

Policy Statement

IVC Evidensia (The Group) operates as an international business and is subject to a range of national laws and regulations designed to prevent malpractice. As a UK owned company, all colleagues and business partners are required to adhere to the Fraud Act 2006 and the Bribery Act 2010. Where requirements under local legislation are greater, local legislation must also be adhered to. Our Code of Ethics principle “Safeguarding our Reputation” requires us to act in line with all legislative requirements.

Our Group Executive is committed to implementing effective measures to prevent, monitor and eliminate bribery. The Group has a zero-tolerance approach towards bribery.

A criminal offence is committed under the Bribery Act 2010 if any director, colleague, consultant or any person or body acting on our behalf:

- offers, promises, or gives a bribe;
- agrees to receive or accepts a bribe; or
- bribes a foreign public official.

This legislation has global scope which means that if anyone connected to us in any business sense, a colleague, or an associated person, commits an act (as listed above) in the UK or in any other country whilst carrying out business for us or they could be found guilty under the Bribery Act.

The Group will also commit an offence under the Bribery Act 2010 if a colleague or an associated person commits an act of bribery for the purpose of obtaining business or business advantage for the Group and we have not implemented adequate procedures to prevent this.

Where there is any evidence of malpractice within The Group it will be dealt with in a prompt, consistent and measured manner in line with our policies.

The offences of fraud under Fraud Act 2006 relate to deception and can be committed in one of three ways:

- by false representation;
- by failing, in breach of legal duty, to disclose information; and
- by abuse of position .

Scope

We have a legal duty to implement controls to mitigate risks. This policy applies to all colleagues, consultants, contractors and third parties providing services to, or working for, The Group regardless of location.

This policy does not form part of any contract of employment and it may be amended at any time.

Objectives

The purpose of this policy is to:

- ensure compliance with our code of ethics and the laws which regulate our workplace;

- protect the integrity of our decision-making process;
- set out The Group's responsibilities and those of colleagues and third parties;
- provide information and guidance to those working for, or with, the Group on how to recognise and deal with such issues; and
- provide a framework response plan for investigating and reporting instances.

Policy & Process

We have assessed the bribery and fraud risks within The Group. Failure to comply with this policy or to uphold its intent could result in both the individual and the Group being liable to criminal prosecution and significant fines depending on the circumstances. It may also result in disciplinary action, up to and including termination of employment.

1. Mandatory

Colleagues or associated persons must not offer, promise, give, solicit, or accept any bribe of any kind or commit any type of fraud. Examples of what would constitute a bribe can be found in Appendix 1 and red flags for Fraud can be found in Appendix 2.

2. Due diligence

Colleagues and, where applicable, associated persons, are required to take particular care to ensure that all company records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials. Due diligence must be undertaken on colleagues and associated persons prior to entering any contract, arrangement, or relationship with a potential supplier of services, agent, consultant or representative in accordance with the Group's procurement and risk management procedures.

3. Reporting

Colleagues and associated persons are required to report suspicions of bribery or fraud as listed in Appendices 1 or 2.

Colleagues and associated persons are encouraged to report any concerns that they may have via speakup@ivcevidensia.com or through our [external speak-up facility](#). Refer to our Whistleblowing Policy for details. We will ensure that any individual is not subjected to detrimental treatment because of their report.

4. Investigation

We will investigate any alleged incident of bribery or fraud. Colleagues suspected of bribery or fraud may be suspended from their duties while the investigation is being carried out. The Group will commence investigation procedures where any colleague is suspected of bribery or fraud.

Colleagues who suspect malpractice must not do any of the following:

- Contact the suspected colleague to determine facts; or
- Discuss the case with anyone within or outside of The Group other than General Counsel, a member of the Compliance team or the investigation manager.

5. Consequences

Disciplinary Procedure: As is the case for other matters of misconduct, matters of alleged malpractice will be dealt with appropriately. If malpractice involving a colleague is evident, appropriate disciplinary action will be taken. Our policy provides for summary dismissal in cases of gross misconduct which can include dishonesty. Such action may be considered against managers whose negligence may have facilitated it.

We may terminate the contracts of any associated persons, including consultants or other colleagues who act for, or on behalf of, The Group who are found to have breached this policy. The Group may also report any matter to the relevant authorities and will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Recovery of Loss: Where The Group has suffered loss as a result of fraud, restitution of any benefit obtained may be sought and recovery of this from the colleague(s) responsible for the fraud, may be pursued, this may include recovery from salary or through the court to the extent permitted by law.

Gifts & Hospitality

Colleagues and associated persons are required to keep accurate, detailed, and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered as per the Gifts and Hospitality process. They should be registered [here](#)

Facilitation Payments

The Group strictly prohibits its colleagues and associated persons from making or accepting any facilitation payments – please refer to the definition section.

Colleagues and associated persons are required to act with greater vigilance when dealing with government procedures in high risk countries.

Donations

The Group does not make contributions to political parties in any of the countries in which we operate. The Group considers that charitable giving can form part of its wider commitment and responsibility to the community. The Company may in its discretion support several charities and may also support fundraising events involving colleagues. Any charitable donations must be approved through the correct channels.

Roles and Responsibilities

Group Executive have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those within the Group comply.

Group Executive and the Audit & Risk Committee monitor compliance with this policy and receive regular management information for assurance purposes.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and complete regular training on it. Management has a responsibility to familiarise itself with red flags for those areas for which it has responsibility. Red flags include those examples within the appendices but colleagues are also expected to be familiar with red flags specific to their role.

All colleagues must:

- **Read and understand the policy;**
- **Complete training annually;**

- **Behave ethically;**
- **Report concerns.**

If you are unsure about how this Policy might affect your activities or have any questions about its application contact your manager, or the Legal and Compliance team.

Communication/Training/Implementation

The recruitment of suitable colleagues is our first defence in preventing malpractice. Best practice recruitment policies such as detailed application forms including a statement on criminal records (adhering to local legislation), written or verbal communication with references and past employers and verification of educational and professional qualifications will be strictly adhered to.

This policy will form part of our annual training release programme of corporate policies which requires all colleagues to read and confirm understanding.

Suppliers will be required to comply with the Bribery Act as part of their standard terms and conditions.

Evaluation

Management is responsible for ensuring their own team comply with the Policy.

Legal and Compliance will regularly monitor the effectiveness and implementation of this policy, considering its suitability, adequacy, and effectiveness.

Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering malpractice.

Definitions

Term	Definition
Bribery	Giving or receiving something of financial or other value to influence a transaction.
Advantage	Money, gifts, loans, fees, hospitality, services, discounts, the award of a contract, or anything else of value.
Corruption	Abuse of trust, power, or position for private gain. It is wider than bribery and often overlaps with fraud e.g. false expense claims.
Improperly	Acting illegally, unethically, or contrary to good faith or impartiality, an abuse of a position of trust. The improper act may be in relation to business or professional activities, public functions, in the course of employment, or other activities by, or on behalf of any organization.
Malpractice	Improper, illegal, or negligent professional behaviour.
Fraud	Act of deliberately deceiving for personal gain or to cause loss to another party. Acts of fraud include falsifying records, documents, and reports; failing to disclose information, or abuse of position.
Facilitation Payment	Payments made to secure or expedite a routine government action by a government official.
Kickback	Payments made in return for a business favour or advantage.

Third Party	Any individual or organization you come into contact with during the course of your work for the Group including actual and potential clients, suppliers, distributors, contacts, agents, advisers, government and public bodies including their advisors and officials, politicians and political parties.
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Appendices

APPENDIX 1: RED FLAG GUIDELINES – BRIBERY & CORRUPTION

WARNING SIGN	PROCESS
Close family, personal or business ties that an individual or a company may have with government or corporate officials, directors, or colleagues or third parties	<i>Report through Conflict of Interest Register</i>
Requests for reimbursement of unsubstantiated or unusual expenses	<i>Ask for receipts – refer to contract of 3rd party</i>
Previous involvement in improper, unethical, or illegal conduct or practices	<i>Due diligence onboarding checks – colleague and 3rd party</i>
Operating in a country known for corruption	<i>Due diligence onboarding checks</i>
Offering to provide a personal service e.g. car repair in return for veterinary care	<i>Refuse and flag to manager</i>
Requests provision of employment of a friend or relative in return for goods or services	<i>Do not do business and flag to manager /Legal & Compliance</i>
Offers to give a family member of yours a job providing we continue to do business with them, possibly on advantageous terms	<i>Refuse and flag to manager</i>
Offering to get a job done quicker if we pay a fee to/for a foreign official	<i>Refuse and flag to manager</i>
Insisting on a commission fee before signing up to a contract	<i>Refuse and advise Legal</i>
Requests for cash payment or payment in a different currency	<i>Refuse and advise Legal</i>
Requests payment to a personal account, via a third party or more than one bank account	<i>Refuse and advise Legal</i>
Payments from a third party are split into multiple smaller payments	<i>Speak to Finance to return payments and advise Legal</i>
Invoices from the third party are vague about services provided and/ or financial practices seem strange	<i>Refuse and ask for invoice to reflect actual services</i>
Requests a payment to facilitate a service or overlook legal violations	<i>Refuse and advise Legal</i>
A third party demands gifts or lavish entertainment to commence or continue with their contracts or services	<i>Refuse and refer them to our Gifts & Hospitality policy</i>
A third party offers gifts or hospitality that fall outside of what we have deemed appropriate	<i>Refuse and refer them to our policy</i>

Anomalies or inconsistencies with third party applications to trade e.g. asking for anonymity or their mailbox is a virtual office and they do not have a registered (physical) office	<i>Do not do business and flag to manager</i>
A third party fails to support with the due diligence process	<i>Do not do business and flag to manager</i>
A third party does not have a code of conduct or compliance programme and refuse to comply with the ethical clauses in ours	<i>Do not do business and flag to manager</i>
A third-party refuse to execute a written contract or to put things in writing	<i>Do not do business and flag to manager</i>
A third party “guarantee” unusually high performance or rate of return	<i>Seek further references and escalate to manager</i>

APPENDIX 2: RED FLAG GUIDELINES: FRAUD

General (usually a number of these at the same time would be cause for concern)
<ul style="list-style-type: none"> • colleagues under stress without a heavy workload; • colleagues always working late without good reason; • original documents being lost and replaced by photocopies; • reluctance of colleague to take leave; • colleagues refusing promotion/transfer; • unexplained wealth and sudden change in lifestyles; • new colleagues resigning quickly; • suppliers/contractors/customers insisting on dealing with a particular colleague only; • cosy relationships with suppliers/contractors/customers; • sudden changes in behaviour.
Specific to Practices
<ul style="list-style-type: none"> • high levels of refunds, promotional or goodwill discounts; • high level of insurance claims; • high levels of overtime for colleagues who never seem to be there; • high levels of other discounts; • high levels of stock loss; • high levels of cash shortages and banking discrepancies; • high levels of short shipments/ transfer discrepancies.

Further Information

Whistleblowing Policy
Conflict of Interest Policy
Gifts & Hospitality Policy
Code of Ethics