



MILLENNIUM

HOTELS AND RESORTS

*More than Meets the Eye*

# Policy & Procedure

## ANTI-BRIBERY POLICY

HUMAN RESOURCES POLICY –ANTI-BRIBERY POLICY		
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## Introduction

Millennium & Copthorne Hotels plc ("M&C") values its reputation and is committed to trading within the law while maintaining the highest possible ethical standards in all its business activities. It recognises that the risks from bribery are a growing concern of corporate and public life in many countries across the world. M&C, in its ongoing efforts to keep its high ethical standards and with a view to upholding its position against any form of bribery, has prepared and set out a clear policy which should be implemented in conjunction with the company's Code of Ethics and Business Conduct ("the Code"). This policy should also be read in conjunction with the relevant M&C's policies as list below.

## Purpose and scope

The purpose of the policy is to set out the responsibilities of Group functions and business units in observing and upholding the company's position on bribery and applies to all M&C corporate offices and hotels—including owned, managed and leased hotels and hotels which otherwise are operated by the M&C Group— their agents, consultants and business partners.

In the UK, the Bribery Act 2010 (Act) introduced significant changes in UK anti-corruption law when it came into force on 1 July 2011. It is important that appropriate ongoing action is taken to protect against incurring liability. Specifically, the Act:

- extends the crime of bribery to cover all private sector transactions (and is not limited to transactions involving public officials and agents).
- contains a strict liability offence of failing to prevent bribery. An organisation will only have a defence to this offence if it can show it had "adequate procedures" in place to prevent bribery.
- offences are very broadly defined and it has significant extra-territorial reach.
- includes criminal penalties for individuals and organisations. For individuals, a maximum prison sentence of ten years and/or an unlimited fine can be imposed; for companies, an unlimited fine can be imposed.

The Act contains four offences, including:

- ✗ offering, promising or giving a bribe;
- ✗ requesting, agreeing to receive or accepting a bribe;
- ✗ bribing a foreign public official to obtain or retain business;
- ✗ for commercial organisations, failing to prevent bribery by those acting on the organisation's behalf.

A "Bribe" is the giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage. An advantage includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

A commercial organisation such as Millennium & Copthorne Hotels plc and any of its affiliated companies and subsidiaries (M&C Group) commits an offence if a person associated with it bribes another person for that organisation's benefit.

A person is "associated" with the M&C Group if it performs services for or on behalf of the M&C Group. This is construed broadly and applies to consultants, finders, agents, contractors, employees, subsidiaries, intermediaries, joint venture partners and suppliers, all of whom could render the M&C Group guilty of this offence.

Any businesses operating in the US is also subject to US Foreign Corrupt Practices Act (FCPA) which focuses on anti-corruption of foreign government officials and other countries have similar anti-corruption legislation. It is important to note however that the UK Bribery Act is significantly broader than the current US FCPA and is considered to have the most stringent standards in the world.

The M&C Group takes a zero tolerance approach to bribery and corruption and there are a number of relevant anti-bribery, anti-corruption and related policies with which you must adhere to. Please familiarise yourself with these.

## Failure to comply with these policies could give rise to disciplinary action or dismissal.

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**POLICY**

You (or someone on your behalf) shall not:

- ✘ give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given; or
- ✘ give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome; or
- ✘ accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return; or
- ✘ accept hospitality from a third party that is unduly lavish or extravagant under the circumstances; or
- ✘ offer or accept a gift to or from government officials or representatives, or politicians or political parties without compliance with the M&C policies on Business Hospitality & Gifts or failing to follow due diligence procedures; or
- ✘ threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- ✘ give or make facilitation payments to government officials (typically used for securing or accelerating routine government procedures); or
- ✘ unless previously approved, authorise or provide travel benefits, gifts, entertainment, or political contributions for the benefit of a government official or other business contact; or
- ✘ enter into a consultant or sales agent agreement or arrangement that will result in contacts with government officials or other business contact without conducting due diligence, obtaining the required internal business and legal approvals, retaining all due diligence records in compliance with record retention policy, and accurately recording on M&C's book and records all related payments; or
- ✘ make any incomplete, false or inaccurate entries on M&C's books and records; or
- ✘ engage in any other activity that might lead to a breach of this policy.

**RELEVANT POLICIES**

In addition to this Anti-Bribery Policy, the applicable policies include the following:

- Whistleblowing policy;
- Code of Ethics and Business Conduct;
- Business Hospitality and Gifts policy;
- Barter agreements policy;
- Charity policy.

**Who needs to comply with these policies**

Unless otherwise stated in the policies, all employees of the M&C Group corporate offices and hotels—including owned, managed and leased hotels and hotels which otherwise are operated by the M&C Group—must comply with these policies, subject to any regional variations. Copies of these policies can be found at [www.millenniumhotels.com/en/Corporate/GroupPolicies](http://www.millenniumhotels.com/en/Corporate/GroupPolicies).

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## RESPONSIBILITIES

The prevention, detection and reporting of bribery is the responsibility of all employees throughout the M&C Group. If any instance of bribery is identified, remedial steps will be taken immediately. Managers should ensure all their employees are aware of this policy and their responsibilities to act in accordance with its procedures. Notably each person subject to this policy must:

- ✓ Know their counterparty – carry out adequate due diligence to ensure background checks have been completed on any third party to identify involvement in any current or previous corrupt activities.
- ✓ Prevent bribery – not accept or give any bribe, whether cash or other inducement, as stated above.
- ✓ Report – report immediately any instance of bribery in accordance with this policy and related guidance.
- ✓ Record keeping – keep all records relating to this policy, in compliance with record retention policy, such as details of all due diligence checks or, if you are asked to make a payment on our behalf, you should always be aware of what the payment is for and always ask for and retain a receipt which details the reason for the payment. The same applies for any gifts. For additional information and guidance on gifts and hospitality, refer to the Business Hospitality and Gifts Policy.
- ✓ Training – carry out any training assigned to them to embed and enforce these policies.

It may be a defence to a charge of bribery or corruption if the M&C Group can prove that it had implemented and enforced "adequate procedures" to prevent bribery.

Managers should ensure all their employees are aware of this policy and their responsibilities to act in accordance with its standards and that failure to do so will be viewed as a serious disciplinary issue.

## Raising concerns and seeking guidance

Further guidance is available in the Anti-Bribery pack which includes a Bribery Act FAQ and Anti-Bribery and Anti-Corruption Compliance Guide and can be found at [www.millenniumhotels.com/en/Corporate/GroupPolicies](http://www.millenniumhotels.com/en/Corporate/GroupPolicies).

Please contact your manager (if appropriate) and your regional Legal Department if you have any questions or need clarification in relation to anti-bribery or anti-corruption compliance.

If you suspect or have evidence of any unlawful activity, please report this to your regional Legal Department or to the Company Secretariat team at [companysecretary@millenniumhotels.com](mailto:companysecretary@millenniumhotels.com). All notifications will be treated as confidential and will be shared only on an as-needed basis.

Alternatively, please raise those concerns promptly via M&C's Whistle Blowing service, or by sending an email to [business.integrity@millenniumhotels.co.uk](mailto:business.integrity@millenniumhotels.co.uk).

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