

2025-2026

ANTI BRIBERY & CORRUPTION POLICY

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Table of Contents

INTRODUCTION1

UNDERSTANDING AND RECOGNISING BRIBERY & CORRUPTION1

 Penalties.....1

 Policy1

 Key risks areas2

CORPORATE GIFTS AND HOSPITALITY2

 Reporting of Inappropriate Gifts and Hospitality offered2

 What is a gift?2

 What does hospitality mean?.....3

 Principles to Apply in Relation to Gifts and Hospitality3

 Items that do not need to be declared3

 Principles when giving gifts and hospitality.....3

 Making a declaration.....4

EMPLOYEE RESPONSIBILITY AND HOW TO RAISE A CONCERN4

COMPETITION LAW & ANTICOMPETITIVE BEHAVIOUR4

 Competition compliance statement.....4

 Overview of the law4

 Competition law and the UK Cleaning industry.....5

 Industry meetings disclaimer5

Third Party.....5

 ASSOCIATES5

 Responsibilities and raising concerns.....6

 Training and communication6

 Monitoring and review.....6

INTRODUCTION

Chamberlaine Cleaning Services Ltd values its reputation and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs. The actions and conduct of the company's staff as well as others acting on the company's behalf are key to maintaining these standards.

The purpose of this document is to set out the company's policy in relation to bribery and corruption. The policy applies strictly to all employees, directors, agents, consultants, contractors, suppliers and to any other people or bodies associated with the Chamberlaine Cleaning Services Ltd, within all areas and functions.

UNDERSTANDING AND RECOGNISING BRIBERY & CORRUPTION

Acts of bribery or corruption are designed to influence an individual in the performance of their duty and incline them to act in a way that a reasonable person would consider to be dishonest in the circumstances.

Bribery can be defined as offering, promising or giving a financial (or other) advantage to another person with the intention of inducing or rewarding that person to act or for having acted in a way which a reasonable person would consider improper in the circumstances. Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.

Bribes are not always a matter of handing over cash. Gifts, hospitality and entertainment can be bribes if they are intended to influence a decision.

Penalties

The Bribery Act 2012 received Royal Assent on 21 May 2013 and is largely based on the Bribery Act 2010, which came into force on 1 July 2011. Under that Act, bribery by individuals is punishable by up to ten years' imprisonment and/or an unlimited fine. If the company is found to have taken part in the bribery or is found to lack adequate procedures to prevent bribery, it too could also face an unlimited fine.

A conviction for a bribery or corruption related offence would have severe reputational and/or financial consequences for the company.

Policy

The company prohibits the offering, giving, solicitation or the acceptance of any bribe or corrupt inducement, whether in cash or in any other form:

- To or from any person or company wherever located, whether a public official or public body, or a private person or company;
- By any individual employee, director, agent, consultant, contractor or other person or body acting on the company's behalf;
- In order to gain any commercial, contractual, or regulatory advantage for the company in any way which is unethical or to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

This policy is not intended to prohibit the following practices provided they are appropriate, proportionate and are properly recorded:

- Normal hospitality, provided that it is not deemed excessive;
- Fast tracking a process which is available to all on the payment of a fee; and/or

- Providing resources to assist a person or body to make a decision more efficiently, provided that it is for this purpose only.

It may not always be a simple matter to determine whether a possible course of action is appropriate. If you are in any doubt as to whether a possible act might be in breach of this policy or the law, the matter should be referred to your Line Manager. If necessary, guidance should also be sought from Guardian Support, the company's Legal and Compliance team.

The company will investigate thoroughly any actual or suspected breach of this policy, or the spirit of this policy. Employees found to be in breach of this policy may be subject to disciplinary action which may ultimately result in their dismissal.

Key risks areas

Bribery can be a risk in many areas of the company. Below are the key areas you should be aware of in particular:

- Excessive gifts, entertainment and hospitality: can be used to exert improper influence on decision makers. Gifts, entertainment and hospitality are acceptable provided they are not deemed excessive.
- Facilitation payments: are used by businesses or individuals to secure or expedite the performance of a routine or necessary action. The company will not tolerate or excuse such payments being made. All payment to employees must go through the correct payroll system.
- Reciprocal agreements: or any other form of 'quid pro quo' are never acceptable unless they are legitimate business arrangements which are properly documented and approved by management. Improper payments to obtain new business, retain existing business or secure any improper advantage should never be accepted or made.
- Actions by third parties for which the company may be held responsible: can include a range of people i.e. agents, contractors and consultants, acting on the company's behalf. Appropriate due diligence should be undertaken before a third party is engaged. Third parties should only be engaged where there is a clear business rationale for doing so, with an appropriate contract. Any payments to third parties should be properly authorised and recorded.
- Record keeping: can be exploited to conceal bribes or corrupt practices. We must ensure that we have robust controls in place so that our records are accurate and transparent.

CORPORATE GIFTS AND HOSPITALITY

Reporting of Inappropriate Gifts and Hospitality offered

It is a criminal offence for a person corruptly to give or offer any gift, reward or advantage as an inducement or reward to you for doing or forbearing to do anything in respect of any transaction or seeking to obtain a contractual advantage.

Staff are expressly prohibited from soliciting benefits or rewards in return for providing services whether those services should be provided as part of their usual role or are provided because a gift or inducement has been offered.

You must immediately report to your Manager and/or the Monitoring Administrator (Office Manager) any circumstances where an inappropriate gift or hospitality has been offered to you.

What is a gift?

Gifts include (but are not limited to):

- The gift of any goods or services (including tickets or invitations to events etc)
- The opportunity to acquire any goods or services at a discount or at terms not available to the general public.
- The opportunity to obtain goods or services not available to the general public.

What does hospitality mean?

Hospitality is taken to refer to the offer of food, drink, accommodation or entertainment, (except that which is provided by Chamberlaine) or the opportunity to attend any cultural, business or sporting event. Common hospitality includes lunches or dinners provided by external bodies or tickets to events.

Principles to Apply in Relation to Gifts and Hospitality

In deciding whether it is appropriate to accept any gift or hospitality you must apply the following principles:

- It is clear that those holding a senior position or working in procurement within Chamberlaine may be targets for bribery. This could include any member of staff who is responsible for researching prices and ordering goods and services. It could include line managers' and authorised signatories who have a responsibility for authorising online or written requisitions and purchase orders raised by others
- Do not accept a gift or hospitality as an inducement or reward for anything you do at Chamberlaine Cleaning Service. If you have any suspicion that the motive behind the gift or hospitality is an inducement or reward you must decline it;
- Do not accept a gift or hospitality of significant value or whose value is excessive in the circumstances; do not accept a gift or hospitality if you believe it will put you under any obligation to the provider as a consequence; do not solicit any gift or hospitality and avoid giving any perception of so doing.
- For staff, offers of hospitality should be accepted only with the prior approval of your Director.
- You should declare receipt of any gift or hospitality that an ordinary member of the public might reasonably deem to be significant¹.
- Monetary gifts (including redeemable vouchers) **MUST NOT** be accepted
- Any gift received that has value is in excess of £25 for hospitality and £10 for gifts **MUST** be recorded in the gift and hospitality register, which is kept by the Anti-Bribery Administrator (Office Manager). Recipients should complete the Gift and Hospitality declaration form (**F077**)
- Do not accept a gift or hospitality: from parties involved with Chamberlaine in Competitive tendering, procurement process, applications for licences, consents and approvals, or from parties in legal proceedings, etc.

Items that do not need to be declared

As a general rule, you will not need to declare:

- Gifts and hospitality that is wholly and clearly unrelated to your position at Chamberlaine Cleaning Service.
- The acceptance of facilities or hospitality provided to you by Chamberlaine Cleaning Services and/or working meals including meals taken in the course of attending (following approval) meetings or conferences or training courses where they are provided to all attendees as part of the event.
- Attendance at formal functions as a representative of Chamberlaine Cleaning Service and attendance at formal social functions in relation to which invitations have been issued to all members of staff.
- Attendance at information gathering or sharing events with public or Professional Bodies, such as Cleaning and F.M Industry involve organisations such as BICSc, IWFM, BSI, HSE, etc. for the purposes of sharing good practice and professional development.
- You should report to the Director or Monitoring Administrator (Office Manager) any offers made or / you have declined that could be perceived as significant or controversial. The key criteria and reporting procedure can be found².

Principles when giving gifts and hospitality

- Managers should exercise caution when giving gifts (except 'token' gifts such as pens, mugs, diaries etc.) and hospitality to third parties. However, if it is required, the following principles should be applied;
 - The giving of gifts and hospitality must be pre-authorised by Top Management (Directors), and the Gift and the Hospitality declaration form (F077) should be completed within 5 working days of the event-taking place.
 - In determining whether the giving of a gift is appropriate, consideration should be given to the recipient, the value of the gift and the reason for it;

¹ Form: Gift and Hospitality Declaration Form **F077** Available from Company Server or Office Manager

² Chamberlaine S.O.P (GP018) (pg. 48-50) Available on the company's server or through Admin

Making a declaration

- You must declare on the appropriate form any gift or hospitality offered or that you receive in connection with your official duties³.
- You must register the form/declaration with the Monitoring Administrator (Office Manager) within 28 days of the offered or receiving it.
- You must seek approval in advance from your Director (unless exceptional circumstances apply) for the receipt or acceptance of any hospitality and, where it is possible to do so, for any gift that is offered. Where prior approval was not obtained, the declaration form must record the reasons why and the steps taken to try and obtain the proper approval.
- Chamberlaine staff will be asked to declare, on a Yearly basis, that all declarations have been properly made or that no such declarations have been necessary.

EMPLOYEE RESPONSIBILITY AND HOW TO RAISE A CONCERN

The prevention, detection and reporting of bribery or corruption is the responsibility of all employees throughout the company. If you become aware or suspect that an activity or conduct which is proposed or has taken place is a bribe or corrupt, then you have a duty to report this.

Any such incidents should be reported in accordance the company's Protected Disclosure (whistle blowing) Policy which can be found in the Employee Handbook, or to Terry Sullivan, CEO.

COMPETITION LAW & ANTICOMPETITIVE BEHAVIOUR

Competition compliance statement

We recognise the importance of ensuring that Chamberlaine Cleaning Services Ltd and the cleaning industry as a whole is and remains compliant with competition law.

We also want to be able to demonstrate to our clients, partners and regulators that we encourage competition in the UK cleaning market fairly, lawfully and with integrity at all times. This policy describes the general principles which underlie competition law and principles with which we abide and encourage our members to abide by. This statement should be regarded as a tool, which raises awareness to promote and support compliance with competition law.

Overview of the law

Competition law in the UK is primarily contained in the Competition Act 1998, which brings into force certain EU competition rules from the Treaty of the Functioning of the European Union. The object of these competition laws is to:

- Prohibit agreements or contracts which seek to restrict competition.
- Prohibit abuse of a dominant position in a market.
- Make hardcore cartel activity a criminal offence.

We are obliged by law to comply with various rules at national and European level that are designed to ensure that competition between businesses within the UK and Europe is not unduly restricted. Competition compliance is all about upholding these rules and more importantly about being seen to uphold these rules. Under the United Kingdom **Competition Act 1998 (CA98)** there are **(i)** prohibitions on anti-competitive agreements and **(ii)** rules relating to abusive conduct by dominant businesses.

All members and employees of Chamberlaine Cleaning Services Ltd, should be aware that, when they do business, they need to comply with relevant national competition laws. The Competition and Markets Authority ("CMA") is the main regulator and enforcer of competition law in the UK, responsible for investigating potential breaches of competition law and relevant merger situations which may substantially lessen competition in a particular market.

³ Gift and Hospitality Declaration Form **F077** key criteria and reporting procedure S.O.P (GP018) (pg. 48-50)

Competition law and the UK Cleaning industry

Chamberlaine Cleaning Services role is to promote responsible, Professional and ethical competition across the cleaning Industry at UK and EU level. Facilitating the sharing of information and market intelligence between parties that could be considered competitors is a significant part of this role. This work is essential for our legitimate purposes of identifying issues within the industry, which require to be addressed, identifying new opportunities for all of our members, and encouraging collaboration between parties, which can benefit the market as a whole.

We recognise that the sharing of commercially sensitive information between competitors which may influence the independent determination of commercial strategies is often an indication of prohibited co-ordination or a cartel. We encourage our members to follow the guidelines below to ensure that competition compliance is maintained in balance with the fulfilment of our legitimate functions. The examples in this list are not exhaustive.

Appropriate	No Appropriate
Discussions between parties who do not directly compete with each other	Closed discussions between parties who are direct competitors about other competitors, suppliers and customers
Discussions about non-confidential or non-sensitive information (such as publically available information about issues affecting the industry as a whole)	Discussions about confidential or commercially sensitive information not in the public domain (such as private pricing information, sales or customer information, or trade secrets)
Independently determining which customers / territories to pursue	Colluding with a direct competitor to each only pursue certain customers / territories (i.e. carving up the market)
Independently entering bids / tenders for opportunities, or working with other parties on bids where you cannot submit an independent bid	Deciding with a competitor to set agreed prices and other conditions for bid (or "bid-rigging"), and each agreeing to only pursue certain bids (carving up bids)
Independently deciding not to work with a particular customer or supplier for objectively justifiable reasons (such as a negative credit check)	Agreeing with other parties to "boycott" a particular customer or supplier to drive them out of the market for no objective reason
Collaborating with other parties to develop and produce new services, or ideas which all parties involved are free to exploit commercially	Developing services or ideas based on information which was improperly obtained from a competitor

Industry meetings disclaimer

Chamberlaine Cleaning Services will upon request participate and facilitate meetings and events between members /or other organisations involved in the UK Cleaning Market supply chain in pursuance of our legitimate interests as a representative and active member of the industry. Discussions at these meetings should be open and conducted in accordance with the guidelines set out in our Competition Compliance Statement.

Third Party

ASSOCIATES

It is the policy of Chamberlaine Cleaning Services Ltd to conduct business in an honest and ethical manner. As part of that the company takes a zero tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships.

This policy applies to all individuals working on behalf of Chamberlaine all levels and grades, whether permanent, fixed-term or temporary, and wherever located, including consultants, contractors, suppliers and any other person who performs services for or on behalf of the company.

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 Employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Employees are required to notify the company 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 employee which might lead to, or suggest, a breach of this policy, they should raise their concerns with the Chamberlaine Head office, compliance department HSEQ dept. suna@chamberlaine.co.uk or the Managing Director morten@chamberlaine.co.uk.

Training and communication

Training on this policy is provided to all employees through our learning and development platform SkillGate and our zero-tolerance approach to bribery and corruption will, where appropriate, be communicated to clients, suppliers, contractors and business partners.

Monitoring and review

The Company 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 employees 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.

Terry Sullivan
CEO