



**We act with integrity in
everything we do**

Anti- Bribery & Corruption Policy

October 2020

v1.1

Contents

Purpose	3
Scope and Application	3
Your Responsibilities	3
Bribery and Corruption	3
1. Definitions	3
2. Principles and Rules	4
Areas where corruption and bribery may most often occur	4
1. Hospitality, promotional, and other business expenditure	4
2. Grants, donations and contributions	4
3. Facilitation payments	4
4. Improper payments by third parties	4
Guidance on Preventive Procedures	5
1. Risk Assessment	5
2. Due Diligence	5
3. Books and Records	5
4. Training and Communication	5
5. Monitoring and review	5
6. How to raise concern	5
Violations	6
In a nutshell	6

Purpose

This Anti-Bribery & Corruption Policy (“the **Policy**”) aims to enhance awareness and ensure compliance with the respective rules preventing bribery and corruption.

All TITAN Group directors, officers, and employees should be aware that any breach of bribery and corruption rules, apart from exposing them to criminal prosecution and/or civil liability, may also cause serious damage to the reputation of TITAN Group and its subsidiaries and affiliates.

Scope and Application

This Policy applies to all individuals working at all levels and grades, including directors, senior managers, officers and employees (collectively “**employees**”) of TITAN Group, all of whom are expected to apply the highest standards of professional and personal behaviour under all circumstances.

It also applies to persons who perform services for or on behalf of any entity of TITAN Group (“**associated persons**”), such as representatives and agents.

This Policy deals with a range of issues relating to bribery and corruption. Other aspects of business ethics and corruption, such as conflicts of interest, are regulated separately.

This Policy contains TITAN Group’s global standards and it is aligned with applicable laws. In some countries, local laws and regulations may be more stringent than the principles set out herein. Where this is the case, the more stringent rules apply.

Your Responsibilities

Every TITAN Group employee is responsible for reading, understanding and complying with this Policy.

At the beginning of your employment with TITAN Group and throughout the term of your employment, you will be asked to complete and return a statement acknowledging that you have read and understood this Policy.

All TITAN Group employees are **strongly encouraged** to use the e-learning tool for the private sector on the UN Convention against Corruption and the UN Global Compact’s 10th principle against corruption, at <http://thefightagainstcorruption.org>.

Bribery and Corruption

1. Definitions

Bribery means offering, giving, receiving or promising, directly or indirectly, an improper benefit in order to influence someone to carry out improperly a public, commercial or legal duty. This also includes attempts to do any of the above.

Bribery can take a variety of forms. It includes any type of benefit to the recipient, for example cash, loans, gifts, jobs, tuition, scholarships, even hiring someone’s relative or donating to their favourite charity with an improper intent, as well as any other kind of contributions. Even common business practices, like the provision of gifts, entertainment and hospitality, can constitute bribes in certain occasions.

Facilitation payments are payments made to a public or government official as incentive for the official to secure or speed up routine, legal, government actions (“help moving the process along”) to the benefit of the party making the payment and are strictly prohibited.

Bribery of a foreign public official is a standalone offence committed where a person offers, promises or gives a financial or other advantage to a foreign public official with the intention of influencing the official in the performance of his/her official functions and obtaining or retaining business or an advantage in the conduct of business by doing so.

A foreign public official includes officials, employees or representatives of any government, government-owned, or government-controlled entity anywhere in the world, including both high and low ranking employees, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a foreign country including officers of public agencies or enterprises and officers or agents of public international organizations. In some jurisdictions, like the U.S, it also includes political party officials and candidates. Any child, spouse, parent or sibling or other familial relation of a Government Official must be deemed to be a Government Official for the purposes of this Policy.

It does not matter where the offence is committed. Most countries have laws prohibiting bribery and corruption. These often have extraterritorial effect, i.e. go beyond the country's borders, and cover offences committed in a foreign country. As an example, the U.S. Foreign Corrupt Practices Act and the UK Bribery Act effectively have extraterritorial jurisdiction and can apply to activities of TITAN Group subsidiaries around the world. Under this scope, you could be prosecuted in the UK for a bribery offense committed elsewhere in the world.

2. Principles and Rules

All TITAN Group employees or associated persons **must comply** with the applicable laws and regulations that prohibit bribery and corruption both in the private and the public sector.

All TITAN Group employees or associated persons must **under no circumstances** offer, solicit, promise, give or accept a bribe or any other improper payment, including facilitation payments.

In TITAN Group we are expected to work with **agents, suppliers, contractors or other associated persons who comply with all applicable laws** and who willingly make a contractual commitment, where it is feasible, to represent that they abide by the relevant anti-bribery and anti-corruption rules.

Areas where corruption and bribery may most often occur

1. Hospitality, promotional, and other business expenditure

As a general rule, you should not provide gifts, entertainment, or hospitality to, or receive them from, a government or other public official, or their family members and/or their business associates related to the performance of your duties. When appropriate and allowed by local law you may offer or receive only non-cash gifts of insignificant value arising out of customary business practices.

2. Grants, donations and contributions

Contributions made by TITAN Group entities to society stakeholders should always be made in a transparent and open manner, in compliance with local laws and should not raise any expectation of award or any contract or license.

3. Facilitation payments

TITAN Group **does not permit facilitation payments** to be made, even if such payments are nominal in amount or the local law permits them.

4. Improper payments by third parties

In order to help ensure that bribery does not occur, it is important to conduct thorough **due diligence before selecting associated persons who will act** for TITAN Group.

Under this scope, you are encouraged to only deal with qualified and reputable individuals or firms.

Particular care should be taken when evaluating a prospective third party who might interact with the government on behalf of TITAN Group.

If the individual or firm is from a high risk country where bribery is known to occur, your investigation of that individual or firm should be thorough.

You should also ensure that compensation is reasonable in light of the services.

In any event, you are encouraged to enter into a relationship with associated persons who are willing to **sign a contract with provisions stating that they do not and will not engage in bribery.**

Guidance on Preventive Procedures

1. Risk Assessment

Risk assessment procedures enabling the identification of exposure to potential external and internal risks of bribery or corruption should be periodically performed by Group Compliance & Anti-Fraud Department, in cooperation with local management. The assessment and its conclusions should be appropriately documented.

2. Due Diligence

As stated above, it is our responsibility to take a proportionate and risk based approach, in respect of persons who perform or will perform services for or on behalf of TITAN Group.

Every stage of the due diligence investigation should be documented.

3. Books and Records

Detailed and accurate accounting records for all transactions and all payments and expenses in reasonable detail, strict accuracy and completeness must be kept and under no circumstances must they ever be hidden or purposefully misclassified.

A written record of all gifts offered that exceed the amount of two hundred euros (€200) or equivalent must be kept. No accounts must be kept “off-book” to facilitate or conceal improper payments.

We must ensure we maintain accurate books, records and financial reporting procedures in conformity with tax and other applicable laws and regulations.

4. Training and Communication

All existing employees operating in areas that are perceived as high risk as a result of the applicable laws will receive regular, relevant training on how to implement and adhere to this policy.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors, agents and business partners at the outset of our relationship with them and as appropriate thereafter.

5. Monitoring and review

Internal Audit and/or Corporate Social Responsibility (CSR) should monitor and review the effectiveness and implementation of this Policy. Any improvements identified should be made as soon as possible. This Policy may be amended when deemed appropriate, by the Group Legal Department.

6. How to raise concern

You are encouraged to raise concerns about any issue or suspicion of malpractice in breach with this Policy. If you believe or suspect that an anti-corruption violation will occur (for example, if an existing or potential client tells you that a gift or payment is required to secure doing business with us), is occurring or has occurred, report it immediately to:

- Your Line Manager and/or
- Your local Legal Department or
- The reporting platform (EthicsPoint)

If you have any questions or require clarifications with regard to this Policy, please contact your line manager and/or your local Legal Department.

It is the responsibility of all employees within their area of functional responsibility to implement this Policy and ensure that they use it to disclose any suspected risk or wrongdoing.

All managers should lead by example, and provide guidance to the employees reporting to them.

Anyone who reports a possible violation of applicable laws or this Policy will be protected from possible retaliation in any form.

Violations

Bribery and Corruption are criminal offenses. As an employee of TITAN Group you will be personally accountable for your actions irrespective of whether you paid the bribe yourself or whether you authorized, assisted, or incited someone else to violate an anti-corruption or anti-bribery law.

Apart from criminal prosecution or a civil lawsuit for damages any violation of this Policy may also result in disciplinary action, including termination of employment.

In a nutshell

- Know the Rules
- Make the right decisions
- Come forward