

Anti-corruption & bribery policy



Revision History

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0.1	25 Feb 2019	Initial Draft	Kat Duffy
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1.5	13 Dec 2023	Make policy generic for all regions of BTS and add regional CEO's contact details.	Matthew Wootton
1.6	12 Feb 2024	Changed wording in section 9. - Who to report to.	Stefan Hellberg
1.7	21 Feb 2024	Took out the word "foreign" in section 4.	Stefan Hellberg
1.8	3 Oct 2024	Reviewed. Changes made and updated	Chloe Ditton
1.9	6 Oct 2025	Amend policy to incorporate aspects of the UK version	Matthew Wootton

Document Control

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1. Policy statement

BTS is committed to conducting its business with honesty and integrity. We maintain a zero-tolerance policy towards bribery and corruption, ensuring that we operate in a professional, fair, and ethical manner in all business dealings and relationships, regardless of location. We are dedicated to implementing and enforcing strong systems to prevent bribery in all aspects of our operations.

2. Purpose

BTS will uphold all applicable laws related to preventing bribery and corruption in every jurisdiction where it operates and conducts business.

3. Scope and applicability

This policy applies to all individuals working for or representing BTS at any level, whether permanent, fixed-term, or temporary, and in any location. This includes consultants, contractors, seconded staff, casual staff, agency workers, volunteers, agents, sponsors, and anyone providing services on behalf of BTS (collectively referred to as "Workers" in this policy).

For the purposes of this policy, "Third Party" refers to any individual or organisation that Workers interact with in the course of their duties or while conducting BTS business. This includes current and potential clients, intermediaries, work referrers, suppliers, distributors, business contacts, agents, advisers, government and public bodies (including their representatives and officials), politicians, and political parties.

4. What is bribery?

A bribe refers to the act of offering, giving, receiving, or soliciting something of value as a means of influencing the actions or decisions of someone in a position of authority within a company or organisation. This practice is unethical and often illegal, as it undermines fairness and integrity within the workplace:

- ***Kickbacks:*** Employees must not accept payments or personal benefits in exchange for preferential treatment to suppliers, contractors, or clients.
- ***Hiring or Promotion Bribes:*** Employees should be hired and promoted based solely on merit, qualifications, and job performance.
- ***Conflicts of Interest:*** Employees must disclose potential conflicts of interest and avoid any personal financial gain from their professional decisions.

- *Facilitation Payments:* Employees must not engage in facilitation payments or bribery, even if such payments are considered customary in certain regions.
- *Influencing Business Decisions:* Any attempt to influence decisions through personal incentives is considered bribery.
- *Procurement Bribes:* Employees involved in procurement must conduct fair and impartial evaluations of all bids and avoid personal gain.
- *Bribes to Avoid Penalties:* Employees must adhere to all legal and regulatory requirements, without attempting to evade penalties through bribery.
- *Private Commissions:* Employees must not accept secret commissions or kickbacks from third parties in connection with company business.

5. Gifts and hospitality

This policy permits the giving and receiving of normal and appropriate gifts and hospitality to or from Third Parties, unless explicitly stated otherwise. Any gift or hospitality:

- must not be intended to improperly influence a Third Party or Worker to obtain or retain business or a business advantage, reward the provision or retention of business, or be given in explicit or implicit exchange for favours or benefits.
- must comply with local laws in all applicable countries.
- must be given in the name of the organisation rather than an individual's name.
- must not involve cash or cash equivalents
- must be appropriate for the circumstances
- must be of suitable type and value, given at an appropriate time considering the reason for the gift.
- must be given openly, rather than secretly; and
- In the case of gifts, must not be offered to or accepted from government officials, representatives, politicians, or political parties.

BTS recognises that the customs regarding business gifts can vary significantly across different countries and regions, where what is considered normal and acceptable in one area may not be in another. The key consideration is whether the gift or hospitality is reasonable and justifiable in the given context. The underlying intention behind the gift should always be taken into account.

6. What is not acceptable?

It is not acceptable for any Worker (or someone on their behalf) to:

- *Offering or Giving Bribes:* Offering, promising, or giving anything of value (money, gifts, hospitality) to gain an improper business advantage for themselves or BTS. Providing payments or gifts to influence decisions or obtain favorable treatment, whether from private individuals or public officials.
- *Accepting Bribes:* Accepting any payment, gift, or hospitality if it is intended to influence business decisions or provide an improper advantage to the giver.
- *Facilitation Payments:* Making facilitation payments, which are typically small, unofficial payments to speed up routine processes, such as issuing permits or processing paperwork, is generally prohibited.
- *Improper Gifts and Hospitality:* Giving or receiving gifts or hospitality that are excessive, inappropriate, or given with an expectation of reciprocation that results in unfair business advantages.
- *Payments to Public Officials:* Making payments, gifts, or offering hospitality to government officials, agents, or representatives to influence their actions or decisions in their official capacity.
- *Conflict of Interest:* Engaging in activities where personal interests' conflict with professional duties, leading to bias in decision-making that could be perceived as corrupt.
- *Threats or Retaliation:* Threatening or taking retaliatory action against colleagues or employees who refuse to engage in bribery or who report concerns about unethical conduct.
- *Ignoring Red Flag:* Turning a blind eye to situations where there are obvious indicators of corruption or bribery, such as unexplained payments, vague invoices, or unusual requests for cash transactions.
- *Third-Party Involvement:* Allowing third parties, such as agents, consultants, or business partners, to engage in corrupt practices on behalf of the company or failing to perform due diligence to ensure they comply with anti-bribery standards.
- *Facilitating Improper Business Advantage:* Taking actions intended to improperly provide a business advantage to clients, customers, or any other parties, even if direct bribery is not involved.

These behaviours undermine business integrity, can lead to severe legal and financial consequences, and often harm a company's reputation

7. Charitable Donations and Sponsorship

BTS only makes charitable donations and provides sponsorship that are legal and ethical under local laws and practices, and which are in accordance with BTS's internal policies and procedures.

8. Record keeping

We keep appropriate financial records and have appropriate internal controls in place which evidence the business reason for gifts, hospitality and payments made and received.

9. Responsibilities and raising concerns

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.

Workers are required to notify BTS as soon as possible if it is believed or suspected that a conflict with this policy has occurred, or may occur in the future, or if they are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with non-employee workers if they breach this policy.

If any Third Party is aware of any activity by any Worker which might lead to, or suggest, a breach of this policy, they should raise their concerns through the Whistleblower website, see GlobalX, or with the local head of each business unit.

Europe – Joel Sigrist, at joel.sigrist@bts.com

MOW – Philios Andreou, at philios.andreou@bts.com

NAM – Kathryn Clubb, at Kathryn.clubb@bts.com

10. Training and communication

This policy will be communicated and made easily available to all workers and our zero-tolerance approach to bribery and corruption will, where appropriate, be communicated to clients, suppliers, contractors and business partners.

11. Monitoring and review

BTS monitors the effectiveness and reviews the implementation of this policy at appropriate intervals, considering its suitability, adequacy and effectiveness. Any improvements identified are made as soon as possible. Internal control systems and procedures are also subject to regular review to provide assurance that they are effective in countering any risks of bribery and corruption.

All Workers are aware that they are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

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