



# Anti-Bribery and Corruption Policy

## Introduction

At J S Agriculture Ltd ('JSA') we appreciate the importance of ethical behaviour in our relations with stakeholders and we are proud of our high ethical standards, but we cannot be complacent about the threat of bribery and corruption in our business as, unfortunately, it is a feature of corporate and public life in many countries across the world. Governments, businesses and non-governmental organisations such as Transparency International are working together to tackle the issue but despite our collective efforts, eradicating all forms of bribery and corruption will take time.

Our first business principle deals with 'integrity in corporate conduct' which commits us to implement anti-corruption policies and procedures. Our second business principle 'ensuring openness and transparency' commits us to never engage in bribery, any form of unethical inducement or payment, including facilitation payments and 'kickbacks'. This policy is part of those commitments.

The UK Bribery Act 2010 and the US Foreign Corrupt Practices Act 1977 create offences and penalties for bribery and corruption.

This policy sets out the responsibilities of JSA's people and its business in preventing bribery and corruption and how we will implement 'adequate procedures' to do so.

In developing this policy reference has been made to Transparency International's 'Business Principles for Countering Bribery'.

## Definition

For the purposes of this policy, bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, or to induce or reward improper conduct. Bribery and corruption – whether involving government officials, or commercial entities, including joint ventures – can be direct or indirect through third parties such as agents, brokers and joint venture partners. It includes facilitation payments even though in some countries facilitation payments are legal.

## Scope

Under the UK Bribery Act 2010, JSA is required to put procedures in place to prevent bribery by any individual or organisation that performs services for or on behalf of the company. Consequently, this policy applies to every employee, contractor, and director in the company.

Contractors, consultants or suppliers who are our agents, or who are working on our behalf or in our name through outsourcing of services, processes or any business activity, will be required to act consistently with this policy when acting on our behalf. Independent contractors, consultants or suppliers will be made aware of this policy, as it applies to our people in their dealings with them.

Joint venture companies not under JSA's control and joint venture partners are encouraged to adopt a similar policy with adequate procedures to prevent bribery.

## Policy

JSA does not tolerate **any form** of bribery or corruption. No one who comes under the scope of the policy must offer to pay, make, seek or accept a personal payment, gift or favour in return for favourable treatment or to gain any business advantage. They must follow the anti-bribery and corruption laws to which they and

J S Agriculture Ltd are subject to, remembering that UK and US anti-bribery and corruption laws apply wherever they are operating.

They are liable to disciplinary action, dismissal, legal proceedings and possibly imprisonment if they are involved in bribery and corruption.

They must ensure people who work for and with them understand bribery and corruption is unacceptable.

They must comply with JSA's procedures for the prevention of bribery and corruption.

Employees must declare hospitality or gifts accepted or offered.

We do not make direct or indirect contributions to political parties.

We will uphold laws relevant to countering bribery and corruption in all the jurisdictions in which we operate, particularly laws that are directly relevant to specific business practices.

The following national and international laws and conventions underpin this policy:

OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997)

Foreign Corrupt Practices Act (US)

OECD Guidelines for Multinational Enterprises – Combating Bribery

UN Global Compact – Principle 10 (Anti-Corruption)

### **Adequate procedures**

Anti-bribery and corruption is a business priority. JS Agriculture Ltd shall regularly and systematically identify bribery and corruption risks in its business and implement adequate risk-based procedures aimed at preventing bribery and corruption occurring, including:

### **Communication**

We will communicate this policy and relevant guidance to employees across the company, through our established internal communication channels. We will also communicate this policy to our suppliers, contractors and business partners and wider stakeholders.

### **Training**

We will ensure that those within the scope of the policy receive training appropriate to their activities and the associated risks

### **Books and records**

We will maintain adequate books and records which properly and fairly document all financial transactions. We will maintain written evidence to record compliance with this policy.

### **Mergers and acquisitions**

Through due diligence we will prevent the acquisition of bribery and corruption related liabilities.

### **Business relationships**

We will ensure that our business partners – including contractors, suppliers, agents, brokers and joint venture partners – are fit to do business with.

## Supply chain

We will address bribery and corruption risk in our supply chain, for example by ensuring that payments made for goods and services are reasonable.

## Conflicts of interest – gifts and hospitality

We will address conflicts of interest and the risks created by gifts and hospitality through the implementation of our internal policies.

## Government officials

We will implement procedures applicable to us, or our agents'/suppliers in our supply chain, in any dealings with government officials, political parties and related persons or organisations

## Responsibilities

The Managing Director has primary accountability for our anti-bribery and corruption efforts.

The Managing Director and senior management team have the primary responsibility for implementing the anti-bribery and anti-corruption strategy, policy and process within JSA.

## Reporting actual or potential violations and seeking guidance

Anyone who comes under the scope of the policy must report actual, potential or suspected corruption within JSA or by any individual or organisation with whom JSA does business. Failure to do so may result in liability for the company and for them personally.

They must report any request for an improper payment, or any indication that a person might be making corrupt payments, or that a person has an intention or plan to violate this policy. They have a similar obligation to report any information or knowledge of any hidden fund or asset, of any false or artificial entry in JSA's books and records, or any payment that circumvents JSA's internal financial processes.

**Reports must be made immediately. The report may be made to the Managing Director, the senior management team or on an anonymous basis using the 'Speak Up' helpline (0800 072 4 725) to seek advice on anti-bribery and corruption issues or to make suggestions for how we could improve our anti-bribery and corruption policy and procedures.**

If any instance of bribery or corruption is identified, an investigation will take place under the guidance of the Managing Director or his or her nominee.

## Monitoring and review

The Internal Auditor is responsible for undertaking Internal Audits to independently assess compliance with this policy.

The Internal Auditor will report annually on compliance with this policy to the Managing Director who will make an independent assessment of the adequacy of the policy. The Internal Auditor may also make an independent assessment of the adequacy of the policy in response to an event such as an instance of bribery.

Signed by John Straka Managing Director	<i>John Straka</i>
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