



JOHN WAINWRIGHT AND CO. LTD

ANTI FRAUD, CORRUPTION & ASSOCIATED FINANCIAL IRREGULARITIES POLICY

SUB POLICIES: ANTI BRIBERY, GIFTS & HOSPITALITY, TAX EVASION

COMPANY STATEMENT

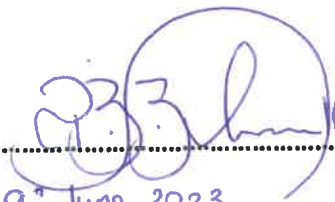
This document sets out the Company's position in relation to fraud and corruption and outlines the associated policies, anti-bribery, gifts and hospitality and tax evasion. It has the full support of the Board of Directors and the team of Directors at the Company.

The Company takes its corporate responsibilities very seriously, is fully committed to the highest ethical standards and is committed to improving its resilience to fraud, corruption, and other forms of financial irregularity.

The Company advocates strict adherence to its anti-fraud and corruption policies. Whilst individual circumstances of each case will be carefully considered, in the majority of cases there will be a zero-tolerance approach to fraud and corruption in all of its forms. The Company will not tolerate fraud or corruption by its directors, employees, drivers, contractors, consultants, or any other stakeholders over which it can influence (e.g., hauliers, suppliers, and customers). Further, the business will take all necessary steps to investigate all allegations of fraud or corruption and pursue sanctions available in each case, including removal from office, disciplinary action, dismissal, loss recovery and/or referral to the Police and/or other agencies.

The Company expects that those associated with it, will act with honesty and integrity. In particular, directors and employees are expected to lead by example and be accountable for their actions. Where individuals or companies deal with John Wainwright & Co. Ltd, e.g., hauliers, drivers, contractors, suppliers, customers, our expectation is that they will comply with the principles set out in this document and the associated policies. These principles will be promoted and communicated through a variety of means. In the event of a suspected breach, it will be for the 'partner' to apply sanctions. However, John Wainwright & Co. Ltd will bring their concerns to the attention of the 'partner' in question.

The set of policies contained in this document set out the key responsibilities regarding fraud prevention, what to do if fraud is suspected and the action that will be taken by management.

Signed.......... Peter Barkwill, CEO
Date..... 9th June 2023

ANTI BRIBERY POLICY

What is Bribery?

Bribery is an inducement or reward offered, promised, or provided to gain personal, commercial, regulatory or contractual advantage.

The Bribery Act

There are four key offences under the 2010 Bribery Act:

Bribery of another person (section 1)

Accepting a bribe (section 2)

Bribing a foreign official (section 6)

Failing to prevent bribery (section 7)

The Bribery Act 2010 makes it an offence to offer, promise or give a bribe (Section 1). It also makes it an offence to request, agree to receive, or accept a bribe (Section 2). Section 6 of the Act creates a separate offence of bribing a foreign public official with the intention of obtaining or retaining business or an advantage in the conduct of business. There is also a corporate offence under Section 7 of failure by a commercial organisation to prevent bribery that is intended to obtain or retain business, or an advantage in the conduct of business, for the organisation. An organisation will have a defence to this corporate offence if it can show that it had in place adequate procedures designed to prevent bribery by or of persons associated with the organisation. Raising awareness of bribery risk and maintaining up-to-date policies would form part of this defence.

Penalties

An individual guilty of an offence under sections 1, 2 or 6 is liable:

On conviction in a magistrate's court, to imprisonment for a maximum term of 12 months, or to a fine not exceeding £5,000, or to both.

On conviction in a crown court, to imprisonment for a maximum term of ten years, or to an unlimited fine, or both

Organisations are liable for these fines and if guilty of an offence under section 7 are liable to an unlimited fine.

Scope and Objectives

This policy applies to all of the Company's activities and covers all personnel, including directors (non-exec and exec), staff (including agency), owner drivers, contractors, consultants and volunteers. Responsibility to control the risk of bribery resides at all levels and across the whole business.

For partners (e.g., hauliers, drivers, suppliers and customers), the Company will seek to promote the adoption of policies consistent with the principles set out in this policy, through a variety of measures, such as communication via the website, drivers app, toolbox talks and documented guidance.

The Company has a zero-tolerance approach to bribery and is committed to the prevention, deterrence and detection of it.

The objective of this policy is to provide guidance to employees and other relevant parties to enable compliance and allow for the identification and reporting of a potential breach.

Company Stance

The Company will not pay or accept bribes or improper inducements to anyone for any purpose (e.g., to benefit John Wainwright & Co. Ltd or other businesses). Further, it will not engage indirectly in or otherwise encourage bribery.

Policy Implementation

Setting out a clear anti-bribery policy and keeping it up to date

Promoting good ethical behaviour

Communicating the policy in full to all relevant parties (including any changes or amendments), raising awareness of the risks of bribery as a prevention method and making individuals and Companies aware of their responsibilities

Undertaking a risk assessment to identify those areas of the business where risk is considered to be highest and taking action to minimise risk.

Providing staff with full training on the policy, with particular focus on high-risk areas.

Encouraging employees to be vigilant and to report any suspicions of bribery or breaches, providing them with suitable channels of communication.

Rigorously investigating instances of alleged bribery and assisting police and other appropriate authorities

Taking firm and vigorous action against any individual(s) involved in bribery.

Promoting the adoption of behaviours consistent with the principles set out in this policy, through a variety of measures, including communication and training.

Staff Responsibilities

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company. All staff are required to avoid activity that breaches this policy.

As employees, you must:

Ensure that you read, understand and comply with this policy.

Raise concerns as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future.

As well as the possibility of civil legal action and criminal prosecution, staff who breach this policy will face disciplinary action, which could result in dismissal for gross misconduct.

Raising a concern

The Company is committed to ensuring that there is a safe, reliable, and confidential way of reporting any suspicious activity, and wants each and every member of staff to know how they can raise concerns.

Staff should refer to the Company's whistleblowing policy, contained in the staff handbook which outlines the process of raising a concern. This would be applicable to any concern involving suspected or actual bribery.

Concerns can be raised anonymously. However, where concerns are not anonymous, it facilitates investigation, making it easier for the Company. Once a concern has been raised, the business will act promptly to investigate and evaluate the situation.

Staff who raise concerns or report wrongdoing, including those staff who reject an offer made to them that could be perceived as bribery, could understandably be worried about the repercussions. The Company is committed to ensuring nobody suffers detrimental treatment through refusing to take part in bribery, or because of reporting a concern in good faith.

GIFTS & HOSPITALITY POLICY

Scope and Objectives

This policy applies to all directors and employees of John Wainwright & Co. Ltd. The purpose is to set out the restrictions placed on directors and employees when offered a gift or hospitality in the course of their duties whilst working for, or on behalf of, the Company.

Company Stance

This policy operates in line with good corporate governance, the Company's strong reputation as a responsible business and its ethical standards.

John Wainwright & Co. Ltd requires all its staff to behave appropriately, to make good and proper decisions and to not be inappropriately influenced by gifts and hospitality that would benefit them personally or their friends and family.

The Company appreciates that there are times when gifts and hospitality are legitimate, acceptable, and conducive to business. However, gifts and hospitality can, when excessive, constitute a bribe and/or a conflict of interest. As such, caution and due diligence should be exercised at all times when giving or receiving any form of gift or hospitality on behalf of the Company. The giving and receiving of gifts and/or hospitality should always be exercised in accordance with this policy.

General Principles – Gifts and Hospitality

Gifts and hospitality may neither be given nor received as rewards, inducements, or encouragement for preferential treatment or inappropriate or dishonest conduct.

Neither gifts nor hospitality should be actively sought or encouraged from any party, nor should the impression be given that the award of any business, contract, decision, practice or similar will be in any way conditional on gifts or hospitality.

Cash or cheques should be neither given nor received as a gift under any circumstances.

Gifts and hospitality to or from relevant parties should be generally avoided at the time of contracts being tendered or awarded.

The value of all gifts and hospitality, whether given or received, should be proportionate to the matter to which they relate and should not be unusually high or generous when compared to prevailing practices in the industry.

Certain gifts may be accepted if refusal would cause significant offence (e.g., token Christmas gifts).

All gifts and hospitality, whether given or received, must be recorded in the 'Hospitality & Gifts Register' (available on 1PC or by visiting P&C)

Hospitality

It is recognised that, on occasions, business can be progressed through hospitality with external parties (e.g., lunches/dinners). As a general rule, an employee should only accept offers of such hospitality if there is a genuine need to impart information or there is a benefit to the Company in representing the business to external parties (e.g., representing the business to professional bodies).

If the hospitality offered is primarily a social function, then such invitations should be refused.

It is of vital importance that the possibility of an employee being deemed by others to have been influenced in making a business decision, as a result of accepting such hospitality, should be avoided both for the employee's own protection and for the protection of the Company.

If an offer of hospitality is accepted, it must be declared in the 'Gifts and Hospitality Register' on 1P&C or please visit P&C.

Charitable Donations and Sponsorship

All charitable donations and sponsorship must be fully recorded in the 'Donations and Sponsorship' register on 1 P&C

Proof of receipt of all donations and sponsorship should be obtained wherever possible.

Policy Implementation

Setting out a clear 'gifts and hospitality policy' and keeping it up to date

Promoting good ethical behaviour by staff

Communicating the policy and 'Hospitality and Gifts Register' in full to staff, making all employees aware of their responsibilities

Providing staff with full training on the policy

Taking firm action against any individual(s) breaching the policy. This could involve investigation, disciplinary action and potential dismissal (e.g where non permitted gifts/hospitality are accepted, or staff do not register offers of gifts/hospitality as required)

Staff Responsibilities

Staff must act with extreme caution when giving or accepting gifts or hospitality on behalf of the business. They must act in accordance with this policy at all times.

Any queries or concerns about whether an offer of, or the receipt of a gift or hospitality is appropriate, or if any clarification is required about this policy, employees should approach their line manager in the first instance. Advice can also be obtained from P&C.

All gifts and hospitality, whether given or received, must be recorded in the 'Hospitality & Gifts Register' by staff.

Where an employee has a concern over a potential breach of this policy by a member of staff, they can raise a concern via the Company Whistleblowing Policy, that can be found in the Staff Handbook.

TAX EVASION POLICY

What is Tax Evasion?

Tax evasion is the illegal non-payment or under-payment of taxes, usually as the result of making a false declaration (or no declaration) of taxes due to the relevant tax authorities, which results in legal penalties if the perpetrator is caught.

Tax evasion involves all forms of tax, including income tax, corporation tax, VAT and national insurance. This list is not exhaustive.

Tax avoidance, by contrast, is seeking to minimise the payment of taxes without deliberate deception. This is often legitimate but is sometimes contrary to the spirit of the law, e.g., involving the exploitation of loopholes.

Importantly, the corporate criminal offence of facilitation only applies to tax evasion. The third party must be found guilty of tax evasion before the Company can be found to have facilitated it.

The Criminal Finances Act 2017

Under the Criminal Finances Act 2017, a separate criminal offence is automatically committed by a corporate entity where the tax evasion is facilitated by a person acting in the capacity of an "associated person" to that body. For the offence to be made out, the associated person must deliberately and dishonestly take action to facilitate the tax evasion by the taxpayer. If the associated person accidentally, ignorantly, or negligently facilitates the tax evasion, then the corporate offence will not have been committed. The Company does not have to have deliberately or dishonestly facilitated the tax evasion itself; the fact that the associated person has done so creates the liability for the Company.

Specifically, staff (and other "associated persons") must not knowingly do anything that helps someone else evade tax.

For the purpose of this policy, "associated persons" include agency staff, hauliers, drivers, contractors, consultants, volunteers, suppliers and customers.

It is a defence to the corporate criminal offence of facilitating tax evasion if the Company can prove that it has in place such prevention procedures as it is reasonable to expect in the circumstances.

Penalties

As an employer, if the Company fails to prevent its employees (and other "associated persons") facilitating tax evasion, the Company can face both criminal sanctions including an unlimited fine and associated reputational damage. The business therefore takes its legal responsibilities very seriously.

Scope and Objectives

This policy applies to all the Company's activities. For "associated persons", it will seek to promote the adoption of policies consistent with the principles set out in this policy.

Responsibility to control the risk of tax evasion occurring resides at all levels of the organisation and across all areas/departments.

Company Stance

The Company has a zero-tolerance approach to all forms of tax evasion. Employees (and other "associated persons") must not undertake any transactions which cause the Company to commit a tax evasion offence, or which facilitate a tax evasion offence by a third party.

This policy provides guidance to employees (and other "associated persons") on their responsibilities around tax evasion, thus enabling compliance. It also outlines how employees identify and report a potential breach.

Policy Implementation

Setting out a clear policy on tax evasion and keeping it up to date

Promoting good ethical behaviour by staff and associated persons.

Communicating the policy in full to staff and associated persons (including any changes or amendments), raising awareness of the risks of tax evasion as a prevention method and making all individuals and companies aware of their responsibilities

Undertaking a risk assessment to identify those areas of the business where risk is considered to be highest and taking action to minimise risk.

Providing full training on the policy, with particular focus on high-risk areas.

Encouraging vigilance and the reporting of suspicions, providing suitable channels of communication

Rigorously investigating instances of alleged tax evasion and assisting police and other appropriate authorities

Taking firm and vigorous action against any individual(s) involved in tax evasion.

Promoting the adoption of policies consistent with the principles set out in this policy, through a variety of measures, including toolbox talks and documented guidance.

Responsibilities – Staff and Associated Persons

The prevention, detection, and reporting of all forms of financial irregularity, including suspected tax evasion, are the responsibility of all those working for the Company or under its control ("associated persons"). All staff are required to avoid activity that breaches this policy.

As individuals you must:

Ensure that you read, understand and comply with this policy.

Raise concerns as soon as possible of any suspected or actual breach of this policy.

As well as the possibility of civil legal action and criminal prosecution, staff that breach this policy will face disciplinary action, which could result in dismissal for gross misconduct (termination of working relationship for associated persons).

Raising a Concern

The Company is committed to ensuring that there is a safe, reliable, and confidential way of reporting any suspicious activity, and wants every member of staff to know how they can raise concerns.

Staff should refer to the Company's whistleblowing policy, contained in the staff handbook which outlines the process of raising a concern. This would be applicable to any concern involving suspected or actual tax evasion.

Concerns can be raised anonymously. However, where concerns are not anonymous, it facilitates investigation, making it easier for the Company. Once a concern has been raised, the business will act promptly to investigate and evaluate the situation.

Staff who raise concerns or report wrongdoing could understandably be worried about the repercussions. The Company is committed to ensuring nobody suffers detrimental treatment as a result of reporting a concern in good faith.

Review Date: 1/6/24

Responsible for Review: Lisa Saunders, People and Culture Director

Approved By:

Signed.....

Print Name..... PETER B. BARKWILL

Title..... C.E.O.

Date..... 9th JUNE 2023