



THE UNIPART GROUP OF COMPANIES	
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1. Introduction

The concept of a 'bribe' is broad. It covers the offer, promise or giving of any financial or other advantage which is intended to induce or reward the improper performance of a public function or business activity. 'Improper performance' covers any act or omission that breaches an expectation of good faith or impartiality, or an expectation arising from a position of trust.

For the purposes of this policy 'Serck' means Serck Services International, trading as Serck Services (Gulf) Ltd; Sharjah, Serck Services Company (LLC); Abu Dhabi, Serck Services (Oman) LLC; Oman and Serck Services (Bahrain) EC, Bahrain.

Bribery and corruption is, unfortunately, a feature of corporate and public life in many countries across the world. Serck therefore has a clear policy to prevent bribery and we support our employees to make decisions in line with this policy.

Our corporate conduct is based on our commitment to act professionally, fairly and with integrity. Serck does not tolerate any form of bribery and corruption.

There are 4 key offences in the Bribery Act 2010 that comes into place in April 2011:-

- Giving bribes: It is an offence to promise, offer or give a bribe (whether directly or through a third party).
- Receiving bribes: It is an offence to request, receive or agree to receive a bribe.
- Bribery of a foreign public official: It is an offence to bribe a foreign public official. The definition of a foreign public official covers both foreign government officials and individuals working for international organisations.
- Failure of an organisation to prevent bribery: An organisation may be guilty of a corporate offence if someone acting on its behalf commits a bribery offence, regardless of whether or not the organisation knew.

The corporate offence will be committed if:

- the bribery is committed by a person associated with the relevant commercial organisation; and
- the person intends to secure a business advantage for the organisation; and
- the bribery is either an active offence (giving or receiving bribes) or a public offence (bribing a foreign public official). Penalties for the basic bribery offence under the Act include fines and/or imprisonment for up to ten years (for the more serious offences). *Organisations if found guilty of the corporate offence face unlimited fines, prosecution costs and possible debarment from EU and US public sector procurement opportunities. The only corporate defence is that the organisation had in place adequate procedures designed to prevent such behaviour.*

"Associated Person" has a wide definition - it includes people who perform services for or on behalf of a company, which means that employees, agents, subsidiaries or joint venture partners are caught by the definition. 'It is irrelevant where the bribery is

committed, which means a foreign corporate entity can be prosecuted in the UK in respect of a foreign bribe merely by virtue of having a business presence in the UK (even if the bribe is unrelated to the UK business). The only defence employers will be able to show is that they have "adequate procedures" in place designed to prevent bribery.

2. Purpose

The purpose of this policy is to ensure compliance by any employee or Associated Person of Serck with the applicable anticorruption law and anti-bribery laws. Violation of our policies could subject Serck, its directors and employees to severe penalties, including fines and imprisonment, and could be very damaging to Serck's business and its reputation.

3. Scope

This policy applies to Serck Services International trading as Serck Services (Gulf) Ltd; Sharjah, Serck Services Company (LLC); Abu Dhabi, Serck Services (Oman) LLC; Oman and Serck Services (Bahrain) EC, Bahrain.

4. Serck's Approach to Bribery and Corruption

Serck's Anti-Bribery and Corruption Compliance Procedures & Guidelines comprise:

- Anti-Bribery and Corruption Policy statement
- Top down well informed leadership
- Defined roles and responsibilities as specified
- Policies and procedures developed to address key risks
- A corporate register of declarable gifts, favours and hospitality given or received
- Training and information for all employees, with special training for key categories of staff and the Serck Executive Committee (SEC).
- Regular monitoring and review of the risks and the effectiveness the risk control measures

5. Serck Bribery and Corruption Policy Statement

Serck is committed to carrying out business fairly, transparently, honestly and openly. We seek to operate responsibly wherever we work in the world and to engage with our stakeholders to manage the social, environmental and ethical impact of our activities in the different markets in which we operate.

It is the policy of Serck that each director, officer and employee, will comply in all respects with all applicable UK law and (in addition and where relevant) local laws of overseas countries, standards and principles relating to anti-corruption in each of the jurisdictions in which the Company trades, operates or has any other activity.

Each Serck Company will establish and enforce effective compliance procedures. Any breaches of those procedures will be treated as serious disciplinary offences. No form of bribery, including improper offers or payments either to or from employees, will be tolerated.

Contacts by or on behalf of Serck with governments, government agencies or officials will be conducted in compliance with our Anti Bribery and Corruption Compliance Procedures & Guidelines and in a manner to ensure compliance with applicable anti-corruption laws.

Any consultants, advisors or other agent retained to assist or represent Serck with respect to governments, government agencies or officials will be informed of this policy and required to comply with its terms. Such agents will be retained only in accordance with the Anti-Corruption Compliance Procedures. The responsibility for ensuring that each Serck Company complies with anti-corruption law rests with the Managing Director and the senior management team. The responsibility for ensuring that Serck Staffs complies with anti-corruption law rests with the Heads of Functional Departments and their senior management team.

This top-level statement will be made public and communicated to all Serck Companies, Joint Venture partners, Agents and Suppliers.

6. Responsibilities

6.1 Serck Executive Committee (SEC)

- Has the primary responsibility for formulation of the policy
- All SEC members will receive Anti Bribery and Corruption training
- Will sign up to the Serck Anti Bribery and Corruption policy

6.2 The Finance Director will:

- monitor the Corporate Register of Gifts, Hospitality, Gratuities and Sponsorship

- report annually to the SEC and Unipart International Board of Directors on the effective implementation of Serck's Anti-Bribery and Corruption Policy

6.3 Serck's Managing Director will:

- establish appropriate management controls and procedures within their operations and ensure that heads of business units are held responsible for the effective implementation of the policies and procedures in their area of responsibility
- ensure that their senior management team are suitably trained and that relevant information and training is cascaded throughout their organisation
- if any instance of bribery or corruption is identified, will take remedial steps immediately
- ensure suitable Anti-Bribery and Corruption Compliance Procedures for consultants and agents are in place
- ensure that any employee or other person working on behalf of Serck is not penalised for not taking or receiving a bribe, even if it results in the Company losing business
- provide suitable information annually to the Unipart Group Company Secretary to facilitate the creation of an annual, suitable and transparent Unipart Board report
- monitor entries related to their division on the Corporate Register of Gifts, Hospitality, Gratuities and Sponsorship

6.4 Serck Divisional Operations Directors will:

- ensure that appropriate management controls and procedures are implemented, monitored and enforced in their functions and that Functional Managers are responsible for the effective implementation of the policies and procedures in their area of responsibility
- ensure that Functional Managers within Serck Staffs are suitably trained and that relevant information and training is cascaded throughout their organisation
- if any instance of bribery or corruption is identified, take remedial steps immediately
- ensure suitable Anti-Corruption Compliance Procedures for consultants and agents used by their functions are in place
- will ensure that any employee or other persons working in their function is not penalised for not taking or receiving a bribe, even if it results in Serck losing business
- will ensure that Functional Managers provide suitable information to facilitate the creation of an annual, suitable and transparent Unipart International Board report
- monitor entries related to their Function on the Corporate Register of Gifts, Hospitality, Gratuities and Sponsorship

The Finance Director will designate the Heads of Functional Departments for the purpose of this policy ensuring that all employees and others working on behalf of Serck Staffs are associated with a relevant Head of a Functional Department.

6.5 The SEC will:

- ensure that all individuals appointed to senior management positions are vetted to ensure that they have not been directly involved in Bribery and/or corruption
- communicate this policy and relevant guidance to employees across the Group, through our established internal communication channels
- provide training and information about Bribery & Corruption
- Ensure induction and employee handout materials are produced and distributed to all employees so they are aware of company policies and requirements.

6.6 Divisional and Business Unit Purchasing will:

- communicate this policy to our suppliers
- seek reciprocal anti-bribery agreements with suppliers and service providers
- ensure suitable contractual obligations and management controls are in place to verify compliance with this policy

6.7 Divisional and Business Unit Sales will:

- ensure that employees or other persons involved in sales and marketing activities do not engage in bribery or any form of unethical inducement or payment including facilitation payments and 'kickbacks'
- will not offer facilitation payments directly or indirectly

6.8 Employees must:

- avoid any activities that might lead to, or suggest, a conflict of interest with the business or policies of the Company
- seek advice and/or gain approval for any substantial hospitality, favours or gifts accepted or offered (*see Business Conduct, Gifts, Hospitality & Gratuities section of this Policy*)
- declare and keep a record of substantial hospitality, favours or gifts accepted or offered, which will be subject to managerial review (*see Business Conduct, Gifts, Hospitality & Gratuities section of this Policy*)
- raise concerns about any instance of actual or proposed malpractice at the earliest possible stage
- The prevention, detection and reporting of bribery is the responsibility of all employees throughout Serck. Suitable channels of communication by which employees or others can report confidentially any suspicion of bribery via the Whistleblower's section of this Policy.

Employees will receive the full support of Serck when refusing to pay or receive a bribe, even if it may result in the Company losing business

7. Whistle Blowing

Serck enables employees and others to raise serious concerns within Serck rather than overlooking a problem or 'blowing the whistle' outside. Serck encourages employees to bring to the company's attention any concerns relating to malpractice (including illegality) at work which has occurred, or may occur, and to ensure that they suffer no detriment as a result.

8. Gifts, Hospitality & Gratuities.

This Section includes established and temporary employees employed under a contract of service and any other contractors, consultants or persons acting in the name of the company

Serck expects from its employees, and all others that represent it, the highest standards of integrity and conduct in all matters concerning the company. Employees must not subordinate their duty to their private interests or place themselves in any position where their responsibilities towards the company might conflict with their private interests or give grounds for suspicion in this regard

Our customers are entitled to expect frankness and integrity from us, and this must not be compromised

The company looks to its employees to exercise scrupulous care at all times in these matters, particularly in relation to the following:

- gifts, loans, benefits and hospitality
- financial and business interests;

- Official information.

In all circumstances, all employees and others who represent the company must adhere strictly to this policy. Failure to do so will result in summary dismissal and may result in criminal prosecution.

A “gift” is defined as any item of cash or goods, or any service which is provided for personal benefit at less than its commercial value. The only exceptions to this definition are merchandise samples which are given to an employee **for a bona fide business purpose**.

No Gifts or favours can be accepted or solicited by a company, employee or other representative or by a member of his/her close family, from people or organisations with whom that person has business dealings on behalf of the company.

The following types of gift are **not** allowed:

- all personal gifts, received either at home or at work,
- gifts delivered to a hotel room to “welcome” the Serck employee on arrival;
- Personal services provided by a supplier/contractor at nil or reduced cost (e.g. garment alterations, building or maintenance work);
- Payment by suppliers to subsidise Serck Companies events (e.g. Christmas parties).

Any offer of an unreasonably generous gift, favour or hospitality that is received should immediately be reported by the employee or representative’s manager. It is important for employees and other representatives to be aware that corruptly soliciting or receiving any gift or favour (including any attempt) is a criminal offence

If any unacceptable gifts, loans or benefits are received, they must be returned with a letter politely explaining the terms of this policy and stating that the recipient is prohibited from accepting them.

Any gift which cannot be returned (e.g. perishables) should be disposed of at the Senior Manager’s discretion; for example, given to charity. In these cases the supplier should also be informed, in writing, of the company’s action.

The following exceptions to the above are permitted:

- low value “promotional” gifts (e.g. calendars, diaries) inscribed with the provider’s name;
- in cases of prolonged absence from work e.g. sickness or the birth of a child, traditional gifts, such as flowers, fruit or confectionery of a reasonable value can be given;
- “Departmental” gifts of a reasonable value, intended to be shared by non-management staff (e.g. confectionery).

Gifts which are presented openly at such times as Christmas and are not considered to be a bribe or inducement must also be disclosed as above

Offers to an employee or representative, or to a member of his/her close family, of hospitality or entertainment of a frequency, type or scale which the organisation would not wish to reciprocate, must not be accepted.

All acceptance of and provision of hospitality must be reported in writing to the appropriate manager within seven days. Hospitality such as business meals or drinks must be on an appropriate scale and must not render the employee or representative in a position where they may be influenced in making a decision in relation to company business

If the hospitality is more generous, advance clearance must be obtained from a department manager.

If any employee or other representative of the organisation has any personal, financial or other problems he/she may be more vulnerable to offers of inducements than would otherwise be the case. It is therefore in their interest to discuss such matters in confidence with their manager when such a problem is identified, both to secure assistance and advice and to avoid unwarranted suspicion.

It is recognised that where a business relationship has developed into a personal friendship, which exists outside the working environment, then personal presents are likely to be exchanged (e.g. birthdays, Christmas, retirements). This is permissible provided that Gifts are paid for by the individual, not the "supplier's" organization.

Any employee or representative must disclose in writing to their divisional Director any financial interest they or their close relatives or associates have in any business which supplies or supply goods or services to the company

The company regards the requirement to declare interests as a contractual responsibility. Disciplinary action will be taken against employees who fail to declare a relevant interest or abuse their official positions for self benefit or the benefit of families, friends or associates.

No employee or representative may be financially involved in any outside business if his/her activities on behalf of the company could materially affect the fortunes of that business. This includes businesses which are or which become suppliers, customers or competitors. If any such interests are already held the employee must declare these in writing to their manager, who will advise whether action is necessary.

All employees are employed under Serck sponsorship and will devote the whole of their working time to this employment and not take up any other employment (whether paid or unpaid) without the consent of the company.

Serck will not permit its employees to engage in outside employment which could conflict with or detrimentally affect their duties with the Company.

9. Disciplinary Process.

Serck's Disciplinary Process will be enforced and is compliant to UAE Labour Law requirements as per Articles 102 to 112 and Article 120.

10. CONFIDENTIAL INFORMATION

No employee, former employee or representative of the Company may disclose to unauthorised persons confidential or other classified information to which (s)he has access. Information, data, specifications and all documents relating to Serck Services business, our clients' business and personnel must be treated as confidential.

It is important that confidentiality is maintained. An appropriate level of authorisation must be obtained before any information which may be of a confidential nature is passed to other employees or outside agents who may not be authorised to receive it. Also it is essential when transmitting information in a written form, that care is taken to ensure that where this is of a confidential nature it is addressed correctly. The uncontrolled or premature release of information externally can be extremely damaging and may result in competitors gaining a commercial advantage. Such information may be of a technical, financial, commercial or personal nature or may relate to the company's plans for the future.

Some employees or representatives may need to take home documents on which they are to work and which relate to their job function. They are responsible for the security of these documents. Employees or representatives must not publish literature, deliver any lecture or make any communication to the press, radio or television relating to the business or any other matters in which the business may be concerned, unless this is with the authority of the SEC.

11. Further information and guidance

Where clarification is required on any aspect of this policy this may be obtained from the Finance Director

12. Monitoring and review

The Serck Executive Committee will review the implementation of this policy in respect of its suitability, adequacy and effectiveness and make improvements as appropriate.

The Finance Director will produce and annually report on this issue to the Unipart International Board.