

Purpose

The purpose of this Policy is to:

- provide a clear statement, endorsed by the Executive Team, that bribery and corruption will not be tolerated in any circumstances;
- set out your responsibilities in observing and upholding ABP's position on bribery and corruption; and
- provide information and guidance on:
 - how to recognise and deal with bribery and corruption issues;
 - the giving and receiving of gifts and entertainment in connection with ABP's business.

Scope

This Policy applies to all individuals working for ABP (including any ABP group company) or on our behalf in any capacity (e.g. employees, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, sub-contractors, external consultants, suppliers who perform services on behalf of ABP, third-party representatives, business partners or any other person associated with us, wherever located).

Policy Statement

Bribery and corruption is not supported, condoned or tolerated in any circumstances. It is ABP'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.

ABP has a number of controls and procedures in place to prevent and detect bribery. You are expected to raise any concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

Responsibilities

We all have a responsibility for the prevention and detection of bribery. In particular you must (i) ensure that you read, understand and comply with this Policy; (ii) avoid any activity that might lead to, or suggest, a breach of this Policy; and (iii) report as soon as possible if you believe or suspect that a breach of this Policy has occurred, or may occur in the future (see the *How to Raise a Concern* section below).

All Line Managers are responsible for ensuring those reporting to them are made aware of and understand this Policy and that time is made available for individuals to attend any training provided on this Policy.

The Executive Team, under the guidance of the General Counsel & Company Secretary, has overall responsibility for ensuring that all those under ABP's control comply with this Policy. The General Counsel & Company Secretary, with the support of the Group Data Protection & Compliance Officer, has day to day responsibility for this Policy.

Policy Details

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. Bribes can take a variety of forms and might include cash, gifts, hospitality, a contract award, securing a rental unit, a non-standard discount, or gaining inside information about up and

coming work. They're given to someone with the intention of influencing them to act in a way that favours an individual or a company.

ABP does not tolerate any form of bribery in its business. You must never offer, make, ask for, or accept a payment, gift or favour in return for favourable treatment, or to gain a business advantage.

Bribery Act 2010

The UK has one of the most stringent anti-bribery regimes in the world. Under the Bribery Act 2010 it is a criminal offence to:

- offer a bribe;
- agree to offer a bribe;
- accept a bribe;
- agree to accept a bribe;
- request a bribe; or
- bribe a foreign public official in order to obtain or retain a business advantage.

It is also an offence under the Bribery Act for a commercial organisation to fail to prevent bribery (i.e. where a company does not have adequate procedures in place to prevent anyone working on the company's behalf committing offences against the Bribery Act).

Individuals found guilty of committing a bribery offence can be punished by up to ten years' imprisonment and/or a fine. As a commercial organisation, if ABP fails to prevent bribery, we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation.

Gifts & Entertainment

Accepting of Giving Gifts / Hospitality

This Policy does not prevent the giving or receiving of normal and appropriate hospitality/entertainment in the context of maintaining or building healthy arm's length business relationships. Routine entertainment (such as lunches, dinners, sports/cultural events) is appropriate and encouraged if it is clearly in the proper interests of ABP (e.g. a new bona fide business relationship is being established or maintaining an ongoing business relationship).

The **Gifts & Entertainment Guidance** sets out detailed guidance in regard to the acceptance or offering by ABP of gifts / benefits and entertainment / hospitality (including where prior approval is required before you accept or offer any gifts or entertainment). In addition, the General Code of Conduct (issued to all employees on joining ABP) provides general guidance on how employees should conduct themselves.

In all cases you are required to exercise your judgment and properly consider whether the gift or hospitality/entertainment is appropriate. In particular, you should consider the following:

- In all the circumstances, is the gift or hospitality reasonable, proportionate and justified?
- What is the intention behind the gift or hospitality?
- How might the gift or hospitality be perceived if reported both to the Executive Team and to a local or national newspaper?
- Does the gift or hospitality comply with the Gifts & Entertainment Guidance?

If you are still in doubt about whether to accept or give gifts or hospitality, speak to your Line Manager. The Legal Team can also help provide guidance.

Gifts & Entertainment Register

The giving or accepting of gifts and hospitality is required to be conducted on an open and transparent basis. The guidance set out in the **Gifts & Entertainment Guidance** should be followed. All gifts and entertainment which exceed the specified nominal values (as set out in the **Gifts & Entertainment Guidance**) must be recorded in the Gifts & Entertainment Register which can be accessed via iPort within the ABP Expenses system.

You are required to keep a record of all gifts and hospitality (either given or received) above the values specified in the **Gifts & Entertainment Guidance**. Where the online Register is not available for any reason, you are expected to keep records and then enter the details once the online Register becomes available. If you don't have access to the Register because you are not an employee, you must notify your ABP Line Manager of any gifts or entertainment which you accept or give in connection with ABP or any services you are providing ABP.

The Gifts and Entertainment Register will be audited on a regular basis.

What You Must Not Do

It is not acceptable for you (or someone 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 or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- accept a payment, gift or hospitality from a third party that you know, or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- accept hospitality or a gift from a third party that is unduly lavish or extravagant under the circumstances, or that includes cash or cash equivalent (e.g. gift certificates or vouchers);
- offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of a member of the Executive Team;
- threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this Policy; or
- engage in any activity that might lead to a breach of this Policy.

Political / Charitable / Sponsorship Contributions

ABP does not typically make contributions to political parties and ABP only makes charitable or other appropriate donations that are legal and ethical. All charitable, philanthropic, political and community investment must be approved by a member of the Executive Team. To avoid any issue of impropriety any donations must be transparent and able to withstand public scrutiny.

Facilitation Payments & 'Kickbacks'

ABP does not make, and will not accept, facilitation payments or "kickbacks" of any kind. A facilitation payment (also known as "back-handers" or "grease payments") are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the UK but are common in some other jurisdictions. Kickbacks are typically payments made in return for a business favour or advantage. These payments are illegal.

You must avoid any activity that might:

- lead to a facilitation payment or kickback being made or accepted by ABP or on ABP's behalf; or
- suggest that such a payment will be made or accepted.

If you have any suspicions, concerns or queries regarding a payment, you should raise these with the General Counsel & Company Secretary as soon as possible.

Breaches

Bribery is a criminal offence under the Bribery Act 2010 and ABP will investigate any actual or suspected breach of this Policy. Any employee who breaches this Policy may face disciplinary action, which could result in dismissal for gross misconduct. Any non-employee who breaches this Policy may have their contract terminated with immediate effect. In addition, any breach of the Bribery Act 2010 is likely to result in criminal proceedings and possible imprisonment for the convicted perpetrator.

How to Raise a Concern

ABP is committed to ensuring that no bribery or corruption occurs in its name or on its behalf. The prevention, detection and reporting of bribery is everyone's responsibility. If you are offered a bribe, or are asked to make one, or if you genuinely believe or suspect that any bribery, corruption or other breach of this Policy has occurred or may occur, you must report it as soon as possible. You can do this by:

- notifying your Line Manager;
- notifying the General Counsel & Company Secretary; or
- calling the Whistleblowing Hotline - if you raise a concern under this procedure it will be treated in the strictest confidence and everything possible will be done to protect your identity. See the Whistleblowing Policy for more information.

Nobody will be penalised in any way for refusing to participate in, or for turning down a business opportunity, if they think there is a risk of bribery. ABP will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

The General Counsel & Company Secretary is to be notified of any reports of any breaches or suspected breaches of this Policy.

Potential Red Flag Scenarios

The following is a list of some examples of possible bribes / red flags that may arise when working for ABP. If you encounter any of these red flags while working for us, you must report them promptly (see the *How to Raise a Concern* section above). These are illustrative only and the list is not exhaustive:

- being offered frequent, or high-value gifts or hospitality at times when business decisions are being made (e.g. during a tender);
- being offered gifts or hospitality from, for example, a contractor, in exchange for information about other bidders, or to tailor a project specification specifically to a particular bidder (also known as 'bid-rigging');
- being offered tickets to a sporting event from a tenant, in exchange for a more favourable rent review;
- being offered personal services or home improvements from a supplier (e.g. a conservatory or a new bathroom suite) in exchange for awarding them a contract;
- being offered a share of the money a supplier earns from false labour charges in return for 'turning a blind eye' (otherwise known as a 'kickback payment');

- giving a supplier the opportunity to bypass a procurement process in the future if they make their current offer more ‘competitive’;
- being offered a “benefit” which is not generally available to other ABP employees (e.g. a cruise customer offers a significant discount on a cruise holiday rather than the standard lesser discount generally available to ABP employees) in exchange for using their influence to concede a point in a commercial negotiation or some other business advantage;
- an agent acting on behalf of ABP requests to make payment to a foreign official (where not specifically permitted by the laws of that country), to speed up a governmental process where we are procuring a new piece of machinery from that country;
- being requested to make a payment to a foreign official to secure a contract or even just the right to tender for a contract.

If you have any questions about this Policy or if you are not sure about anything, please contact a member of the Legal Team.

This Policy does not form part of any employee's contract of employment and we may amend it at any time.

Policy Control Table

Policy Control	
Name of Policy	Anti-Corruption & Bribery Policy
Date approved by ABP Board	2011, 2017, 8 Feb 2021
Last Review Date	February 2021
Revision History	First introduced 2011, reviewed and updated 2017, 2021
New Review Date	February 2022
Related Policies, Procedures, Guidance etc	Whistleblowing Policy; General Code of Conduct; Conflicts of Interest
Relevant Legislation	Bribery Act 2010
Policy Owner	General Counsel & Company Secretary
Lead Contact / Author	Group Data Protection & Compliance Officer
Version and date issued	Version 3, February 2021