

# Anti-Bribery Corruption Policy

+ Department:  
Enterprise Risk



Classification: Internal Use Only

## Document Information

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<b>Department Policy Owner</b>	Enterprise Risk
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## 1. Owner and Approval

The table below lists the owner and approval of this policy.

Task	Business Owner
<b>Policy Owner</b>	Head of Enterprise Risk
<b>Department Policy Owner</b>	Enterprise Risk
<b>Policy Approval</b>	Policy Governance Forum Board Approval

The Head of Enterprise Risk is responsible for enforcing ESW's Anti-Bribery Corruption Policy.

## 2. Audience

All employees, and others acting on behalf of ESW, are required to read, understand, and adhere to this policy.

## 3. Distribution

This policy is available to all Employees, and others acting on behalf of ESW at an internal SharePoint location. This policy is distributed with a combination of targeted face to face training and web-based training.

## 4. Location

The current versions of all companywide policies are stored in the ESW Library at:

[ESW Library Policies](#)

The exact location for the current version of the Anti-Bribery Corruption Policy is:

[Anti-Bribery Corruption Policy](#)

## 5. Policy Overview

With regard to this Anti-Bribery Corruption Policy (“Policy”), bribery and corruption damages business, violates public trust, threatens national and international economic and social development and impedes fair trade.

Pursuant to Anti-Corruption laws and regulations (including the Prevention of Corruption Act as amended (Ireland), United Kingdom Bribery Act, Foreign Corrupt Practices Act (United States of America)), it is generally a crime to give, pay, or promise “Anything of Value” to influence an act or influence the outcome of a decision to obtain, retain and/or direct business or to secure an improper advantage of any kind.

### 5.1. Policy Objective

This policy sets forth ESW's global requirements regarding the prevention of corruption and management of Anti-Bribery and Corruption risk.

This policy:

- Complies with the letter, spirit and intent of Anti-Corruption laws and regulations in each jurisdiction where ESW conducts or seeks to conduct business and was written with the intention to comply with the most stringent requirements of each jurisdiction,
- Establishes requirements for controls to ensure ESW's financial books, records, and accounts accurately and fairly reflect transactions,
- Requires Anti-Bribery and Anti-Corruption training, testing and monitoring,
- Assigns roles and responsibilities to ESW Management for compliance with and oversight of this policy and practices across ESW.

## 5.2. Policy Scope

This policy scope applies to:

- U.S. Direct E-Commerce Limited trading as ESW and all other affiliated entities (collectively “ESW”), wherever located.
- ESW’s employees, contractors, officers and directors (collectively “Employees”), wherever located.
- All dealings and transactions in all countries where ESW operates.

All employees, and others acting on behalf of ESW, are required to read, understand, and adhere to this policy and annually attest that they have done so. Managers are required to enforce this policy and ensure that there is adherence to the requirements of this policy.

This policy covers both the giving and receiving of a bribe by, to or from for the benefit of, ESW or an ESW employee.



## 6. Policy Requirements

It is the policy of ESW that no employee, officer or director may ever under any circumstance promise, offer, give or authorise, directly or indirectly, a bribe or anything of value to anyone including any Government Official, employee of, or representative of (including family member or relative) or to a government-owned or controlled entity, or to any private person or employee of any business entity, to improperly influence any act or decision of such person to obtain or retain business or to secure any improper advantage for ESW.

The prohibition against offering, promising or paying bribes also applies to all Third Parties who provide services on ESW's behalf, such as suppliers, carriers, agents, consultants, distributors, law firms and other business partners, and also applies to any transaction of any kind in which ESW participates or seeks to participate.

## 6.1. Definitions

**Bribery** is defined as offering, promising or giving “anything of value” 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 defined as any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.

**Government Official** is defined as:

- An officer or employee of any national, provincial, regional or local government agency or department (domestic or foreign), including but not limited to educational institutions, healthcare facilities, police agencies, military entities, customs officials, local tax officials, issuers of government permits, approvals or licenses and immigration officials.
- An officer or employee of any company, business or commercial enterprise or entity that is owned or controlled in whole or in part by any government (such as a government-owned telecommunications company, state-owned airline, or other national/state-owned company).
- A political candidate or a political party or any officer or employee of a political party
- An officer or employee of a public (quasi-government) international organisation (such as the United Nations, World Bank, International Monetary Fund, International Olympic Committee or African Union).
- Any private person acting in an official capacity for or on behalf of any government (for example, an official advisor to the government or a consultant responsible for making procurement recommendation to a government).

**Anything of Value** means any economic benefit given by one person to another and includes, but is not limited to:

- Cash or cash equivalents, loans, gifts or prizes.
- Employment offers or employment promises to an individual or their family member.
- Discounts or favourable terms on products or services.
- Entertainment or hospitality (for example, travel, hotel or restaurant bills, expenses or resort stays).
- Use of vehicles or holiday homes.
- Discounted or free tickets to events.
- Personal favours or home improvements.
- Political or charitable contributions.
- Opportunities to buy direct shares in a company connected to ESW.

**Immediate Family Member** is defined as a person's spouse, domestic/civil union partner, children and dependents (including biological, adopted, foster, step-children, legal ward of the employee, or children for whom the employee's domestic/civil union partner has accepted the duties and responsibilities of raising), parents (including biological, foster, or adoptive, stepparents or legal guardians), siblings, immediate in-laws (that is, father-in-law, mother-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law), grandparents and grandchildren.

## 6.2. Government-Related

ESW prohibits the bribery of any individual including Government Officials and/or their Immediate Family Members. Under no circumstances should any employee offer, promise, give or pay anything of value to any Government Officer in return for improper advantage.

### **6.3. Commercial Related**

In addition to prohibiting the bribery of a Government Official, ESW also prohibits the bribery of private persons or entities. Under no circumstance should any employee offer, promise, give or pay anything of value to a private person or entity in return for any improper advantage.

### **6.4. Public Sector**

Transactions or dealings with the public sector (that is, countries, states or political subdivisions) are generally subject to stricter requirement.

### **6.5. Gifts, Entertainment and Hospitality**

In many countries, gifts play an important role in business protocols and customs. Giving multiple gifts to a person, entity or Government Official must be avoided. Please refer to ESW's [Gifts and Entertainment Policy](#) for more guidance on acceptable gifts.

Like gifts, entertainment is customary and plays an important role in developing business relationships while conducting business. In accordance with ESW's [Gifts and Entertainment Policy](#), corporate hospitality, such as meals, refreshments, and entertainment, are permitted in certain circumstances and when there is a legitimate business purpose. Please refer to the [Gifts and Entertainment Policy](#) for more guidance.

## **6.6. Doing Business with Third Parties**

ESW seeks to establish and retain relationships with business partners, such as retailers, carriers, delivery agents, consultants and other third parties, who share similar ethical principles. Under Anti-Corruption laws, ESW could be held responsible for the conduct of our partners when we (a) know or (b) reasonably should have known, of their unlawful conduct. Appropriate due diligence should be undertaken before a third party is engaged and thereafter on a continuing basis, including risks posed by geographic expansion involving countries that pose a higher risk of bribery and corruption.

All commercial contracts for the provision of services must include adequate language to demonstrate compliance with all relevant Anti-Bribery Corruption legislation, and where necessary obtain a copy of the third parties Anti-Bribery Corruption Policy or equivalent.

Notwithstanding the above paragraph, the Legal team, shall determine relevant third party contracts, where, due to the nature of the contract, anti-bribery provisions are not required.

## **6.7. Facilitation Payments**

A 'Facilitation' payment is a payment to a Government Official designed to secure or speed up a routine government action by a Government Official. For example, payments to process a visa, or transportation licence or permit would generally be considered facilitation payments. ESW does not allow Facilitation Payments.

## **6.8. Charitable Donations**

While donations to charitable organisations ordinarily are regarded as good corporate citizenship, those made to organisations in which Government Officials or Immediate Family Members possess a role, such as trustees, cause concerns under International Anti-Corruption laws. All charitable donations made on behalf of ESW must be processed and approved in advance by ESW's Corporate Social Responsibility Committee and Head of Enterprise Risk.

## **6.9. Political Contributions**

No political contributions shall be offered or made on behalf of ESW without prior written approval by ESW's Chief Executive Officer, General Counsel and Head of Enterprise Risk. Political contributions include monetary and non-monetary items, such as equipment loans or donations, free technology services, and a donation of an employee's time. You may participate in political activities on an individual basis, with your own money and on your own time.

## **6.10. Mergers and Acquisitions**

International Anti-Corruption laws raise unique concerns with respect to mergers and acquisitions. If the acquiring company does not perform effective and thorough due diligence of the review of the target company, it can be held accountable for past or continuing Anti-Corruption violations performed by the target company.

## **6.11. Books, Records and Accounts**

ESW is required to maintain records in accordance with local requirements and to keep books and records that, in reasonable detail, accurately reflect the company's transactions and the disposition of company assets. This requirement applies to all books and records including forms required for processing payments, attachments and backup used to justify payment requests, and authorisations and classifications of payment by accounting codes.

## **6.12. Recruitment**

Corruption comes in many forms, including employment offers or promises of future employment to an individual or any of his/her relatives. ESW prohibits employees from offering or promising future employment in return for improper advantage. ESW must maintain transparent recruiting processes at all times.

## **6.13. Penalties**

Violations or the perception of violations of Anti-Corruption laws can be damaging to the reputation of both ESW and its employees. Significant criminal, civil and regulatory penalties including imprisonment and/or fines, can be incurred by ESW and its employees and representatives. A violation of this policy could result in disciplinary actions, including but not limited to termination of employment. It is therefore vital that you, not only understand and appreciate the importance of this policy, but also comply with it daily.

## 6.14. Escalations

ESW's employees are responsible for reporting actions believed to violate this policy. ESW will not tolerate retaliation against anyone who, in good faith, reports a concern or cooperates with a compliance investigation, even when allegations are found to be unsubstantiated. The prevention, detection and reporting of incidents of potential bribery and/or corruption is the responsibility of all employees.

Any activity which appears to undermine ESW standards by violating laws, rules, regulations or this policy should be reported to the Head of Enterprise Risk immediately or by reference to our [Speak Up at ESW Policy](#).



## 7. Roles and Responsibilities

The table below lists the roles and responsibilities of the business to carry out the requirements of this policy.

Role	Responsibilities
<b>ESW employee</b>	<ul style="list-style-type: none"> <li>Understand and adhere to this policy.</li> <li>Seek guidance and clarity, if needed.</li> <li>Report any breach or potential breach of this policy to either:               <ul style="list-style-type: none"> <li>Their Line Manager</li> <li>Head of Enterprise Risk</li> <li>General Counsel</li> <li>A member of the Executive Management Team</li> <li>By using our Speak Up at ESW Hotline, references in the <a href="#">Speak Up at ESW Policy</a>.</li> </ul> </li> </ul>
<b>Management</b>	<ul style="list-style-type: none"> <li>Ensures implementation of this policy within their areas of responsibility.</li> <li>Provide guidance to employees on adhering to this policy.</li> </ul>
<b>Policy Governance Forum</b>	<ul style="list-style-type: none"> <li>Review and approve this policy on an annual basis.</li> <li>Roll out this policy to all relevant employees of ESW.</li> <li>Oversee rollout of training and awareness on this policy.</li> </ul>
<b>General Counsel</b>	<ul style="list-style-type: none"> <li>Interprets laws and regulations as appropriate.</li> <li>Provides legal advice as appropriate.</li> </ul>
<b>Head of Enterprise Risk</b>	<ul style="list-style-type: none"> <li>Ensures implementation and maintenance of this policy.</li> </ul>

	<ul style="list-style-type: none"><li>• Advises on the interpretation and application of this policy.</li><li>• Delivers regular reporting to Executive Management regarding relevant issues raised where appropriate.</li></ul>
<b>Finance</b>	<ul style="list-style-type: none"><li>• Creates and maintains accurate financial books and records.</li><li>• Monitors expense reports for potential deviations to this policy.</li><li>• Monitors third-party payments and raises any concerns identified to the Head of Enterprise Risk or designate.</li></ul>

## **8. Governance and Policy Administration**

This policy is governed under the Policy Governance Forum.

ESW requires all policies to have updates reflecting:

- An annual review.
- As changes are required.

### **8.1. Policy Exceptions**

There are no exceptions permitted to this policy.

### **8.2. Policy Training**

All employees are required to complete training annually which includes attesting to this policy. This training may include web-based Anti-Bribery and Corruption training, instructor-led training or by virtue of reading and accepting this policy. Enterprise Learning Solutions will provide support in designing and delivery of training.

### **8.3. Policy Monitoring and Testing**

ESW will continuously monitor for potential red flags for Anti-Bribery and Corruption and will take all necessary steps to maintain a risk-based control environment.

The Enterprise Risk function will perform risk-based testing to include but not limited to employee expense reports, supplier payments and targeted audits of third-party suppliers.

## **8.4. Penalties**

A violation of this policy could result in disciplinary actions, including but not limited to termination of employment. It is therefore vital that you, not only understand and appreciate the importance of this policy, but also comply with it daily.

Please refer to ESW's [Disciplinary Policy](#).

## 9. Glossary of Terms, Abbreviations and Acronyms

Term	Definition
<b>Anything of Value</b>	<p>Anything of Value means any economic benefit given by one person to another and includes, but is not limited to:</p> <ul style="list-style-type: none"> <li>• Cash or cash equivalents, loans, gifts or prizes.</li> <li>• Employment offers or employment promises to an individual or their family member.</li> <li>• Discounts or favourable terms on products or services.</li> <li>• Entertainment or hospitality (for example, travel, hotel or restaurant bills, expenses or resort stays).</li> <li>• Use of vehicles or holiday homes</li> <li>• Discounted or free tickets to events</li> <li>• Personal favours or home improvements.</li> <li>• Political or charitable contributions.</li> <li>• Opportunities to buy direct shares in a company connected to ESW.</li> </ul>
<b>Bribery</b>	<p>Bribery is defined as offering, promising or giving “anything of value” 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.</p>
<b>CEO</b>	Chief Executive Officer

<b>Corruption</b>	Corruption is defined as any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.
<b>Employee</b>	ESW's employees, contractors, officers and directors (collectively "Employees"), wherever located.
<b>ESW</b>	New term for eShopWorld.
<b>Government Official</b>	<p>Government Official is defined as:</p> <ul style="list-style-type: none"> <li>• An officer or employee of any national, provincial, regional or local government agency or department (domestic or foreign), including but not limited to educational institutions, healthcare facilities, police agencies, military entities, customs officials, local tax officials, issuers of government permits, approvals or licenses and immigration officials.</li> <li>• An officer or employee of any company, business or commercial enterprise or entity that is owned or controlled in whole or in part by any government (such as a government-owned telecommunications company, state-owned airline, or other national/state-owned company).</li> <li>• A political candidate or a political party or any officer or employee of a political party</li> <li>• An officer or employee of a public (quasi-government) international organisation (such as the United Nations, World Bank, International Monetary Fund, International Olympic Committee or African Union).</li> </ul>

	<ul style="list-style-type: none"><li>Any private person acting in an official capacity for or on behalf of any government (for example, an official advisor to the government or a consultant responsible for making procurement recommendation to a government).</li></ul>
<b>Immediate Family Member</b>	Immediate Family Member is defined as a person's spouse, domestic/civil union partner, children and dependents (including biological, adopted, foster, step-children, legal ward of the employee, or children for whom the employee's domestic/civil union partner has accepted the duties and responsibilities of raising), parents (including biological, foster, or adoptive, stepparents or legal guardians), siblings, immediate in-laws (that is, father-in-law, mother-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law), grandparents and grandchildren.

## 10. Reference Documents

Documents
<a href="#">General Employment Policies</a>
Disciplinary Policy
Specific for Singapore <a href="#">Disciplinary Policy</a>
Specific for the United Kingdom <a href="#">Disciplinary Policy</a>
<a href="#">Gifts and Entertainment Policy</a>
<a href="#">Speak Up at ESW Policy</a>



## Document Changes

Document Approver	Document Owner	Approval Date	Version	Description
Policy Governance Forum	Head of Enterprise Risk	27 February 2018	1.0	New policy.
Policy Governance Forum	Head of Enterprise Risk	8 April 2019	1.1	Annual review. Update to the title of Head of Enterprise Risk. Amendment to scope to bring it in-line with other policies. Updated definitions.
Policy Governance Forum	Head of Enterprise Risk	13 May 2020	1.2	Annual review. Inclusion of additional wording related to testing, due diligence standards and reference to <a href="#">Speak Up at ESW Policy</a> .
Policy Governance Forum	Head of Enterprise Risk	12 May 2021	1.3	Annual review. Doing Business with Third Parties, updated language.

				Update to new format.
Board Approval	Head of Enterprise Risk	17 June 2021	1.3	Board approval.