

## POLICY AND PROCEDURE

SUBJECT:	Goodwood Park Hotel Private Limited and its Subsidiaries and Associated Companies Code of Conduct in Business Relationships (Includes Anti-Bribery and Corruption Policy/ Ethics Policy)
ISSUED BY:	SECURITY
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### **PURPOSE AND SCOPE.**

This policy sets out the scope and procedures which must be followed in order to meet the company's requirements regarding values and ethics together with complying with UK Legislation.

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## 1.0 DEFINITIONS

- 1.1 "GPHPL" refers to Goodwood Park Hotel Private Limited and its subsidiaries and associated companies, as listed in Appendix 1.
- 1.2 "The Company" refers to Royal Garden Hotel.
- 1.3 "Board Member(s)" refer to the Directors of the Board of Royal Garden Hotel, individually or collectively.
- 1.4 "Employee" refers to individuals, except the Board Member, receiving an allowance, salary or other benefits in-kind from the Company.
- 1.5 "Interest" refers to any commitment, investment, relationship, obligation or involvement, financial or otherwise that may influence an Employee's judgement. This would include but not be limited to:
- a) Direct Interest – ownership in the benefiting entity;
  - b) Indirect Interest – ownership beneficiary held through another investment, estate, trust or other intermediary;
  - c) Vested Interest – personal stake or involvement, which may or may not include an expectation of financial gain;
  - d) Deemed Interest – an Employee is deemed to have an interest when his/her family member and/or dependants hold an interest,
- 1.6 "Gift" is any tangible item that is provided free of charge or without payment. Entry to a social event provided by a donor who is not attending the event is considered to be a gift. Donations from the Company to recognised charities and other non-profit organisations are not considered gifts under this policy.
- 1.7 For the purposes of this policy, the term "gift" has the broadest possible meaning including but not limited to cash, accommodation, trips, services, discounts, vouchers, special terms of loan and any gratuitous item, benefit or thing of value.
- 1.8 "Entertainment or Hospitality" is any hosted social event. For example, meals, receptions, theatrical and sporting events.
- 1.9 Services provided and incidental to business meetings are discussed below and are not normally considered gifts or entertainment under this policy.
- 1.10 "Compliance Manager", who is the Financial Controller of each of the organisation under GPHPL, shall be appointed for the purpose of monitoring Employees' ethics and reporting any breach of the Code of Ethics (Section 7 of this document) or non-compliance with Hospitality & Gift (Section 4 of this document) and Cash and Financial Incentives (Section 5 of this document) policies and procedures. Please refer to paragraph 7.3.2 for the roles and responsibilities of the Compliance Manager.

## 2.0 APPLICATION

- 2.1 The Code of Conduct is based upon the Company's common core value of INTEGRITY and Statutory Compliance.
- 2.2 All Employees of the Company have an obligation to act in the best interest of the Company and are expected to avoid any activities which conflict or appear to conflict with the interests of the Company, notwithstanding whistle blowing.
- 2.3 A "Conflict of Interest" occurs when an Employee's actions or private interests interferes or appears to interfere with their professional interests. This may prejudice or be perceived to prejudice the Employees ability to perform their responsibilities and duties with objectivity, integrity, fairness and accountability.
- 2.4 Conflicts of Interest may result in the following:
- a) Damage to the Company's reputation;
  - b) Compromise an Employee's judgement and objectivity in performing their responsibilities;
  - c) Loss of resources belonging to the Company.
- 2.5 Employees should conduct themselves professionally and avoid a Conflict of Interest. The following are examples of activities/situations to avoid:
- a) Engaging in any other business or commercial activities which may conflict with their ability to perform their duties to the Company:
  - b) Engaging in any procurement activities where the Employee has a commercial or personal interest in the supplier/vendor;
  - c) Engaging in any other activity which could conflict with the Company's interests;
  - d) Being a key decision maker in related party transactions.

## 3.0 MARKET & COMPETITION

- 3.1 The general principles relating to procurement are applicable to this Code of Conduct. This include, but are not limited to, clear and detailed requirements by the requester, open competition and negotiation with vendors, etc. with the purpose of driving operating costs low for the company.
- 3.2 All procurements are expected to be done in line with this Code of Conduct. It is expected that the process of identifying potential/shortlisted vendors is

documented and justified. The responsibility of justifying purchases with only one or less than the required number of vendors based on the Company's procurement requirements lies with the individual/department requesting for the purchase.

- 3.3 Circumstances that are prejudicial to the principles of open competition between vendors need to be highlighted to the appropriate parties for proper review. This process should include documented declarations on potential conflicts and should include any business interests in vendors through association (e.g. relatives/friends, etc.).

#### **4.0 HOSPITALITY, INVITATIONS AND GIFTS.**

##### 4.1 Purpose

##### 4.1.1 Hospitality & Gifts must be:

- a) Modest
- b) Appropriate
- c) Transparent
- d) Recorded/Approved in advance

4.1.2 Employees and individuals who act on behalf of or represent the Company may provide and receive appropriate and lawful gifts and/or entertainment in connection with their work, provide that all such gifts and/or entertainment are not material and do not influence the recipients decision making in any matter that may concern the Company. All hospitality and gifts must be transparent: i.e. disclosed to the company and, in appropriate circumstances, approved in advance.

4.1.3 This section serves to define the premises in which providing and receiving gifts and/or entertainment is considered permissible.

4.1.4 The guidelines emphasise that special rules and laws apply to gifts and entertainment given to government Employees. These rules and laws must be strictly complied with above and beyond those prescribed by this policy.

4.1.5 Any action relating to gifts and entertainment that is illegal is a violation of this policy.

4.1.6 This policy provides guidance and is directed at Gifts and Entertainment provided to external parties or received from external parties by Employees.

##### 4.2 GUIDELINES

- 4.2.1 Employees should not provide or accept gifts and/or entertainment under circumstances that are unlawful or might be perceived to create a conflict of interest.
- 4.2.2 Gifts and/or entertainment are permissible when the gifts and/or entertainment are customary or are considered common business courtesies. These items are often nominal in value in terms of cost (e.g. £100 and below), quantity and frequency and conform to applicable laws and this policy.
- 4.2.3 Hospitality
  - 4.2.3.1 Employees should only entertain or be entertained by clients and contacts when it is appropriate, modest and given or accepted in the context of the Company's business.
  - 4.2.3.2 All offers of and invitations to hospitality of £100 and above in value must be reported to the appropriate Head of Department and a Hospitality Register must also be completed with all associated documentation attached (See Appendix 6.)
  - 4.2.3.3 Travel and/or accommodation expenses for Government and other officials must be such that hospitality does not constitute an act of bribery and confirmed in writing to the General Manager and Compliance Manager.
  - 4.2.3.4 Lavish entertainment is prohibited. All expenditure incurred shall be within the Company's marketing budget for corporate entertainment.
  - 4.2.3.5 Employee with an expense allowance are required to report monthly expenditure promptly and supply relevant receipts and vouchers as per internal expense claim procedures prescribed by the Company.
  - 4.2.3.6 Frequent entertainment of an individual employee by a third party and frequent entertainment of the same client or contact by a member of the company are not permitted and should be reported to the Compliance Manager.
  - 4.2.3.7 An employee may accept routine business entertainment, for example, meals, receptions, parties, spectator sports and events and participatory sports outings which are consistent with acceptable local business practice and for the expressed purpose of furthering a business relationship.
  - 4.2.3.8 When any proposed entertainment is extravagant or out of line with country or industry norms, an Employee should consult with the Compliance Manager and obtain prior written approval from the General Manager.
- 4.2.4 Gifts and Entertainment
  - 4.2.4.1 As a guideline, a significant value for a gift would be anything above £100 or equivalent, and other guidelines for valuing gifts are listed below.

- 4.2.4.2 Transparency and the exercise of good judgement are fundamental and expected of all Employees. In the event of doubt, Employees are advised to be cautious and clarify with their supervisors in advance where practicable.
- 4.2.4.3 For entertainment involving 10 or more individuals (from both parties) and/or the amount per head exceeds £100. Approval should be sought from the general Manager and documented.
- 4.3 Providing and accepting Gifts and Hospitality
- 4.3.1 Corporate expenditure for gifts and entertainment are subject to the normal review and approval procedures of the Company (such as procurement procedures). This includes established procedures for review and approval budgets, expenditures and expense accounts. These must be handled in accordance with established procedures and accurately documented and accounted for.
- 4.3.2 Corporate gifts purchased for branding purposes should be used whenever possible, if business needs arise for such gifts.
- 4.3.3 In some countries the giving of gifts may be customary however advice from the Compliance Manager should still be obtained prior to acceptance. No extravagant gifts should be offered.
- 4.3.4 Any gift or entertainment provided whilst a competitive tender process or contract negotiation is ongoing is not permitted.
- 4.3.5 An Employee who received a gift (other than gift vouchers) of nominal value up to £30 (caps, stationery, calendars, coffee mugs, unbranded bags, plaques, pictures, table clocks and similar tokens), usually tagged for specific promotions or with company logos need not disclose such a gift.
- 4.3.6 If an Employee receives a valuable gift (nominal value above £30) or gift vouchers of any kind of amount, the gift/voucher shall be reported and handed over to the Compliance Manager for determination as follows:
- a) If Employee is allowed to keep the gift/voucher;
  - b) If the Company would return the gift/voucher
  - c) If it would be donated to a charitable organisation; or
  - d) (For perishable items) if it will be distributed and consumed within the office
- 4.3.7 The Compliance Manager shall keep a Gifts and Donations to Individual and Department Register (see Appendix 7) containing a record of all gifts and vouchers handed over to them for deliberation of the outcome of the gift/voucher.
- 4.3.8 The Compliance Manager shall be responsible for documenting the reasons behind the decided outcome.

- 4.3.9 The above shall also apply to prizes of a significant value won by an Employee at business entertainment events, business conferences or business seminars.
- 4.3.10 Any Prize Donation made to a third party shall be approved by the General Manager and the Prize Draw Register completed and all associated documents attached as prescribed in Appendix 8.
- 4.3.11 Any prize donated to the hotel for staff or charitable raffle is to be recorded on the Prize Draw Register and a record kept of its final disposal.
- 4.3.12 Any concerns regarding the appropriateness of providing or accepting a gift, invitation, raffle or other prize, shall be raised and discussed immediately with the Compliance Manager prior to participation or acceptance.
- 4.4 Valuing Gifts and Entertainment
- 4.4.1 The monetary value of a gift will be found to be substantially reduced if the name, trademark and/or corporate branding of the entity making the gift can be found on the gift.
- 4.4.2 For the purposes of valuing a gift by an Employee, multiple gifts at the same occasion should be valued collectively as one gift.
- 4.4.3 Frequent gifts and/or entertainment from the same donor should be considered collectively. When an Employee's family members are included as recipients, gifts and entertainment for them should be considered in the analysis.
- 4.4.4 If an Employee has any doubt on the value of the gift, the Employee should be cautious and consult the Compliance Manager.
- 4.5 Business Meetings
- 4.5.1 Subject to the Company's review and approval procedures, employees may incur expenditure for customary and reasonable services incident to business meetings.
- 4.5.2 Employees may also attend meetings at which such services are paid for by others with whom the Company is doing business or seeking to do business. Such services may include meals and rented meeting rooms and normally would not be considered gifts or entertainment under this policy.

## **5.0 FINANCIAL CONTRIBUTION**

- 5.1 Employees are prohibited from:
- a) Soliciting any cash or financial benefit or assistance from any third party with whom the Company may have a business connection.



b) Making any cash gifts or payments to third parties dealt with in relation to the company's business.

## 5.2 Facilitation Payments:

a) Facilitation payment (or 'grease payment') to any Government, Official or any other third party in order to speed up an official procedure or achieve an advantage through the payment when no such payment is officially required is not acceptable.

b) When in doubt whether a payment being requested is legitimate, Employees should not hesitate to consult with the Compliance Manager.

c) Any request for a facilitation payment must be reported to the Compliance Manager and the General Manager.

d) Any payment to a public official should only be made if it is legally justified, accompanied by an official receipt.

## 6.0 RISK ASSESSMENTS.

6.1 Whenever the Company considers a new venture with another organisation or individual, a risk assessment must be undertaken as a first step. Due diligence on the prospective business partner must be undertaken by the Compliance Manager and completed in tandem with the risk assessment. The appropriate Executive Manager will then consider the results before sanctioning any formal relationship.

6.2 Risk assessment falls into four main categories:

a) Sector Risk. Is the type of business that we carry out exposed to the risk of bribery and if so what are the main risk areas? How can these be minimised or eliminated?

b) Transaction Risk. Is a potential business opportunity or contract where there is a risk of bribery or corrupt activity on the part of the client, any member of our team or any competitor, and is the risk most likely to be found at pre-qualification, tender, pre-contract negotiation or contract performance?

c) Country Risk. When considering doing business overseas, whether as importer, or setting up an office, agent, what are the risks to which we may be exposed due to the different culture in the new country and the need for dealing with unfamiliar systems and organisations – from immigration officials to local sponsors? Here we should always seek assistance from outside specialists – e.g. GovRisk and/or banks, accountants, lawyers and Foreign Office officials who are based in or familiar with the territory.

d) Partner Risk. When considering a joint venture, term contract with a supplier or customer, or the appointment of an external consultant, agent or distributor, are we exposed to any new risks due, for example, to the fact that we may not be in control of certain financial or contractual aspects of the new relationship? If yes, then how can we restructure the process so risk is minimised or eliminated?

6.3 Once risks have been identified and assessed, the General Manager in consultation with the Compliance Manager will decide on how best to proceed and protect our interests. The risk assessment will be used to determine appropriate controls, which are sensitive to the likelihood and severity of each risk.

## 7.0 CODE OF ETHICS

### 7.1 Purpose

7.1.1 This section sets the standards for which Employees of the Company and other individuals who act on behalf of the Company are expected to adhere.

7.1.2 This section does not prescribe an exhaustive list of acceptable and non-acceptable behaviours but provides a framework to facilitate decisions that are consistent with the Company's common core value of INTEGRITY.

### 7.2 Accountability

7.2.1 Failure to follow these standards will result in the appropriate employee management practices being invoked. This may lead to disciplinary action including dismissal.

### 7.3 Roles and Responsibilities

#### 7.3.1 Board of Directors

a) The Board has a clear commitment to the Company's Code of Ethics and shall monitor compliance on a regular basis.

#### 7.3.2 Compliance Manager

a) The Compliance Manager shall report regularly to the General Manager and/or Director, who in turn will report to the Board.

b) The Compliance Manager is the primary point of contact for advice and guidance. Any form of suspicion of bribery or any other concern relating to unlawful activity should be reported to the Compliance Manager.

#### 7.3.3 Executive/Management Team

a) Members of the Executive/Management Team have a duty to ensure that the Code is understood and observed by their own teams and are responsible for the monitoring of compliance.

b) This shall be facilitated by initiated training courses for all Employees at Human resources as well as refresher courses from time to time.

c) During issue of this policy, all members from Executive/Management Team shall sign for receipt, while all staff shall sign to confirm their attendance during training.

#### 7.3.4 Associates and Third Parties

a) The Code of Conduct shall be available on line. And it is the responsibility of all parties whose conduct may be subject to this document to read through, understand and comply with the requirements.

b) Formal contracts with Third Parties shall reflect their commitment to the Code on their part as a binding contractual obligation.

c) The Company shall have the right to terminate such contracts or cancel a transaction should the Code be breached.

#### 7.3.5 Employees

a) Employees shall:

- Conduct business honestly and to be vigilant against any conduct by other members of the Company or by third parties that are, or appear to be corrupt in any respect.
- Consult their line manager or the Compliance Manager for further guidance if any concerns are raised.
- Observe confidentiality in any such discussion.

b) Any breach of the Code or misconduct will be dealt with severely and could constitute gross misconduct resulting in the Employee's dismissal.

#### 7.3.6 Finance Department

a) Finance Department shall maintain procedures to ensure all relevant transactions including entertainment, gift and hospitality costs are duly recorded, with any abnormal expenses being identified and scrutinised.

### 7.4 Principles

#### 7.4.1 Anti-bribery Structure

a) The Company stands intolerant of any form of bribery. Under the Bribery Act 2010, bribery is widely defined. Refer to the Summary of Bribery Act (Appendix 4). Not only can individuals be guilty of an offence but a company can also be prosecuted if it fails to prevent bribery – whether in the UK or overseas.

b) Employees are encouraged to be vigilant at all times and are to report any suspicions that they may have. Refer to Appendix 5 for examples of prohibited activities.

#### 7.4.2 Confidentiality

a) The Company, its customers, suppliers and stakeholders entrust Employees with their confidential information. Proprietary and Confidential Information is of a secret nature about customers, colleagues, suppliers, stakeholders and/or the Companies business or financial affairs that is not publicly available. Such information may come to Employees knowledge by virtue of working at the Company ("Confidential Information").

b) Employees should maintain and protect Proprietary and Confidential Information at any time, such information can be shared internally only with others who have been designated by authorised personnel, except where disclosure is required in the discharge of their duties or required by law.

c) Where any Employee is obliged to disclose Proprietary or Confidential Information that Employee must ensure that they have taken appropriate precautions and where necessary consulted the Compliance Manager and/or taken necessary legal advice prior to disclosing Proprietary and Confidential Information.

#### 7.4.3 Conducting business with honesty and Integrity

a) Employees shall ensure that procurement contracts are awarded and administered free from improper influence.

b) Circumstances might arise that could call the Employee's impartiality into question. When any such conflict of interest arises, the Employee shall promptly consult and involve the Compliance Manager in evaluating the potential conflict of interest.

c) Partners or family members shall not receive personal benefits as a result of an Employee's position at the Company.

d) Employees shall comply with Company guidelines regarding the acceptance of gifts and hospitality.

#### 7.4.4 Following a fair process to select suppliers and award business

a) Employees shall select suppliers and award business on the basis of fair competition

b) The Company shall at all-time follow the rules prescribed of the procurement processes and shall share the rules up front with suppliers when applicable.

c) Arrangements with or among suppliers that could potentially limit or distort competition shall be avoided.

d) Long-term agreements with suppliers should be subject to fair and open competition on a regular basis, to obtain the best current market offering and to provide alternative suppliers with an opportunity to win the business.

e) When offering or pitching business to a supplier or client, Employees must not offer any “quid pro quo” or suggest that any business or service may be withdrawn or awarded in return for other business, such as requesting for payment as a condition of being placed on a preferred supplier list.

f) Suppliers should be selected solely on the basis of meeting appropriate selection criteria prescribed by the Company.

g) Employees shall not require or encourage suppliers to undertake activities or incur costs when there is a minimal probability of obtaining business within a reasonable period, unless the supplier is made aware of all the circumstances.

h) Employees must never lead a supplier or client to believe that they can inappropriately influence any procurement decisions at the Company.

i) Real or perceived conflicts of interest in the procurement process should be avoided in the first instance and where unavoidable and inevitable, proper disclosure must be made.

#### 7.4.5 Select Suppliers who comply with ethical standards

a) Employees shall select and award business to suppliers who uphold the virtues of integrity and fairness towards their stakeholders. Suppliers must also observe both the law of the countries in which they operate and are incorporated.

#### 7.4.6 Corporate Citizenship

a) Employees are expected to be aware of and to advance the objectives and core values of the Company at all times.

b) In this regard, Employees are expected to:

- Be committed to deliver shareholder value and to manage the company for its stakeholders;
- Maintain high standards of service quality and work efficiency;
- Properly manage risk for and behalf of the company; and
- Always conduct themselves in a manner that is professional and respectable and to avoid promulgating any information that is deceptive, misleading or unfair.

#### 7.4.7 Proper use of the Company's Assets and Information

a) Employees shall not misuse, waste or steal the Company's assets. Employees shall also exercise reasonable diligence to protect the Company's

assets. The Company's assets include company property assigned to Employees, systems information, intellectual property and networks.

b) Employees shall:

- Use the Company's assets in a manner consistent with its business purposes or as may be considered reasonable for personal use for a specific asset class;

and

- Follow the Company's information technology management guidelines.

#### 7.4.8 Compliance with Laws and Policies

a) Employees shall at all times:

- Be familiar with and comply with the Company's internal policies and processes;

and

- Abide by applicable laws, rules and regulations.
- Be accountable and adhere to the Code of Ethics prescribed by the Company.

b) Employees must never lead a supplier or client to believe that they can inappropriately influence any procurement decisions at the Company.

c) Real or perceived conflicts of interest in the procurement process should be avoided in the first instance and where unavoidable and inevitable, proper disclosure must be made.

d) Any concerns regarding compliance with the Company's Code of Ethics shall be raised and reported immediately to the Compliance Manager

#### 7.4.9 Anti-Money Laundering ("AML") Compliance

a) Employee should:

- Be responsible for applying appropriate level of due diligence when entering into client relationships and where applicable individual transactions.
- Be committed to combating money laundering to the fullest extent permitted by the law.

b) No employee, either alone or in collaboration with third parties, may take measures that violate domestic or foreign regulations on money laundering.

c) In line with practising an appropriate level of due diligence, terms of the contract to be entered into will always require the approval of the General Manager. No binding commitment shall be made prior to approval.

d) The terms of the contract must contain a provision that obliges the other party to comply with this code of Conduct and forbids any actions that might put the Company in breach of the Bribery Act. Sample clauses can be found at Appendix 9.

e) The Company's lawyers should be asked to advise before any contract is finalised where there is a concern on the contents of the contract.

#### 7.4.10 Delegation of Authority

a) Employees shall abide by the Company's delegation of authority policies and procedures.

b) Employees should:

- Only act within the delegation of authority rules and any authority that may specifically be given to them as a delegated authority holder; and
- Ask their supervisors if they are uncertain as to their delegated authority level of authority.

## 8.0 CONFLICT OF INTEREST

### 8.1 Purpose

8.1.1 The purpose of this document is to provide guidance with respect to activities and situations that could give rise to the Conflict of Interest policy. These guidelines are for illustrative purposes and do not address all possible activities and situations that would constitute an actual or apparent Conflict of interest.

8.1.2 The principles set forth to prevent Conflict of Interest in this policy should govern all Employee decisions. Therefore, activities and situations that are not covered in the guidelines but are contrary to the principles defined in this policy would still be considered non-compliance to this policy.

### 8.2 Guidelines

8.2.1 Employees are advised to comply with the following guidelines or where the conflict is unavoidable; Employees should declare and remove or disqualify themselves.

8.2.2 Employee, spouse or dependant member of the Employee's family should not have an interest in an entity or legal person which has, or is seeking to have, business dealings with the Company or its related corporation where there is an opportunity for preferential treatment to be given or received, except where the interest is in publicly traded securities.



- 8.2.3 Employee should not hold shares, serve as an officer or director of any other company, or in any management capacity for, or as a consultant to, any individual, company or organisation doing, or seeking to do business with the Company or any related corporation.
- 8.2.4 Employee should not hold any other appointments outside the Company without prior approval of the General Manager, and if required, the approval of a Director.
- 8.2.5 Other outside appointments which are generally considered inadvisable include:
- a) Situations where the Employee may direct or influence the purchase or sale of products or services, or to a firm in which the Employee possesses direct or indirect financial interest in and
  - b) Situations which may imply that the Company is affiliated with or endorses a particular enterprise, particularly where such affiliation may serve as an inducement for persons to purchase securities of such an enterprise.
- 8.2.6 Employee should not approve or administratively control contracts or other business arrangements between the Company or its related corporation and a member of the Employee's immediate family in activities directly related to the contracts or other arrangements. Review, approval and administrative control of such contracts and other business arrangements should be referred to the General Manager and the Board.
- 8.2.7 Employee should not use personnel, facilities, equipment or supplies of the Company or a related corporation for personal benefit, unless in accordance to established practices and procedures.
- 8.2.8 Employee, spouse, or dependant member of the Employee's family should not buy, sell or lease any kind of property, facilities or equipment from or to the Company or a related corporation where there is an opportunity for preferential treatment to be given or received.
- 8.2.9 Employee, spouse or dependant member of the Employee's family should not knowingly buy, sell or lease property, facilities or equipment from or to any individual or corporation that is or is seeking to become a contractor, supplier or customer of the Company or a related corporation, where there is an opportunity for preferential treatment to be given or received.
- 8.2.10 Employee should not at any time during the continuance or post-termination of employment with the Company use inside information obtained by reason of their employment for personal gain or advantage.
- 8.2.11 Employees are not to engage in political campaigning during working hours or when in the workplace. Employees should not engage in any activity that could create an impression that the organisation endorses any political party



or view. Employees should not wear or display any company branding whilst engaging in any political event.

- 8.2.12 The Company does not make any donations to any political party.
- 8.2.13 To prevent dealings with inappropriate charitable organisations (e.g. those funding terrorism or engaging in money laundering, fraud, or any other criminal activity), Employees must perform due diligence in evaluating and taking on a charitable organisation.
- 8.2.14 Private donations by employees to registered charities are not the concern of the Company and do not have to be reported. Employees giving to charitable organisations should be confidential, purely voluntary and possess no impact on employment or compensation decisions and be in compliance with all non-solicitation policies. However, any fund raising involving members of the Company requires appropriate clearance and pre approvals.
- 8.2.15 All monies collected through the hotel for charity will be accounted for on a separate account within the Control Account. The Royal Garden Hotel will only support charities registered with the Charities Commission of England & Wales, a non-ministerial government department answerable only to Parliament.

### 8.3 Management Review

- 8.3.1 Employees may have questions concerning the application of these guidelines in various circumstances, for example business dealings with persons who are not immediate family members but where the appearance of a conflict could exist due to the nature of the relationship. Employees are expected to discuss the appropriateness of such arrangements with their supervisor.
- 8.3.2 All Employees shall be subject to disciplinary actions which may include terminations for engaging in any activity that violates the Conflict of Interest policy.

### 8.4 Declaration

- 8.4.1 Declaration of Conflict of Interest Form (See Appendix 2)
- 8.4.2 All Employees are required to sign the Declaration Form at the time of joining the Company, on an annual basis and when there are any changes. In addition, any Employee may be required to sign the Declaration form at any other time where appropriate, as guided by this policy.
- 8.4.3 The types of interest to be declared will include, but not limited to the following:
  - a) Employees who have friends or other personal or business relationships must carefully consider whether those relationships create conflicts of interest with their entrusted role in the Company. Examples will include:

- Hiring a relative or friend as an Employee or vendor or contractor;
- Buying or selling goods or services from/to family business for which other vendors might compete to provide;
- Having a personal relationship where there is an immediate reporting relationship;
- Working in a competitors firm;
- An affiliation with a person/entity entering or in legal proceedings with the Company.

b) Employees must disclose any outside activities, financial interest or relationship that may pose a real, potential or perceived Conflict of Interest to the Compliance Manager.

c) Where Employees are not sure what to declare or whether or when a declaration needs to be made, they are strongly encouraged to be prudent and seek advice from the Compliance Manager.

d) All Declaration Forms should be filed by the Compliance Manager

## 9.0 GENERAL CONDUCT (CONTRACTS).

9.1 The Royal Garden Hotel will ensure that in all our dealings with our suppliers, including third party agents, we will:

- a) Adhere to all current legislation
- b) Adhere to all of our contracted responsibilities
- c) Maintain fair and honest relationships
- d) Avoid Conflict of Interest
- e) Communicate effectively
- f) Act promptly to meet contracted deadlines and terms
- g) Be flexible but firm in regard to the contracted obligations of our suppliers including third party agents
- h) Expect those companies and third party agents with whom we deal to behave in a lawful manner and in line with the standards, terms and conditions of any contract in force at any time.

9.1.2 Before entering into negotiations with third parties and before any letter of intent, commitment or contract is made with a third party, appropriate due diligence on that third party and the foreseeable related transactions should be undertaken. The importance of extensive and robust

due diligence cannot be overstated as this can save companies from costly and possibly embarrassing complications further down the line.

- 9.1.3 Due diligence includes checking the following issues in relation to a third party:
- a) Creditworthiness
  - b) Financial records
  - c) Company structure – shareholders, directors etc.
  - d) Bank references
  - e) Trade references
  - f) Personal references
  - g) Trading reputation – with competitors, suppliers customers
  - h) Resources – does it have appropriate staff, premises, equipment etc.?
  - i) Any proceedings (civil or criminal) in which the third party has been involved
  - k) Conflicts of interest – does it have dealings/close relationships with our competitors
- 9.1.4 When planning to sign up a long term contract with a third party - supplier, joint venture partner, agent, distributor etc. these checks are especially important. Visits to the other party's premises and investigation of their business are important as a preliminary to any contractual commitment.

## **10.0 TRAINING.**

- 10.1 Within the Company, all employees must undergo training on our anti-bribery policies and procedures. This training must be documented and available for inspection by the appropriate authority when required.
- 10.2 The Compliance Manager will liaise with the General Manager and implement a training programme with regular updates across the company.

## **11.0 WHISTLE BLOWING**

- 11.1 Speaking up, whether on small or large issues is encouraged and will not have adverse implications for you. Indeed, since bribery is bad for our business, it

could enhance your position. In such circumstances where an act of bribery is discovered or suspected, the employee or agent working on behalf of the company will report the matter directly to the Compliance Manager who in turn will inform the General Manager and will not notify the parties involved unless specifically instructed to do so.

## **12.0 REPORTING AN OFFENCE**

12.1 There may be circumstances when we find it necessary to contact the Serious Fraud Office (SFO) or other authorities, whether in this country or abroad, either for advice or to report a problem. Our Compliance Manager, after consultation with the General Manager will handle any such situations with the assistance of either the Deputy General Manager Commercial or Deputy General Manager Operations.

## **13.0 MONEY LAUNDERING.**

13.1 "Money Laundering" means in particular the introduction – e.g. by conversion or transfer – into the regular economic cycle of money or other assets originating directly or indirectly from a criminal offense. See the Money Laundering policy and Procedure.

## **14.0 DISCRIMINATION & DIVERSITY.**

14.1 The company will not tolerate discrimination of any kind. No person is to be disadvantaged, favoured, harassed or ostracized because of ethnicity, race, gender or ideology, physical or mental disadvantage, age, sexual orientation or appearance. A different treatment for legal reasons is justified and remains unaffected.

## **15.0 SEXUAL HARASSMENT.**

15.1 Sexual harassment will not be tolerated. All staff have the right to protection from sexual harassment and will receive the support of the company in dealing with any transgression.



## **16.0 DIVERSITY TRAINING.**

- 16.1 The hotel conducts diversity training to ensure that all employees understand that equality and diversity flow through our core values and are an integral part of our business. We are committed to tackling inequality and promoting diversity in all aspects of our products and services to internal and external customers.

## **17. CORPORATE SOCIAL RESPONSIBILITY.**

- 17.1 The Company shall provide products and endeavour to recommend alternative solutions for products, services and means of operation that reduce environmental costs of services delivered to guests and focus on sustainable service delivery.

The Royal Garden Hotel is committed to the implementation of proactive measures to help protect and sustain the local, national and global environment for future generations.

## **18.0 COMPANY PROPERTY.**

- 18.1 When using company property employees are responsible for ensuring that it is used in a careful and responsible manner and only for the purpose for which it is intended.
- 18.1.2 Company property can only be removed from the hotel with the necessary Pass Out Form duly signed by a person authorised to sign such a document. See Company Property, Found Property & Pass Out, Policy & Procedure.
- 18.1.3 No corporate property (including information) however held, is to leave the business except where required for the benefit of the business and with the express authority of the relevant Executive Manager.

## **19.0 HEALTH & SAFETY.**

- 19.1 Every member of staff is responsible to assist in ensuring that the Royal Garden Hotel is and remains a safe environment in which the business can operate. The company has an extensive Health & Safety policy that is available to all via their department notice boards/induction and should be read by all staff. See Health & Safety Policy and Procedure.

## **20.0 DATA PROTECTION.**

- 20.1 Details of individuals or companies (contracts, proposals or quotes) held on file whether that file is electronic or 'Hard Copy' are subject to the provisions of the General Data Protection Regulations (GDPR) and are not to be shared or released to parties not authorised to receive or view such information.
- 20.2 All personal data must be processed lawfully, fairly and transparently and can only be obtained for specific purposes and must not be used for any other purpose other than that for which it was originally obtained.
- 20.3 All data held must be accurate, relevant and necessary. Any employee who is unsure in regard to any data issue or request should contact the Data Protection Officer who is the person who holds the appointment of Security Manager. See Data Protection Policy and Procedure.

**Appendix 1 to RGH/SEC/18/01**

**Dated October 2018**

**Goodwood Park Hotel Private Limited and its subsidiaries and Associated Companies**

- 1. Goodwood Park Hotel Private Limited, Singapore**
- 2. York Hotel (Private) Limited, Singapore**
- 3. Royal Garden Hotel Limited, United Kingdom**
- 4. Royal Garden Hotel (Jersey) Limited, Jersey, Channel Islands**
- 5. R G Hotel (Jersey) Limited, Jersey, Channel Islands**
- 6. Glen Holdings (Pte) Limited, Singapore**
- 7. GPH Investments Pte Ltd, Singapore**
- 8. Management Services (Private) Limited, Singapore**



Dated October 2018

### Conflict of Interest Declaration Form

Declaration of Conflict of Interest Form

I, \_\_\_\_\_, the holder of Royal Garden Hotel ID Card number/Payroll Number \_\_\_\_\_, performing my service as {Board/Management/Staff} hereby declare that **I have / do not have any\*\*** personal/vested interest\* in business transactions, agreement, investment, contracts or any other arrangement that the Company may enter into or have entered into as of \_\_\_\_\_ (date of this declaration).

I would like to report the following potential conflict of interest:

Area of Conflict	Details
I am affiliated to a competitor firm.	Name of firm:  Affiliation:
I am affiliated to a vendor, supplier or party providing or bidding to provide services or goods to the Company. Including but not limited to direct or indirect interest in business transaction(s), agreement or investment.	Name of vendor/supplier/party:  Affiliation:
<i>I am affiliated to a person/entity who is a party to or has an interest in any pending legal proceedings involving the Company.</i>	<i>Name of the person/entity:</i>  <i>Affiliation:</i>





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<i>I have business dealings or transactions with a vendor, supplier or party which benefits or potentially benefits me.</i>	Name of vendor/supplier/party:  Affiliation:
<i>I am affiliated to any staff involved in the Company.</i>	Name of Staff:  Affiliation:
Others:	

*\*Affiliated refers to being connected to another party who is but not limited to the following:*

*Spouse, domestic partner, child, mother, father, sibling, dependant relatives or close associates; any corporation, business or non-profit organisation of which you service as staff, officer, board member, partner, volunteer, participate in management; any trust or other estate in which you have a significant interest or as to which you serve as a trustee or in a similar capacity.*

- I hereby confirm that the disclosure made above are complete and accurate to the best of my information and belief.
- I shall not participate in the discussion and decision-making in areas in which there is a Conflict of Interest.
- I will notify the Board/Senior Management/Supervisor immediately when I realise that
- this disclosure is no longer factual or that I have not complied with the Conflict of Interest policy.

Signature	Name and Designation	Date

**Appendix 3 to RGH/SEC/19/01**

**DATED October 2018**

**RISK MATRIX AND REGISTER**

This risk assessment must be conducted by either a qualified risk or compliance officer within the organisation, or by a qualified external professional, liaising with senior management to implement procedures at all levels. Other risk assessments and reports may provide useful information, however this risk assessment is unique and an essential step to ensuring compliance with the Bribery Act.

Each risk can be put into a risk matrix according to its **likelihood** and **severity**. All bribery risks pose a severe threat to the organisation; nevertheless they may still be classified, as per the examples below:

<b>Very likely</b>	6	8	10	10
<b>Probable</b>	4	6	8	10
<b>May happen</b>	2	4	6	8
<b>Improbable</b>	2	4	6	8
<b>Very Unlikely</b>	0	2	4	6
	<b>Negligible</b>	<b>Moderate</b>	<b>Critical</b>	<b>Catastrophic</b>

**Example 1:** The CEO sells company assets below market value for payment to a personal bank account. Likelihood: Improbable. Severity: Catastrophic. **Risk Rating: 8**

**Example 2:** A contractor in a high risk country pays a customs official to clear a package without delay. Likelihood: Very likely. Severity: Critical. **Risk Rating: 10**

**Example 3:** An employee buys a birthday present for a prospective client without the company's knowledge. Likelihood: May happen. Severity: Negligible. **Risk Rating: 2**



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These risks are then put into a risk register to determine appropriate action.

<b>Risk</b>	<b>Risk Rating</b>	<b>Existing controls</b>	<b>Responsibility</b>	<b>Further Action</b>	<b>Frequency</b>
Example 1	8	Financial Controller (FC) signature required. Sensitive documents secured, Records Audited	FC	Security memo sent to all senior management	Annually or as required
Example 2	10	Invoice requested by line manager	Line Manager	New policy to request signed confirmation of duty. Onsite audit of contractors.	All exports. All new contractors.
Example 3	2	None	Employee	Employee to sign code of conduct and receive training.	Initial training, then annual.

## Appendix 4 to RGH/SEC/19/01

DATED October 2018

### SUMMARY OF BRIBERY ACT

The Bribery Act was passed in 2010 and came into force in July 2011. It is quite a short statute – but one with a long reach as it is broad-ranging in its language and it specifically covers corruption abroad as well as at home. Anti-corruption legislation is common throughout the world and this legislation was enacted to bring the UK into line with its international treaty obligations, having signed the OECD Convention on Combating Bribery in 1997.

#### **Key Offences.**

There are four key offences:

- bribery of another person
- accepting a bribe
- bribing a foreign official
- failing to prevent bribery

A person is guilty of **bribery**, to summarise the wording of the Act, if he *offers or gives a financial or other incentive to someone with the intention of getting that person or a third party to perform a function or activity improperly or as a reward for an improper act.*

He is also guilty if he knows or believes that the offer or payment itself constitutes an improper performance of a relevant function or activity.

*Improper performance* seems to occur when the person responsible for an activity is expected to act in good faith or impartially, or is in a position of trust, and fails to do so.

#### **What Does This Mean in Practice?**

For example, the new rules mean that paying someone to get you or an employee a work permit ahead of the queue is an offence, and so is paying a company director to award your company a contract. The *person being bribed* is also guilty of an offence under the Act.

#### **A Company Can Commit an Offence.**

Failure to prevent bribery is a crime and applies to commercial organisations: the organisation can itself be guilty of an offence if it fails to have adequate procedures in place to prevent bribery and someone associated with the organisation bribes a third party with the aim of getting an advantage for the organisation.

So, if an employee or an outside agent pays a bribe with the aim of getting business for the company, the company as well as the individual employee or agent could be prosecuted.

The only defence for a company is to show it have 'adequate procedures' in place to prevent this sort of thing – i.e. a Code of Conduct is necessary and must be implemented. The Government has issued Guidance for commercial organisations on this topic which sets out six main principles: Proportionate Procedures; Top Level Commitment; Risk Assessment; Due Diligence; Communication (including training); Monitoring & Review.

### **The Long Arm of the Law: Bribery Abroad Counts Too.**

A person can be guilty of an offence under the Act even if he commits the offence abroad and he is either a British subject, ordinarily resident in the UK or in some other way has a close connection with this country.

*Bribery of a foreign public official* occurs when a person gives or offers an incentive to such an official with the intention of getting business or an advantage in the conduct of business. And the definition of foreign public official is wide enough to cover anyone from a customs officer to a government minister anywhere in the world outside the UK as well as officials of international organisations such as the United Nations.

### **Penalties.**

Penalties can be severe – up to 12 months or a fine on summary conviction and up to 10 years imprisonment on indictment.

### **Exemptions.**

The law applies to employees of the Government but there is a defence for the intelligence services (MI5 and MI6) and for the armed forces when engaged on active service, if they can show the bribery was necessary for the proper exercise of their functions.

### **More Information:**

The Act can be found via the following link:

[http://www.opsi.gov.uk/acts/acts2010/ukpga\\_20100023\\_en\\_1](http://www.opsi.gov.uk/acts/acts2010/ukpga_20100023_en_1)

The Ministry of Justice Guidance for commercial organisations can be found at:

<http://www.justice.gov.uk/guidance/docs/bribery-act-2010-guidance.pdf>

**Appendix 5 to RGH/SEC/19/01**

**DATED October 2018**

**EXAMPLES OF PROHIBITED ACTIVITIES**

- A UK-based company wishes to export goods into another country. The local shipping agent advises that a “facilitation fee” is required to expedite the process and to ensure that the shipment is cleared.
- A prospective client sends a delegation or representatives to meet with you and your team. During the meeting it is made plain that a generous gift or a cash donation to them would seal the deal.
- A UK-based company Employee is offered an “all-expenses paid” family holiday from a client as a small token of appreciation.
- A potential client is in town and wanting to impress, you offer them VIP tickets to a Premier League match followed by a dinner at a Michelin Star restaurant.
- On a business trip abroad, a colleague confides that they intend to pay a supplier a large cash sum “off the books” to maintain a good relationship. He wants you to keep this quiet as “everybody’s doing it”.

Appendix 6 to RGH/SEC/19/01

**HOSPITALITY AND ENTERTAINMENT REGISTER**

Hospitalsity and Entertainment Register					
This form should be completed by all employees when offering hospitalsity to third parties and when offered or offering hospitalsity as a gift					
DEPARTMENT: _____			DATE: _____		
Name	Description of Hospitalsity	Name of Contact	Organisation	Date	Value

Submitted by: ..... Date: .....

Comments: .....

Authorised by: Department Head..... Date: .....

Comments: .....

Reviewed by: Compliance Manager..... Date: .....

Comments: .....

Approved by: General Manager..... Date: .....

Comments: .....

Appendix 7 to RGH/SEC/19/01

**GIFTS AND DONATIONS TO INDIVIDUALS AND DEPARTMENTS REGISTER**

This form should be completed by all employees when receiving gifts or donations.

DEPARTMENT: \_\_\_\_\_

DATE: \_\_\_\_\_

Name	Name of Company or Organisation Donating	Name of Contact	Date	Value	Utilisation

Submitted by: .....

Date: .....

Comments: .....

Authorised by: Department Head.....

Date: .....

Comments: .....

Reviewed by: Compliance Manager.....

Date: .....

Comments: .....

Approved by: General Manager.....

Date: .....

Comments: .....



Appendix 8 to RGH/SEC/19/01

**PRIZE DONATION REGISTER**

This form should be completed by all employees when requesting prize donations

DEPARTMENT: \_\_\_\_\_

DATE: \_\_\_\_\_

Name	Event/ Function Details	Name of Contact	Organisation	Date	Value

Submitted by: .....

Date: .....

Comments: .....

Authorised by: Department Head.....

Date: .....

Comments: .....

Reviewed by: Compliance Manager.....

Date: .....

Comments: .....

Approved by: General Manager.....

Date: .....

Comments: .....

**Appendix 9 to RGH/SEC/19/01**

**SAMPLE CONTRACT CLAUSES FOR INCLUSION IN COMPANY CONTRACTS.**

**Appointment of Agent.**

The Agent undertakes with the Company to:

- (a) Comply with applicable laws (including but not limited to the Bribery Act 2010), regulations and codes of conduct in relation to anti-bribery and anti-corruption including any code of conduct from time to time issued by the Company and ensure that all Employees and other persons associated with the Agent comply with these obligations; and
- (b) Comply with all reasonable instructions of the Company, act in good faith in all dealings with the Company and not do anything which might be contrary to the interests of the Company in the Territory or elsewhere.

**Appointment of Supplier.**

The Supplier warrants to and undertakes with the Company as follows:

- (a) Neither the Supplier nor any of its officers or employees have been the subject of any prosecution for an offence involving bribery or corruption nor has the Supplier, so far as it is aware, been investigated for any corrupt activities and it shall promptly notify the Company;
- (b) It shall comply with applicable laws (including but not limited to the Bribery Act 2010), regulations and codes of conduct in relation to anti-bribery and anti-corruption including any code of conduct from time to time issued by the Company; and
- (c) It shall maintain and implement its own anti-corruption policies and procedures in conformity with the Bribery Act 2010 and ensure that its employees and other persons associated with the Supplier comply with the same;
- (d) It shall promptly notify the Company if any of the circumstances referred to in this clause change.

**Note:**

1. The precise wording needs to be cleared with the company's legal advisers.
2. The termination clause in the relevant contract should be so written that any bribery by the Agent/Supplier or any breach of the above obligations will entitle the Company to terminate the contract without any payment of compensation.

## Appendix 10 to RGH/SEC/19/01

### TRAINING SCHEDULE

It is essential to proving “adequate procedures” have been implemented that the necessary employees have received adequate, competent training on their new responsibilities. As with the policies implemented, training must be proportionate, risk based and on-going.

#### **Initial Implementation Training.**

All employees must have a basic understanding of the act and how it affects the organisation. This should include relevant, up-to-date statistics and, where possible, include workshops or seminars from competent professionals. E-learning, questionnaires and similar formats may be useful for large, low-risk areas of the business; while more exposed areas may require direct attention from the Compliance Manager, senior management or specialist training providers.

#### **Risk-Based Specialist Training.**

High-risk business areas (such as agents, contractors, employee dealing with Government departments, overseas offices etc.) require specialist expertise to minimise the organisation's exposure to bribery risk. The

This training schedule is provided as a guide only.

Specialist Area	Initial Training	Conducted by	On-going Training	Frequency
Senior Managers	In-house workshop, External Conference	GovRisk, conference providers	Workshops, questionnaires	Annual
Agents	Workshops, assessment and accreditation	GovRisk	As advised by GovRisk	As advised by GovRisk
Sales staff	Q&A session, Intranet questionnaire	Executive Manager, Compliance Manager, GovRisk	Questionnaire on Intranet	Annually depending on department



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Managers	Q&A session, instructions by department	Executive Manager, Compliance Manager, General Manager	Training session	Annually
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**On-going Training Framework**

The Compliance Manager must implement an on-going framework to ensure that the organisation keeps up to date with the changing business and legislative environment. Specialist training must be provided for high-risk areas. This is part of an overall effort to monitor, review and improve Bribery Act compliance.