
- Any monies paid to a charity require the approval of the Director and must not be dependent on the success of, or to win a business deal.
- Sponsorship is only permitted where this brings real measurable benefits to the Company and must be approved by the Director. Again the Company is committed to ensuring that sponsorships are made for the benefit of the business and are not used as cover for bribery.



## Public Statement of Commitment

EdenGroup recognises that corruption can have a detrimental effect on society by undermining legal systems, damaging social and economic development and free and fair competition.

EdenGroup is committed to carrying on our business in an honest and ethical manner. We strictly prohibit bribery and corruption of any form. We are committed to conducting our business fairly, honestly and transparently we expect all employees and others working on behalf to adhere to our commitment. We will seek to avoid doing business with other organisations that are not committed to an anti-bribery regime.

EdenGroup takes its legal obligations under the Bribery Act 2010 extremely seriously and have implemented policies and procedures to ensure as far as we can, that all employees adhere to our anti-bribery principles. It is our intention to ensure that every employee acting on our behalf behave responsibly so as to maintain compliance with the law and preserve our reputation.

