



ANTI BRIBERY & CORRUPTION POLICY

Version 1

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Policy Maintained by – Human Resources

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 'Unipart' means Unipart Group of Companies Limited and its subsidiaries.

Bribery and corruption is, unfortunately, a feature of corporate and public life in many countries across the world. Unipart 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. Unipart 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 Unipart with the applicable anticorruption law and anti-bribery laws. Violation of our policies could subject Unipart, its directors and employees to severe penalties, including fines and imprisonment, and could be very damaging to Unipart's business and its reputation.

3. Scope

This policy applies to Unipart Group of Companies Ltd and all Unipart subsidiaries, defined as 'Unipart'.

4. Unipart's Approach to Bribery and Corruption

Unipart'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
- Risk Assessments created and maintained by divisional MDs and Heads of Group Functions
- 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, the Unipart Group Board and Group Executive Committee



- Regular monitoring and review of the risks and the effectiveness the risk control measures

5. Unipart Bribery and Corruption Policy Statement

Unipart 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 Unipart 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 Group 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 Unipart 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 Unipart 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 Group Company or division complies with anti-corruption law rests with the divisional Managing Director and their senior management team. The responsibility for ensuring that Group 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 subsidiaries and business partners.

6. Responsibilities

6.1 Group Executive Committee (GEC)

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

6.2 The Company Secretary will:

- monitor the Corporate Register of Gifts, Hospitality, Gratuities and Sponsorship
- report annually to the GEC and Unipart Board of Directors on the effective implementation of Unipart's Anti-Bribery and Corruption Policy

6.3 Divisional Managing Directors will:

- ensure that suitable Risk Assessments are produced for their division that identify the bribery and corruption risks that face their business
- 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 Unipart 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 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 Heads of Functional Departments within Group Staffs will:

- ensure that suitable Risk Assessments are produced for their functions that identify the associated bribery and corruption risks

- 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 Group 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 Unipart losing business
- will ensure that Functional Managers provide suitable information to facilitate the creation of an annual, suitable and transparent Unipart Board report
- monitor entries related to their Function on the Corporate Register of Gifts, Hospitality, Gratuities and Sponsorship

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

6.5 The HR function 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
- ensure a suitable Hospitality, Gifts and Gratuities policy is maintained and enforced
- 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.
- ensure that Conducting Business Guide for Employees clearly prohibits bribery

6.6 Group, Divisional and Business Unit Purchasing will:

- communicate this policy to our suppliers
- risk assess the supplier base, based on country of origin, financial significance, and the nature of the product or service procured and then define suitable risk mitigation processes depending on the level of associated risk
- 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
- ensure suitable management controls and where possible contractual obligations are in place to monitor delivery of defined risk mitigation processes



6.7 Group, Divisional and Business Unit Sales and Marketing 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'
- create a 'promotions and incentives policy' to ensure that all promotions comply with this policy
- ensure that appropriate promotions are not subject to misuse
- 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 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 Policy for declaration process and procedures*)
- 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 Unipart. Suitable channels of communication by which employees or others can report confidentially any suspicion of bribery via the Whistleblower's Policy.

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

7. Related Policies

Whistle Blowing Policy

Unipart's Whistleblowing Policy encourages and enables employees and others to raise serious concerns within Unipart rather than overlooking a problem or 'blowing the whistle' outside. The policy explains how 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.

Guide for Conducting Business the Unipart Way

The document is provided to all employees and associates (worldwide) working on behalf of Unipart. There is a formal acknowledgement process associated with this guidance to ensure all employees worldwide understand the content. It also advises those working for or on behalf of Unipart the expectations in respect of conduct and the actions that would be initiated due to a failure to achieve those standards of behaviour. Section 7 refers direct to Anti-Bribery & Corruption

Business Conduct – Gifts, Hospitality & Gratuities Policy

Explains to employees what Unipart considers acceptable and unacceptable, Unipart's processes and procedures with regard to Gifts, Hospitality, Sponsorship and Gratuities and the consequences of failure to compile



Disciplinary Policy

Unipart's Disciplinary Process and Policy is utilised to resolved perceived conduct issues. Perceived failure by employees to comply with Unipart's Anti Bribery and Corruption Policy will result in disciplinary action which may conclude with summary dismissal. Serious breaches may also result in criminal charges.

Grievance Policy

Any employee who feels that they have been penalised for refusing to pay or receive a bribe may raise a grievance to highlight and address appropriately any perceived detriment.

8. Further information and guidance

Where clarification is required on any aspect of this policy this may be obtained from (to be defined by GEC)

9. Monitoring and review

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

The Company Secretary will produce and annually report on this issue to the Unipart Group Board and the GEC