

## **PURPOSE**

This policy sets out the Anti-Bribery & Anti-Corruption Policy for City Facilities Management (US) LLC and its subsidiaries including City Facilities Management (FL) LLC, City Facilities Management (MA) LLC, and City Building and Engineering Services (CBES) (LLC) (together "we", "us", "our" or "City Group").

City Group always has a commitment to act with honesty and integrity. We recognize the importance of our reputation to all our clients, team members and suppliers and the importance in behaving with integrity.

City Group commits to following Commonwealth and State laws on anti-bribery and anti-corruption. We do not tolerate, permit, or engage in bribery, corruption, improper payments or unethical practices of any kind in our business dealings anywhere in the world, whether in the public or private sector.

## **SCOPE**

The Senior Leadership Team is committed to implementing and regularly reviewing processes, procedures and controls to monitor bribery and corruption risk and to ensure robust ethical management. It is the Group's policy to ensure that its businesses, senior management and other team members comply with all legislation designed to combat bribery and corruption in the jurisdictions in which they operate.

City Group will take steps to prevent bribery by our team members, suppliers or associated persons. The policy will address four main areas:

- **Bribing another person:** This is defined if you offer, promise or give an advantage (financial or other) to another party where you intend that advantage to induce the other party to perform improperly a relevant function or activity or reward such conduct.
- **Being bribed:** Same definition as above except that you are the recipient in the transaction.
- **Bribing a Foreign Official:** Any inducements to foreign officials, even if custom and practice in that country.
- **Failure to prevent bribery:** The business can be liable if any party associated with it bribes another person for the ultimate benefit of the business.

This policy sets the City Group's stance on the implementation and management of anti-bribery and corruption measures across the Group's business operations in accordance with relevant Federal and State Laws.

The following policy principles address the main areas of risk associated with corporate bribery and corruption. These procedures cannot address every conceivable situation, but the spirit of the procedures should always be followed to help you make the right decision. Always err on the side of caution and if you are in any doubt, contact your line manager or the Human Resources team before taking any action.

## **POLICY**

***Gifts & Entertaining:*** City has a 'No Gifts' policy and team members should actively promote this to suppliers, agents and contractors. If a team member receives a gift, that gift is to be forwarded to the Head of Human Resources (US) accompanied by any required documentation.

***Giving or Receiving Gifts:*** No gifts of property or money should ever be accepted by team members from any person. If any person connected with our business offers any such gifts the offer must be reported to the Head of Human Resources.

- Promotional gifts may be given as a token of goodwill or to promote a brand, provided that the gift is of a value not more than \$25 per recipient.
- City promotional gifts can include items such as a diary, a memory stick, a mug or another inexpensive item bearing a City group logo or trademark. It is important that a gift or payment must not be given to influence any business decision or act or decision of a government or public official in his or her official capacity.

***Events & Entertainment:*** Events and entertainment include offers associated with meals, drinks, sporting events and entertainment functions. Offers of this nature must not be accepted from suppliers or business partners.

- Attendance at a publicly accessible events is only permitted if the attendee has Senior Leadership Team (SLT) approval and the cost to attend is paid for by City. Examples of such events may be tradeshow, seminars or industry conferences.
- The event must be essential to business requirements, whereby the primary purpose of the event is focused on business issues. Attendance at such an event must be approved before an invitation is accepted or an RSVP is given. Approval must be provided by the applicable City Group SLT member in writing, retain a copy for your records

- Study or innovation tours must demonstrate a business justification and have appropriate authorization and transparency. SLT's approval must be obtained for local product study/innovation tours, and CEO's approval for international.
- Team members must not request invitations/tickets/entertainment under any circumstances.

## **DONATIONS & SPONSORSHIPS**

- **Political Donations:** City Group will not make any political contributions or donations in cash or kind.
  - We do not make contributions to political parties, organizations or individuals engaged in politics as a way of obtaining an advantage in business.
  - Care must also be taken in supporting events and other activities of government, local authorities, political parties and public officials. Such support must not be perceived to exert any improper influence.
  - There needs to be a legitimate business reason for supporting the event and the amounts involved should be reasonable. Any payment to attend an event must be made to a political party or organization rather than to an individual politician. Any attendance at, or support of, political conferences or dinners must be pre-approved by the CEO or Human Resources Director or Finance Director.
  - Any entertainment or dinners directed at public officials or political candidates or parties, must be in accordance with Gifts, Events & Entertainment Policy
- **Charitable Donations**
  - City Group is keen to support charities, particularly those in our local communities. However, donations to charities can be used as a means of paying bribes. Donations should only be given to reputable, legitimate and registered charities and must not form an inducement to do business which may not otherwise be undertaken.
  - All Charitable Donations must be approved by the CEO or Human Resources Director or US CFO and recorded.
- **Sponsorships** In line with the above section regarding Charitable Donations, any non-business sponsorship must not form an inducement to do business which may otherwise be undertaken. Non-business sponsorship may include, but are not limited to:
  - Sponsoring youth football/sports teams
  - Sponsoring of individuals to assist with developing young talent; and/or
  - Sponsorship of local community or school projects.

All non-business sponsorship must be signed off by the CEO or Human Resources Director or US CFO and recorded in our Donations & Sponsorship Register form and forwarded to the Compliance Officer as above.

### **THIRD PARTY AGENTS**

There are times when we require the services of third-party agents, consultants and business development services. This Policy aims to prevent bribery involving associated persons. Associated persons are defined as a person or company who performs services to the City Group. This includes Suppliers, Subcontractors and Third-Party Agents.

Third Party Agents must be carefully selected and subject to a written agreement detailing the service that they are providing to the group company. This contract must include a statement on their understanding and compliance of the various Commonwealth and State anti-bribery and anticorruption legislation.

Third Party Agents must not pay consultancy fees to public officials or to employees or business partners of anyone to whom we are tendering or looking to do business with.

### **SUPPLIERS AND SUBCONTRACTORS**

All suppliers and subcontractors should be aware of their responsibilities within the various (US) antibribery and anti-corruption laws and the City Groups' commitment to comply with these Acts.

All new subcontractor approval packs include a section on their agreement to comply with this policy and it is an essential requirement for the subcontractor to agree to this before acceptance on to any City Group's approved subcontractor base.

### **TRAVEL AND BUSINESS EXPENSES**

There may be times when a business associate or public official is required to travel to attend a meeting in connection with our business. In certain circumstances it may be appropriate for us or an Associated Person to pay for the individual's reasonable travel costs, accommodation and subsistence (meals and drinks).

Team members and associated persons may only pay for the reasonable costs of an individual's meals, accommodation or travel if the expenses are necessary and ancillary to a proper meeting relating to our business. The expense must not be capable of being construed as improperly influencing the individual in his or her decision making.

In respect of public officials, it is important to ensure that the public official is entitled to have his or her expenses met. Their employer must be told in advance and the employer's approval must be given.

Expenses should be paid directly from City Group or the associated person to the contact/official's employer or City should arrange the travel and accommodation in line with our existing Expense Policy, rather than reimbursing the individual directly. The costs involved should be reasonable and receipted. Cash payments should not be made. Travel what amounts to a "reasonable" expense will vary according to the circumstances and to the country in question. It will generally be reasonable to pay for economy or business class travel in accordance with our Expense Policy. Accommodation It may be appropriate to pay for a business associate or public official's accommodation needs which are directly related to a business meeting.

Under no circumstances should you offer or provide accommodation to a relative, a spouse or partner of the business associate or public official. You should also not pay for accommodation for more than one night after the meeting unless exceptional circumstances arise such as the business associate or official's flight being delayed or cancelled. Meals It may be appropriate to pay a reasonable amount for a business associate or public official's meals which are directly related to a meeting. Receipts must be provided.

## **FACILITATION PAYMENTS**

City Group make no distinction between bribes and improper "facilitation" or "grease" payments made personally to individual officials or government employees to speed up or make a transaction or administrative process happen (for example, customs clearance). For these purposes, a 'facilitation' or 'grease' payment does not include legitimate payments to government departments to accelerate a process (for example, legitimate fast track customs clearance which has been authorized by local law).

Our team members or associated persons must not make facilitation payments in connection with our business. Sometimes such payments are demanded in a threatening way. If you believe that your (or anybody else's) health, safety, personal security or welfare would be in danger if you do not make the payment, we would not expect you to refuse to make it.

If it's safe to do so, you should at first refuse to pay. If you decide to make the payment due to any perceived threat, then you must immediately report what happened to your line manager and the Head of Human Resources. The cost must be accurately recorded as an "Extortion Payment". An example of this situation would be where a Customs Official makes a demand for payment together with a threat that if payment is not made the person may be detained.

City Group will act to try and stop the situation recurring which may include speaking with the local authorities, local chamber of commerce and/or the local embassy.

## **TRAINING**

Directors will be trained on the requirements of this policy. The Directors will then identify any specific individuals within their company that, due to the nature of the work they perform, require training under this policy.

All team members will be given access to the Anti-Bribery & Anti-Corruption Policy and given access to the Compliance Officer or Human Resources team to answer any questions they may have.

## **RESPONSIBILITY AND MONITORING**

Responsibility for the compliance with this policy lies ultimately with the Group Board and will be monitored by the US CFO and the Human Resources Director.

The US CFO and the Human Resources Director are responsible for ensuring the policy is implemented and adhered to within the company.

All forms as noted in the Appendices are to be sent electronically to the Compliance Officer who will post onto master registers. Upon receipt of all forms the Compliance Officer will ensure that each form has the appropriate line manager signature and will escalate back to the business where this is not the case. The Compliance Officer will periodically review the master registers to ascertain any potential risks.

The Compliance Officer will report on the compliance of the policy to the Board.

## **REPORTING CONCERNS**

All team members must report any breaches or potential breaches of the Anti-Bribery & Anticorruption Policy as soon as possible to your line manager or (if the team member wishes to remain anonymous) in accordance with the Whistleblowing Policy. If you believe your line manager is involved in your concern, then you should discuss with the next level of management.

Alternatively, you can contact the Head of Human Resources at City Facilities Management (US) 8120 Nations Way Jacksonville FL 32256

Any third-party agent, supplier or subcontractor who suspects or is aware of any violations of our Antibribery & Anti-Corruption Policy must immediately notify their contact within the group or (if the person wishes to remain anonymous) report the violation in accordance with the Whistleblowing Policy.

We will take all reported concerns seriously and will confidentially investigate to determine if the law or the Anti-Bribery & Anti-Corruption Policy has been contravened. All reported concerns in relation with this policy will be relayed to the US CFO and the Human Resources Director including the outcome of any investigation.

Any team member who, in good faith, reports suspected legal, ethical, or policy breaches will not suffer any adverse consequences for having done so.

If you report a suspected breach or bribery concern, we will make every effort to keep your identity private.

## **RELATIONSHIPS WITH EXISTING POLICY'S**

This policy has been formulated within the context of the following:

- Whistleblowing Policy
- Gifts, Events & Entertainment Policy

This policy is reviewed at least once every three years by the board. We will continue to review the effectiveness of this policy to ensure it is achieving its stated objectives.

## **COMPLIANCE**

City Facilities Management (US) policies comply with the rules and regulations of the U.S. Federal Government as well as State, Municipal and International Laws. Please see the following links for specific questions and clarifications

- Fraud: <https://www.justice.gov/criminal-fraud>
- Foreign Corrupt Practices Act: <https://www.justice.gov/criminal-fraud/foreign-corrupt-practices-act>
- Whistleblower Protection: <https://www.whistleblowers.gov/about-us>