DRAFT 1: 21 OCTOBER 2026

BATTERSEA REACH RTM COMPANY LIMITED

ANTI-BRIBERY & CORRUPTION POLICY

Approved by:
Date adopted:
Next review date:
Policy owner:

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1. Purpose

Battersea Reach RTM Company Limited (the **Company**) is committed to conducting its activities with honesty, integrity, transparency and accountability.

The Company operates for the benefit of its members and in accordance with its statutory responsibilities as a Right to Manage company.

The purpose of this policy is to establish clear standards for preventing bribery, corruption, improper financial inducements and other unethical practices in the management of the residential development.

The Company adopts a **zero-tolerance approach to bribery and corruption**.

All decisions involving the expenditure of service charge funds, appointment of contractors, procurement of services and management of the development must be made objectively, transparently and in the legitimate interests of the Company.

2. Scope

This policy applies to:

- all directors of the Company;
- the Company Secretary;
- members of committees or working groups established by the Board;
- any leaseholder or shared owner exercising delegated decision-making authority on behalf of the Company; and
- employees of the Company.

The Company shall also require its managing agent, contractors, consultants and professional advisers (and any intermediaries and agents) to comply with applicable anti-bribery legislation and appropriate contractual anti-bribery obligations.

The Board shall take reasonable steps to ensure that persons providing services on the Company's behalf understand and comply with these requirements.

3. Legal framework

The principal legislation governing bribery in the United Kingdom is the Bribery Act 2010.

The Act establishes offences relating to:

- offering, promising or giving a bribe;
- requesting, agreeing to receive or accepting a bribe;
- bribery of foreign public officials; and
- failure by a relevant commercial organisation to prevent bribery by persons associated with it.

The application of the corporate failure-to-prevent offence to an individual RTM company depends on whether the statutory requirements are satisfied.

The Company shall maintain proportionate procedures designed to prevent bribery and corruption in its activities.

Directors must also comply with their duties under the Companies Act 2006, including their obligations to act in the Company's best interests and avoid or appropriately manage conflicts of interest.

4. Definition of bribery and corruption

4.1 Bribery

Bribery involves offering, promising, giving, requesting, agreeing to receive or accepting a financial or other advantage in circumstances involving the improper performance of a relevant function or activity.

A bribe need not involve cash.

It may include:

- gifts or hospitality;
- personal discounts or benefits;
- commissions or referral payments;
- preferential treatment;
- employment opportunities;
- services provided free of charge; and
- benefits provided to family members or associates.

4.2 Corruption

For the purposes of this policy, corruption means the misuse of an entrusted position, authority or responsibility for improper personal or third-party advantage.

Corruption may include bribery, dishonest procurement practices, undisclosed financial arrangements, misuse of Company funds or deliberate manipulation of commercial decisions.

Not every breach of this policy will necessarily constitute a criminal offence.

5. Prohibited conduct

The following conduct is strictly prohibited:

- offering, requesting or accepting bribes;
- receiving secret commissions, referral fees or other undisclosed financial benefits;
- awarding contracts in exchange for personal advantages;
- using Company funds or resources for improper personal purposes;
- manipulating tendering or procurement procedures to favour particular suppliers;
- accepting improper inducements from managing agents, contractors, insurance brokers or other service providers;

- falsifying invoices, quotations, accounts or procurement records;
- making unauthorised payments to suppliers or other parties;
- concealing financial interests or arrangements that may improperly influence Company decisions; and
- retaliating against anyone who raises a genuine concern about suspected bribery or corruption.

These prohibitions apply whether the benefit is received directly or indirectly, including through relatives, associates or connected businesses.

6. Managing agents

The Company's managing agent occupies a position of responsibility in administering service charge expenditure and arranging services for the development.

The Board shall require the managing agent to disclose any material financial or commercial interests relevant to services provided to the Company.

In particular, the managing agent should disclose:

- commissions received from contractors or suppliers;
- referral fees or introduction payments;
- financial interests in companies providing services to the development;
- relationships with insurance brokers or insurers that could influence recommendations;
- rebates, discounts or other financial incentives arising from Company expenditure; and
- any other arrangement that could compromise the independence of procurement decisions.

The Company shall seek contractual provisions requiring such disclosures and prohibiting unauthorised financial benefits.

Any commission, rebate or other remuneration arrangement must be lawful, appropriately disclosed and consistent with the managing agent's contractual obligations.

The Board reserves the right to request reasonable supporting information and to commission independent reviews where concerns arise.

7. Appointment of contractors and suppliers

All procurement decisions must be made fairly, objectively and in the interests of the Company.

The Company shall adopt proportionate procurement procedures appropriate to the value and nature of the expenditure.

These should include:

- obtaining competitive quotations for significant expenditure where reasonably practicable;

- recording the basis for contractor selection
- identifying and managing conflicts of interest;
- ensuring that directors do not receive personal benefits from contractor appointments;
- maintaining appropriate records of quotations, recommendations and approvals;
- verifying that work has been properly authorised and satisfactorily completed before payment; and
- ensuring that contractors are not selected because of improper personal relationships or financial inducements.

Where a contractor has a connection with a director, the managing agent or another decision-maker, that connection must be disclosed before any appointment is considered.

The Board shall apply the Conflict of Interest Policy when determining whether the connected individual may participate in the decision.

8. Gifts and hospitality

Directors and other persons covered by this policy must not solicit or accept gifts, hospitality or other benefits that could improperly influence, or reasonably appear to influence, their decisions. The following rules shall apply:

8.1 Cash and cash equivalents

Cash gifts, gift vouchers and equivalent personal financial benefits from existing or prospective suppliers are prohibited.

8.2 Gifts and hospitality

Modest hospitality may be accepted where it is reasonable, proportionate, lawful and unrelated to any improper inducement.

8.3 Declaration threshold

Any gift or hospitality exceeding £50 in value must be declared to the Board and recorded.

Gifts or hospitality below this threshold must also be declared where they could reasonably give rise to concerns about impartiality.

8.4 Procurement periods

Directors must not accept gifts or hospitality from suppliers participating in an active tender or procurement process.

8.5 Register

The Company shall maintain a Register of Gifts and Hospitality recording relevant offers, acceptances and refusals.

The £50 threshold is an internal reporting requirement and does not constitute permission to accept an otherwise improper benefit.

9. Commissions, referral fees and rebates

No director or person acting on behalf of the Company may personally receive an undisclosed commission, referral fee, rebate or other financial benefit arising from Company business.

This prohibition includes payments or benefits connected with:

- building maintenance contracts;
- cleaning and security services;
- insurance arrangements;
- building consultancy services;
- major works contracts;
- utilities and energy procurement; and
- other contracts funded directly or indirectly through service charges.

Any commission or rebate arrangement involving the managing agent or another service provider must be appropriately disclosed and authorised in accordance with applicable law and contractual obligations.

The Board shall seek transparency concerning the total remuneration received by service providers in connection with Company business.

10. Service charge funds and financial controls

The Company recognises that service charge funds must be administered properly and used only for lawful and authorised purposes.

The Board shall establish appropriate financial controls, including:

- clear financial authority limits;
- appropriate approval procedures for expenditure;
- separation of payment initiation and approval responsibilities where practicable;
- regular financial reporting to the Board;
- reconciliation of relevant bank accounts;
- appropriate verification of invoices;
- controls over changes to supplier bank details;
- proper documentation of significant expenditure decisions; and
- independent review or audit arrangements where required or considered appropriate.

No director may authorise a payment intended to provide an improper personal benefit.

Service charge monies must be handled in accordance with applicable statutory, contractual and trust obligations.

11. Major works and significant expenditure

Major works and substantial maintenance projects may create increased risks of bribery, corruption or improper influence.

The Board shall apply enhanced scrutiny to significant contracts.

Appropriate safeguards may include:

- independent professional specifications;
- competitive tendering;
- independent tender evaluation;
- written declarations of interests;
- documented contractor selection;
- appropriate approval of contract variations;
- independent certification of completed works; and
- clear records of payments and expenditure.

The Company shall comply with applicable statutory consultation requirements, including those relating to qualifying works and qualifying long-term agreements.

No director shall seek or accept a personal advantage in connection with the award, variation or administration of a major works contract.

12. Insurance arrangements

The Company recognises that insurance procurement can involve commissions, brokerage fees and other financial arrangements.

Where the Company is responsible for arranging or contributing to insurance services, the Board shall seek appropriate transparency concerning:

- insurance premiums;
- broker remuneration;
- commissions and fees;
- relationships between brokers, insurers and managing agents; and
- any financial incentives that could influence insurance recommendations.

The Company shall seek to ensure that insurance decisions are based on appropriate coverage, cost, service and the interests of the relevant parties.

Any applicable statutory insurance information and disclosure requirements must be observed.

13. Conflicts of interest

This policy shall operate alongside the Company's Conflict of Interest Policy.

14. Due diligence

The Company shall undertake proportionate due diligence when appointing managing agents, contractors and professional advisers.

Depending on the nature and value of the proposed appointment, this may include:

- checking company registration details;
- obtaining appropriate references;
- verifying relevant insurance and qualifications;
- identifying ownership or connected-party relationships;
- reviewing potential conflicts of interest;
- considering relevant regulatory or professional status; and
- seeking confirmation of compliance with anti-bribery legislation.

Additional scrutiny should be applied where circumstances indicate an increased risk of bribery, corruption or financial misconduct.

15. Reporting concerns

Any director, member, leaseholder, shared owner, employee or other person who reasonably suspects bribery, corruption or improper financial conduct involving Company business is encouraged to report their concerns.

Reports should normally be made to the Company Secretary

Where concerns involve a substantial proportion of the Board, independent legal advice should be sought.

Reports should include relevant factual information and supporting documentation where available.

The Company shall treat reports seriously and handle them as confidentially as reasonably possible.

Confidentiality cannot be guaranteed where disclosure is required by law or necessary for a fair investigation.

16. Protection against retaliation

The Company shall not tolerate retaliation against any person who raises a genuine concern in good faith.

No person shall be subjected to improper disadvantage, intimidation or harassment for reporting suspected bribery or corruption.

The Company recognises that statutory whistleblowing protections may apply to eligible workers under the Public Interest Disclosure Act 1998 and related legislation.

This policy does not restrict any person's right to report suspected criminal conduct to the police or other appropriate authorities.

17. Investigation of allegations

Where an allegation of bribery or corruption is received, the Board shall ensure that it is considered promptly, fairly and proportionately. The Board may:

- conduct an initial assessment.
- preserve relevant records and evidence;
- appoint an independent investigator or professional adviser;
- suspend relevant delegated authorities where necessary and lawful;
- review affected contracts or financial transactions;
- obtain legal advice; and
- refer suspected criminal conduct to the appropriate authorities.

Any director implicated in an allegation must not control or improperly influence the investigation.

The Company shall avoid actions that could prejudice a criminal investigation.

18. Consequences of breach

A breach of this policy may result in appropriate action, depending on the seriousness of the circumstances. Such action may include:

- formal censure;
- withdrawal of delegated responsibilities;
- review or termination of contractual arrangements;
- recovery of losses where legally recoverable;
- action under the Company's Articles of Association;
- referral to professional or regulatory bodies; and
- referral to law enforcement authorities.

Serious breaches may constitute criminal offences under the Bribery Act 2010 or other applicable legislation.

19. Responsibilities of the board

The Board of Directors has overall responsibility for implementing and overseeing this policy.

The Board shall:

- promote a culture of honesty and integrity;
- ensure that appropriate financial and procurement controls are maintained;
- review material bribery and corruption risks periodically;
- require appropriate disclosures from relevant service providers;

- maintain suitable registers and records;
- ensure that reported concerns are properly considered;
- review this policy at least annually; and
- ensure that directors and relevant persons are made aware of their responsibilities.

20. Record keeping

The Company shall maintain accurate records relating to:

- procurement and tender decisions;
- significant contracts;
- financial approvals;
- gifts and hospitality;
- declarations of interests;
- relevant commission and remuneration disclosures; and
- reports and investigations concerning suspected misconduct.

Records shall be retained in accordance with applicable legal requirements and the Company's document retention arrangements.

The Company shall comply with relevant data protection and confidentiality obligations.

21. Review and amendment

The Board shall review this policy annually, or sooner where required by legislative changes, material changes in the Company's activities or identified governance concerns.

Amendments shall be approved by the Board and recorded in the minutes. Amendments so approved shall be posted to the Company’s website within five business days and be put to the next general meeting for further approval. Where such general meeting does not approve such amendments, they shall be deemed to be abrogated from the date of such meeting.

22. Adoption

This policy was approved by resolution of the Board of Directors of the Company on [] 2027.

This policy was further approved by the general meeting of the Company on [] 2027