EL ALTILLO INTERNATIONAL SCHOOL

PART OF ISP SCHOOLS

# ANTI-BRIBERY POLICY

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**1.1 It is our policy to conduct all our business activities honestly and ethically. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships. We also implement effective anti-bribery and anti-corruption ('ABC') systems, as set out in this global policy (the 'Policy'). We take our legal responsibilities seriously and will comply with all applicable ABC laws in the countries in which we operate.**

**1.2 The purpose of this Policy is to:**

(i) Set out the ABC responsibilities of ISP and those who work for us and on our behalf.

(ii) Provide guidance to those subject to this Policy on how to recognise and deal with ABC issues.

All forms of bribery and corruption are strictly prohibited, and particular attention must be paid to local ABC laws in the countries where you work. In the countries in which ISP operates, individuals found guilty of bribery or corruption may be liable to imprisonment and/or fines.

If you are offered a bribe, are asked to make one, or believe or suspect that any act of bribery, corruption or other breach of this Policy has occurred or may occur, you must notify your line manager and report it in accordance with the Whistleblowing Policy as soon as possible. If you are unsure whether a particular act constitutes bribery or corruption, consult the Group Head of People Operations or the Group Head of Legal.

**2. Scope of the Policy**

**2.1 This is a mandatory policy which applies to all entities and businesses owned, controlled or managed by ISP (including the schools operated by us), as well as all ISP directors, members and staff (including employees, contractors, consultants, legal advisers, support staff, HR and operations staff), whether permanent, fixed-term or temporary, including interns and those on other temporary placements ('ISP', 'we' and 'our').**

**2.2 This Policy is designed to reflect ABC (Anti-Bribery and Anti-Corruption) legislation and best practice applicable to ISP globally. Where necessary, specific annexes have been created for certain jurisdictions; these can be found in Appendix A. This Policy should be read together with those annexes.**

**2.3 This Policy has been designed to reflect the findings of ISP's latest ABC risk assessment and forms part of ISP's overall crime prevention framework. This Policy will be reviewed regularly and may be amended at any time.**

**2.4 Any employee who breaches this Policy will face disciplinary action in accordance with local regional disciplinary procedures and local employment law, which could result in dismissal for gross misconduct, depending on the seriousness of the breach. Any person or organisation not employed by ISP that breaches this Policy may have their service contract terminated immediately.**

**3. Definition of Bribery**

**3.1 A bribe is a financial or other inducement or reward for an action which is illegal, unethical, a breach of trust or otherwise improper. Bribes may take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.**

**3.2 Bribery includes offering, promising, giving, accepting or requesting a bribe. 3.3 Corruption is defined as the abuse of power or position for private gain.**

**4. Bribery Offences**

**4.1 To prevent bribery and corruption offences, you (or anyone acting on your behalf) must not engage in bribery or corruption, including the behaviours listed below. For the purposes of these offences, the terms 'giving' and 'receiving' must be interpreted broadly and include requesting, asking for, offering, accepting, promising and similar terms:**

- ➔ Giving or receiving any payment, gift, hospitality, undue advantage or other benefit with the expectation or hope that: (i) a business advantage will be obtained in return; or (ii) any business advantage already received will be rewarded.
- ➔ Giving or receiving any payment, gift, hospitality, undue advantage or other benefit from a third party which you know or suspect is offered with the expectation that we will provide a business advantage to them or anyone else in return, or where a business advantage has already been provided.
- ➔ Giving or receiving any payment, gift, hospitality, undue advantage or other benefit to or from a government official or representative in any country (domestic or foreign) to facilitate or expedite a routine or necessary procedure (sometimes called a 'facilitation payment'), or to cause the government official or representative to perform, omit, delay or improperly carry out any action connected with their official duties.
- ➔ Based on your influence or position, or pretending to have influence or a position: giving or receiving any promise, payment, gift, hospitality, undue advantage or other benefit from a third party which you know or suspect is offered with the expectation that you will use your influence or position to provide a business advantage to them or anyone else in return.
- ➔ On the basis of violence or threats, giving or receiving any payment, gift, hospitality, undue advantage or other benefit from a third party.
- ● Disposing of any ISP asset or assuming obligations which may cause loss or harm to ISP.
- ● Concealing (for example, by falsifying accounts) or failing to report any instance of bribery or corruption.
- ● Threatening or retaliating against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.
- ● Engaging in any other activity which may result in a breach of this Policy.
- ● Failing to prevent bribery or corruption by not having adequate policies or procedures designed to prevent relevant persons from committing acts of bribery or corruption.

**5. Gifts and Hospitality**

**5.1 Many organisations may give gifts (including the payment of expenses) and offer hospitality to build relationships and promote their business. Hospitality normally includes entertainment, meals and tickets to events. If the host does not attend the hospitality, it should be considered a gift rather than hospitality. Organisations may also cover the expenses of a prospective customer to visit part of the business or attend a conference or event.**

**5.2 There are significant risks associated with receiving or giving gifts and hospitality. These are part of business culture and it may be difficult for staff (i.e. employees and non-employees) to determine what is appropriate in terms of giving and receiving gifts and hospitality. Gifts and hospitality may be used to influence and corrupt third parties and, on occasion, to place staff under an obligation.**

**5.3 This Policy does not prohibit the giving or acceptance of reasonable and appropriate hospitality for legitimate purposes, such as building relationships, maintaining our image or reputation, or marketing our products and services. However, as a group, we seek to prevent the giving and receiving of gifts and hospitality where they could influence, or be perceived as influencing, a business advantage.**

**5.4 We recognise that practice may vary between the regions in which we operate and, as a general rule, you should determine whether the gift or hospitality is reasonable and justifiable in the circumstances. When giving or receiving gifts, hospitality or payments, you should consider:**

- The purpose of the gift or hospitality: is it intended to strengthen good relationships, or is it intended as an inducement or reward for preferential treatment (for example, during contract negotiations or a tender process)? In the latter case, the gift or hospitality will not be appropriate.
- Does the recipient have the impression that they are under any obligation to award business as a result of accepting the gift or hospitality?
- Is the gift or hospitality reasonable, or is it excessive/extravagant? A gift or hospitality will not be appropriate if it is excessively luxurious or extravagant.
- Has the gift and its cost been recorded in the accounts?

**5.5 Gifts must be appropriate in type and value depending on the circumstances and taking into account the reason for the gift. Gifts must not include cash or cash equivalents (such as vouchers) and must not be given in secret. Gifts must be given on behalf of ISP or the relevant school, not on behalf of a particular individual.**

**5.6 This Policy does not prevent the giving or receiving of promotional items, such as pens, calendars or stationery bearing another organisation's name or logo, provided they do not have significant financial value and are given or accepted from existing customers, suppliers or business partners.**

**6. Other forms of payment**

**6.1 Reimbursement of a third party's expenses or acceptance of an offer to reimburse our expenses (such as travel costs to attend a business meeting) will not generally constitute bribery, provided the payment relates to legitimate and reasonable business expenses. Payments in excess of these limits will not be accepted.**

**6.2 We do not make contributions to political parties or candidates.**

**7. Global operational requirements**

**7.1 Senior management in each country must ensure that this Policy is implemented without modification and remain up to date with regulatory developments in the relevant jurisdiction in order to mitigate bribery and corruption (ABC) risks. We recognise that certain countries in which we operate may have additional ABC requirements and/or best-practice recommendations, which are reflected in the jurisdiction-specific annexes in Appendix A. This Policy should be read together with those annexes.**

**7.2 ISP has implemented additional measures which it considers necessary to prevent bribery and corruption offences, including:**

- Regular staff training on compliance matters and a code of ethics and code of conduct.
- Appropriate due diligence exercises in relation to third parties (i.e. customers, suppliers, service providers and government contracts).
- Additional internal controls designed to identify and prevent financial crime (including bribery and corruption risks), monitor compliance with this Policy and apply sanctions in the event of non-compliance.
- Internal reporting procedures (in accordance with the Whistleblowing Policy).
- Procedures to detect and remedy any failures and update controls in light of those failures or changes in ISP's circumstances.
- Relevant reporting requirements to local authorities.

**8. Your responsibilities and how to report or raise concerns**

**8.1 ISP promotes a culture of honesty and transparency in all its practices. Preventing, detecting and reporting bribery and other forms of corruption is the responsibility of everyone who works for us or under our control. You must avoid any activity which could lead to or suggest a breach of this Policy. A breach of this Policy constitutes a disciplinary offence and will be dealt with in accordance with ISP's disciplinary procedure. Depending on the seriousness of the breach, it could be considered gross misconduct and result in immediate dismissal, in accordance with local law and disciplinary procedures, as well as criminal penalties.**

**8.2 If you give or receive a gift or hospitality, you must inform your line manager and the RFD before giving it or upon receiving it, as applicable. You must also provide details of the nature of the gift, its estimated value and the identity of the sender. Any manager receiving such a report must record the details in the gifts and hospitality register referred to in section 8.5.**

**8.3 If you are offered a bribe, are asked to make one, or believe or suspect that an act of bribery, corruption or other breach of this Policy has occurred or may occur, you must notify your line manager and the RFD or report it in accordance with the Whistleblowing Policy as soon as possible. If you are unsure whether a particular act constitutes bribery or corruption, consult the Group Head of People Operations or the Group Head of Legal. The following email address may be used for this purpose: ISPCompliance@ispschools.com.**

**8.4 Once the details have been reported to the RFD, the RFD will be responsible for documenting the meeting with the employee, verifying the content with everyone present and immediately notifying the Divisional CFO and the Group Legal Department so that the necessary actions and next steps can be decided.**

**8.5 ISP expects each RFD to be responsible for maintaining a gifts and hospitality register for their region (including each school). The RFD may delegate the task of completing these registers to members of the regional team or to the Head of each school, but will retain ultimate responsibility for their maintenance and updating. The Group Head of Legal will be responsible for maintaining the gifts and hospitality register in relation to group activities. The Head of People Operations may carry out random reviews of the gifts and hospitality register to ensure compliance.**

**8.6 Any corporate hospitality event must be approved in advance by the employee's line manager.**

**9. Records and training**

**9.1 You must declare and keep a written record of all gifts and hospitality given or received. All records (including accounts and invoices) relating to transactions with third parties (such as suppliers and customers) must be prepared accurately and completely. 'Off-the-books' accounts must not be kept to facilitate or conceal improper payments. ISP will retain all this documentation securely for five years from the date it was obtained.**

**9.2 As part of their onboarding process, new employees may be instructed to complete an ABC training module and confirm that they have read ISP's financial crime policies and procedures. They will not be able to complete their probationary period unless they successfully pass the course.**

**9.3 ISP staff must complete ISP's ABC training module at least every two years. Certain individuals in key roles (such as finance, procurement, human resources and management) must complete this training module annually.**

**Appendix A – Jurisdiction-specific provisions**

**Spain**

- In addition to the elements specified in section 7.2, the internal compliance programme must require the appointment of an independent compliance officer or a committee with the authority to oversee the risk prevention framework.
- As a matter of good practice, due diligence should focus on identifying customers, assessing the reasons behind money transfers and maintaining knowledge of the business and the market. Actions to be taken include asking questions about management, obtaining reports on internal investigations and reviewing policies and procedures relating to corruption, fraud or money laundering.