MAG

Anti-Bribery and Corruption Sub-Policy

1. Introduction

1.1 It is illegal to offer, promise, give, request, agree, receive or accept bribes. It is MAG's policy that all of its business and interactions are conducted in an honest and ethical manner. MAG is committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate in the world and implementing and enforcing effective systems to counter bribery and corruption.

1.2 We recognise that we are bound by and shall adhere to UK and international laws, including the UK Bribery Act 2010, the US Foreign Corrupt Practices Act and The Economic Crime and Corporate Transparency Act 2023, in respect of our conduct both at home and abroad, together with those laws relevant to countering bribery and corruption in the countries in which we operate. MAG could be fined an unlimited amount and members of staff could be imprisoned for up to ten years should bribery occur.

1.3 But it is not MAG's intent to simply comply with the letter of the law or a set of policies. MAG also commits to operating in the spirit of the requirements and objectives of legislation, and to operate ethically. So, although a particular scenario may not be specifically addressed by legislation or this sub-policy, it is the expectation that MAG and its staff operate in the spirit of its requirements at all times.

1.4 In conjunction with this sub-policy, you may also want to read the Whistleblowing and Anti-Fraud policy.

1.5 These Policies apply irrespective of the country in which business is being conducted. Where there are differences between the local law and these Policies, you must apply whichever sets the highest standard of behaviour.

2. Statement of Intent

The purpose of this sub-policy is to:

2.1 set out the responsibilities of MAG, and those of all staff working within MAG, in observing and upholding our position against bribery and corruption;

2.2 set out the standards which we expect to be upheld with respect to anti bribery and corruption; by third party organisations and individuals with whom we work or interact; and

2.3 provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

3. About this Sub-Policy

3.1 Under UK law, it is a criminal offence:

i. to offer, promise, give, request, or accept a bribe;
ii. to request or receive a bribe;
iii. to bribe a foreign public official;
iv. for senior managers to consent to or connive in an act of bribery; and
v. for an organisation to fail to prevent bribery by an "associated person".

3.2 Individuals found guilty can be punished by up to **ten years' imprisonment and/or an unlimited fine.** As an employer, if we fail to prevent bribery, we can face an unlimited fine, we could be legally excluded from some business opportunities and we would suffer damage to our reputation. We therefore take our legal responsibilities very seriously.

3.2 This sub-policy is supported by certain processes, procedures and / or standards, some of which are of general application and some which may be developed specifically for specific businesses or operations within MAG. All such standard processes, procedures and standards must be complied with as if they were set out in this sub-policy document.

3.3 If in doubt about any aspect of this sub-policy and what to do in a particular situation to maintain compliance, it is your responsibility to seek further guidance from your line manager and / or Group Legal.

3.4 This sub-policy refers, in a number of places, to 'third party' or 'third parties'. In such cases, third party / third parties means any individual(s) or organisation(s) you come into contact with during the course of your work for us, and includes actual and potential clients, customers, airlines, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

4. Sub-policy Language

4.1 Under UK law, **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage. Under both UK and US law, there is a specific form of the bribery offence for bribing a foreign public official with the intention of influencing them in the performance of their official functions.

4.2 The UK Bribery Act applies to UK businesses and nationals, and also to foreign nationals and businesses if they do business in or with the UK. Importantly, the Bribery Act can also apply to acts of bribery outside of the UK in a range of circumstances. If paying a bribe is a customary practice in another jurisdiction, this is not a defence under UK law.

4.3 The US Foreign Corrupt Practices Act ("**FCPA**") applies broadly and on an extra-territorial basis. It is focused on preventing the corruption of foreign public officials, which for the purposes of US law includes UK public officials. The FCPA could be triggered by any US touchpoint, including payments being in US dollars, and telephone calls or emails going through the US (for example, because a Hotmail or Gmail account is used or a server is located in the US).

4.4 Bribes take on many different shapes and forms such as commissions, gifts, loans, holidays, travel and other expenses, secret rebates, charitable or political donations, job offers, scholarships, and excessive hospitality. Bribes can be direct personal benefits or indirect benefits, for example, a job given to a relative of a person who is in a position to influence the award of contracts to MAG, where the intention in giving the job is to so influence that person.

4.5 **Corruption** is the misuse of public office or a business position for private gain.

4.6 An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract, paying above market rate under a contract or anything else of value.

4.8 A **foreign public official** is any person who exercises a public function for or on behalf of a government, a government agency, or a local or public authority of any country or territory; a politician or a candidate for political office in any country or territory; a person who works for a public international organisation (for example, the United Nations, World Bank or World Food Programme); an official exercising any public function in a state-owned company, university or college in any country or territory; and any person, whether elected or appointed, who holds a legislative, administrative or judicial position of any kind in a country or territory.

5. Who is responsible for this sub-policy?

5.1 The board of directors has overall responsibility for ensuring this sub-policy complies with our legal and ethical obligations, and that all those under our control comply with it.

5.2 Management at all levels are responsible for ensuring those reporting to them understand and comply with this sub-policy. They also have primary and day-to-day responsibility for implementing this sub-policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

6. Who must comply with this sub-policy?

This sub-policy applies to all persons working for or on behalf of any part of MAG in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third party representatives and business partners, sponsors, or any other person associated with us, wherever in the world located.

7. Responsibilities

7.1 We all play a part in ensuring compliance with this sub-policy.

7.2 You must ensure that you read, understand and comply with this sub-policy. Compliance is in your personal interest as well as that of MAG because you can be personally responsible for your actions under bribery and corruption legislation.

7.3 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. You are required to avoid any activity that might lead to, or suggest, a breach of this sub-policy.

7.4 You must notify your line-manager, or you may contact SAFECALL on 0870-2410762, as soon as possible if you believe or suspect that a conflict with this sub-policy has occurred, or may occur, in the future. 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.

8. What not to do

8.1 You must **NOT**:

(a) give, promise to give, or offer, a payment, gift, hospitality or other advantage with the expectation that a business advantage will be received, to influence improperly a business decision, or to reward a business advantage already given;

(b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;

(c) accept a payment, gift, hospitality or other advantage from a third party that you know, or suspect is offered with the expectation that MAG will provide a business advantage for them or anyone else in return;

(d) accept a gift, hospitality or other advantage from a third party that is unduly lavish or extravagant under the circumstances. You must refer to the gifts and hospitality policy;

(e) offer or accept a gift to or from government officials or representatives, or politicians or political parties;

(f) engage any third party intermediary, adviser, contractor or supplier without following our procurement and due diligence processes;

(g) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this sub-policy; or

(h) engage in any other activity that might lead to a breach of this sub-policy.

8.10 Our agents, contractors, external consultants, third party representatives and business partners, sponsors, or any other person associated with us, must not bribe in connection with our activities.

8.11 Be aware that requests for commissions, donations, expense claims and various other forms of payment, expenditure or advantage can sometimes be disguised bribes.

9. Facilitation payments and kickbacks

9.1 We do not make, and will not accept, "**facilitation payments**" or "**kickbacks**" of any kind.

9.2 **Facilitation payments**, also sometimes referred to as "back-handers" or "grease payments", are typically small, **unofficial payments** made to secure or expedite a routine or necessary action (for example by a government official), for example a payment made to speed up or secure a customs clearance to which you would otherwise be entitled. They are not common in the UK but are common and can be seen as normal practice in some other jurisdictions.

9.3 **Kickbacks** are typically payments made in return for a business favour or advantage.

9.4 Employees, business partners, contractors and service providers must not make facilitation payments or give or receive personal kickbacks in connection with our activities.

9.5 You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by MAG or on our behalf, or that might suggest that such a payment will be made or accepted. Even if it may be the common practice within a country and even if it appears to be the only way in which to achieve a particular result, if you are asked to make a payment on our behalf, you must always be mindful of (a) whether it is a formal or informal payment; (b) the recipient – is it an individual or a public body; and (c) what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for an official receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a requested payment, you should raise these with your manager for guidance.

9.6 The **only** exception to this prohibition on facilitation payments are circumstances where there is a **real and imminent** threat to the health, safety, personal security or welfare of any member of staff or a member of his or her family. For example, if a Customs Official makes a demand for a payment together with a threat that if payment is not made, the person may be detained.

10. Gifts, hospitality and expenses

10.1 This sub-policy allows reasonable and appropriate hospitality or entertainment to be given to or received from third parties, for the purposes of:

i. establishing or maintaining good business relationships;

ii. improving or maintaining our image or reputation; or

iii. marketing or presenting our products and/or services effectively.

10.2 The giving and accepting of gifts is allowed **IF** the following requirements are met:

i. 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 or implicit exchange for favours or benefits;

ii. it is given in MAG's name, not in your name;

iii. it does not include cash or a cash equivalent (such as gift certificates or vouchers);

iv. it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value;

v. it is given openly, not secretly; and

vi. it complies with any applicable local law.

10.3 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

10.4 Any gifts or rewards received or offered from clients, public officials, suppliers or other business contacts, with a value exceeding **£200.00** (two hundred pounds) should be reported immediately to Group Legal or the Director of Risk & Assurance. In the circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and colleagues and associated persons may be asked to return the gifts to the sender or refuse the entertainment.

10.5 Reimbursing a third party's expenses or accepting an offer to reimburse your expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not permissible.

10.6 We appreciate that practice 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, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered. Further guidance on when to declare is set out in the G&H Process Document.

11. Donations

11.1 We do not make contributions to political parties.

11.2 We only make charitable donations in the UK that are legal and ethical and comply with all laws and practices, and to registered charities. No donation must be offered or made without the prior approval of your line manager.

12. Potential Bribery and Corruption Red Flags

The following non-exhaustive list illustrates potential red flags of bribery and corruption:

Issue	Examples of red flags
Reputation	An employee or a third party has a reputation for engaging in improper business practices or having a "special relationship" or "close connections" with a public official. The transaction or third party is in a country known for widespread corruption.
Due diligence	MAG's due diligence process on a third party identifies misrepresentations or inconsistencies in the information the third party has provided, or MAG is unable to verify the information provided.
Refusal to comply with Code of Conduct	A MAG employee or a third party refuses to comply with the Anti-Bribery & Corruption Policy.
Request for commissions, fees or other entertainment	A third party insists on receiving a commission or fee before committing to a contract or carrying out a government process or function. A third party insists on receiving lavish entertainment or gifts or a charitable donation or sponsorship.
Benefit for a relative	A third party requests that MAG offers employment or some other advantage to the third party's relative.
Cash payments	A third party insists on being paid in cash and refuses to sign a formal agreement or provide an invoice or receipt.

Payment to "overlook" a legal violation	A third party requests a payment in exchange for "overlooking" a legal violation.
Side arrangements	A third party requests that MAG or a MAG employee agree to an informal side agreement for additional payment or services.
Use of agents or intermediaries	A third party requests or requires the use of an agent, intermediary or other third party that is not typically used by or known to MAG.
Excessive fees	A third party requests or is paid excessive or unusually large compensation.
Unusual payment arrangement	A third party requests that their payment is made to a different entity or is paid to a jurisdiction outside the third party's home country.
Invoicing practices	A third party issues vague invoices (e.g., "services rendered"); false or backdated invoices, consecutively numbered invoices, or duplicate invoices.
Third party lacking relevant experience	A third party lacks the expertise to perform the work required, or has only been recently incorporated, or is in a different line of business than that for which it has been engaged.

13. Record-keeping

13.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

13.2 You must seek approval from your Line Manager (and, where appropriate, ExCo lead) before receiving / offering gifts or hospitality and submit a G&H Notification Form in advance of providing / hosting / attending / accepting / offering gifts and hospitality. The link to the form can be found [**here**].

13.3 You must submit all expenses claims relating to hospitality, gifts, or payments to third parties in accordance with MAG's Travel Expenses and Credit Card Policy and record the reason for expenditure.

13.4 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

14. Reporting

14.1 You must raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage with your line manager or Group Legal.

14.2 If you are offered a bribe or are asked to make one, or if you believe or suspect that any bribery, corruption, or other breach of this sub-policy has occurred or may occur, you must notify your manager or Group Legal as soon as possible. If you prefer, you may contact HR, or the Group's confidential whistleblowing hotline: SAFECALL on 0870-2410762.

14.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your line manager or Group Legal.

14.4 Contractors or agents can report concerns to Group Legal.

15. Protection

15.1 Individuals who refuse to accept or offer a bribe, who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this sub-policy, even if they turn out to be mistaken.

15.2 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 your line manager immediately, if you do not feel comfortable reporting the issue to your line manager then you may contact Group Legal or SAFECALL on 0870-2410762. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

16. Breaches of this sub-policy

16.1 Any breach of this Policy by staff will be investigated in accordance with MAG's disciplinary procedure. A serious breach may amount to gross misconduct and could therefore result in

summary dismissal. A breach of bribery laws may also result in the staff member being reported by MAG to the police and/or Serious Fraud Office and any relevant overseas law enforcement body.

16.2 Any breach of this Policy by MAG's business partners, contractors and other third parties will be investigated, and any breach may result in relevant contracts being terminated and the third party being reported to the police and/or Serious Fraud Office, and any relevant overseas law enforcement body.