



ANTI-BRIBERY AND CORRUPTION POLICY

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Anti-Bribery & Corruption Policy

1. Policy Statement

JDR does not tolerate any form of bribery and is committed to complying with the UK Bribery Act 2010, US Foreign Corrupt Practices Act and all anti-corruption laws applicable in the jurisdictions in which JDR operates.

JDR will work with all third parties providing services on its behalf (“Associated Persons”) to develop and improve good practice and seek to eliminate bribery and corruption.

JDR will not tolerate its Employees or any Associated Persons offering, giving, receiving or soliciting bribes in any form.

2. Application of this Policy

This Policy applies to JDR, its Employees and any Associated Persons performing duties for or on behalf of JDR whether or not directly employed by JDR. This Policy extends to all JDR operations worldwide.

3. Definitions of Terms Used in this Policy

JDR: JDR Cable Systems Limited and its group companies (“**JDR**”).

Compliance Officer: The Chief Technology Officer, being the Director responsible for the maintenance and operation of this Policy and is the designated Compliance Officer with overall responsibility for corruption and bribery matters. They can be contacted on: 01353 860022.

Bribe: This includes:

- Offering, promising or giving anything of value to improperly influence another person in order to obtain business for or on behalf of JDR or its group companies;
- Requesting or accepting anything of value as a reward for or as an inducement to act improperly in relation to the awarding of business by JDR or its group companies; or
- Making any sort of payment or giving anything of value to a Public Official in order to obtain or retain business or some other commercial advantage for JDR.

Bribes can include money, gifts, hospitality, expenses, reciprocal favours, political or charitable contributions, or any direct or indirect benefit or consideration.

Employees: Any person employed by JDR including Directors, Non-Executive Directors and officers performing duties on behalf of JDR.

Associated Persons: Any persons performing services for or on behalf of JDR whether or not employed directly by JDR. This includes any third parties such as, contractors, agents, brokers, business partners, consultants, sub-contractors, suppliers, joint venture partners, investors, and other representatives performing work for the benefit of JDR. An Associated Person can be a body corporate or an individual and can include employees of a body corporate contracted by JDR.

Facilitation Payments: Payments that are requested by Foreign Public Officials which are unofficial and non-receipted to speed up or perform a routine government action such as:

- Processing licenses, permits, or other official documents;
- Processing government paperwork such as visas and work orders; and
- Providing services such as police protection and mail pick-up and delivery.

Public Officials: Officials of any government department or agency; officials of any public international organisation (e.g. the United Nations); political parties and party leaders; candidates for public office; executives and employees of government-owned or government-run companies (such as a manager in a state-controlled oil company); anyone acting on behalf of any of these officials; anyone in a legislative, administrative or judicial position, whether elected or appointed, anyone who performs a public function and any official of a public international organisation.

4. **Bribery and Corruption**

It is illegal and a breach of this Policy to offer, request, give or receive a Bribe whether directly or indirectly via a third party.

All incidents of actual or suspected bribery or corruption should be reported to the Compliance Officer immediately for prompt and thorough investigation. This includes any offer or request for a bribe, regardless of whether a bribe is in fact paid.

5. **Facilitation Payments**

It is illegal and a breach of this Policy to make Facilitation Payments.

JDR has a zero tolerance policy to such payments being made by its Employees or Associated Persons.

It is illegal to make any sort of payment or give anything of value to a Public Official where this is to obtain or retain business or some other commercial advantage for JDR.

In some countries, it may be customary for Public Officials to request Facilitation Payments. However, Facilitation Payments made anywhere in the world are prohibited by JDR and you must not make payments regardless of local custom.

If you are asked for a Facilitation Payment in circumstances where you are left with no alternative but to make a Facilitation Payment in order to protect against loss of life, limb or liberty, then you should make the payment but report the incident as soon as practicable to your line manager, Executive Team member and the Compliance Officer.

6. Political and Charitable Contributions

It is not JDR's policy to make any contributions to political parties, candidates or politically active organisations. Individuals are free to support any political party and make any donations as long as it is in their free time and expense and within local laws.

The Ethics Policy describes JDR's policy in relation to community engagement and charitable donations. You must check with the Compliance Officer before making any charitable donations in the name of JDR or arranging any fundraising events. In some circumstances charitable donations can be a front for bribery.

7. Gifts, Hospitality, Entertainment and Travel Expenses

Provision of gifts, hospitality and business entertainment to a third party or Associated Persons must be reasonable and proportionate and for a legitimate business purpose.

The receipt, offer, or provision of gifts, hospitality and business entertainment must comply with JDR's Gifts and Hospitality Policy.

8. Third Party Payments, Use of Agents and Due Diligence

JDR will not engage Associated Persons to provide services on its behalf without entering into a formal contract to do so. No services will be provided by any Associated Person until such contract is in place.

You must not make a payment to any Associated Persons if they know or suspect that that person may use or offer all or a portion of the payment directly or indirectly as a Bribe.

When engaging any Associated Person to perform services on behalf of JDR, it is the responsibility of every party involved in the engagement process to ensure that the proposed Associated Person is a legitimate service provider.

Before engaging the Associated Person, the appropriate due diligence checks must be carried out by the relevant negotiation team (Sales, Purchasing or Contracts) and provide them with a copy of this Anti-Bribery and Corruption Policy if they have not previously provided a service to or on behalf of JDR and obtain their agreement to act in accordance with this Policy.

Due diligence checks should include a bribery risk assessment of factors including the Associated Person's potential business partners and the nature of the proposed project or transaction. All paperwork and records documenting the due diligence checks and risk

assessment should be retained for at least two years following the expiration of the contract with that Associated Person.

Where a project or transaction has not completed for whatever reason, or JDR has decided against contracting with a specific Associated Person, the paperwork and records documenting the due diligence outcome should be retained for at least 12 months following completion of the due diligence checks.

When dealing with Associated Persons, some 'red flags' to watch out for as indicators of potential violations of anti-bribery or anti-corruption laws include:

- A Foreign Public Official recommends that JDR hires a specific third party;
- The proposed compensation of an Associated Person retained by JDR is unreasonably high compared to the market rate without a reasonable explanation;
- An Associated Person retained by JDR requests that payments be made off-shore; to an unknown third party; be split among multiple accounts; be made to an account in a country other than where the third party or agent is located or business is to be performed; or any other unusual financial arrangements;
- An Associated Person that JDR seeks to retain lacks qualifications or staff to perform the expected services;
- An Associated Person relies heavily on political or government contacts instead of technical skills or time invested;
- Upon checking references, you find that the Associated Person has an unsavoury reputation or is not well known in the industry;
- An Associated Person that JDR seeks to retain will not agree to terms requiring compliance with anti-corruption laws;
- A country in which JDR's Associated Person is conducting or seeks to conduct business is a high risk location for corruption; or
- The same Associated Person is repeatedly used for business without any reasonable justification for their repeated appointment.

If you are in any doubt whatsoever about the legitimacy of any proposed Associated Persons, you should discuss your concerns with the Compliance Officer prior to entering into any contractual arrangements for the provision of services to JDR.

The formal approval of the Compliance Officer is required before engagement of any third party or agent to provide services on behalf of JDR. The Compliance Officer has the authority to impose such terms as s/he thinks fit in relation to such an appointment.

9. Record Keeping

All payments made or received by JDR must be accurately recorded in JDR's books and records. No "off-books" accounts are maintained. All financial transactions must be authorised

by appropriate management in accordance with current procedures in order to protect and prevent misuse of company assets. You must ensure appropriate authorisation in accordance with JDRs Delegation of Authority policy before any agreement or expenditure is entered into.

JDR prepares financial statements that fairly represent its financial position. You have a responsibility to maintain accurate records of the company's business activities and to ensure that JDR records do not contain false or intentionally misleading information. Any intentional or unauthorised falsification, alteration or destruction of records will lead to disciplinary action and/or termination of employment.

10. **Obligations to Report Breaches of Anti-Corruption Laws**

Where Employees and Associated Persons believe that improper behaviour by other Employees or Associated Persons, including a Bribe, corruption or other violation of this Policy, may have occurred, they are required to report it in accordance with this Policy or via the JDR confidential hotline (“Speak Up”).

If you are calling from the UK, the number is 0800 086 9274

If you are calling from the USA, the number is 1 844 960 0585

You can also make a report via the website: www.jdrables.ethicspoint.com.

In the first instance you should report any such instances to the Compliance Officer, and then either to your line manager or Executive Team member.

Alternatively you may prefer to use the JDR confidential hotline (“Speak Up”). All matters will be dealt with in confidence and in strict accordance with the terms of the Public Interest Disclosure Act 1998, which protects the legitimate personal interests of Employees.

11. **Consequences for Breaches of this Policy: the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act**

It is a criminal offence to breach the UK Bribery Act 2010 or the US Foreign Corrupt Practices Act. If you are involved in offering, giving or receiving a Bribe or making a Facilitation Payment, you could be personally prosecuted.

Consequences for individuals: Consequences may include up to 10 years imprisonment, disqualification from acting as a director and significant monetary fines against you as an individual (which JDR will not pay for you). You would also be subject to disciplinary action, up to and including dismissal from JDR.

Consequences for JDR: Consequences may include the company facing unlimited fines, damage to the corporate brand and reputation of JDR, loss of the ability to trade in certain jurisdictions, debarment from bidding for government contracts, loss of business, legal action by competitors, litigation and high investigation expenses.

In addition, under certain circumstances, directors and senior officers of JDR can be held personally liable for the breaches committed by Employees and Associated Persons and face significant fines and/or imprisonment.

Breaches of this Anti-Bribery Policy will be investigated thoroughly by the Compliance Officer and/or the Board of Directors of JDR, which reserves the right to terminate immediately any contract (including a contract for services) or business relationship with an Associated Person where bribery has occurred.

Where a case is referred to the police or other law enforcement agency in any country, JDR will co-operate fully with the criminal investigation. This could lead to the criminal prosecution of any Employee or any Associated Persons.

12. Training, Monitoring and Review

The Board of JDR views bribery and corruption very seriously and has approved this Anti-Bribery Policy. JDR will train all relevant Employees of JDR and its group companies to ensure they are aware of the provisions of this Policy and the risks of engaging in bribery.

It is the responsibility of Associated Persons to ensure that they have access to suitable training. Training may be provided by JDR for certain Associated Persons, including agents, as required.

It shall be the responsibility of the Compliance Officer to review this Policy and its implementation on an annual basis.

If you want to ask a question about the requirements in this Policy, you should raise it with the Compliance Officer.