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| **Company Name:** | 'PROMAN' is the trading name of all companies of the PROMAN group including PROMAN Supply Chain Ltd, PROMAN Managed Services Ltd and PROMAN Recruitment Ltd ('the Company') |
| **Company Contact details:** | PROMAN Group Head Office<br>Building 2 Think Park,<br>Trafford Park,<br>Manchester,<br>M17 1FQ |
| **Document DP5A** | Anti Bribery & Corruption Policy |
| **Topic:** | Anti Bribery & Corruption |
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**Contents:**



## 1. Definitions

In this policy "we", 'us", and "the Company" mean all companies trading as "PROMAN".

"*Bribe*" means an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage; "to Bribe" and "Bribery" are construed accordingly.

*"Relevant Person"* means any individual (whether an officer of employee of the Company, or a temporary worker, contractor or consultant providing services to or on behalf of the Company) or any corporate entity who performs functions for or on behalf of the Company.

## 2. Introduction

One of the Company's core values is "Doing the Right Thing" to uphold responsible and fair business practice. It is committed to promoting and maintaining the highest level of ethical standards in relation to all of its business activities. Its reputation for maintaining lawful business practices is of paramount importance and this Policy is designed to preserve these values. The Company therefore has **a zero tolerance policy towards bribery and corruption** and is committed to acting fairly and with integrity in all of its business dealings and relationships and to implementing and enforcing effective systems to counter bribery.

## 3. Purpose and scope of this policy

This Policy sets out the steps all of us must take to prevent bribery and corruption in our business and to comply with relevant legislation. It is aimed at:

- ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK but in any other country within which the Company may carry out its business or in relation to which its business may be connected;
- enabling any Relevant Person to understand the risks associated with bribery and to encourage them to be vigilant and effectively recognise, prevent and report any wrongdoing, whether by themselves or others;
- providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with;
- creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption.

All Relevant Persons are expected to adhere to the principles set out in this Policy.

## 4. The Bribery Act 2010

The Bribery Act 2010 (the Bribery Act) came into force on 1 July 2011. The Bribery Act affects the Company in its business relations anywhere in the world.

Under the Bribery Act it is an offence to:

1. bribe a person i.e. to offer, promise or give a financial or other advantage to another person, whether within the UK or abroad, with the intention of inducing or rewarding improper conduct;
2. receive a Bribe i.e. to request, agree to receive or accept a financial or other advantage for or in relation to improper conduct;
3. bribe a foreign public official; and
4. fail to prevent Bribery.

## 5. Risks of not acting with integrity

Involvement in Bribery or corruption carries many risks. Among them are:

- a company which pays or accepts Bribes is not in control of its business and is at risk of blackmail;
- if the Company is found guilty of Bribery or even of failing to have adequate procedures in place to prevent Bribery, it will be subject to unlimited fines;
- any person found guilty of Bribery will be subject to fines and/or imprisonment of up to 10 years;
- a public exposure, or even allegation, of bribery would entail severe reputational damage. The Company's banking or supply facilities might be withdrawn or be available on much less favourable terms, and the Company could be blacklisted as an approved tenderer for both public and private sector contracts;
- the cost of our insurance cover could increase very significantly; and
- good people will not want to work for us.

## 6. Benefits of acting with integrity

Equally, there are very clear benefits to acting with propriety. These include:

- we increase our chances of being selected as a supplier in both the public and private sectors;we remain in good standing with our banks and our own suppliers and they will want to keep doing business with us;
- a business with high ethical standards is a good place to work; and
- it is a requirement of the REC Code of Professional Practice that we act with integrity at all times.

## 7. The Bribery Act 2010: the 'adequate procedures' defence

Section 7 of the Bribery Act 2010 makes it a criminal offence for a commercial organisation to fail to prevent bribery by a person associated with it, wherever in the world that bribery takes place. The only defence available to the Company is to show that it had adequate procedures in place designed to prevent bribery by persons associated with it.

The Ministry of Justice's statutory guidance sets out six principles for what counts as adequate procedures. This Policy, and the Company's wider compliance framework, is intended to demonstrate each of the following:

- Proportionate procedures – procedures that are proportionate to the bribery risks the Company faces, having regard to the nature, scale and complexity of its business.
- Top-level commitment – visible and active commitment from the Board and senior management to preventing bribery, reflected in the tone set from the top of the organisation.
- Risk assessment – periodic, informed and documented assessment of the nature and extent of the Company's exposure to bribery risk.
- Due diligence – proportionate due diligence on persons who perform, or will perform, services for or on behalf of the Company, including clients, suppliers, agents and intermediaries.
- Communication, including training – policies and procedures that are embedded and understood throughout the Company through internal and external communication, including training that is proportionate to the risks faced.
- Monitoring and review – monitoring and reviewing procedures designed to prevent bribery, and improving them where necessary.

The Compliance Director is responsible for maintaining evidence against each of these six principles, so that the Company is able to demonstrate it has adequate procedures in place if ever required to do so.

## 8. The Failure to Prevent Fraud offence

The Economic Crime and Corporate Transparency Act 2023 created a new corporate criminal offence of failing to prevent fraud, which came into force on 1 September 2025. A 'large organisation' is guilty of this offence where a person associated with it commits a fraud offence intending to benefit the organisation (or, in some cases, a person to whom the associated person provides services), unless the organisation can show it had reasonable fraud prevention procedures in place at the time.

An organisation is a large organisation if it met at least two of the following three conditions in the financial year preceding the offence:

- Turnover of more than £36 million;
- Balance sheet total of more than £18 million;
- More than 250 employees.

The Company's approach to preventing bribery under this Policy, together with its wider financial controls, is intended to constitute reasonable fraud prevention procedures for the purposes of this offence. The Compliance Director, working with Finance, is responsible for keeping this position under review as government guidance develops.

**9. Policy statement**

All Relevant Persons and Associated Persons are required at all times:

- not to commit an offence listed above at section 4 or any other offence;
- to comply with the Bribery Act
- to act honestly, responsibly and with integrity;
- to safeguard and uphold the Company's core values by operating in an ethical, professional and lawful manner at all times.

**Bribery of any kind is strictly prohibited.** Under no circumstances should any provision be made, money set aside or accounts created for the purposes of facilitating the payment or receipt of a Bribe.
**All Relevant Persons and all Associated Persons are expected to adhere strictly at all times to the guidelines set out in this Policy.** If you are in doubt as to what might amount to bribery or what might constitute a breach of this Policy, refer the matter to your line manager.

**10. Gifts and Hospitality**

The Company occasionally provides gifts and hospitality to clients, customers, contractors, and suppliers. This is not prohibited by the Bribery Act provided the following requirements are met:

- the gift is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage;
- it complies with local laws;
- it is given in the Company's name, not in the giver's personal name;
- it does not include cash or a cash equivalent (such as gift vouchers);
- it is of an appropriate and reasonable type and value and given at an appropriate time;
- it is given openly, not secretly;
- it is approved in advance by the Managing Director of the Company.

In summary, it is not acceptable 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, or to accept a payment, gift or hospitality from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

**11. Facilitation payments**

Any payment or gift to a public official or other person to secure or accelerate the prompt or proper performance of a routine government procedure or process, otherwise known as a "facilitation payment", is also strictly prohibited. Facilitation payments are not commonly paid in the UK but they are common in some other jurisdictions.

**12. What are the indicators of bribery?**

Common indicators of corruption include those listed below. There may well be others. For example:

- payments are for abnormal amounts (e.g. commission), or made in an unusual way, eg what would normally be a single payments is made in stages, through a bank account never previously used, or in a currency or via a country which has no connection with the transaction;
- process is bypassed for approval or sign-off of terms or submission of tender documents, payments, or other commercial matters; those whose job it is to monitor commercial processes (e.g [insert person or department specific to Company, e.g. Internal Audit]) may be prevented from or hindered in doing so;
- individuals are secretive about certain matters or relationships and/or insist on dealing with them personally. They may make trips at short notice without explanation, or have a more lavish lifestyle than expected;
- decisions are taken for which there is no clear rationale;
- records are incomplete or missing.

**13. Political contributions**

You should be aware that such contributions can be (or be seen as) Bribes in disguise. We do not make donations to political parties. No individual is to make a donation stated to be, or which could be taken to be, on our behalf without the prior approval of the Board. You may, of course, make political donations in a personal capacity but please be sensitive to how such contributions could be perceived, especially by those who are aware of your connection with the Company.

**14. Charitable donations**

Bribes may even be disguised as charitable donations. Whilst individuals may of course make personal donations to charity, they should not do so on behalf of the Company without prior approval from the Board.

Charitable Donations Policy

PROMAN are committed to supporting charities that make a real difference to our local community, and as such we particularly support those that include care for the sick and the disabled, youth and children and medical research.
With increasing requests for contributions and donations to various charitable organisations and initiatives, the Directors of PROMAN have decided to commit to certain organisations on an annual basis. This guarantees the charity organisations and/or initiative meets our standards. Therefore in response to donation requests, PROMAN will instead offer to make contributions to our preferred charities on the behalf of the requesting organisations, and not directly to the subject charity or initiative.
However, PROMAN are also dedicated to the formal relationships we have with our clients, and have budgets in place to support charitable initiatives on application from those Clients who have a current Partnership Agreement with PROMAN.
We do not give money to individuals, religious, ethnic or political groups or third-party fundraising. With all the donations we make, PROMAN aims to be a responsible member of the local community.

PROMAN currently engage with many fund raising initiatives which are proposed and approved by the Senior Management Team.

**15. Local circumstances**

We understand that different parts of the world have different social and cultural customs. This does not affect our position that we do not pay or accept bribes or act corruptly: we do not and will not. However, subject to that position, we understand the need to be sensitive to local customs. For example, there are cultures in which refusing (or even failing to offer) a gift is considered impolite, and could alienate a key contact. In such cases, please refer to the Co-Managing Director (Corporate Resources).

**16. Responsibility to report and the reporting procedure**

All Relevant Persons are contractually required to take whatever reasonable steps are necessary to ensure compliance with this Policy and to prevent, detect and report any suspected Bribery or corruption. All Relevant Persons have a duty to prevent, detect and report any incident of Bribery and any potential risks of Bribery. If you know or suspect that any Relevant Person plans to offer, promise or give a Bribe or to request, agree to receive or accept a Bribe in connection with the Company's business, you must disclose this to your line manager as quickly as possible to allow appropriate action to be taken promptly.

The Company is committed to taking appropriate action against Bribery and corruption. This may include either reporting the matter to an appropriate external government department, regulatory agency or the police and/or taking internal disciplinary action against relevant employees and/or terminating contracts with associated persons.

The Company will keep your disclosure confidential during any investigation it undertakes to the extent that this is practical and appropriate in the circumstances. The Company will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. The Company is also committed to ensuring nobody suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or corruption offence has taken place or may take place in the future or because they may assist in the investigation of an allegation of Bribery or corruption.

## 17. Record keeping

All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off the record" to facilitate or conceal improper payments.

## 18. Monitoring compliance

The Company's Compliance Director has primary responsibility for ensuring compliance with this Policy and will review its contents on a regular basis. He will be responsible for monitoring its effectiveness and will provide regular reports in this regard to the directors of the Company who have overall responsibility for ensuring this Policy complies with the Company's legal and ethical obligations.

## 19. Training

The Company will provide training to all employees to help them understand their duties and responsibilities under this Policy. The Company's zero tolerance approach to Bribery will also be communicated to all business partners at the outset of the business relationship with them and as appropriate thereafter.

## 20. Sanctions for breach of this Policy

A breach of any of the provisions of this Policy by any Relevant Person who is an officer or employee of the Company will constitute **a disciplinary offence** and will be dealt with in accordance with the Company's disciplinary procedure. Depending on the gravity of the offence, it **may be treated as gross misconduct and could render the officer or employee liable to summary dismissal.**

Breach of this policy by any Relevant Person who is a temporary worker, contractor or consultant providing his/ her services to the Company may lead to the immediate termination of that temporary workers, contractor's or consultant's engagement by the Company.

Breach of this policy by any Relevant Person which is a corporate entity could lead to the suspension or termination of any relevant contract, sub-contract or other agreement between the corporate entity and the Company.

**Patrick Ramsdale**
***Co-Managing Director (Corporate Resources)***

June 2026