



**Traffic Open Products and Specifications**

## **ANTI- BRIBERY AND CORRUPTION POLICY**

### **1. Introduction**

1.1. Traffic Open Products & Specifications Limited (**TOPAS**) values its reputation and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs. The actions and conduct of the Company's Management Board as well as others acting on the Company's behalf are key to maintaining these standards.

1.2. The purpose of this document is to set out **TOPAS's** policy in relation to bribery and corruption. The policy applies strictly to all members of the Management Board and particularly those specifically responsible for management and representation of **TOPAS**.

### **2. Understanding and Recognising Bribery and Corruption**

2.1. 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 in the circumstances.

2.2. Bribery can be defined as offering, promising or giving a financial (or other) advantage to another person with the intention of inducing or rewarding that person to act or for having acted in a way which a reasonable person would consider improper in the circumstances. Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.

2.3. Bribes are not always a matter of handing over cash. Gifts, hospitality and entertainment can be bribes if they are intended to influence a decision.

### **3. Penalties**

3.1. The Bribery Act 2010 came into force on 1 July 2011. Under that Act, bribery by individuals is punishable by up to ten years' imprisonment and/or an unlimited fine. If any member of **TOPAS** Management Board is found to have taken part in the bribery or is found to lack adequate procedures to prevent bribery, they too could also face an unlimited fine.

3.2. A conviction for a bribery or corruption related offence would have severe reputational and/or financial consequences for the Company.



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### 4. TOPAS Policy

4.1. **TOPAS** will not tolerate bribery or corruption in any form and prohibits the offering, giving, solicitation or the acceptance of any bribe or corrupt inducement, whether in cash or in any other form.

4.2. This policy is not intended to prohibit the following practices provided they are appropriate, proportionate and are properly recorded:

- Normal and reasonable hospitality;
- Providing resources to assist a person or body to make a decision more efficiently, provided that it is for this purpose only.

4.2.1. It may not always be a simple matter to determine whether a possible course of action is appropriate. If you are in any doubt as to whether a possible act might be in breach of this policy or the law, the matter should be referred to the responsible person.

4.2.2. **TOPAS** will investigate thoroughly any actual or suspected breach of this policy, or the spirit of this policy. Anyone found to be in breach of this policy may be subject to action which may ultimately result in their removal as a representative of the Company.

### 5. Key Risk Areas

5.1. Bribery can be a risk in many areas of the Company. Below are the key areas you should be aware of in particular:

- Excessive gifts, entertainment and hospitality;
- Facilitation payments;
- Reciprocal agreements;
- Actions by third parties for which the TOPAS may be held responsible; and
- Record keeping to conceal bribes or corrupt practices.

### 6. Member Responsibility and How to Raise a Concern

6.1. The prevention, detection and reporting of bribery or corruption is the responsibility of all TOPAS Board Members. If you become aware or suspect that an activity or conduct which is proposed or has taken place is a bribe or corrupt, then you have a duty to report this to the responsible person.



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6.2. The **TOPAS** responsible person for this Bribery and Corruption Policy is the Administrator.

6.3. This policy shall be reviewed every three years.

Dated : 18<sup>th</sup> October 2018

Ratified by the Board:

Signed (Chair)

On behalf of the TOPAS Board Members

Policy review date: October 2021