



IN CONFIDENCE

Manx Telecom Trading Limited

IA/F9/002
Issue 8
Sep
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MANX TELECOM TRADING LIMITED

ANTI BRIBERY & CORRUPTION POLICY

An anti-corruption and bribery policy based on the UK Bribery Act 2010 and the IOM Bribery Act 2013.

Contents

1. Policy Statement
2. Who is covered by the policy?
3. What is bribery?
4. Gifts and hospitality
5. What is not acceptable?
6. Facilitation payments and kickbacks
7. Donations
8. Your responsibilities
9. Record-keeping
10. How to raise a concern
11. What to do if you are a victim of bribery or corruption
12. Protection
13. Training and communication
14. Who is responsible for the policy?
15. Monitoring and review



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Schedule 1

1. Potential risk scenarios “red flags”



1. POLICY STATEMENT

- 1.1 It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.
- 1.2 We remain committed to using best practice both on the IOM and in the UK. We will, as a minimum, uphold the IOM Bribery Act 2013, the UK Bribery Act 2010 and all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.
- 1.3 The purpose of this policy is to:
- set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption;
 - and provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.
- 1.5 We have identified that the following are particular areas of risk for our business, Gifts and Hospitality, especially around the areas of Procurement, Corporate Sales and Business Development. To address those risks we have put processes and controls in place to monitor and identify any issues. Employee training is also carried out to highlight this issue.
- 1.6 In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2. WHO IS COVERED BY THE POLICY?

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as workers in this policy).



3. WHAT IS BRIBERY

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

4. GIFTS AND HOSPITALITY

4.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

4.2 The giving (or receipt) of gifts is not prohibited, if the following requirements are met:

- a) It is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit exchange for favours or benefits;
- b) It complies with local law;
- c) It is given in our name, not in your name;
- d) It does not include cash or a cash equivalent (such as gift certificates or vouchers);
- e) It is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- f) Taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time
- g) It is given openly, not secretly; and
- h) Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without prior approval of your manager.

4.3 We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

5. WHAT IS NOT ACCEPTABLE?

It is not acceptable for you (or someone on your behalf) to:

- a) Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;



- b) Give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative

6. FACILITATION PAYMENTS AND KICKBACKS

- 6.1 We do not make, and will not accept, facilitation payments or “kickbacks” of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the Isle of Man, or in the UK, but are common in some other jurisdictions.
- 6.2 If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your manager.
- 6.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

7. DONATIONS

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices.

8. YOUR RESPONSIBILITIES

- 8.1 You must ensure that you read, understand and comply with this policy.
- 8.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 8.3 You must notify your manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future (Please refer to the Whistle Blower policy section 10). For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further “red flags” that may indicate bribery or corruption are set out in the Schedule.
- 8.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.



9. RECORD-KEEPING

- 9.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 9.2 You must declare and keep a written record of all hospitality or gifts accepted or offered on the Gifts and Hospitality online declaration form, which will be subject to managerial review.
- 9.3 You must ensure all expenses claimed relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- 9.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

10. HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with a senior manager or the Company Secretary. Concerns should be reported by following the procedure set out in our Whistleblowing Policy. A copy of our Whistleblowing Policy can be found on the Manx Telecom Intranet or by contacting the Human Resources or Internal Audit Departments.

11. WHAT TO DO IF YOU ARE A VICTIM OF CORRUPTION

It is important that you tell your manager or the Company Secretary as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

12. PROTECTION

- 12.1 Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing may worry about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 12.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Company Secretary immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be found on the Manx Telecom Intranet or by contacting the Human Resources Department.



13. TRAINING AND COMMUNICATION

- 13.1 Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.
- 13.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

14. WHO IS RESPONSIBLE FOR THE POLICY?

- 14.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 14.2 The Company Secretary has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

15. MONITORING AND REVIEW

- 15.1 The Company Secretary will monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.
- 15.2 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 15.3 Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Company Secretary.
- 15.4 This policy does not form part of any employee's contract of employment and it may be amended at any time.



SCHEDULE 1

POTENTIAL RISK SCENARIOS: “RED FLAGS”

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery laws. The list is not intended to be exhaustive and is for illustrative purposes only. A useful additional indicator can be to consider how the matter would look if it became reported in the media.

If you encounter any of these red flags while working for us, you must report them promptly using the procedure set out in the Whistle blowing policy):

- a) You become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) You learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with foreign government officials;
- c) A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- d) A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- e) A third party requests that payment is made to a country or geographical location different from where the third party resides or conducts business;
- f) A third party requests an unexpected additional fee or commission to “facilitate” a service;
- g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
- h) A third party requests that a payment is made to “overlook” potential legal violations;
- i) A third party requests that you provide employment or some other advantage to a friend or relative;
- j) You receive an invoice from a third party that appears to be non-standard or customised;
- k) A third party insists on the issue of side letters or refuses to put terms agreed in writing
- l) You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have provided;
- m) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;



- n) You are offered an unusually generous gift or offered lavish hospitality by a third party;

IOM Bribery Act 2013 and UK Bribery Act 2010: Statement of ethics

Manx Telecom prides ourselves on our reputation for acting fairly and ethically wherever we do business. Our reputation is built on our values as a company, the values of our employees and our collective commitment to acting with integrity throughout our organisation.

Manx Telecom condemns corruption in all its form and we will not tolerate it in our business or in those we do business with. From the confines of our working environments, it is sometimes difficult to grasp the scale of the damage that bribery does to societies. It is not a victimless crime; far from it:

“Corruption ... undermines democracy and the rule of law, leads to violations of human rights, distorts markets, erodes the quality of life and allows organised crime, terrorism and other threats to human security to flourish. This evil phenomenon is found in all countries – big and small, rich and poor ... corruption hurts the poor disproportionately by diverting funds intended for development, undermining a government’s ability to provide basic services, feeding inequality and injustice and discouraging foreign aid and investment. Corruption is a key element in economic under-performance and a major obstacle to poverty alleviation and development.” (Kofi Annan, former UN Secretary General)

Our Code of Conduct sets out in details how you should behave and what you should do if you are confronted with corruption. We expect that all of you will embrace the Code and use in all aspects of your day-to-day work.

The Code is for your benefit as much as for Manx Telecom’s. If convicted of a bribery offence Manx Telecom Ltd might get a significant fine and suffer lasting reputational damage. If you are convicted of a bribery offence, you could face up to ten years in prison. The potential harm done by bribery, both to Manx Telecom and to you, is long term and hugely outweighs any potential short term gain. Bribery is just not worth the risk.

If you have any doubts about anything at all, refer to the Code of Conduct or you can speak to your manager Director of HR, or the Company Secretary/ Finance Director in complete confidence. We are committed to eradicating corruption and we will stand by you in acting ethically.



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DOCUMENT CHANGE HISTORY

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01 Oct 2013	Audit Committee Approval	Audit Committee
14 th Oct 13	Version 3 Changes made following presentation to Audit Committee	Jayne Simpson
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27 May 2014	JH comments included	Sally Lawrence
18 Jun 2014	HS comments included	Sally Lawrence
25 Jul 2014	JH comments included	Sally Lawrence
06 Nov 2014	JH comments included	Sally Lawrence
06 Nov 2014	HS review	Sally Lawrence
05 Jan 2016	Annual review	Sally Lawrence
21 March 2017	Annual review	Neilan Shaw
13 September 2022	Updated Review	Johnathan Lee