

ANTI-CORRUPTION AND BRIBERY POLICY

Introduction

Dehns (the Firm) is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. This policy outlines the Firm's position on preventing and prohibiting bribery and corruption, in accordance with the Bribery Act 2010. The Firm takes a zero-tolerance approach to any form of bribery or corruption by, or of, its partners, employees, agents or consultants or any person or body acting on its behalf. The Firm is committed to implementing effective measures to prevent, monitor and eliminate bribery and corruption.

Scope of this policy

This policy applies to all partners and employees of the Firm, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Firm ("associated persons") within the UK and overseas. Every employee and associated person acting for, or on behalf of, the Firm are responsible for maintaining the highest standards of business conduct. Any breach of this policy is therefore likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the Firm.

The Firm may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to read, understand and comply with this policy, including any future updates that may be issued from time to time by the Firm.

This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the provision of information and guidance on how to recognise and deal with bribery;
- the responsibilities, under this policy, of employees and associated persons acting for, or on behalf of, the Firm; and
- the consequences of any breaches of this policy.

The policy has been prepared after assessing relevant risks. The Firm has carried out an overall assessment of the likelihood of bribery or corruption being undertaken by partners, employees and associated persons and considers this to be low.

Bribery Act 2010

The Firm is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered, given, accepted or requested with:

- the intention of inducing or rewarding improper performance of a relevant function or activity; or
- the knowledge or belief that accepting such a reward would constitute the improper performance of such a relevant function or activity.

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

- a partner, employee or associated person acting for, or on behalf of, the Firm offers, promises, gives, requests, receives or agrees to receive bribes; or
- a partner, employee or associated person acting for, or on behalf of, the Firm offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and
- where one of the above offences takes place, the Firm does not have the defence that it has adequate procedures in place to prevent bribery by its partners, employees or associated persons.

What is prohibited?

The Firm prohibits partners, employees or associated persons from offering, promising, giving, soliciting or accepting any bribe when acting for, or on behalf of, the Firm. The bribe could be cash, a gift or other inducement to, or from, any person or company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the partner, employee or associated person is situated in the UK or overseas. However, the provision of legitimate hospitality is not a bribe. The bribe could be made to ensure that a person or company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the Firm in either obtaining or maintaining the Firm's business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or subagents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

Also prohibited is the detrimental treatment of another worker who has refused to commit a bribery offence or who has raised concerns under this policy.

Record Keeping

Partners, employees and, where applicable, associated persons, are required to take particular care to ensure that all of the Firm's records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Partners, employees and associated persons are required to keep accurate, detailed and up-to-date written records of all corporate hospitality, entertainment or gifts accepted or offered (See corporate entertainment, gifts, hospitality and promotional expenditure section below).

Due Diligence

Principle

Due diligence assists in the ongoing assessment of the risk of bribery or corruption by partners, employees or associated persons and in maintaining the outcome of the assessment as low.

Procedure

1. Proportionate, risk-based due diligence should be undertaken by partners, employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services (including an employee), agent, consultant or representative.
2. In lower risk situations, it is likely that no procedures will be required other than taking the reasonable care that would normally be expected in the selection of such suppliers. In higher risk situations, due diligence may include making specific enquiries and investigations concerning such suppliers and requesting and reviewing their own anti-bribery and corruption procedures.

Working abroad

Principle

In some circumstances partners, employees and associated persons conducting business on behalf of the Firm outside the UK may be at greater risk of being exposed to bribery or corruption than when conducting UK-based business. Partners, employees and associated persons owe a duty to the Firm to be extra vigilant when conducting international business.

Procedure

Partners, employees and associated persons are required to report suspicions of bribery or corruption to the Senior Partner. While any suspicious circumstances should be reported, partners, employees and associated persons are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees;
- a history of corruption in the country in which the business is being undertaken;

- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

If a partner, employee or associated person is in any doubt as to whether or not a potential act constitutes bribery or corruption, the matter should be referred to the Senior Partner.

Facilitation payments

Principle

The Firm prohibits its partners, employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. Facilitation payments are distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the Firm under the Bribery Act 2010, even where such payments are made or requested abroad. Employees and associated persons are required to act with greater vigilance when dealing with government procedures abroad.

Procedure

1. Where a public official has requested a payment, partners, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to the Senior Partner.
2. If the public official provides written details, the Senior Partner will consider the nature of the payment. Local legal advice may be sought by the Firm.
3. If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, the Firm will authorise the partner, employee or associated person to make the payment. However a request should always be made for a receipt which details the reason for the payment.
4. Where the Senior Partner considers that the request is for a facilitation payment, the partner, employee or associated person will be instructed to refuse to make the payment and notify the public official that the partner, employee or associated person is required to report the matter to the Firm and the UK embassy.
5. The Firm will seek the assistance of the relevant partner, employee or associated person in its investigation and may determine that the matter should be referred to the prosecution authorities.
6. If a partner, employee or associated person has any other concerns about the nature of a request for payment, he/she should report it to the Senior Partner using the reporting procedure set out in this policy.

Corporate entertainment, gifts, hospitality and promotional expenditure

Principle

The Firm recognises that the profession within which it operates requires effective personal communications and networking and that hospitality is an important part of doing legitimate business. It therefore permits the receipt of and the provision of corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
 - to improve the image and reputation of the Firm; or • to present the Firm's services effectively;
- provided that it is:
- made or arranged in good faith and openly, not secretly, and
 - not offered, promised, requested or accepted to secure an advantage for the Firm or any of its partners, employees or associated persons, beyond the permissible purposes above, or to influence the impartiality of the recipient.
 - where relating to hospitality or entertainment, undertaken with a representative of both parties in attendance.
 - not a gift of cash or a cash equivalent (such as redeemable gift certificates or vouchers).
 - not of an inappropriate nature or value given the underlying business reasons and circumstances.

The Firm will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

This principle applies to partners, employees and associated persons, whether based in the UK or abroad. However, those with remits abroad will be given further training on the specific procedures that they are required to follow.

Procedure

1. Requests must be made for proposed hospitality and promotional expenditure and should be submitted well in advance of proposed dates to the Senior Partner. As a general rule, activities such as taking a small group of clients to lunch, dinner or similar would not require such authorisation.

2. Requests should set out in writing:

- the objective of the proposed client entertainment or expenditure;

- the identity of those who are expected to be attending;
- the organisation(s) that they represent; and
- details and rationale of the proposed activity.

3. The Firm will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The Firm will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example, prior to a tendering exercise).

4. Gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to the Senior Partner. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and partners, employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example, where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation may be retained by the recipient and need not be reported.

5. If a partner, employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, other than those already procured by the Marketing Department, prior written approval from the Senior Partner is required, together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in limited circumstances.

6. Partners, employees and, where applicable, associated persons must supply records and receipts, in accordance with the Firm's expenses procedures.

Charitable and political donations

The Firm considers that charitable giving can form part of its wider commitment and responsibility to the community. The Firm may also support charitable fundraising events involving employees. However all donations, other than in support of fundraising events involving employees, should be approved in advance by the Senior Partner or via an alternative approval mechanism created by the Firm.

The Firm does not make donations to any political parties. Partners, employees and associated persons are not permitted to make any political donations on behalf of the Firm.

Reporting suspected bribery and whistleblowing

The Firm depends on its partners, employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Partners, employees and associated persons are required to assist the Firm and to remain vigilant in preventing, detecting and reporting bribery or corruption, even if this means the report relates to a close colleague, a superior or a large client.

Partners, employees and associated persons are required to report any concerns that they may have in accordance with the Firm's Whistleblowing Policy. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that partners, employees or associated persons may be being bribed; or
- concerns that partners, employees or associated persons may be bribing third parties, such as clients or government officials.

Review of procedures and training

The Firm will communicate its anti-bribery measures to all partners, employees and associated persons. The Firm will set up training sessions where applicable. Relevant training will form part of the induction process for all new workers.

The Firm's Management Board will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

Partners, employees and those working for, or on behalf of, the Firm are encouraged to contact the Senior Partner with any suggestions, comments or feedback that they may have on how these procedures may be improved.

The Firm reserves the right to amend and update this policy at any time as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.