

BRITANNICA INTERNATIONAL SCHOOL, SHANGHAI

Anti Bribery and Corruption Policy

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1. What does this policy cover?

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

2. Policy statement

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

3. Who is covered by the policy?

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

4. Definition of bribery

- 4.1. Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.

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

5. What is and what is NOT acceptable

5.1. This section of the policy refers to 4 areas:

- Gifts and hospitality.
- Facilitation payments.
- Political contributions.
- Charitable contributions.

5.2. Gifts and hospitality

Orbital Education group accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- a. It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- b. It is not made with the suggestion that a return favour is expected.
- c. It is in compliance with local law.
- d. It is given in the name of the company, not in an individual's name.
- e. It does not include cash or a cash equivalent (e.g., a voucher or gift certificate).
- f. It is appropriate for the circumstances (e.g., giving small gifts around Christmas or as a small thank you for helping with a significant project upon completion).
- g. It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- h. It is given/received openly, not secretly.
- i. It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- j. It is not above a certain excessive value, as pre-determined by the relevant RHoS (usually in excess of 500RMB).
- k. It is not offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the relevant RHoS.

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

- 5.4. Orbital recognises that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.
- 5.5. As good practice, gifts given and received (usually in Excess of £50) should always be disclosed to the RHoS.
- 5.6. The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the relevant RHoS should be sought.
- 5.7. Facilitation Payments and Kickbacks
Orbital does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action.
- 5.8. Orbital does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.
- 5.9. Orbital recognises that, despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their/their family's personal security at risk. Under these circumstances, the following steps must be taken:
- a. Keep any amount to the minimum.
 - b. Ask for a receipt, detailing the amount and reason for the payment.
 - c. Create a record concerning the payment.
 - d. Report this incident to your line manager.
- 5.10. Political Contributions
Orbital will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.
- 5.11. Charitable Contributions
Orbital accepts the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions made.
- 5.12. Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.
- 5.13. We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the relevant RHoS.

6. Employee Responsibilities

- 6.1. As an employee of Orbital Education, you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.

- 6.2. All employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.
- 6.3. If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify the relevant RHoS.
- 6.4. If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. Orbital has the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy.

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

7.1. This section of the policy covers 3 areas:

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

7.2. How to raise a concern

If you suspect that there is an instance of bribery or corrupt activities occurring in relation to Orbital, you are encouraged to raise your concerns at as early a stage as possible. If you're uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should speak to your line manager, the relevant RHoS, a director or Group Head if HR.

7.3. Britannica International School, Shanghai will familiarise all employees with its whistleblowing procedures so employees can vocalise their concerns swiftly and confidentially.

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

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

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

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

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

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

8. Training and communication

8.1. Orbital will provide training on this policy as part of the induction process for all new employees. Employees will also receive relevant training on how to adhere to this policy, and will be asked regularly to formally accept that they will comply with this policy.

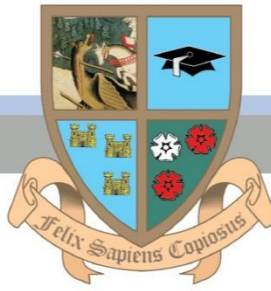
- 8.2. Orbital's anti-bribery and corruption policy and zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any third-parties at the outset of business relations, and as appropriate thereafter.
- 8.3. Orbital will provide relevant anti-bribery and corruption training to employees etc. where we feel their knowledge of how to comply with the Bribery Act needs to be enhanced. As good practice, all businesses should provide their employees with anti-bribery training where there is a potential risk of facing bribery or corruption during work activities.

9. Record keeping

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

10. Monitoring and reviewing

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



BRITANNICA INTERNATIONAL SCHOOL, SHANGHAI

反贿赂及贪污政策

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批准人:	Paul Farrell	日期: 2024 年 8 月 30 日
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1. 这一政策的内容是什么？

- 1.1. 本反贿赂政策旨在明确欧必达教育集团及为我们“欧必达”工作的人员在遵守和维护我们对贿赂和腐败的零容忍立场方面的责任。
- 1.2. 本政策的存在也为欧必达集团的工作人员提供信息和指导。这有助于他们认识和处理贿赂和腐败问题，并了解他们的责任。

2. 政策声明

- 2.1. Orbital 教育集团（以下简称“集团”）致力于以道德和诚实的方式开展业务，并致力于实施和执行确保防止贿赂的制度。欧必达教育集团对贿赂和腐败行为零容忍。无论我们在哪个国家开展业务，我们都致力于在所有业务往来和关系中以专业、公平和诚信的方式行事。
- 2.2. 集团将始终支持我们开展业务所在的所有司法管辖区内关于反贿赂和反腐败的所有法律。我们在国内外的行为均受英国法律约束，包括《2010 年反贿赂法》。
- 2.3. 集团承认，贿赂和腐败可被处以最高 10 年的监禁和罚款。如果我们公司被发现参与了腐败活动，我们可能会受到无上限的罚款，并被排除在公共合同招标之外，我们的声誉将受到严重损害。正是基于这一点，我们承诺在我们的业务中防止贿赂和腐败，并认真履行我们的法律责任。

3. 这一政策覆盖的对象是谁？

- 3.1. 本反贿赂政策适用于所有员工（无论是临时员工、定期员工还是长期员工）、顾问、承包商、学员、借调员工、家庭员工、临时工、代理员工、志愿者、实习生、代理商、赞助商，或与我们有关联的任何其他人或人员（包括第三方），或我们的任何子公司或其员工，无论他们身在何处（英国境内或境外）。该政策也适用于任何级别的主管、受托人、董事会和/或委员会成员。
- 3.2. 在本政策中，第三方是指我们公司会见和合作的任何个人或组织。它指的是实际的和潜在的客户、顾客、供应商、分销商、业务联系人、代理商、顾问以及政府和公共机构——包括他们的顾问、代表和官员、政治家和公众团体。
- 3.3. 我司与第三方的任何安排均受明确的合同条款约束，包括要求第三方遵守与反贿赂和腐败有关的最低标准和程序的具体条款。

4. 贿赂的定义

- 4.1. 贿赂是指提供、给予、承诺、要求、同意、接受、接受或索取有价值或有利益的东西，从而诱导或影响某一行为或决定的行为。
- 4.2. 贿赂是指为了获得商业、合同、监管或个人利益而向另一个人提供的任何引诱、奖励或有价值的物品。
- 4.3. 贿赂并不限于行贿行为。如果个人作为收受贿赂的一方，收受贿赂的也是违法的。
- 4.4. 贿赂是违法的。员工不得从事任何形式的贿赂，无论是直接的，被动的（如上所述），还是通过第三方（如代理或分销商）。他们不得在世界任何地方贿赂外国公职人员。他们不得接受任何程度的贿赂，如果他们不确定某物是否属于贿赂、礼物或招待行为，他们必须进一步征求地区校长或领导的意见。

5. 什么是可接受的，什么是不可接受的

5.1. 本节涉及 4 个方面

- 礼物和款待
- 便利费
- 政治捐款
- 慈善捐款

5.2. 礼物和款待

欧必达教育集团接受正常和适当的款待和善意的姿态（无论是向第三方赠送或从第三方接收），只要赠送或接收的礼物符合以下要求：

- a. 送礼或款待的目的不是为了影响被给予该决定的一方，并非意图获得或奖励保留业务或商业优势，也不是为了明示或隐含地交换好处或利益。
- b. 并非暗示期望得到回报
- c. 符合当地法律
- d. 以公司的名义，而不是以个人的名义。
- e. 不包含现金或现金等价物（如代金券或礼券）。

- f. 符合时宜的情况（例如：在圣诞节前后送一些小礼物，或者在一个重要的项目完成后作为你帮助的一个小感谢）。
 - g. 考虑到送礼的原因，礼物的类型和价值都是合适的，在合适的时间送出。
 - h. 公开的送礼或给与，而非私下进行。
 - i. 并非选择性地给一个关键、有影响力的人，对他们产生明显直接的影响。
 - j. 不超过地区校长规定的额度（通常超过 500 元）
 - k. 未经相关地区校长的事先批准，不得向政府官员、代表、政治家或政党赠送或接受礼物/款待。
- 5.3. 在不适宜拒绝礼物的情况下（即：当与某一宗教/文化的人会面时，他们可能会感到被冒犯），需向地区校长申报并由其做出评估，则可接受礼物，。
- 5.4. 集团知晓不同国家、地区、文化和宗教对赠送和接受商业礼物的做法不同，因此对什么是可以接受的，什么是不可接受的，每个人的定义必然会有所不同。
- 5.5. 作为一种良好惯例，赠送和收到的礼物（通常超过 50 英镑）应始终向地区校长申报。
- 5.6. 送/收礼物的意图应始终予以考虑。如有任何不确定的情况，应征询有关的地区校长的意见。
- 5.7. 便利费和回扣
- 集团不接受，也不会支付任何形式的任何性质的便利付款。我们认识到，便利金是一种贿赂形式，涉及为公务人员的日常政府行为提供便利或加速其工作进度。我们认识到，它们往往是由低级别官员提出的，目的是确保或加快履行某项职责或行动。
- 5.8. 集团不允许收取或回扣。我们认识到，回扣通常是为了换取业务上的优惠或优势。
- 5.9. 集团知晓，尽管我们对便利费和回扣有严格的政策，但员工可能会面临避免便利费或回扣可能会使其/其家人的人身安全面临风险的情况。在这种情况下，必须采取下列步骤：
- a. 任何金额都要控制在最低限度。
 - b. 索要收据，详细说明付款金额和原因
 - c. 创建付款记录
 - d. 向你的直属经理报告这件事
- 5.10. 政治捐款

欧必达将不会以现金、实物或任何其他方式捐款支持任何政党或候选人。这可能被视为企图获得不正当的商业优势。

5.11. 慈善捐款

集团接受向慈善机构捐款的行为-无论是通过服务、知识、时间还是直接的财务捐款（现金或其他方式）——并同意公示所有的慈善捐款。

5.12. 员工必须谨慎确保慈善捐款不被用于便利和隐瞒贿赂行为。

5.13. 我们会确保所有慈善捐款均符合当地法律及惯例，符合法律及道德规范，并确保在未经地区校长批准的情况下，不会提供/作出捐赠。

6. 员工的责任

6.1. 作为集团的员工，您必须确保您阅读、理解并遵守本政策中包含的信息，以及您所获得的任何培训或其他反贿赂和腐败信息。

6.2. All 所有员工和我们管理下的人员都有同等的责任预防、发现和报告贿赂和其他形式的腐败。他们必须避免任何可能导致或暗示违反这一反贿赂政策的活动。

6.3. 如果你有理由相信或怀疑已经发生或将发生违反本政策的贿赂或腐败事件，你必须通知相关的地区校长。

6.4. 如果任何员工违反此政策，他们将面临纪律处分，并可能因严重不当行为而被解雇。如果员工违反反贿赂政策，欧必达有权终止与员工的合同关系。

7. 如果我需要提出问题怎么办？

7.1. 本部分政策涵盖三个方面的内容：

- a. 如何提出问题
- b. 如果你是贿赂或腐败的受害者该怎么办？
- c. 保护

7.2. 如何提出问题

如果您怀疑存在与集团有关的贿赂或腐败活动，我们鼓励您尽早提出您的担忧。如果你不确定某项行为是否可以被视为贿赂或腐败，你应与你的直属经理、相关的人力资源主管、领导或集团人力资源主管谈谈。

7.3. 上海不列颠英国外籍人员子女学校将使所有员工熟悉其举报程序，以便员工能够迅速和保密地提出他们的担忧。

7.4. 如果你是贿赂或腐败的受害者，该怎么办？

如果有人向你行贿，如果有人要求你行贿，如果你怀疑你可能在不久的将来被贿赂或要求行贿，或者如果你有理由相信你是另一项腐败活动的受害者，你必须尽快向有关的地区校长汇报。

7.5. 保护。如果您拒绝接受或提供贿赂，或者您举报了与潜在贿赂或腐败行为有关的问题，集团理解您可能会对潜在的后果感到担忧。根据这项政策，即使调查后发现是搞错了，集团也支持任何善意提出担忧的人。

7.6. 集团将确保没有人因为拒绝接受或提供贿赂或其他腐败活动，或因为他们报告了与潜在的贿赂或腐败行为有关的担忧而遭受任何有害的待遇。

7.7. 有害待遇是指与个人提出的关切有关的解雇、纪律处分、待遇或不利待遇。

7.8. 如果你有理由相信你因担心或拒绝接受贿赂而受到不公正的待遇，你应立即通知你的直属经理或有关的人事主管。

8. 培训与沟通

8.1. 作为入职手续的一部分，欧必达将为所有新员工提供有关本政策的培训。员工还将接受有关如何遵守本政策的相关培训，并将定期被要求正式接受他们将遵守本政策。

8.2. 集团的反贿赂和腐败政策和零容忍态度将在业务关系开始时，并在适当时，明确传达给所有供应商、承包商、商业伙伴和任何第三方。

8.3. 集团将向员工提供相关的反贿赂和腐败培训等，我们认为他们对如何遵守《贿赂法》的知识需要加强。作为一种良好的做法，所有企业都应该为在工作活动中可能面临贿赂或腐败风险的员工提供反贿赂培训。

9. 记录保存

- 9.1. 集团将保持详细和准确的财务记录，并将有适当的内控制度，作为所有支付的证据。我们将申明并保存有关接受和赠送的款待或礼物的数量和原因的书面记录，并了解赠送和款待的行为将受到管理审查。

10. 监督与评审

- 10.1. 集团主管负责监督本政策的有效性，并将定期审查本政策的执行情况。他们将评估其适宜性、充分性和有效性。
- 10.2. 为防止贿赂和腐败而设计的内控制度和程序须定期接受审计，以确保这些制度和程序切实有效。
- 10.3. 如有任何改进需要，将尽快实施。如果员工对如何改进这项政策有任何建议，我们鼓励他们提出反馈意见。此类反馈应提交给主管。
- 10.4. 本政策并非员工雇佣合同的一部分，集团可以随时对其进行修改，以提高其在打击贿赂和腐败方面的有效性。