

# Anti-Bribery and Corruption Policy

---

Computacenter (UK) Limited (the “Company”)

Anti Bribery & Corruption Policy (the “Policy”)

## Introduction and Statement of Intent

This Policy reflects our determination to comply with legislation relevant to preventing bribery and corruption where we do business. The high levels of integrity with which we intend to carry out our business do not vary depending on where we work or who we are dealing with. The Company has a zero-tolerance policy towards bribery and corruption and, as such, all forms of bribery and corruption are unacceptable and prohibited.

The Bribery Act 2010 (the “Bribery Act”) applies to individuals and all organisations carrying on a business in the UK, and extends to actions carried out by anyone performing services for those organisations whether in the UK or overseas.

This Policy is designed to help you identify when something is prohibited so that any breach of the law in this area is avoided, and to provide further help and guidance if you need it.

## Penalties for breach of the Bribery Act or this Policy

The penalties for a breach of the Bribery Act are significant. Individuals can be punished with up to ten years imprisonment and, if Computacenter is found to have failed to prevent bribery in relation to its business, it could face unlimited fines, debarment from public contracts in the EU and substantial reputational damage.

Staff should be also aware that failure to comply with this Policy may lead to disciplinary action, including termination of their employment/contract (see Computacenter’s **Disciplinary Policy**), and/or criminal prosecution. It should be noted that this Policy does not form part of any employee’s contract of employment and, therefore, it may be amended at any time.

## Definitions

In this Policy:

- A ‘third party’ means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential customers, suppliers, vendors, logistics providers, distributors, business contacts, agents, advisers, and government and public bodies;
- A ‘Public Official’ is an individual who:
  - Holds a legislative, administrative or judicial position of any kind whether appointed or elected; or

- Exercises a public function for a country or territory, or any public agency or public enterprise of that country or territory; or
- Acts as an official or agent of a public international organisation.

It should be noted that any person who performs public functions for any public agency or public enterprise will be included within the definition of Public Official, such as a regulatory official, a customs officer or an employee of a state-owned railway.

- A 'Senior Manager' means a designated individual whose role within the Company is graded at level 6 or above.
- 'Gifts' include any benefit of any kind, including but not limited to goods, services or other non-financial benefits, including those given as a mark of appreciation for a good or services previously provided;

and

- 'Entertainment & Hospitality' includes meals and invitations or tickets to social, entertainment, cultural or sporting events, and will include any meetings held by the Company, which are 'sponsored' by any third party;

where any of the above relates to matters involving the Company.

## Application of this Policy

This Policy applies to all directors, employees (whether permanent, temporary, casual, part time or on fixed term contracts), agency staff, consultants, contractors, trainees, seconded staff, interns, sponsors and agents (third party representatives) who work at or on behalf of the Company, as well as Computacenter's partners, suppliers and vendors, and any other person associated with us, wherever located.

## Associated Policies

This Policy should be read in conjunction with the Company's Anti-Bribery and Corruption Code of Conduct and Dealing with Public Officials Policy.

## What is a Bribe?

A 'bribe' can be any inducement or reward offered, promised or provided in order to make a person act improperly, or to reward them for having done so. It is important to recognise that a bribe can be anything of value, and therefore is not only related to the payment of money. For example, it could include offering entertainment, gifts, travel, job offers and advantages for family or friends.

## Prohibited Behaviour

Under this Policy, you (and anyone acting on your behalf) must not:

- Give, promise to give, or offer a bribe; or
- Request, agree to receive or accept a bribe; or
- Bribe a foreign Public Official.

You should be aware that any inducement given to a Public Official can amount to a bribe if it is given with the intention of influencing that Public Official in the performance of his/her duties for the benefit of our business. Unlike in the private sector, that Public Official does not have to agree to do anything improper for it to amount to a bribe. You should also be aware that the definition of a 'bribe' now includes what are known as 'Facilitation Payments.' These include any payment or advantage (no matter how small) given to a Public Official to encourage the performance of, or to speed up the performance of, an existing duty. For example, this could include 'grease payments' to customs officials to speed up standard import processes or to a Public Official to arrange connection to local utilities such as water, electricity or telephone. If you are in any doubt as to whether a payment constitutes a 'Facilitation Payment', please contact the Head of Group Legal and Contracting or the Group Company Secretary. As a result of the above, you should take great care when providing anything of value to a Public Official.

Whilst the Company will not normally tolerate or condone the making of 'Facilitation Payments' by any employee or any third party acting on its behalf, regardless of its amount, it will also not jeopardise the safety of its employees. If you consider your personal safety to be threatened as a result of not complying with a request for a Facilitation Payment, the Company will not consider such a payment to be a breach of this Policy. In any such instance, the payment must be recorded and reported to the Group Company Secretary or Group Head of Legal and Contracting within 7 working days of them taking place. If relevant, these may then be reported to local authorities.

## Gifts, Entertainment and Hospitality

This policy does not prohibit reasonable and proportionate Gifts, Entertainment and Hospitality being given to and received from third parties.

### Acceptable Gifts, Entertainment and Hospitality – Principles

The giving of Gifts, Entertainment and Hospitality is not prohibited if:

- You have the approvals required by this Policy;
- It is not done with the intention that it will result in a specific business advantage for Computacenter in obtaining or retaining business;
- It is not done in 'return for a favour';
- It complies with local law;
- It is given in our name, not in your name;
- It is appropriate in the circumstances and would not cause you or the Company embarrassment if it was reported in the newspaper;
- Taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time; and

- It is given openly and recorded as such on a Gifts, Entertainment and Hospitality register, and not secretly.

### Acceptable Gifts, Entertainment and Hospitality – Examples

The following types of Gifts, Hospitality and Entertainment will normally be acceptable:

- Occasional meals with a business contact
- Occasional attendance at ordinary sports, theatre and other cultural events
- Gifts of nominal value, such as branded pens, or small promotional branded items
- Attendance at events with relevant networking opportunities
- Provision and acceptance of an invitation to a sporting, theatre or concert event where the person who has made the invitation or a nominated deputy is in attendance.

### Unacceptable Gifts, Entertainment and Hospitality - Principles

However, it is not acceptable for you (or anyone acting on your behalf) to:

- Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- 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; and
- Accept any benefit from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them.

### Unacceptable Gifts, Entertainment and Hospitality - Examples

The giving or receipt of the following types of Gifts, Hospitality and Entertainment are never acceptable:

- Gifts in the form of cash/or cash equivalent vouchers (Note: this prohibition does not include vouchers given directly to the Company (and not an individual), pursuant to a Corporate vendor/supplier incentive scheme approved by a Senior Manager)
- Accepting an invitation to a sporting, theatre or concert event where the host or a nominated deputy is not in attendance
- Regular provision or receipt of gifts and invitations to events to or from the same parties i.e. suppliers, customers, and other third parties
- Any donations not approved by the Charity Committee
- Disproportionate entertainment or hospitality compared to the value of the business relationship

### Third Parties

Third parties must not offer, promise, give, request, agree to receive or accept any Gifts, Entertainment and Hospitality on behalf of the Company unless it has been specifically agreed in their service contract that they should do so, or has been approved by a Senior Manager within the business area with which they have principal contact at the Company.

## Gift and Hospitality Registers

All Business Areas are required to establish, maintain and monitor a “Gifts, Entertainment and Hospitality Register”, in which all giving and receipt of Gifts, Entertainment and Hospitality must be recorded. The register should be in the form entitled ‘Gifts, Entertainment and Hospitality Register Template’ provided by the Subsidiary on its website, or a form requiring at least the same information to be provided. In the event that an impermissible or unapproved (under the terms of this Policy) form of Gifts, Entertainment or Hospitality has been accepted or given, individuals must appropriately record the transaction within their Register and contact the HR Service Centre, Group Company Secretary or Group Head of Legal and Contracting immediately.

A review of all gifts and hospitality registers must be carried out by a nominated Senior Manager within each Business Area on at least a yearly basis.

## Gifts, Entertainment and Hospitality – Approvals Required

Except in cases where Gifts, Hospitality or Entertainment are being given to Public Officials:

- The giving or receipt of Gifts, Hospitality or Entertainment to or from any third-party with a value of over £125 per person or £500 in total requires the e-mail approval of a Senior Manager who must be a direct or indirect line manager of the person giving or receiving the hospitality; and
- The giving or receipt of Gifts, Hospitality or Entertainment to or from any single Computacenter individual to or from representatives of the same third party entity with a value of over £650 in any three month period requires the e-mail approval of a relevant Senior Manager who must be a direct or indirect line manager of the person giving or receiving the hospitality.
- The giving or receipt of Gifts, Hospitality or Entertainment of greater than low value (such as providing low-value Branded Merchandise or taking a third party for a non-extravagant meal, etc) during a live competitive tender process requires the e-mail approval of a Senior Manager, who must be a direct or indirect line manager of the person giving or receiving the hospitality.

Where the giving or receipt of Gifts, Hospitality or Entertainment is to or from a Public Official, or where it is also being given to the friends or family of the recipient, then regardless of its value, it must be approved by e-mail by your line manager, and a Senior Manager who must be a direct or indirect line manager of the person giving or receiving the hospitality.

Additionally when providing gifts, hospitality, entertainment or any other benefit directly or indirectly to a Public Official, the individual providing the benefit must make sure that it:

- is aimed at nothing more than general relationship building;
- could not be perceived as an attempt to gain influence in respect of any particular matter;
- complies with all relevant governmental codes; and
- is lawful in the country in which made.

(together, the ‘Public Official Expenditure Requirements’).

If you are providing the gift or entertainment to a Public Official, it is your responsibility to ensure that it satisfies the requirements of the Public Official Expenditure Requirements.

### Charitable Giving and Fundraising

For the purposes of this Policy, charitable giving and fundraising includes contributions to charities/not-for-profit organisations, and community support activities (together, “Applicable Organisations”).

The Company has allocated specific funds to go to charities, but needs to ensure that charitable donations are provided in furtherance of charitable aims and not to generate business. As charitable donations could be used as a means of bribing or influencing another party, all our charitable giving and fundraising activities must be conducted ethically and with integrity, transparency and full compliance with applicable laws and regulations and this Policy.

Contributions in any territory must only be made to Applicable Organisations approved by the Company’s Charity Committee. Contributions must be made directly to the recipient organisation and not be made by third parties on behalf of the Company. Contributions must never be given as an incentive or a reward for past, present or future willingness to recommend, purchase, pay for, authorise, approve or supply any product or service sold or provided by the Company, or to make any other decision favourable to the Company.

### Marketing and Sponsorship

For the purpose of this Policy, marketing and sponsorship is defined as the sponsorship of conferences or events in return for brand presence at the event or in supporting materials, or more generally because the Company wants to offer its support to the organising body or community.

All marketing and sponsorship activities must be conducted ethically and with integrity, transparency and full compliance with applicable laws and regulations. All marketing and sponsorship activity must be recorded. Sponsorship payments, or anything else of value, must never be given as a reward for past, present or future willingness to recommend, purchase, pay for, authorise, approve or supply any product or service sold by the Company, or to make any other decision favourable to the Company.

### Political Donations and Activities

Political donations and activities includes monetary or non-monetary (e.g. resources, facilities or employee time) contributions made to support political organisations and their causes. This includes support for government entities, political organisations, political parties or their employees, politicians, public office holders or candidates for public office. The Company will not make donations or provide resources to support any political cause. Any such activity, or donation, risks being considered as bribery of a Public Official, and this is prohibited.

The Company does recognise the rights of employees or third parties to use their own funds to make political donations and/or participate in political activities, provided that those activities are

voluntary and are not dependent on, linked in any way to the role that they carry out for the Company.

An exception to the above general rule is that attendance at party political conferences may not be made by any employee in any capacity where they are, or may be deemed to be, representing the Company, without the prior approval of the Computacenter plc Board of Directors.

Employees and third parties must ensure that they do not act or appear to act as a representative of the Company when participating in political activities in an independent capacity.

### **Anti-Bribery and Corruption: Related Procedures**

In order to ensure the effectiveness of this Policy, the following procedures will be implemented, and these can be found at:

[http://www.computacenter.com/who\\_we\\_are/corporate\\_responsibility.asp](http://www.computacenter.com/who_we_are/corporate_responsibility.asp)

#### **(i) Risk Assessment**

Every two years, each Business Area will be notified that it is required to assess its vulnerability to an act of bribery or corruption, in accordance with the Anti-Bribery and Corruption Procedure Guidance Note: Risk Assessment. This will help the organisation to identify and mitigate against any such risk that exists.

#### **(ii) Effective Monitoring and Internal Control**

The effectiveness of the implementation of this Policy will be reviewed and monitored regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Records illustrating compliance with this Policy must therefore be kept by each Business Area.

Employees are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Group Company Secretary or Group Head of Legal and Contracting.

#### **(iii) Training, Communications and Awareness**

Communication related to this Policy should be delivered in accordance with the (i) Anti-Bribery and Corruption Procedure Guidance Note: External Communication and Training, (ii) Anti-Bribery and Corruption Procedure Guidance Note: Internal Communication and Training and (iii) Anti-Bribery and Corruption Procedure Guidance Note: Contractual Documentation.

As such, training and guidance on this Policy will be updated and communicated as appropriate on a regular basis and all relevant staff will receive regular, relevant training on how to implement and adhere to this Policy. Additionally, Computacenter's zero-tolerance to bribery and corruption will be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

(iv) Use of Third Party Representatives and Compliance Due Diligence

'Third-party representatives' include suppliers, vendors, logistics providers, distributors, consultants, sub-contractors and joint venture partners and agents, including those overseas.

Each Business Unit is responsible for the evaluation of its third-party relationships and carrying out appropriate due diligence in accordance with the Anti-Bribery and Corruption Procedure Guidance Note: Due Diligence on Third Parties.

(v) Reporting Instances of Wrongdoing: Bribery and Corruption

It is the responsibility of all employees to read, understand and adhere to this Policy. All individuals who work for, with or on behalf of Computacenter have a responsibility to help detect, prevent and report instances of bribery and corruption, in accordance with the Anti-Bribery and Corruption Procedure Guidance Note: Whistle Blowing Process.

As such, any individual concerned that an act of bribery or any other wrongdoing is being considered or carried out can report this to our independent confidential hotline, supplied by Safecall.

Safecall provide an independent, confidential reporting line where you can raise your concerns and be assured they will be fully addressed. A report of the call will be sent to the Head of Group Legal or Group HR Director. Safecall will not disclose your name to us if you wish to remain anonymous.

Alternatively Safecall can be contacted by email on [computacenter@safecall.co.uk](mailto:computacenter@safecall.co.uk) or via the web at [www.safecall.co.uk/report](http://www.safecall.co.uk/report).

(vi) Procedures

All policies and procedures related to Anti-Bribery and Corruption can be found on our website at:

[http://www.computacenter.com/who\\_we\\_are/corporate\\_responsibility.asp](http://www.computacenter.com/who_we_are/corporate_responsibility.asp)

It will be the responsibility of Senior Management to ensure that their Business Area complies with, is aware of, gain approvals required by and implement the procedures stipulated within the following:

- Anti-Bribery and Corruption Policy;
- Anti-Bribery and Corruption: Code of Conduct;
- Anti-Bribery and Corruption: Dealing with Public Officials Policy;
- Anti-Bribery and Corruption Procedure Guidance Note: Risk Assessment;
- Anti-Bribery and Corruption Procedure Guidance Note: Due Diligence on Third Parties;
- Anti-Bribery and Corruption Whistle Blowing Process; and
- Anti-Bribery and Corruption Procedure Guidance Note: External Communication and Training (sections 2 and 3 only).

Additional Procedures will be the responsibility of the following:

- Legal Department - Anti-Bribery and Corruption Procedure Guidance Note: Contractual Documentation;
- Legal Department – Anti-Bribery and Corruption Procedure Guidance Note: Mergers and Acquisitions;
- Human Resources Department – Anti-Bribery and Corruption Procedure Guidance Note: Internal Communication and Training;
- In-Country Sales – Anti-Bribery and Corruption Procedure Guidance Note: Sales

## Questions

If you have any questions about the contents of this Policy, please contact the Group Company Secretary on +44 (0) 1707-639-072 or Group Head of Legal and Contracting on +44 (0) 1707 639062.