



Anti-Bribery & Corruption Policy

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1. INTRODUCTION

allpay has a number of fundamental principles and values which it believes are the foundation of sound and fair business practise and as such are important to uphold. One such principle is a zero tolerance position in relation to corruption, wherever and in whatever form that may be encountered. (Please see ABC Statement).

allpay Limited is committed to maintaining the highest level of ethical standards in the conduct of its business affairs and values its reputation. The actions and conduct of the firm's staff as well as others acting on the firm's behalf are key to maintaining these standards.

The Bribery Act 2010 (the Act) was passed in April 2010 and came into force from 1 July 2011. The Act requires an assessment of the business activities undertaken and the likely risk of bribery and corruption, and requires mitigations to be actioned. This Risk Assessment and Policy should be subject to a review by the Chief Financial Officer as business changes dictate but at least on an annual basis. This policy has been undated in respect of the Second Payment Services Directive (PSD2) which came into force on 13th January 2018.

2. LEGAL OBLIGATION

It is allpay's policy to comply with all laws, rules and regulations governing anti-bribery and corruption law.

Under UK law the payment, or offer to pay bribes, or provision of or offer to provide gifts or anything of value for improper purposes to obtain or retain business or any other benefit, (whether for allpay or any other party) is prohibited. Such payments or gifts are also forbidden under the terms of this policy and may result in immediate dismissal for those involved in their payment or receipt.

allpay is required to keep financial records and to have appropriate internal controls in place which will evidence the business reason for making payments to third parties in the course of its business.

3. SCOPE

The Act extends the crime of bribery to cover all private sector transactions (previously bribery offences were confined to transactions involving public officials and agents). We are committed to ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK but in any other country within which allpay may carry out its business or in relation to which its business may be connected.

4. CRIMINAL OFFENCES

Under UK law, bribery and corruption is punishable for individuals by up to 10 years imprisonment, and if the company is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for Government contracts and face untold damage to its reputation. It can easily be seen why allpay takes its legal obligations in this area very seriously.

The Act will be enforced by the Serious Fraud Office and creates four offences:

- A general offence covering offering, promising or giving a bribe.
- A general offence covering requesting, agreeing to receive or accepting a bribe.

- A distinct offence of bribing a foreign public official to obtain or retain business.
- A new strict liability offence for commercial organisations where they fail to prevent bribery by those acting on their behalf.

5. POLICY

This policy applies to individual employees, agents, sponsors, intermediaries, consultants or any other people or bodies associated with allpay. Bribery is committed when an inducement or reward is provided in order to gain any commercial, contractual, regulatory or personal advantage for allpay. Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.

Acts of bribery or corruption are designed to influence an individual in the performance of their duty and incline them to act in a way that a reasonable person would consider to be dishonest and not in the best interest of the business, in the circumstances. Bribes are not always a matter of handing over cash. Gifts, hospitality, entertainment and promises to take actions that would benefit the individual in the future can be bribes if they are intended to influence a decision.

No bribes of any sort may be paid to or accepted from customers, suppliers, politicians, government advisors or representatives, private person or company. It is not permitted to establish accounts or internal budgets for the purpose of facilitating bribes or influencing transactions (slush funds).

This policy does not prohibit the following practices providing they are customary in a particular market, or are proportionate and are properly recorded:

- Normal and appropriate hospitality, given or received, such as hot drinks and lunch. The giving of a ceremonial gift on a festival or at another special time.

Allpay also appreciates that to refuse a gift in certain circumstances and/or countries would cause offence to our trading partners. Under these circumstances, the gift should be centrally retained and dispersed as instructed by the Director.

The test to be applied in all circumstances is whether the gift or entertainment is reasonable and justifiable. What is the intention of the gift? Special care must be taken in accepting or giving gifts/entertainment and these are not permitted if it would create a real or perceived conflict of interest.

Allpay also conduct Due Diligence on its clients to ensure that any risks or known acts of bribery and corruption are assessed and addressed. Further information about this is detailed in our KYB policies and procedures.

The giving of festive gifts to a large number of clients is not required to be declared.

Staff are held responsible for the offering and acceptance of gifts and hospitality that are considered excessive and may demonstrate poor judgement. The fact that the business decision was made in the best interests of the business may be considered irrelevant.

6. EXPECTATIONS OF VIGILANCE

The prevention, detection and reporting of bribery and corruption is the responsibility of all employees throughout allpay. allpay is committed to enabling employees and persons associated with the business 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.

All employees and associated persons are required to:

- Comply with any anti-bribery and anti-corruption legislation that applies in any jurisdiction in any part of the world in which they might be expected to conduct business
- Act honestly, responsibly and with integrity
- Safeguard and uphold allpay's core values by operating in an ethical, professional and lawful manner at all times.

The following is a list of bribery and corruption indicators suggested by the Serious Fraud Office which all staff should be aware of and should report any suspicious activity. This list is not an exhaustive list:

- Abnormal cash payments
- Pressure exerted for payments to be made urgently or ahead of schedule
- Payments being made through 3rd party country, e.g. goods or services supplied to country 'A' but payment is being made, usually to shell company in country 'B'
- Abnormally high commission percentage being paid to a particular agency. This may be split into 2 accounts for the same agent, often in different jurisdictions
- Private meetings with public contractors or companies hoping to tender for contracts
- Lavish gifts being received
- Individual never takes time off even if ill, or holidays, or insists on dealing with specific contractors him/herself
- Making unexpected or illogical decisions accepting projects or contracts
- Unusually smooth process of cases where individual does not have the expected level of knowledge or expertise
- Abusing decision process or delegated powers in specific cases
- Agreeing contracts not favourable to the organisation either with terms or time period
- Unexplained preference for certain contractors during tendering period
- Avoidance of independent checks on tendering or contracting processes
- Raising barriers around specific roles or departments which are key in the tendering/contracting process
- Bypassing normal tendering/contractors procedure
- Invoices being agreed in excess of contract without reasonable cause
- Missing documents or records regarding meetings or decisions
- Company procedures or guidelines not being followed
- The payment of, or making funds available for high value expenses on behalf of others.

allpay encourages all employees and associated persons to be vigilant and to report any unlawful conduct, suspicions or concerns promptly and without undue delay so that investigation may proceed and any action can be taken swiftly. In the event that you wish to report an instance or suspected instance of bribery, you should follow the steps set out in the Whistleblowing Policy. Confidentiality will be maintained during the investigation to the extent that this is practical and appropriate in the circumstances.

For the avoidance of doubt, this includes reporting your own wrongdoing or potential for wrongdoing under a conflict of interest. The duty to prevent, detect and report any incident of bribery and any potential risks rests not only with the directors of allpay but equally to all employees and associated persons.

We are committed to taking appropriate action against bribery and corruption. This could 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.

allpay will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. It 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.

Our 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. There is a section on our Corporate Website under Company Policies which refers to and makes available this Anti-Bribery & Corruption Policy.

We expect all of those we do business with to have their own anti-bribery and corruption policy and that they manage and maintain vigilance in this area.

7. ENTERTAINMENT HOSPITALITY EXPENSES

It is an offence under the Act to use corporate hospitality to influence the decisions of customers to purchase goods and services from us however where corporate hospitality is considered appropriate it must be reasonable and proportionate and have regard to allpay's expenses policy.

The details of all gifts (except seasonal gifts of low value) and offers of hospitality should be reported to the Chief Financial Officer at the earliest opportunity and the details will be recorded on the Hospitality Register, including whether that gift was accepted or not.

Offers not accepted should also be recorded and highlighted to the Board if it is perceived that the acceptance would be considered a pressure to make a decision not in the best interests of the business. A decision as to whether to do business with the firm that offered an excessive gift or hospitality should be made by the Board.

All corporate hospitality must be with the knowledge and permission of a Board Director and a central register of gifts and hospitality must be maintained and reviewed by the Chief Financial Officer on a monthly basis and reported to the Board when deemed appropriate.

8. TRAINING AND COMMUNICATIONS

This policy and relevant guidance will be communicated to employees across the Company through our established internal communication channels. We will also communicate this policy through our corporate website www.allpay.net.

All employees will receive appropriate training on how to implement this policy in the scope of their employment with allpay.

9. MONITORING AND REVIEW

The Board of Directors through the Chief Financial Officer (MLRO) has responsibility for the implementation and review of the Anti- Bribery and Corruption Policy

There is an Anti-Corruption Risk Assessment / Register that is maintained and reviewed by the Board of Directors on a regular basis and includes but is not limited to;

- Record keeping and monitoring.
- Awareness of employees of the Bribery Act 2010, allpay's Policy and associated risks/penalties.
- Awareness of contractors & suppliers of allpay's anti-corruption policy.
- Effective Customer Due Diligence programme that incorporate anti-bribery checks.
- Prevention & detection of potential and actual bribery and corruption (Clients/Customers/Suppliers).
- Employment contracts ensure the consequences of a breach are set out.
- Bonus and performance incentives/remuneration structure.
- Third party contracts include anti-corruption terms, obligations and penalties.
- Transaction risks involving charitable or political contributions.
- Corporate hospitality and gifts.

10. HOSPITALITY REGISTER

allpay staff are required to complete the hospitality form in the event of a gift or hospitality being offered or received. The form should be completed in accordance with the Gifts & Hospitality Procedure.

11. INTERNAL CONTROLS AND AUDIT

allpay has established mechanisms to maintain accurate records which properly and fairly document all financial transactions. Internal control systems will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption and allpay also reserve the right to audit the ABC Policy and controls that our clients have verified that they have in place, in line with our risk-based approach to the management of anti-bribery and corruption.

12. POLITICAL DONATIONS

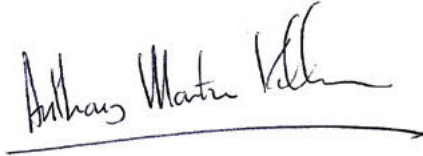
allpay has a policy of not making political donations. This is confirmed by the Statutory Auditors and is required to be noted in the Annual accounts. There is a Charities Committee whose terms of reference explicitly forbids payments to political organisations.

13. FURTHER GUIDANCE

Further guidance can be found in the FCA Financial Crime Handbook: A Guide for Firms (January 2015) <https://www.handbook.fca.org.uk/Financial Crime>

Inevitably, decisions as to what is acceptable may not always be easy, particularly in the absence of minimum legal standards or where they are poorly enforced. If anyone is in doubt as to whether a potential act constitutes bribery/corruption, the matter should be referred to their immediate manager, or Director.

This policy is endorsed by the Managing Director to demonstrate the Board's commitment.

A handwritten signature in black ink that reads "Anthony Martin Killeen". The signature is written in a cursive style and is positioned above a horizontal line that ends in an arrowhead pointing to the right.

Tony Killeen
Managing Director

