

Anti-Bribery & Corruption Policy



GFT Technologies SE

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1 POLICY STATEMENT

1.1 It is GFT's (*henceforth referred to as the company*) principle to conduct all of our business in an honest and ethical manner. We take a **zero-tolerance approach to bribery and corruption** and are committed to acting professionally, fairly, with integrity in all our business dealings and relationships wherever we operate as well as implementing and enforcing effective systems to counter bribery.

1.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We remain bound by local and national laws.

2 SCOPE

2.1 This policy applies to all employees (*and subcontractors*) of the company and shall be communicated to them at the outset of their employment (*or business relation*) and as appropriate thereafter. It is expected that our third parties, as well as their third parties in the procurement chain, comply with the company's legal and ethical standard of this policy throughout their work.

2.2 This policy applies in all countries, territories or jurisdictions where the company operates. Where local customs, standards, laws or other local policies apply that are stricter than the provision of this policy, the stricter rules prevail. However, if this policy stipulates stricter rules than local customs, standards, laws or other local policies, the stricter provisions of this policy shall apply.

2.3 This policy should be read in conjunction with the company's [Code of Ethics & Code of Conduct](#).

2.4 An overview of compliance relevant terminology and definitions can be found in the [Compliance Definitions](#).

2.5 This policy is translated into every national language the company has legal entities in. Employees find the translations in the **intranet**. Third parties may request them by contacting the [Compliance Office \(compliance@gft.com\)](mailto:compliance@gft.com).

3 BUSINESS BENEFITS - GIFTS, INVITATIONS & HOSPITALITY

3.1 The company **does not prohibit** the practice of giving or receiving **benefits** to or from third parties in connection with GFT's business where it is **normal and appropriate for a business connection**.

3.2 But **no business benefit** (*like gifts, invitations to events or hospitality*) **shall** be made or accepted by any employee in circumstances where it could be regarded as likely to **influence the outcome of any** business transaction or impact upon any **business judgement** (*see 3.4 and APPENDIX*).

3.3 The company appreciates that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The **test to be applied** is whether in all the circumstances the **gift, invitation or hospitality** is **reasonable, justifiable and is proportionate**. The intention behind the benefit should always be considered.

3.4 You are **prohibited from accepting or giving a gift** from/to a third party in the following situations:

- (a) It is **made with the intention of influencing** a third party to obtain or retain business, to gain a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) It is **given in your name** (*or it seems to be on your own behalf*) and **not in the name of the company**;
- (c) It includes **cash or a cash equivalent** (*such as gift certificates or vouchers*);
- (d) It is of an **inappropriate** type and value and given at an inappropriate time (*e.g. during a tender process*);
- (e) It is **given secretly** and not openly.

3.5 Employees can find a **detailed guideline** regarding business benefits in our [Business Benefits Policy](#).

4 FACILITATION PAYMENTS

In many jurisdictions, making facilitation payments is illegal. We **do not make, and will not accept, facilitation payments** (e.g. kickbacks, grease money) of any kind anywhere in the world.

5 RULES

5.1 GENERAL RULES

It is **not acceptable** for you (or someone on your behalf) to:

- (a) Give, promise to give, or offer, a payment, gift, invitation to an event or hospitality with the **expectation** or hope that a **business advantage** will be received, or to reward a business advantage already given;
- (b) Give, promise to give, or offer, a payment, gift, invitation to an event or hospitality to a public official or third party to **'facilitate' or expedite a routine procedure**;
- (c) Accept payment from a third party that you know or suspect is offered with the **expectation that it will obtain a business advantage** for them;
- (d) Accept a gift, invitation to an event or hospitality from a third party if you know or suspect that it is offered or provided with **an expectation that a business advantage will be provided** by us in return;
- (e) **Threaten or retaliate against another employee** who has refused to commit a bribery offence or who has raised concerns under this policy;
- (f) Engage in **any activity that might lead to a breach of this policy** or perceived breach of this policy.

5.2 GFT INTERNAL RULES

- (a) **All expense claims** have to be submitted in accordance with the company's expenses policy. Expense claims **related to gifts, invitation to events and hospitality** specifically need to have the **reason for the expenditure** included.
- (b) According to the appropriate company policies (*and the associated internal value limits and restrictions*) the **prior approval to accept or offer** gifts, invitations to events and hospitality has to be obtained and the **related reporting procedures** have to be followed.

- (c) The **prevention, detection and reporting of any form of bribery and corruption are the responsibility of all employees**. You must notify your [line manager](#), [Human Resources](#) or the [Compliance Office](#) as soon as possible if you are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

6 YOUR RESPONSIBILITIES

6.1 Employees have the responsibility to **ensure that all accounts, invoices, memoranda and other documents** and records relating to dealings in your area of responsibility with third parties, such as clients, suppliers and business contacts, should be prepared and **maintained with strict accuracy and completeness**. No accounts must be kept 'off-book'.

6.2 All employees have the **responsibility to read, understand and comply with this policy**.

7 PROTECTION

7.1 **Employees** (or *third parties*) **are encouraged to raise concerns about any instance** or suspicion of malpractice at the earliest possible stage through their [line manager](#), [Human Resources](#), the [Compliance Office](#) or other available reporting mechanisms.

7.2 If a third party, the line manager, a colleague or any member of the company **invites, threatens or forces an employee of the company to** support and/or participate in any violation of applicable law or this policy, **employees have to refuse such a request. The company will protect every employee** from detrimental treatment or **retaliation in case of compliant behaviour** (*refusing such requests, for instance*); **or reporting** such incidents in good faith.

FURTHER "RED FLAGS" THAT MAY INDICATE BRIBERY OR CORRUPTION ARE SET OUT IN APPENDIX.

8 GOVERNANCE

8.1 The Managing Directors of GFT Technologies SE **have overall responsibility** for this policy and that all those under their control comply with it.

8.2 The Compliance Office **has primary and day-to-day responsibility** for implementing this policy and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

9 MONITORING AND SANCTIONS

9.1 The **management will monitor compliance** with policies, procedures and controls.

9.2 Corporate Audit **will monitor the effectiveness and review the implementation of this policy**, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible.

9.3 Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective. The Compliance Office **will report to the Administrative Board** at least annually on the application of this policy.

9.4 Any employee **who breaches this policy will face** appropriate and proportional **disciplinary action**, which are in compliance with local labour law. This could result in up to a dismissal.

APPENDIX

"RED FLAGS"

The following is a list of possible red flags that may arise during the course of your work for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your [line manager](#), [Human Resources](#) or the [Compliance Office](#).

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) if the third party refuses to divulge adequate information during due diligence procedure;
- (c) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a 'special relationship' with foreign public officials;
- (d) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (e) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (f) a third party (*in this case a vendor/supplier*) requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (g) a third party requests an unexpected additional fee or commission to 'facilitate' a service;
- (h) a third party demands lavish gifts, invitations or hospitality before commencing or continuing contractual negotiations or provision of services;
- (i) a third party requests that a payment is made to 'overlook' potential legal violations;
- (j) a third party requests that you provide employment without executing the defined application/recruiting processes or some other advantage to a friend or relative;
- (k) a third party requests that you make a political contribution or donation to the party or charity of their choice before agreeing to undertake a business relationship with the company;
- (l) you receive an invoice from a third party that appears to be non-standard or customised;
- (m) a third party refuses to put terms agreed in writing;
- (n) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (o) a third party requests or requires the use of an intermediary that is not typically used by or known to us or appears as unusual or suspicious;
- (p) you are offered an unusually generous gift or offered lavish hospitality by a third party.