

Anti-Bribery & Corruption Policy

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1.0 Introduction

At Mercury, we are committed to acting professionally, fairly and with integrity in all business dealings. This encompasses all dealings with clients, suppliers, competitors and employees. As part of this commitment to ethical business practices, Mercury will not tolerate any form of bribery or corruption.

This policy supports Mercury's core values to create a culture in which every employee, or any third party to whom we work with, knows that we will not get involved in bribery or any form of corrupt practice and that they will be supported if they raise a concern.

Mercury requires that all its employees are aware of, participate in and comply with all ethical obligations set forth herein. This policy will enable employees to recognise when issues arise; to avoid prohibited conduct where the issues are clear; and to promptly seek guidance where they are not, through the various reporting channels set out in this policy.

2.0 Scope

This policy outlines the behaviour and principles required to support this commitment. In particular, it outlines Mercury's procedures intended to ensure compliance with the UK Bribery Act, the U.S. Foreign Corrupt Practices Act or any other anti-corruption laws in countries where we operate. This policy should be read in conjunction with the Gifts & Hospitality Policy.

This policy applies to all Mercury employees, either directly or indirectly employed or engaged by Mercury, including but not limited to agency staff, consultants, contractors or any other third-party provider.

This policy sets out what is required in the following areas:

- General principles on Bribery and Corruption;
- Facilitation Payments;
- Gifts and Hospitality;
- Sponsorship, Charitable and Political Contributions;
- Using Third Parties;
- Doing business in High-Risk Countries.

3.0 General Principles

Mercury is opposed to any practice that improperly or illegally disrupts proper business conduct. Bribery and corruption are hugely damaging to the conduct of business as it facilitates people to make decisions in their own personal interest and not in the interest of Mercury.

Violations of bribery or anti-corruption laws carry significant civil and criminal penalties, and puts the reputation, hard work and business of Mercury and its employees at risk. Any employee who fails to comply with this policy will be subject to appropriate disciplinary action.

The following principles underpin this policy:

- You must *never* offer, give or accept a bribe;
- You must *never* make a payment or offer a personal advantage to someone if you know or believe that this will involve that person or any other persons misusing their position or performing their duties improperly;
- You must *never* misuse your position or perform your duties improperly in connection with any payments or other personal advantage offered or provided to you or any other person.

4.0 Key Terms

Bribe:

A bribe is any financial or other advantage which is offered, promised or given by one person to another, where the intention is to induce or reward improper performance of a function or business activity, or is done in the knowledge or belief that acceptance of the advantage itself constitutes the improper performance of a function or business activity. A bribe does not need to be a monetary sum. A bribe can be any type of gift, consideration or advantage offered or requested, for example, an award of a contract, a discount in a commercial transaction or an offer of employment.

A contract or transaction does not need to have been won or completed for corruption to have arisen. Similarly, a recipient does not need to benefit personally from a bribe as it may be the intended beneficiary is a third party or a company.

Corruption:

Corruption is any abuse of a position of trust in order to gain an undue advantage. Bribery is a means of causing corruption.

Political Contribution:

A political contribution is any donation or other form of support provided to a political party or a person who is standing for public office.

Facilitation Payments:

Facilitation payments are small payments typically paid to speed up an administrative process or secure a routine government action by an official. They are most frequently encountered in high-risk countries. Facilitation payments should be contrasted with official, lawful payments which will be made to an organisation rather than an individual official.

High-Risk Countries:

High-risk countries are countries where bribery and corruption are reasonably common. The Corruption Perceptions Index published by Transparency International www.transparency.org is a good indicator of the risk of bribery and corruption in individual countries. A country with a score of 50 or below should usually be considered a high-risk country for the purposes of this Policy.

5.0 Facilitation Payments

Facilitation payments are bribes and are strictly not allowed. If you are asked for a payment and are concerned that it is a facilitation payment you should:

- Ask for a receipt for the payment;
- If no receipt will be provided, politely decline to make the payment and explain that it is not allowed under Mercury's internal policies;
- If possible, speak to the official's supervisor, so you can explain your position;
- Keep a note of the request and other circumstances and report them as soon as possible to your direct manager.

6.0 Gifts and Hospitality

Gifts and hospitality must only be offered or accepted where they are infrequent, reasonable and not excessive and where there is no risk that they will improperly influence or be seen to improperly influence a decision. In particular, there must be no express or implied link between any gift or hospitality and the terms on which we do business.

Providing or accepting hospitality is only allowed where its purpose is to develop legitimate business relationships. It must be proportionate having regard to the recipient and the organisation concerned. Gifts must be modest in value, such as a token of appreciation to mark the completion of a project with a client or supplier.

No gift should be given if it could be misconstrued as a reward, an inducement or other corrupt act. Cash or cash equivalents must never be given or accepted. You must not offer or give a gift or hospitality if you are aware or should be aware that it is in breach of the rules of the organisation where the recipient works or applicable laws on what they can accept.

Mercury has a clear policy and procedures on what levels of gifts and hospitality are allowed and how they should be approved and recorded. Each employee must strictly adhere to the Gifts & Hospitality Policy and procedures, in addition to this Policy.

7.0 Sponsorship, Charitable and Political Contributions

Sponsorship and charitable donations by any employee must be expressly approved in advance by the employee's direct manager and, depending on the value, a member of the Executive Management Team (EMT). Detailed records must be kept of any sponsorship or charitable donations made. See the Donations & Sponsorship Policy for more details.

Mercury does not provide donations to any political party, or any individual associated with a political party. Any donations made by an employee to a political party, must make it clear that they are doing so in a personal capacity and not on behalf of Mercury.

8.0 Using Third Parties

Where Mercury outsources any activity to a third party, we must ensure our ethical values are communicated to ensure the third party does not engage in bribery or other forms of corrupt practices on our behalf. For example, if we appoint a consultant or other representative, we must ensure that they do not offer or give bribes in connection with the services they provide to Mercury.

Therefore, we must:

- Carry out suitable checks on any third party e.g., consultants, that we want to use, to see if they have any history of involvement in bribery, corruption or other illegal or improper practices;
- Ensure that the third party is completely clear that they must not get involved in bribery or corruption in connection with the work they do for us. We should do this by including suitable clauses in our contracts with them and by giving them a copy of this Policy and our Supplier Code of Conduct;
- Ensure that any suspected bribe offered by any current or prospective third party is politely declined and reported immediately.

9.0 Doing business in High-Risk Countries

Some countries suffer from widespread bribery and corruption, both within the public and private sectors. Mercury needs to be particularly careful where we do business in high-risk countries or deal with parties, particularly third parties, who are based in one of these countries.

Among the steps that we must perform before doing business with a party in a high-risk jurisdiction are:

- Carry out a background check to see if they have previously been involved in bribery, corruption or other illegal or improper practices;
- Check what policies and procedures they have in place to prevent bribery and corruption within their own organisation;
- Include suitable clauses in any contract that is put in place;
- Look out for danger signs such as payments that have no clear purpose, connections with government or inappropriate hospitality requests.

Where Mercury does business with parties in high-risk countries, we must maintain more detailed procedures and record keeping in relation to those transactions.

10.0 Raising a Concern

If you believe that this policy is not being followed you have an obligation to Speak Up. We encourage all our employees to report any breaches of the Code, by contacting your direct manager in the first instance or alternatively the Compliance function at ComplianceandEthics@mercuryeng.com

If you want to speak to an independent whistleblowing organisation you can talk to Safecall on their free phone numbers listed below or report an incident online at www.safecall.co.uk/report

You can use the following Speak Up freephone numbers:

Country	Freephone Number
Ireland	1800 812740
UK	0800 9151571
Germany	00 800 72332255
Netherlands	00 800 72332255
Sweden	0850 252 122
Denmark	00 800 72332255
Spain	00 800 72332255
Belgium	00 800 72332255
Poland	00 800 72332255
Switzerland	00 800 72332255
France	00 800 72332255
Italy	00 800 72332255
Austria	00 800 72332255
Turkey	00 800 4488 20729 012 800 7233 2255 (Golden Lines)
Israel	013 800 7233 2255 (Barak) 014 800 7233 2255 (Bezeq)

This service is available 24 hours a day, every day of the year.

Remember, you will always be supported if you raise a concern about a breach of this policy. Retaliation against any person who raises a concern is strictly prohibited.