

20.0 RPP ANTI-BRIBERY AND CORRUPTION POLICY

20.1 Executive Board Statement

The Board is committed to a 'zero tolerance' approach to the making or receiving of bribes and other corrupt practices. The Board will seek to foster a culture within Rex Procter and Partners ("RPP") that bribery is unacceptable. It shall implement a policy and procedures that will make clear to employees and others acting on behalf of RPP that acts of bribery are unacceptable. The Board will encourage the reporting of such corrupt acts and support individuals who make a report in good faith.

The Board will seek to comply with the Bribery Act 2010 and the relevant guidance.

The Director with responsibility for the policy and procedures is Andrew Cooper.

20.2 Anti-Bribery and Corruption Policy Statement

Rex Procter and Partners ("RPP") strive to attain the highest ethical and professional standards of business practice. All employees and those acting for or on behalf of RPP are responsible for conducting themselves honestly and professionally.

The Executive Board does not tolerate any form of bribery by its employees or any person associated with or acting on behalf of RPP. The Directors and Senior Management are committed to implementing and enforcing effective systems to prevent, monitor and eliminate bribery in accordance with the provisions in the Bribery Act 2010. The Executive Board has established a policy and supporting procedures to prevent and prohibit bribery. This policy will apply to all employees and those acting for and on behalf of RPP, and they are required to familiarise themselves and to comply with the policy.

Bribery is a criminal offence which may result in a prison sentence or unlimited fines for those involved. A breach of RPP's anti-bribery policy will be treated as grounds for disciplinary action and could depending on the nature of the breach result in an employee's dismissal or the termination of an agent's, consultant's or business partner's appointment.

The success of RPP's anti-bribery policy depends on the detection and eradication of acts of bribery. All employees and those associated with RPP have a role to play in achieving this goal. Therefore all employees are encouraged to report suspicious activities to the Compliance Officer namely the Managing Director. The Executive Board will support any individual who reports such activities in good faith.

20.3 Anti-Bribery Policy and Procedures

20.3.1 Introduction

- a) Rex Procter and Partners ("RPP") is committed to complying with the Bribery Act 2010 and the relevant guidelines and to require those agents, consultants, and business partners who work on RPP's behalf to comply with the same laws and practices.



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- b) RPP expects its employees, agents, consultants and business partners to act with honesty, integrity and fairness in all aspects of their business activities and exercise as a minimum the standards of professionalism and ethical conduct required by the Royal Institution of Chartered Surveyors of one of its members. This shall be the case whether or not the employee, agent, consultant and business partner is a member of the Royal Institution of Chartered Surveyors and subject to its bye laws and rules.
- c) Bribery is a criminal offence. A bribe can be broadly defined as a financial or other advantage to encourage a person to perform their function or activity improperly or to reward someone for having performed their function or activity improperly.

20.4 The Policy

- a) RPP **prohibits** bribery or other acts of corruption in any form.
- b) This Policy applies to all staff (i.e. Directors, Management and employees), agents, consultants, and business partners.

20.5 Top Level Commitment

- c) The Executive Board is committed to the above Policy i.e. a 'zero tolerance' approach to the making or receiving of bribes or corrupt practices. The Executive Board will seek to foster a culture within RPP that bribery is unacceptable and encourage the reporting of such corrupt acts. In addition it will review and update the policy, if necessary, a minimum of once every 12 months.

20.6 Prevention and Reporting

- d) The prevention, detection, and reporting of bribery is the responsibility of everyone at RPP. Employees can report confidentially in accordance with the procedures within the Staff Handbook and for non-employees in accordance with the terms of their appointment contract.

20.7 Protection

Individuals who refuse to accept or offer a bribe, or 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 you believe that you have suffered any such treatment, you should inform the compliance manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be found at section 10 of the handbook.



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20.8 Failure to comply with the policy

- e) A breach of the policy will result in disciplinary procedures in accordance with the Staff Handbook. The outcome of which will depend on whether the breach is classed as Misconduct or Gross Misconduct.

20.9 Gifts and Corporate Hospitality

- f) It is not the intention of this policy to prohibit normal and appropriate gifts or corporate hospitality. The rules and bye laws of the Royal Institution of Chartered Surveyors shall be used as a benchmark, together with the guidance set out in the Staff Handbook, to determine whether an act or conduct is appropriate.

20.10 Potential Risk Scenarios: "Red Flags"

The following is a list of possible red flags that may arise during the course of you working for us 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 you encounter any of these red flags while working for us, you must report them promptly to your manager:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you 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;
- (c) 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;
- (d) 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;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;

- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) 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;
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party; or
- (o) [INCLUDE SOME EXAMPLES OF POSSIBLE SCENARIOS THAT MIGHT OCCUR GIVEN THE NATURE OF RPP'S BUSINESS].

20.9 Communication

- g) RPP seeks to ensure that its bribery policy and procedures are embedded and understood throughout the company by means of internal and external communications including training. This is done in a manner which is proportionate to the risks faced by RPP.

20.10 Risk Assessment

- h) The nature and extent of RPP's exposure to potential risks both internal and external to the company are periodically assessed on a proportionate basis.