

Anti-Bribery & Anti-Corruption Policy



Policy & Responsibilities

Document History

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Policy Statement

Reachout Medical Ltd is fully committed to compliance with the requirements of the Bribery Act 2010 and will ensure that it always conducts its business in an honest and ethical manner. The company has therefore created procedures to reduce and control risks of bribery; and management, communication and training measures to ensure that all staff are fully aware of and will abide by this legislation.

This policy aims to ensure compliance with anti-bribery legislation and regulations in both the UK and in any other country where the company carries out its business. Specifically, it details:

- Our approach to reducing and controlling the risks of bribery.
- Rules for accepting gifts, hospitality and donations.
- Guidance on how we conduct our business.
- Rules to prevent conflicts of interest.

Scope of the Policy

All employees, contractors, consultants, agency workers and anyone else acting on behalf of the company is required to comply with this policy when dealing with job applicants, clients (prospective or current), suppliers, partners and anyone else with whom they come into contact during the course of their employment/engagement.

Responsibilities

It is the direct responsibility of the Managing Director to ensure the implementation of this policy on a day-to-day basis; however, all employees have a responsibility to accept their personal involvement in applying it and must:

- Comply with the Bribery Act 2010 and with any other anti-bribery or anti-corruption legislation that applies in any part of the world in which the company does business.
- Be aware of their obligations under current anti-bribery legislation.
- Be familiar with this policy and ensure that it is followed by both themselves and employees for whom they have a responsibility.
- Sign our Anti-Bribery and Anti-Corruption Code of Conduct before starting work with the company or its clients.
- Act honestly and with integrity in all dealings.
- Disclose any anticipated or known conflict of interest which may have the potential to interfere with their loyalty or objectivity while carrying out their job.
- Notify their line manager of any alleged or suspected instances of bribery or corruption (including being offered any form of bribe).

Disciplinary action may be taken against any employee who acts in breach of this policy or any part of the Framework Agreements or Call-off Contracts that the company has entered into. Disciplinary action may include summary dismissal in the case of a serious breach or repeated breaches of this policy, Framework Agreements or Call-off Contracts. In other cases, it may include a verbal or written warning, remedial action or training. Disciplinary action may also be taken against any employee who makes malicious or vexatious

allegations of bribery or corruption. Such action will be taken in accordance with the Company's disciplinary procedure.

Consultants, contractors and agency workers acting on behalf of the company who breach this policy may be subject to having their contract/assignment suspended pending investigation or terminated with immediate effect.

Breaches of the Bribery Act 2010 may also result in the employee, consultant, contractor or other person responsible being held personally liable, and if found guilty, subject to receiving a criminal record and up to 10 years' imprisonment.

If the company is found to have taken part in bribery or corruption or fails to implement adequate procedures to prevent bribery and corruption, it too could face criminal proceedings and an unlimited fine as well as being prevented from tendering for Government contracts.

Bribery & Corruption

The company defines bribery as offering a financial or other advantage to encourage a person to perform their function or activity improperly or to reward that person for having done so. It includes inducements, commissions or rewards of any kind; promising or giving an advantage; or requesting or agreeing to receive or accept an advantage in any dealings with employees, candidates, clients, individuals acting on behalf of clients or any other third parties.

The four main criminal offences under the Bribery Act 2010 are:

- Bribing another person.
- Being bribed/accepting a bribe.
- Bribing a foreign public official (i.e. someone who holds a legislative, administrative or judicial position outside the UK).
- Failure by a commercial organisation to prevent bribery.

Reachout Medical Ltd confirms that none of its employees (or any other person acting on its behalf) have been suspended from doing business due to an allegation of fraud, misrepresentation, bribery, corruption, tax evasion, terrorism or other related activities; or have been charged with any criminal act. Similarly, no employee or any other person acting on Reachout Medical's behalf has been found to be in breach of competition/anti-trust legislation or been barred from bidding on any Government of public contract either in the UK or abroad.

Reachout Medical Ltd (including its employees and any other person acting on its behalf) will not offer inducements, commissions, rewards of any kind outside of the company's commission scheme; or participate in any act of bribery as defined above.

To ensure compliance, we will:

- Forego contracts rather than be involved in offering, promising, soliciting, demanding, giving or accepting bribes, incentives or gifts in return for business/commercial advantage.
- Support employees faced with losing a contract or sale owing to the company's refusal to become involved in bribery or corruption. No employee will suffer demotion, penalty or any other adverse consequence for refusing to pay bribes or reporting suspected malpractice, even if such refusal/reporting results in loss of

business.

- Use best endeavours to ensure that employees or any other person acting on its behalf does not accept, request or offer any type of reward in return for a favour/favourable treatment.
- Not act improperly or offer/accept incentives, gifts or hospitality with the intention of persuading anyone to act improperly.
- Not make political contributions, donations or sponsorships and so avoid the perception that the intention is to gain an advantage as a direct result of the contribution, donation or sponsorship.
- Not engage a politician, former politician or candidate for political office as a consultant under any circumstances.
- Not attempt to influence or incentivise a current or former public official (i.e. an official who exercises a public function or acts on behalf of a public organisation; or anyone who holds a legislative, administrative or judicial position of any kind, whether appointed or elected) in the performance of their duties either in the UK or internationally.
- Prohibit employees or anyone working on our behalf from endeavouring to speed up a routine administrative process either directly or indirectly via a facilitation or grease payment to a public official (however small). Any request for such payments must be refused and reported immediately to a Line Manager.
- Use best endeavours to ensure that any payments or incentives to third parties that could subsequently be construed as a bribe are recorded together with the business reason for offering/making them.
- Ensure that employees and agency workers are aware that they are expected to act honestly and within the law (including the Bribery Act 2010) and will be requested to confirm their understanding of, and compliance with this requirement in writing prior to entering any type of business or employment relationship by signing our Anti-Bribery Code of Conduct.
- Seek to mitigate risk of bribery through conducting a risk assessment in relation to local business conditions and customs prior to engaging in business activities outside the UK.
- Extend a zero-tolerance approach to acts of bribery and has procedures in place to identify and deal with potential irregularities that may be construed as bribery or corruption in line with current legislation.
- Co-operate fully with the appropriate authorities to investigate any allegations of bribery or corruption.

It is our objective to ensure that charitable donations, contributions or sponsorships genuinely benefit the causes to which they are given and that funds are not misappropriated or interpreted as bribery. As a company we will carry out due diligence to ensure that the recipients of any donations, contributions or sponsorships are bona fide and that the funding will be used for the purpose that it is intended. We will do this by ensuring that:

- Donations are only made to registered charities or that the recipients of any other donations are researched to ensure that they are legitimate and that in the case of donations to an individual, the beneficiary is identified and approved in advance.
- An audit trail is maintained of all company donations and sponsorships to enable them to be monitored to ensure funds are being used as agreed.
- All cash donations have a full description detailing the body or person in receipt of the funding and its purpose.

Risk Management

We review all risks to our processes and procedures at least annually and if appropriate, more regularly in line with legislative changes or prevailing circumstances.

We are an active member of The REC. We also work with external consultants to ensure our policies and procedures remain up to date with legislation, regulation and best practice. This means that we identify any changes to anti-bribery legislation and keep abreast of bribery or corruption issues that impact the recruitment and healthcare sectors. We analyse such risks to establish if they have the potential to impact our own or our clients' business and adapt our procedures accordingly. Any changes to procedure are monitored and documented to ensure they do not have any unintended outcomes.

When engaging organisations or people to work with us, we will undertake due diligence and conduct appropriate checks before engaging them to represent us in business dealings.

Conflicts of Interest, Corporate Gifts and Hospitality

Reachout Medical Ltd holds the trust and confidence of those with whom it deals, including clients, suppliers, employees and agency workers as fundamental to its success. Conflicts of interest potentially undermine the relationship of the Company with its partners. In order to help preserve and strengthen these relationships, the Company has developed rules and guidelines concerning the conduct of its officers, employees and agency workers aimed at minimising the possibility of conflicts of interest.

The Bribery Act 2010 states that "genuine hospitality or similar business expenditure that is reasonable and proportionate" is not illegal and should not be counted as bribery. Employees, however, may not accept corporate hospitality or gifts which could be considered an incentive or enticement, particularly if they have the potential to place the recipient under any obligation or if they have the potential to create any type of conflict of interest.

Internal Staff/Employees

We do not prohibit normal and appropriate gifts and hospitality (given or received) to or from third parties, however, employees (internal staff) must understand what is regarded as normal and appropriate in terms of financial limits subject to the principles below, namely that any gift or hospitality:

- Must not be made with the intention of improperly influencing a Third Party (e.g. to obtain, retain or reward business/a business advantage, or in exchange for favours or benefits).
- Must comply with local law in all relevant countries.
- Must be given in the name of the organisation, not in an individual's name.
- Must not include cash or a cash equivalent.
- Must be of an appropriate type and value and given at an appropriate time taking into account the reason for the gift.
- Must be given openly, not secretly.
- In the case of gifts, must not be offered to, or accepted from, government officials or representatives, politicians or political parties, without the prior approval of the Managing Director.

It is NOT acceptable for any employee to:

- Give, promise to give, or offer a payment, gift or hospitality with the expectation or hope that they or the company will improperly be given a business advantage, or as a reward for a business advantage already improperly given.
- 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.
- Accept payment from any third party where it is known or suspected that it is offered or given with the expectation that they will improperly obtain a business advantage.
- Accept a gift or hospitality from a third party where it is known or suspected that it is offered or provided with an expectation that a business advantage will be improperly provided by the company in return.
- Accept a gift of hospitality from a third party in return for selling or promoting services on behalf of that third party to temporary workers.
- Threaten or retaliate against another employee or worker who has refused to commit a bribery offence or who has raised concerns under this policy.
- Engage in any activity that might lead to a breach of this policy.

Any corporate gifts or hospitality irrespective of value (whether being given or received) must be disclosed to and approved by the Managing Director prior to being given/accepted. Details of such gifts including the purpose of the gift, the giver and recipient, the nature of the gift/hospitality, its value and who has approved it must be fully documented in the Gifts/Hospitality Register. This register will then be audited by the Managing Director on a quarterly basis.

Corporate gifts are aimed at thanking customers or suppliers for their loyalty and custom and not as an incentive or inducement for future favourable treatment or business.

Promotional gifts without significant value (e.g. stationery, chocolates, or other gifts under the value of £50) need not be disclosed but should be shared with other employees. If it is felt that any gift received might constitute an act of bribery, then the gift must be passed to the Managing Director who will return it to the donor explaining the company policy.

Employees and anyone working on behalf of Reachout Medical Ltd must also disclose any anticipated conflict of interest which may have the potential to interfere with the person's loyalty and objectivity while carrying out their job. This includes any relationship with employees or representatives of a supplier, business associate or competitor which may influence or appear to influence their business judgement. Examples of this include (but are not limited to) having a relative or close personal relationship with someone who is employed by a supplier, business associate or competitor; having a significant interest in a company that we do business with; supervising a family member and having a second job. Any potential conflict of interest must be disclosed to the Managing Director to allow us to establish the best course of action.

Agency Workers

Agency workers may not seek money, gifts, favours, or rewards for services rendered, either for themselves or for any third party under any circumstances. It is not uncommon for a patient, their friend or relative, to offer a voluntary gift as a mark of appreciation for care/service that has been provided. **Any offer of a gift or incentive of any description to an agency worker must be politely refused; with an explanation that acceptance would be against both Reachout Medical's and the Client's policy.**

Reachout Medical Ltd will operate in accordance with the policies, procedures and restrictions of its clients in relation to corporate hospitality, gifts, conflicts of interest or an

incentive where such information forms part of a contract or has been specified in writing to the company.

Common Indicators of Bribery/Corruption

This list (compiled by the Serious Fraud Office) is not exhaustive and the ingenuity of those involved in bribery and corruption knows no bounds!

Employees, contractors, consultants and anyone else acting on behalf of the company should beware of, and report:

- Any abnormal cash payments (in terms of value, method of payment, use of unusual bank accounts or via a country with whom the transaction/company has no connection).
- Pressure exerted for payments to be made urgently or ahead of schedule.
- Lavish gifts being received.
- Any individual who is secretive or insists on dealing with specific clients/suppliers himself or herself, even if he/she is ill or on holiday.
- People making unexpected or illogical business decisions.
- Missing documents or records regarding meetings or decisions.
- Company procedures or guidelines not being followed.
- Bypassing of normal tendering/sign off procedures.
- Agreeing to contracts that are clearly not favourable to the organisation.
- Invoices being agreed more than the contracted value without reasonable cause
- People appearing to enjoy a lifestyle that appears to be clearly outside of their earnings potential/circumstances.

Reporting & Disclosure Procedure

Reporting

Reachout Medical Ltd requires that employees, workers and any other person acting on behalf of the Company reports any allegation or suspicion of direct or indirect bribery, corruption, facilitation/grease payments or malpractice immediately to Managing Director who will record details of the allegation and conduct a full investigation.

All records and supporting documentation must be collated and maintained with strict accuracy and completeness – nothing will be considered “off the record” to conceal improper payments or behaviour.

Any disclosure you make will be kept confidential during any investigation to the extent that it is practicable and appropriate. We will support anyone raising a genuine concern in good faith under this policy, even if they turn out to be mistaken.

Where it is deemed appropriate a full report will be made to the relevant authorities or police.

Disclosure

Reachout Medical Ltd requires any employee or any other person acting on behalf of the Company to disclose to the Managing Director prior to commencing/throughout employment/engagement or assignment with the company:

- Details of any relative or family member who is a current or former Government or public official or is a candidate for political office.
- If they have been suspended from doing business due to an allegation of fraud, misrepresentation, bribery, corruption, tax evasion, terrorism or other related activities or have been charged with any criminal act.

- If they have been found to be in breach of competition/anti-trust legislation or have been barred from bidding on any Government of public contract either in the UK or abroad.

Training

Details of this policy will be covered as part of the company induction procedure for new employees. All contractors and consultants will also be informed of this policy at the outset of any agreement/assignment. This will include informing all parties of their responsibilities and the process they should follow in the event of suspected or alleged incidence of bribery or corruption.

Any changes to this procedure are communicated to all employees, contractors and consultants in writing via email and also via training and workshops as appropriate depending on the nature of the change.

Audit & Review

All reported allegations of bribery or corruption together with any ensuing investigation are documented. Any corporate gifts or hospitality with a value more than the values highlighted previously in this policy will be recorded in the associated register which will be internally audited on a quarterly basis. Furthermore, we will conduct a review of financial transactions for the period to ensure that all payments from the company are legitimate and can be accounted for. Particular attention will be paid to payments with vague or incomplete descriptions or those relating to:

- Consultants, third party sales intermediaries or vendors.
- Employee expenses.
- Licences, permits or dealings with regulatory authorities.
- Gifts, travel and corporate entertainment.
- Cash transactions and petty cash.
- Charitable donations.

The Directors will maintain a register of anti-bribery laws and will monitor changes to such laws and any court decisions to support the review of this policy. Risks to the business and effectiveness of our procedures may change over time and as such this policy may be altered from time to time considering legislative changes or other prevailing circumstances (for example if we enter new markets).