Anti Bribery & Corruption Policy

1.0 Introduction

The company is committed to conducting business honestly, ethically and with integrity. We take a zero-tolerance approach to bribery and corruption and maintain appropriate controls to prevent, identify and address such conduct across our operations and business relationships.

This policy applies to all proAV employees whether they are temporary, fixed-term or permanent. In addition, consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors or any other person associated with proAV, including third parties are also subject to this policy.

The company does not tolerate bribery, corruption, fraud, facilitation payments, extortion, embezzlement, malpractice or anti-competitive behaviour. This policy supports compliance with the Bribery Act 2010, Fraud Act 2006, Proceeds of Crime Act 2002, Criminal Finances Act 2017, Competition Act 1998, Enterprise Act 2002 and Digital Markets, Competition and Consumers Act 2024.

2.0 What is Bribery, Corruption and Fraud?

A bribe is a financial or other advantage that is offered, promised, given, requested, agreed to be received, or accepted with the intention of inducing, rewarding or otherwise resulting in improper performance.

Corruption is the misuse of entrusted power or position for personal or commercial gain. Fraud includes dishonest acts or omissions intended to make a financial or personal gain or cause loss to another party. This may include false invoicing, falsification of expenses or records, misuse of company assets, conflicts of interest, collusion, concealment of information or fraudulent activity involving customers, suppliers or other third parties.

Anti-competitive behaviour includes bid rigging, price fixing, market sharing, exchanging commercially sensitive information with competitors or entering into any other arrangement that restricts fair competition.

3.0 Gifts and Hospitality

This policy does not prohibit normal and appropriate hospitality. If by giving or receiving hospitality a real or perceived conflict of interest will be created, employees and third parties must refuse to give or receive the gift or hospitality.

Employees and third parties are prohibited from accepting and giving a gift.

The giving or receiving of hospitality is not prohibited, if the following requirements are met:

- It is not made with the intention of inducing, rewarding or otherwise resulting in improper performance in order to obtain or retain a business or other advantage to the company.
- Is not offered, promised or given to a foreign public official if the employee or third party intends to influence the foreign public official in his or her official capacity to obtain or retain business or an advantage in the conduct of business for the company.
- It is appropriate in the circumstances.
- Taking into account the reason, it is of an appropriate type and value and given at an appropriate time and is not to be lavish.
- It is given or received openly, not secretly.
- It is not intended to influence a tender, procurement, contract award or other commercial decision.
- It is accurately recorded and supported by appropriate documentation where required.

Employees and third parties are prohibited from accepting or offering gifts or hospitality to any public officials or representatives, or politicians or political parties, without the prior written approval by a duly authorised representative of the company.

4.0 Facilitation Payments

The Company does not make, and will not accept, facilitation payments of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but can be found in some other jurisdictions.

It is not acceptable for employees and third parties to:

- 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.
- Engage in any activity that might lead to a breach of this policy.
- Conceal or incorrectly record any payment or expenditure.
- Use an agent, supplier or other third party to make a payment that would be prohibited if made directly by the company.

5.0 Donations

Employees and third parties must not accept or make contributions to political parties or charitable donations for or on behalf of the company.

6.0 Employee and Third Party Responsibilities

Employees must ensure the information contained within this policy, and with any training or other anti-bribery and corruption information given are comprehended, understood and read.

Employees are required to avoid any activity that might lead to, or suggest, a breach of this policy and procure that those they are involved with to provide services for or on behalf of the company comply with this policy.

Employees and third parties must ensure that anyone they engage to provide services for or on behalf of the company:

- Have in place appropriate policies to implement this policy.
- Allow the company rights of audit of internal control systems financial records and procedures for compliance.
- Immediately report any suspicion or act of bribery or corruption.
- Keep financial records and have appropriate internal controls in place which evidence the business reason for making payment.
- Ensure all expenses claims relating to the hospitality, gifts or expenses incurred are kept and specifically record the reason for the expenditure.
- Keep proper books and accounts.
- Declare actual or potential conflicts of interest and remove themselves from relevant decisions where required.
- Cooperate fully with any investigation, compliance review or audit carried out under this policy.

If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. proAV has the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy.

7.0 Training and Communication

proAV and third parties are required to implement appropriate training and communicate to ensure compliance with these anti bribery and corruption standards to at least the same standard as this policy.

Our zero-tolerance approach must be communicated to employees, suppliers, contractors, business partners and others providing services for or on behalf of the company at the outset of the relationship and as appropriate thereafter.

Relevant employees receive anti-bribery and corruption training through proAV's training programme, with completion monitored through TalentLMS. Training covers recognising and reporting bribery, corruption and fraud. Training requirements and completion records are reviewed periodically. Refresher or additional training is provided where monitoring, risk assessments, changes in legislation or an investigation identify a need.

8.0 Prevention and Control of Fraud and Malpractice

proAV controls the risk of fraud, bribery, corruption and malpractice through a combination of risk assessment, due diligence, financial controls, training, monitoring and reporting arrangements. Controls include:

- Risk-based due diligence and prequalification checks on suppliers and other third parties before engagement.
- Consideration of bribery, corruption, fraud, sanctions, conflicts of interest and reputational risks as part of relevant risk assessments.
- Appropriate authorisation and supporting evidence for payments, expenditure and expenses.
- The segregation or independent review of financial and commercial activities where appropriate.
- Maintenance of accurate books, records, invoices and supporting documentation.
- Monitoring of training completion, financial transactions, expenses, supplier relationships and reported concerns.
- Periodic review of internal controls, risk assessments and due diligence arrangements.
- Investigation of suspected control failures or unusual activity and implementation of corrective action.

The level of due diligence and monitoring applied is proportionate to the nature of the relationship, the services being provided, the geographical location and the level of risk identified. Higher-risk relationships or activities may require enhanced checks, additional approval or more frequent monitoring.

9.0 Reporting and Investigation

Employees and third parties are responsible for the prevention, detection and reporting of bribery, corruption, fraud, malpractice and anti-competitive behaviour.

Any actual or suspected breach must be reported as soon as possible to the individual's line manager, HR or a board member. Concerns may also be reported confidentially or anonymously through SafeCall, proAV's independent whistleblowing reporting service. Where the concern involves one of the named contacts, the individual may report it to another appropriate senior manager or use SafeCall.

All concerns will be treated seriously and handled as confidentially as reasonably possible. The concern will be recorded and an initial assessment undertaken to determine its nature, potential impact and the appropriate course of action. Where an investigation is required, it will be assigned to a suitably independent and competent person. The investigation may include reviewing documents and financial records, preserving relevant evidence and interviewing the individuals involved.

The findings will be documented and reported to the appropriate level of management. Where a breach is substantiated, proAV may take disciplinary action, terminate a third-party relationship, strengthen controls, provide additional training and report the matter to the police, regulators or other relevant authorities where required. Employees who raise a genuine concern in good faith will not be subjected to retaliation or detrimental treatment.

10.0 Legal Compliance

proAV reviews this policy and its supporting controls at least annually to ensure they remain appropriate and meet the requirements of the Bribery Act 2010. This includes reviewing risk assessments, due diligence, training, reported concerns and any investigations.

Compliance with the Bribery Act 2010, Fraud Act 2006, Proceeds of Crime Act 2002 and Criminal Finances Act 2017 is supported through financial controls, accurate record keeping, third-party checks, employee training and the investigation of suspicious activity.

To comply with the Competition Act 1998, Enterprise Act 2002 and Digital Markets, Competition and Consumers Act 2024, employees must make commercial and tendering decisions independently and must not engage in price fixing, bid rigging, market sharing or the exchange of commercially sensitive information with competitors.

11.0 Monitoring and Review

The effectiveness of this policy and its supporting controls is monitored through the review of risk assessments, due diligence activity, training completion, reported concerns, investigation outcomes, financial records and any identified control failures. Findings are used to update controls, training and risk assessments and to support continual improvement.

The policy and proAV's processes are formally reviewed at least annually and following any significant legislative change, material incident, identified control weakness or significant change in the company's operations or risk profile. The review includes consideration of the Bribery Act 2010 and other applicable fraud, financial crime and competition legislation.

Francesca Hazell
Operations Director