



Date: Latest version 04/01/2024

## **C4 Logistics anti-corruption and bribery policy**

### **Introduction**

It is our 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 wherever we operate and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

### **The purpose of this policy**

- to set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- to provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

Bribery and corruption are punishable for individuals by imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

### **We have identified that the following are particular risks for our business:**

- where it is possible for an employee to gain personal advantage;
- where a supplier may gain personal advantage.

### **To address those risks we have:**

- Agreed rates with our main suppliers in that the rate allocated to a specific supplier should not exceed what has been agreed in their contract with the Company;

In this policy, third party means any individual or organisation we come into contact with during the course of our work, and includes actual and potential customers, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

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## **Who is covered by this policy?**

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as workers in this policy).

## **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.

## **Gifts and hospitality**

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

We are not prohibited from accepting a gift from or giving a gift to a third party, if the following requirements are met:

- it 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, or in explicit or implicit exchange for favours or benefits;
- it complies with local law;
- it is given in the company name, not in an individual's name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- it is given openly, not secretly; and
- gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of a Line Manager.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

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## What is not acceptable

It is not acceptable for us (or someone on our 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, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- accept payment from a third party that we know or suspect is offered with the expectation that it will obtain a business advantage for them;
- accept a gift or hospitality from a third party if we know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- threaten or retaliate against another worker 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.

## Facilitation payments and kickbacks

- We do not make, and will not accept, facilitation payments or "kickbacks" 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 are common in some other jurisdictions in which we operate.
- If we are asked to make a payment on our behalf, we will always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. We will always ask for a receipt which details the reason for the payment. If we have any suspicions, concerns or queries regarding a payment, we will raise these with our Line Manager.
- Kickbacks are typically payments made in return for a business favour or advantage. We must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

## Donations

We do not make contributions to political parties. We do not make charitable donations. No donation must be offered or made without the prior approval of a Team Leader or a Director.

## Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.





If we encounter any of these red flags, we must report them promptly to a Line Manager:

- become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that we provide employment or some other advantage to a friend or relative;
- receive an invoice from a third party that appears to be non-standard or customised;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- we are offered an unusually generous gift or offered lavish hospitality by a third party;

### **Responsibilities**

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

### **Record-keeping**

- We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- We must declare and keep a written record of all hospitality or gifts accepted or offered,

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which will be subject to managerial review.

- We must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

### **Raising Concerns**

All employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If anyone is unsure whether a particular act constitutes bribery or corruption, or has any other queries, these should be raised with a Line Manager. Concerns should be reported by following the procedure set out in our Whistleblowing Policy.

### **Protection**

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one 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 other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If an employee believes they have suffered any such treatment, they should inform the compliance manager immediately. If the matter is not remedied they should raise it formally using our Grievance Procedure.

### **Training and communication**

Training on this policy forms part of the induction process for all new workers. All existing workers 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 and business partners at the outset of our business relationship with them and as appropriate thereafter.

Person responsible for this policy: Sébastien Barth – Managing Director

