

## Financial Crime Policy

### Anti-Bribery and Corruption and Prevention of the Facilitation of Tax Evasion

#### 1. Policy statement

- 1.1** This policy has been adopted by the Board of Capco and is to be communicated to everyone involved in our business to ensure their commitment to it.
- 1.2** It is Capco's policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.
- 1.3** We expect those who work with or for us to comply with their tax obligations. We do not tolerate, permit, or allow any of our employees to engage in the facilitation of tax evasion or tax fraud by any of customers, suppliers, other business partners, employees or contractors, anywhere in the world.
- 1.4** We will uphold all laws in the UK relevant to countering bribery, corruption and tax evasion, including the Bribery Act 2010 and the Criminal Finances Act 2017, in respect of our conduct both at home and abroad.
- 1.5** The purpose of this policy is to:
- a) set out our responsibilities, and of those working for us or associated with us, in observing and upholding our position on financial crime;
  - b) provide information and guidance to those working for us or associated with us on how to recognise and deal with financial crime issues; and
  - c) communicate to third parties our approach to financial crime.
- 1.6** Bribery and/or corruption are punishable for individuals by up to ten years' imprisonment and if Capco is found to have taken part in financial crime the Company could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously. Any breach of this policy by an employee may lead to disciplinary action which may include dismissal.
- 1.7** In this policy, third party means any individual or organisation employees come into contact with during the course of their work for Capco, and includes actual and potential clients, customers, partners, joint venture parties, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## **2. Who is covered by the policy?**

- 2.1** This policy applies to all individuals working at all levels, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as workers in this policy). This policy should be communicated to key consultants, contractors, suppliers, business partners and other similar third parties engaged by Capco and a commitment obtained from them that they will both comply with it themselves, and require any sub-contractors to comply with an equivalent policy.

## **3. Definitions**

### **3.1 What is bribery?**

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. Although this policy refers to financial crime, a bribe is not restricted to monetary transactions. For example, it can be the offering, giving, receiving or soliciting of something of value for the purpose of influencing the action of an official in the discharge of his or her public or legal duties.

### **3.2 What is Corruption?**

By its nature corruption can be difficult to detect as it usually involves two or more people entering into a secret agreement. For example, it can involve the payment of a financial inducement to a public official for securing favour of some description in return.

### **3.3 What is Tax Evasion?**

Tax evasion is cheating the public revenue, or being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of a tax.

### **3.4 What is Facilitation of Tax Evasion?**

Facilitation of tax evasion is being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of a tax by another person; aiding, abetting, counselling or procuring the commission of tax evasion offence, or being involved in the commission of an offence consisting of being knowingly concerned in, or in taking steps with a view to, the fraudulent evasion of a tax.

Examples:

**Offering a bribe**

You offer a potential contractor tickets to a major sporting event, but only if they agree to offer us preferential rates.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain preferential treatment for us. It may also be an offence for the potential contractor to accept your offer.

**Receiving a bribe**

A consultant gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a consultant to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

**Bribing a foreign official**

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

**Tax evasion**

A supplier insists on payments to be made, for their services, to a bank account under a different entity name from that on the bill and with which Capco has contractual agreement.

**4. What is not acceptable?**

It is not acceptable for a worker (or someone on their behalf) to:

- a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business or personal advantage will be received, or to reward a business or personal advantage already given;
- b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- c) accept a gift, hospitality or payment from a third party that is known or suspected to be offered or provided with the expectation that it will obtain a business or personal advantage for them;

- d) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy;
- e) participate in any activity which is intended to facilitate tax evasion; or
- f) engage in any activity that might lead to a breach of this policy.

## **5. Facilitation payments and kickbacks**

- 5.1** Capco does not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. Kickbacks are typically payments made in return for a business favour or advantage. In some overseas jurisdictions facilitation payments may be acceptable where they comply with local law (as opposed to being local custom or practice), but only in these circumstances may they be deemed appropriate.
- 5.2** If a worker is asked to make a payment on our behalf, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. The worker should always ask for a receipt which details the reason for the payment. If they have any suspicions, concerns or queries regarding a payment, they should raise these with their line manager (or, in the case of a third party, a senior Capco contact) and the Company Secretary.
- 5.3** All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

## **6. Donations**

Capco does not make contributions to political parties. Capco only makes charitable donations that are legal and ethical under local laws and practices. All donations must be made in accordance with Capco's statement regarding its approach to charity (see policy on 'Our Approach to Charity').

## **7. Your responsibilities**

- 7.1** You must ensure that you have read, understand and comply with this policy, and you are required to provide written confirmation of receipt of this policy.
- 7.2** The prevention, detection and reporting of bribery and other forms of corruption and financial crime 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.
- 7.3** You must notify your line manager (or, in the case of a third party, a senior Capco contact) and the Company Secretary as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. In the event you are unable to notify your line manager or, in the case of a third party, a senior Capco contact, you must notify the Company Secretary or the General Counsel. Examples of "red flags" that may indicate bribery or corruption or tax evasion are set out in the attached Schedules 1 and 2.

- 7.4** You must apply appropriate due diligence procedures in accordance with Capco's Procurement Policy in the selection of all key suppliers, business partners, agents or other service providers to mitigate any bribery and financial crime risks in respect of third party intermediaries. Appropriate due diligence procedures will vary according to the nature of the supplier, for example a UK regulated professional services firm will require a different level of due diligence to an overseas supplier. In the appointment of any supplier, business partner, agent or other service provider of Capco, you must require compliance with Capco's Procurement Policy.
- 7.5** You must notify your line manager (or, in the case of a third party, a senior Capco contact) and the Company Secretary if you become aware of the following:
- i) any actual or potential conflict of interest between yourself and Capco e.g. if a current or potential supplier provides or has previously provided services to you in a private capacity; or
  - ii) a personal relationship with a party who is contracting with Capco e.g. if a member of your family is a director of a supplier.
- 7.6** The use of suppliers (e.g. builders or carpet suppliers) and professionals (e.g. solicitors) to Capco for private use is discouraged. Any such use must be preapproved in writing by the Chief Executive and notified to the Company Secretary. The supplier's normal terms for the service might not be applied and any dispute could lead to conflict of interest.
- 7.7** Any Capco employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct, and may also be personally liable under the UK Bribery Act. Any other worker breaching this policy may result in Capco ceasing to do business with any such third party.

## **8. Record-keeping**

- 8.1** All Capco employees must declare all hospitality or gifts accepted or offered using the procedure set out in Capco's Gifts and Hospitality Policy.
- 8.2** All Capco employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with Capco's Expenses Policy and specifically record the reason for the expenditure.
- 8.3** All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.
- 8.4** You must ensure that adequate records are kept of the reason(s) for the selection of any tenant, contractor or key supplier.

## **9. How to raise a concern**

- 9.1** You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. Queries on potential tax evasion should be raised with a member of

the tax team. If you are unsure whether a particular act constitutes bribery or corruption, if you have been unable to contact the tax team regarding potential tax evasion, or if you have any other queries, these should be raised with the Company Secretary. You may also report concerns using Capco's whistleblowing helpline (0800 915 1571).

- 9.2** If a Capco employee reports an act of bribery or corruption or tax evasion to you as their line manager or a third party reports an act of bribery or corruption to you as a senior Capco contact, you must promptly report the act to your line manager, the Company Secretary or the General Counsel.

## **10. What to do if you are a victim of bribery or corruption**

It is important that you tell your line manager (or, in the case of a third party, a senior Capco contact) and the Company Secretary as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity. You may also report concerns using Capco's Whistleblowing helpline.

## **11. Protection**

- 11.1** Our Whistleblowing Policy will apply to any Capco staff (as defined in that policy) if you suspect wrongdoing and raise a concern.
- 11.2** Workers who refuse to accept or offer a bribe or to engage in activity where tax evasion is taking place, or those 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 policy, even if they turn out to be mistaken.
- 11.3** We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption or activities where tax evasion is taking place, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence (including tax evasion) 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 (or, in the case of a third party, a senior Capco contact) and the Company Secretary immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, other workers may raise concerns through the whistleblowing helpline.

## **12. Training and communication**

- 12.1** Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy. You must participate in this training.
- 12.2** Our zero-tolerance approach to bribery and corruption must be communicated to all key consultants, contractors, suppliers, business partners and other similar third parties at the outset of our business relationship with them and as appropriate thereafter (e.g. if a supplier

were to provide a product from overseas or use an overseas subsidiary, intermediary or agent). Such partners may raise concerns through the Whistleblowing helpline.

- 12.3** The Company Secretary shall maintain a register of all consultants, contractors, suppliers, business partners and other similar third parties who have confirmed they have accepted the policy or equivalent terms.

### **13. Who is responsible for the policy?**

- 13.1** The Board of Directors has overall responsibility, and the Chief Executive has specific responsibility, for implementing the policy and ensuring it complies with our legal and ethical obligations, and that all those under our control comply with it.
- 13.2** The Internal Auditor has responsibility for monitoring its use and effectiveness. Any queries on its interpretation should be addressed to the Company Secretary. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and attend the provided training.

### **14. Monitoring and review**

- 14.1** The Audit Committee will monitor the effectiveness and review the implementation of this policy. A risk assessment of Capco and a review of this policy will take place at least every five years and/or whenever there is a major development in Capco's business (e.g. conducting business in a different country). Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are appropriately designed and effective in countering bribery and corruption.
- 14.2** All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 14.3** This policy does not form part of any employee's contract of employment and it may be amended at any time.

### **Schedule 1 - Potential risk scenarios: Corruption and Bribery “red flags”**

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your line manager **or** using the procedure set out in the Whistleblowing Policy:

- a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h) a third party requests that a payment is made to "overlook" potential legal violations;
- i) a third party requests that you provide employment or some other advantage to a friend or relative;
- j) you receive an invoice from a third party that appears to be non-standard or customised;
- k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- n) you are offered an unusually generous gift or offered lavish hospitality by a third party.

## **Schedule 2 - Potential risk scenarios: Tax Evasion “red flags”**

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under the prevention of the facilitation of tax evasion law. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your line manager or use the procedure set out in the Whistleblowing Policy:

- a) you become aware that a third party engages in, or has been accused of engaging in, the evading of tax or using aggressive tax avoidance schemes in either the UK or overseas;
- b) a third party suggests Capco participates in a transaction that appears to be circular or has no commercial rationale;
- c) you learn that a Capco customer or supplier has previously made a disclosure to HMRC under the disclosure of tax avoidance scheme (DOTAS) regime or an overseas equivalent;
- d) a Capco customer or supplier has an uncommon ownership structure which is overly complex without a clear and legitimate commercial purpose or some reasonable justification;
- e) a Capco customer or supplier has a structure which is designed to conceal information or make it difficult to obtain certain information such as beneficial ownership;
- f) a third party suggests Capco participates in a complex transaction without also supplying supporting professional tax advice;
- g) a third party suggests Capco participates in a transaction which is just below a tax or reporting threshold or is not commensurate with the known customer/supplier profile or structure;
- h) a third party insists on payments to be made to/from an entity different to that which Capco has a contractual relationship with;
- i) a third party indicates that they have not disclosed income or assets to tax authorities or have otherwise not complied with their tax obligations;
- j) a third party indicates that the purpose of a transaction or business arrangement is to conceal income or assets from tax authorities or to generally not comply with their tax obligations;
- k) a third party indicates an unwillingness to accept Capco’s terms and conditions with respect to the facilitation of tax evasion;
- l) a third party insists on payments to be made or received in cash;
- m) a supplier offers discounts in return for their invoices to be settled in cash;
- n) a supplier fails to raise an appropriate invoices for their work or services; or
- o) a third party insists on payments to be made/received to/from a bank account held in a different name without a justifiable reason.