



Anti-Bribery

Policy Statement

Introduction:

The Bribery Act 2010 (the “Act”) came into force on the 1 July 2011. The Act has main offences of:

- Offering or receiving bribes,
- Bribery of foreign public officials, and
- Failure to prevent a bribe being paid on an organisation’s behalf.

The Act specifically creates a new offence under Section 7 which can be committed by commercial organisations which fail to prevent persons associated with them from bribing another person on their behalf. However, an organisation shall have a full defence if it can prove that despite a particular case of bribery it nevertheless had adequate procedures in place to prevent persons associated with it from bribing.

The Act contains two general offences covering the offering, promising, or giving of a bribe (active bribery), and the requesting, agreeing to receive or acceptance of a bribe (passive bribery).

Policy Objective:

The objective of this policy document is to clearly set out the scope of behaviour that First Recruitment Group finds acceptable and lawful, and to provide a framework to enable our employees to understand and implement such behaviour to enable compliance in relation to the Bribery Act 2010.

The Policy reflects the six principles for implementing adequate procedures to prevent bribery namely:

- Proportionality
- Top-level commitment
- Risk assessment
- Due diligence
- Communication
- Monitoring & review

In combination with related key documents this policy will also enable our employees to identify and report back to us on behaviour which represents a potential breach.

Bribery is a criminal offence. We will not accept or pay a bribe, facilitation payment, kickback, or other improper payment or inducement to any person or company for any purpose, nor will we accept such improper payments or inducements from any client, supplier, or sub-contractor.

We will always ensure that we operate with appropriate transparency in all our business dealings.

We expect our employees, workers, suppliers, and sub-contractors to demonstrate honesty, integrity, and fairness in all aspects of their business dealings, and exercise appropriate standards of professionalism and ethical conduct in all their activities.

We will not penalise any employee, and no employee should be concerned about damaging their career prospects with the company due to:

- The loss of any business due directly to the refusal by that employee to give a bribe; or
- An employee raising a concern regarding another employee, or third party relating to the giving or receiving of a bribe.

This policy applies to all employees of First Recruitment Group based in group offices world-wide and any employee conducting company business globally.

Definition of Improper Performance:

The expression “improper performance” or to “act improperly” is used several times within this policy document. In all cases where either of these terms are used, they shall mean performance which amounts to a breach of an expectation that a person will act in good faith, impartially or in accordance with a position of trust.

Policy Responsibilities:

Overall responsibility for setting the parameters of this policy and ensuring its implementation sits with the Managing Director.

Responsibility for updating the policy in-line with current statutory obligations and requirements, and industry best practice sits with the Head of Commercial & Compliance.

Responsibility for ensuring this policy and any future updates to it are read by all current and future employees sits with the Head of People & Culture. All employees must read and understand their responsibilities under this policy. If an employee is not entirely clear about their responsibilities under this policy, they should contact their line manager, a senior manager or the Head of People & Culture to request further clarification or training as necessary.

All employees have a responsibility to act in accordance with this policy and to report any suspected act, or potential act of bribery as soon as they become aware of it.

All employees have a responsibility when buying services or products, or referring business to any supplier of First Recruitment Group to follow all relevant company guidelines, whether verbal or written, and including the parameters set out in this policy, without regard for any gift, hospitality or entertainment which may have been provided to the employee or any other employee or relevant third party by any supplier.

Main Bribery Risks:

Referral Fees:

Referral fees paid to recruitment firms by umbrella/payment solution companies for the referral of contractors' business are not uncommon in the staffing industry. Neither the Act nor any previous legislation implies that referral fees are illegal; however, employees must consider whether the intention of a referral fee is to induce improper performance by the employee.

Before agreeing to accept or accepting any arrangement on behalf of the company for the payment of a referral fee the employee must ensure the following:

- 1.** All such referral fee arrangements are transparent to all parties. Specifically, any contractor referred under such an arrangement must be made aware that a referral fee will be paid.
- 2.** Referral fee payments must never be agreed as a personal arrangement between the employee and a representative of the umbrella/payment company.
- 3.** By accepting a referral fee, the employee has not agreed in return to undertake an improper act or influence any business decision.
- 4.** Employees must not accept cash or cash equivalent vouchers as referral fees.
- 5.** Employees must not accept a referral fee in the form of any gift, corporate hospitality, or entertainment.
- 6.** Referral fees for the referral of contractors to umbrella/payment solution companies must not exceed £250 per referral.
- 7.** No referral fee agreement must be entered into without the written permission of the Head of Compliance & Commercial.
- 8.** All referral fee agreements must be put in writing (email are acceptable), and copied to the Head of Compliance & Commercial.
- 9.** All referral fee payments must be made into the company's bank account, and clearly marked as a referral fee, showing the name(s) of the contractors which were referred.

We will ensure that all referral fees paid to us are clearly accounted for as such.

If the employee is offered a referral fee, or fee agreement, which does not comply with all the above criteria set out in points 1 to 8 above, then the employee must refuse the offer of a referral fee. In such circumstances the employee must immediately make the Head of Compliance & Commercial aware of such refusal and the reasons for it.

Employees may accept gifts or offers of corporate hospitality or entertainment from umbrella/payment solution companies only if they conform to company policy as set out in the following sections.

Promotional Gifts:

We will not provide gifts to any client, contractor, supplier, or other third party with the intention of persuading the recipient to act improperly, or where that intention might be perceived by the recipient.

This policy does not prohibit employees from accepting promotional gifts of low value (i.e. pens, & calendars), whether given to them personally, or received through the post, unless the employee regards the gift (including the accumulation of a series of low value gifts), as an

inducement or reward for improper performance. Employees must obtain authorisation from their line manager before giving any such gift to any recipient.

Where promotional gifts of a higher value, or other gifts, are received either personally, or through the post, the employee must immediately make the Head of People & Culture aware that they have received the gift. The Head of People & Culture may discuss the circumstances with the employee and will decide as to whether the gift could be considered as an inducement or reward for improper performance and will decide whether the gift should be accepted or returned.

We may from time to time provide employees with promotional gifts of low value for distribution to clients, contractors, or other relevant third parties, in line with accepted industry marketing practices. Employees may not provide any client, contractor, supplier, or other third party with any gift with a value greater than £25 without the express permission of their line manager.

Employees may not give or receive gifts in the form of cash or cash equivalent vouchers.

Corporate Hospitality & Entertainment:

We will not provide corporate hospitality or entertainment to any client, contractor, supplier, or other third party with the intention of persuading the recipient to act improperly.

Corporate hospitality and entertainment may include drinks, meals, invitations to events, functions, or other social gatherings, in connection with matters relating to our business. Such hospitality or entertainment may be acceptable if it is reasonable, and proportionate, and has a legitimate business aim.

Employees may provide corporate hospitality or entertainment to their clients, contractors, or other relevant third parties where:

1. The employee requests from their line manager to provide entertainment, and the line manager gives approval for the expenditure, which will be decided on a case-by-case basis dependent upon the circumstances. The employee's request will include at least: details of the recipient; when the recipient was last met or entertained by the company; and the intended venue and budget for the entertainment.
2. The sole purpose for such entertainment is to build the professional relationship between the employee/us and the recipient/the business they represent.
3. The entertainment is not likely, when acting reasonably, to be perceived by the employee, the recipient, or any third party as influencing a business decision or inducing improper performance.
4. The entertainment is offered only to bona fide representatives of the receiving organisation, and does not include invitations to persons connected to the recipient who are not directly involved in the recipient's business (i.e. members of the recipient's family unconnected with their business).
5. The invitation is made openly with no attempt of concealment from other members of the recipient's organisation; or
6. The timing of the invitation or entertainment is not linked to any decision or major sales opportunity of the recipient. For example, hospitality should not be arranged to deliberately take place just before a major project is awarded, or a client performance review.

Employees should ask themselves, “Does this feel right, or am I expecting some business-related reward or advantage to come out of this entertainment?”

All corporate hospitality or entertainment must be agreed in advance, in writing by a line manager. Such entertainment shall only be provided where the line manager feels that it is in line with industry standards, and it meets the criteria laid out in points 2 to 6, above.

The following are examples of hospitality or entertainment which are unacceptable for an employee to give or receive:

- Any entertainment which is given as a direct exchange for something in return.
- Any entertainment of a sexual or other inappropriate nature.
- Any entertainment given where our employee is aware, whether they have been made aware by the recipient or not, that such entertainment is in contravention of any corporate policy of the recipient organisation.

Where an employee is offered hospitality or entertainment by a supplier or other third party, they must:

- Gain consent to attend such entertainment by their line manager or a director.
- Provide the line manager or director with an honest and transparent description of the entertainment and the circumstances under which it is being offered; and
- Ensure that it complies in principle with the criteria laid out in points 2 to 6 above.

No employee shall offer any gift, corporate hospitality, or entertainment to any public official in or outside the UK.

Charitable Donations:

The company is committed to our Social Value Policy. Before any employee makes any commitment to a charitable organisation, they must liaise with the Head of People & Culture in the first instance in-line with the Social Value Policy.

Where there is a connection to a client, contractor, supplier or other third party, which might influence our business or business decisions, or might lead to, or be perceived as leading to improper performance, we will take the decision to defer such donation or activity until such time as it will not have such an effect.

Facilitation Payments:

Facilitation payments are usually defined as small bribes paid to facilitate routine Government action. Although this is not a practice usual within the company's industry sector, employees should be aware that in certain countries, such payments to government officials are customary business practice to facilitate a routine action or process. **Please be clear, however, that facilitation payments are illegal within the UK.** The Act makes no distinction between facilitation payments and bribes, regardless of the local business customs or culture.

An associated risk/due diligence assessment will take place for instances of any office openings outside the UK or prior to overseas business travel.

In the unlikely event that an employee is forced to make a facilitation payment, either under duress or when faced with potential personal harm, such a payment may be made, with the

caveat that a senior manager or a director must be made aware as soon as possible after the event of the payment and the circumstances surrounding it.

Political Contributions:

We will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

Conflicts of Interest:

All employees are expected to always act in the First Recruitment Group best interests and to exercise sound judgment unclouded by private interests or divided loyalties. You should avoid situations where you, or First Recruitment Group, could be open to suspicion of dishonesty or favouritism or lack of transparency, or which conflicts or appears to conflict with your duty to First Recruitment Group. If the employee feels that they cannot avoid a situation they should declare it to their line manager.

Raising a Concern:

All employees have a responsibility to help detect, report, and prevent instances of suspected bribery. To facilitate this, we have put in place a safe, reliable, and confidential method to allow employees to confidently report any suspicious activity, which they feel may be in breach of this policy. **We want all employees to be aware that they can raise their concerns without fear of reprisal.**

If an employee has any suspicions, they can raise these in one of the following ways:

1. An employee may speak to a senior manager or director or:
2. If for any reason the employee does not feel able to raise their concerns with a senior manager or director, they should speak directly to the Head of People & Culture:

Where we receive a complaint involving suspected bribery, we will act quickly to investigate this in line with the framework and responsibilities of our existing complaints procedure.

Communication:

This policy will be communicated to all new employees as part of the induction process; and periodically thereafter.

Compliance:

If an employee is found to have acted improperly or behaved in a manner which is in contravention of this policy, the individual will be subject to the company's disciplinary policy, and such behaviour could lead to disciplinary action.

If you have any questions regarding this policy, please address these to the group Head of People & Culture.

This policy will be reviewed on a regular basis, supported by an associated risk assessment, to ensure its relevance and effectiveness.

Responsibilities matrix:

Managing Director	Overall responsibility for compliance with this policy
Head of Compliance & Commercial	Policy updates in line with statutory obligations, requirements and industry best practice. Authorisation of referral fee arrangement Recording acceptance/refusal of referral fee arrangement
Head of People & Culture	Ensure policy and future updates are read by all current and future employees Authorisation of charitable donations in line with Social Value Policy
Line Manager	Approval of entertainment expenditure Escalation of facilitation payments Authorisation of gifts >£25
Accounts	Accounting, recording and payment of referral fees received
All Employees	Strick adherence to this policy
All Other Stakeholders	Strick adherence to this policy

Related Policies:

- **Disciplinary Policy**
- **Social Value Policy**
- **Whistleblowing Policy**
- **Ethical Code of Conduct**

Signed**Mark Isherwood****M.D****Date: 12th March 2026**

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