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ANTI-BRIBERY / ANTI-CORRUPTION / ANTI-TAX EVASION POLICY

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1. What does this policy cover?

- 1.1 This anti-bribery policy exists to set out the responsibilities of Butyl Products Ltd/Butek Landline and those who work for us in regards to observing and upholding our zero-tolerance position on bribery and corruption.
- 1.2 It also exists to act as a source of information and guidance for those working for Butyl Products Ltd. It helps them recognise and deal with bribery and corruption issues, as well as understand their responsibilities.

2. Policy Statement

- 2.1 Butyl Products Ltd is committed to conducting business in an ethical and honest manner, and is committed to implementing and enforcing systems that ensure bribery is prevented. Butyl Products Ltd has zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the world we are operating.
- 2.2 Butyl Products Ltd will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. We are bound by the laws of the UK, including the Bribery Act 2010, in regards to our conduct both at home and abroad.
- 2.3 Butyl Products Ltd recognises that bribery and corruption are punishable by up to ten years of imprisonment and a fine. If our company is discovered to have taken part in corrupt activities, we may be subjected to an unlimited fine, be excluded from tendering for public contracts, and face serious damage to our reputation. It is with this in mind that we commit to preventing bribery and corruption in our business, and take our legal responsibilities seriously.

3. Who is covered by the policy?

- 3.1 This anti-bribery policy applies to all employees (whether temporary, fixed term or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person or persons associated with us (including third parties), or any of our subsidiaries or their employees, no matter where they are located (within or outside the UK). The policy also applies to Officers, Trustees, Board, and/or Committee members at any level.
- 3.2 In the context of this policy, third-party refers to any individual or organisation our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors and business contacts, agents, advisors, and Government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.
- 3.3 Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

4. Definition of bribery

- 4.1 Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.
- 4.2 A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.
- 4.3 Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.
- 4.4 Bribery is illegal. Employees must not engage in any form of bribery, whether it is directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe a foreign public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the company's compliance manager.

5. Conflicts of Interest

- 5.1 Conflicts of interest arise when the various interests, duties or commitments that a person may have: family, friends, work, voluntary work or political interests, come into conflict (or are likely to). They are common given the number of interests people inevitably have, and they do not necessarily involve improper or corrupt behaviour, although they can lead to such behaviour.
- 5.2 A conflict of interest creates corruption risk when an employee or contracted third party breaches the duty due to the company by acting in regard to another interest and does not advise the company of this. The improper behaviour, if serious enough, could expose the person to extortion demands or be the first step to criminal behaviour including bribery. Even where there is no improper behaviour from a conflict of interest, the public perception might be otherwise. Butyl Products Ltd is transparent about its policies and operations

Examples of conflicts of interest and corruption risks.

- An employee awarding a contract to a company in which he or she has a financial interest or a connection such as a relative or friend.
- An employee being a director, shareholder or consultant of another organisation that could compromise his or her duty to the company.
- Employees running their own companies or involved in external activities such as political or community organisations.
- Secondary employment: Part-time employment with or consultancy to another company. Even if this is contractually allowed it can be a significant source of conflict.
- An employee recruiting a relative or friend or recruiting individuals in order to secure a business advantage.
- An employee planning to take up a position with another organisation and acting in its favour in breach of duty to his existing employer.

- 5.3 Butyl Products identifies where risks for conflicts of interest could lie and implement a policy and procedure to manage potential and actual conflicts of interest. This includes maintaining an up to date register and adopting preventative measures related to recruitment and procurement. Employees and relevant third parties are required to disclose any conflicts of interest before recruitment or appointment and then following appointment to advise the company of any changes. Staff receive training on understand and identifying conflicts of interest and knowing what to do when they arise. Employees are also encouraged to discuss potential conflicts of interest with their management.

6. What is and what is NOT acceptable

- 6.1 This section of the policy refers to 4 areas:

- a) Gifts and hospitality
- b) Facilitation payments
- c) Political contributions
- d) Charitable contributions

6.2 Gifts and hospitality

Butyl Products Ltd accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements.

- a) It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- b) It is not made with the suggestion that a return favour is expected.
- c) It is in compliance with local law.
- d) It is given in the name of the company, not in an individual's name.
- e) It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- f) It is appropriate for circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).
- g) It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- h) It is given/received openly, not secretly.
- i) It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- j) It is not above a certain excessive value, as pre-determined by the company's compliance manager (usually in excess of £100).
- k) It is not offered to, or accepted from, a government official or representative or politician or political party, without the prior approval of the company's compliance manager.

- 6.3 Where it is inappropriate to decline the offer of a gift (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the compliance manager, who will assess the circumstances.

- 6.4 Butyl Products Ltd recognises that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.
- 6.5 As good practice, gifts given and received should always be disclosed to the compliance manager, gifts from suppliers should always be disclosed.
- 6.6 The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the compliance manager should be sought.

6.7 Facilitation Payments and Kickbacks

Butyl Products Ltd does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action.

- 6.8 Butyl Products Ltd does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.
- 6.9 Butyl Products Ltd recognises that, despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their family's personal security at risk. Under these circumstances, the following steps must be taken:
- a) Keep any amount to the minimum
 - b) Ask for a receipt, detailing the amount and the reason for the payment
 - c) Create a record concerning the payment
 - d) Report this incident to your line manager

6.10 Political Contributions

Butyl Products Ltd will not make donations, whether in cash, kind, or by any other means to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

6.11 Charitable Contributions

Butyl Products Ltd accepts (and indeed encourages) the act of donating to charities – whether through services, knowledge, time or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes.

- 6.12 Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.
- 6.13 We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the compliance manager.

6.14 Exceptional Circumstances

- 6.15 In some circumstances a payment is justifiable.

- 6.16 If one of our people is faced with a threat to their personal safety or that of another person if a payment is not made, they should pay it without fear or recrimination. In such cases Butyl Products Ltd must be contacted as soon as possible, and the payment and the circumstances in which it was made must be fully documented and reported. Butyl Products Ltd will consider carefully whether to involve the police.
- 6.17 Such cases will be rare. All our people visiting regions where these cases are more common should familiarise themselves, prior to travel, with current guidance relating to those countries. For general information on travelling to a particular country, please consult the latest information from the UK Government.

7. Employee Responsibilities

- 7.1 As an employee of Butyl Products Ltd, you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.
- 7.2 All employees and those under our control are equally responsible for the preventing, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.
- 7.3 If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify the compliance manager.
- 7.4 If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. Butyl Products Ltd has the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy.

8. What happens if I need to raise a concern?

- 8.1 This section of the policy covers 3 areas:

- a) How to raise a concern
- b) What to do if you are a victim of bribery or corruption
- c) Protection

8.2 How to raise a concern

If you suspect that there is an instance of bribery or corrupt activities occurring in relation to Butyl Products Ltd, you are encouraged to raise your concerns at as early a stage as possible. If you are uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should speak to your line manager, the compliance manager or a director.

- 8.3 Butyl Products Ltd will familiarise all employees with its whistleblowing procedures so employees can vocalise their concerns swiftly and confidentially.

8.4 What to do if you are a victim of bribery or corruption

You must tell your compliance manager as soon as possible if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe in the near future, or if you have reason to believe that you are a victim of another corrupt activity.

8.5 Protection

If you refuse to accept or offer a bribe or you report a concern relating to potential act(s) of bribery or corruption, Butyl Products Ltd understands that you may feel worried about potential repercussions. Butyl Products Ltd will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

8.6 Butyl Products Ltd will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption.

8.7 Detrimental treatment refers to dismissal, disciplinary action, threats, or unfavourable treatment in relation to the concern the individual raised.

8.8 If you have reason to believe you have been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should inform your line manager or the compliance manager immediately.

9. Training and communication

9.1 Butyl Products Ltd will provide training on this policy as part of the induction process for all new employees. Employees will also receive regular, relevant training on how to adhere to this policy, and will be asked annually to formally accept that they will comply with this policy.

9.2 Butyl Product Ltd's anti-bribery and corruption policy and zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any third-parties at the outset of business relations, and as appropriate thereafter.

9.3 Butyl Products Ltd will provide relevant anti-bribery and corruption training to employees etc where we feel their knowledge of how to comply with the Bribery Act needs to be enhanced. As good practice, all businesses should provide their employees with anti-bribery training where there is a potential risk of facing bribery or corruption during work activities.

10. Record Keeping

Butyl Products Ltd will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence for all payments made. We will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given and understand that gifts and acts of hospitality are subject to managerial review.

11. Monitoring and reviewing

- 11.1 Butyl Products Ltd's compliance manager is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. They will assess its suitability, adequacy, and effectiveness.
- a. Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.
 - b. Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the compliance manager.
 - c. This policy does not form part of an employee's contract of employment and Butyl Products Ltd may amend it at any time so to improve its effectiveness at combatting bribery and corruption.



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12. Anti Bribery Statement

Butyl Products Ltd. are committed to the prevention of bribery and all forms of corruption. Butyl Products operates a zero tolerance approach to bribery committed by any person working for and on behalf of Butyl Products Ltd. Any allegation of bribery by a person working for and on behalf of Butyl Products Ltd. will be investigated in accordance with Butyl Products Ltd.'s disciplinary procedures and may be reported to the authorities as appropriate.

Butyl Products Ltd. has a hard won reputation for acting with integrity, transparency and honesty. We are committed to the prevention of bribery because we recognise the importance of maintaining our reputation and the confidence of our employees, clients and customers.

Butyl Products Ltd. will not work with people or organisations who we consider do not share our commitment to prevent bribery and corruption.

Gavin Mitchell

Managing Director

January 2021

13. ANTI-TAX EVASION VALUE POLICY

In the light of Criminal Finances Act 2017, Butyl Products Ltd has adopted a statement of our corporate value on anti-facilitation of tax evasion. It is our policy to conduct all of our business dealings in an honest and ethical manner. The value statement governs all our business dealings and the conduct of all persons or organisations who are appointed to act on our behalf.

We request all our employees and all who have, or seek to have, a business relationship with Butyl Products Ltd to familiarise themselves with our anti-tax evasion value statement and to act at all times in a way which is consistent with our anti-tax evasion value statement.

ANTI-TAX EVASION VALUE STATEMENT

Butyl Products Ltd and its subsidiaries (the “Company”) has a zero tolerance approach to all forms of tax evasion, whether under UK law or under the law of any foreign country. Employees and Associates of the Company must not undertake any transactions which:

- (a) cause the Company to commit a tax evasion offence; or
- (b) facilitate a tax evasion offence by a third party who is not an associate of the Company.

We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter tax evasion facilitation.

At all times, business should be conducted in a manner such that the opportunity for, and incidence of, tax evasion is prevented.

WHO MUST COMPLY WITH THIS POLICY?

This policy applies to all persons working for the Company or any subsidiary company or on our behalf in any capacity, including employees at all levels, directors, officers and Associates (as defined below), including but not limited to agency workers, seconded workers, volunteers, interns, contractors, external consultants, third-party representatives and business partners, sponsors or any other person associated with us, wherever located.

WHO IS RESPONSIBLE FOR THIS POLICY?

The Board of Directors of the Company has overall responsibility for ensuring that this policy complies with our legal obligations, and our employees and associates comply with it. This policy is adopted by the Company. It may be varied or withdrawn at any time, in the Company’s absolute discretion. Employees in leadership positions are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

WHAT IS THE FACILITATION OF TAX EVASION?

For the purposes of this policy:

Associates includes company contractors or an agent of the Company (other than a contractor) who is acting in the capacity of an agent, or any person who performs services for and on behalf of the Company who is acting in the capacity of a person or business performing such services.

Tax Evasion means an offence of cheating the public revenue or fraudulently evading UK tax, and is a criminal offence. The offence requires an element of fraud, which means there must be deliberate action, or omission with dishonest intent.

Foreign Tax Evasion means evading tax in a foreign country, provided that the conduct is an offence in that country and would be a criminal offence if committed in the UK. As with **tax evasion**, the element of fraud means there must be deliberate action, or omission with dishonest intent.

Tax Evasion Facilitation means being knowingly concerned in, or taking steps with a view to, the fraudulent **evasion** of **tax** (whether UK **tax** or **tax in a foreign country** by another

person, or aiding, abetting, counselling or procuring the commission of that offence. Tax evasion facilitation is a criminal offence, where it is done deliberately and dishonestly. **Tax evasion is not the same as tax avoidance** or tax planning. Tax evasion involves deliberate and dishonest conduct. Tax avoidance is not illegal and involves taking steps, within the law, to minimise tax payable (or maximise tax reliefs).

Tax means all forms of UK taxation, including but not limited to corporation tax, income tax, value added tax, stamp duty, stamp duty land tax, national insurance contributions (and their equivalents in any non-UK jurisdiction) and includes duty and any other form of taxation (however described).

COMPANY RESPONSIBILITIES

The Company has completed a risk assessment and has established procedures governing certain transactions with third parties designed to prevent specific areas of possible tax evasion by a third party.

The Company is responsible for offering employees appropriate training to understand tax evasion, and actions to take to prevent tax evasion..

WHAT TEAM MEMBERS AND ASSOCIATES MUST NOT DO

It is not acceptable for team members and Associates to:

- a) Engage in any form of facilitating Tax Evasion or Foreign Tax Evasion
- b) Aid, abet, counsel or procure the commission of a Tax Evasion offence or Foreign Tax Evasion offence by another person;
- c) Fail to promptly report any request or demand from any third party to facilitate the fraudulent Evasion of Tax by another person, in accordance with this policy; or
- d) Engage in any other activity that might lead to a breach of this policy; or
- e) Threaten or retaliate against another individual who has refused to commit a Tax Evasion offence or a Foreign Tax Evasion offence or who has raised concerns under this policy
- f) An offence under the law of any part of the UK consisting of being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of tax.

PREVENTION THROUGH VIGILANCE

There is not an exhaustive list of Tax Evasion opportunities. At a more general level, the best defence against Tax Evasion and facilitation of Tax Evasion remains the vigilance of our employees and Associates and the adoption of a common-sense approach supported by our clear whistleblowing procedure. In applying common sense, team members must be aware of the following:

Is there anything unusual about the manner in which an Associate of the Company is conducting their relationship with the Company or the third party (usually a customer)?

Is there anything unusual about the customer's or Associate's conduct or behaviour in your dealings with them?

Are there unusual payment methods?

Unusual payment methods and unusual conduct of third parties with Company Associates can be indicative that a transaction may not be as it seems.

HOW TO RAISE A CONCERN

Our employees have a responsibility to take reasonable action to prevent harm to Butyl Products Ltd and we hold our employees accountable for their actions and omissions. Any actions that breach the Criminal Finances Act and the tax laws of wherever we operate brings harm to Butyl Products Ltd and will not be tolerated.

You are responsible for properly following Butyl Products Ltd's policies and procedures. These should generally ensure that all taxes are properly paid. If you are ever asked by anyone either inside or outside our company to go outside our standard procedures, this should be reported without delay, as someone may be attempting to evade tax.

WHAT HAPPENS IF THE EMPLOYEE PREFERS, FOR COMMERCIAL REASONS, NOT TO REPORT THEIR SUSPICIONS?

This should never happen. If there is any suspicion of any intention to evade tax and the transaction is nevertheless finalised, the Company can be criminally prosecuted, subject to a large fine and be publicly named and shamed.