

## Sharp Group Anti-Bribery and Corruption Policy

Doc: No P-20

Issue Date: 28.09.20

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Procedure Approved By:

Ivan Nolan

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### Anti-Bribery and Corruption Policy

1.1 Sharp Group is committed to applying the highest standards of ethical conduct and integrity in its business activities in Ireland. Every employee and individual acting on Sharp Group's behalf is responsible for maintaining our reputation and for conducting company business honestly and professionally.

1.2 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 wherever we operate. In order to facilitate this, we have developed and will maintain and continually improve our anti bribery management system. This will involve not only compliance with our own system, but also relevant legislation that impacts Anti Bribery within ROI.

#### Responsibilities:

- The **Managing Director** is responsible for working with Sharp Group Management Team and Staff in relation to internal communications in relation to AB matters and assignment of individuals with suitable skills, status, authority and independence to the Compliance Function Team
- The **Management Team** is responsible for the overall compliance of the Antibribery Management system and that it is applied implemented across the business
- The **Departmental Managers** are responsible for the application, implementation and compliance of the Antibribery Management system in their respective departments
- All **Staff** outside of management will have received this policy, Whistleblowing policy and related documents, will have induction training, ongoing compliance training and Due Diligence checks. It is their responsibility to comply to the management system and raise concerns to the relevant persons as appropriate.
- The **MS Coordinator** (Compliance Officer) is responsible for the implementation of the Antibribery Management system
- The **Protected Disclosures Manager** is responsible for all whistleblowing, antibribery and corruption disclosures internally and externally in relation to Sharp Group.
- The **AB Compliance Team** who are competent in their relevant disciplines will assist the Directors and MS Coordinator in managing

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Directors: Ivan Nolan, Jean Nolan, Jason Shields  
Company Reg No: 311660

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communications regarding anti bribery policies and requirements. The Compliance Function shall have direct and immediate access to the Managing Director should it need to discuss issues relating to anti-bribery matters, in which any problem or suspicion needs to be raised in relation to acts of corruption or to the company's Anti-bribery System.

- The **AB Compliance Team** responsibilities include providing consultancy and answers to Individuals of the Sharp Group in response to any doubts or questions relating to anti-bribery matters.
- The Management system will be risk assessed through Internal Audits to find the effectiveness of the System
- Non-compliance will be remediated, and control improvements implemented
- The **AB Compliance Function** shall monitor the implementation of this policy and shall review the contents of this policy and overall business compliance on a quarterly periodic basis to ensure that it remains as effective as possible.
- Outcomes of the activities shall be submitted to the company directors & Managing Director on the adequacy and implementation of the AB Management including results of investigations and Audits.
- The **Compliance function** will, irrespective of other roles, maintain independence in assessing and managing the organisations ABMS. This may involve the utilisation of appropriate outside resource where required

### REFERENCES:

- [IP10- Whistleblowing Policy](#)
- [IF09E Anti-Bribery Risk Assessment](#)
- [QEHS 01 Context Documents](#)

The purpose of this policy statement is to:

- a) set out our responsibilities, and of those working or providing services for us, (which for the purpose of the Bribery Act includes service providers of Sharp Group), in observing and upholding our position on bribery and corruption;
- b) provide information and guidance as to how we expect those working for us to conduct themselves and how to recognise and deal with bribery and corruption issues; and
- c) how to raise concerns with us including any breaches of this policy statement.

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Sharp Group's Management Team are committed to implementing and enforcing effective systems throughout Sharp Group

### 2) What is bribery?

A bribe, broadly, is an inducement or reward offered, requested, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. This can be in the context of giving or receiving. An offence is committed when the bribe is coupled with an intention of inducing, a reward for or in anticipation for a person to improperly perform their function or if the request, agreement to accept or acceptance of the bribe itself constitutes or is believed to constitute the improper performance of an activity. In addition, offering a bribe to a public official to induce that public official to obtain or retain business or an advantage in the conduct of business (and that is not permitted by local laws), will also be an offence.

### 3) Responsibilities

The prevention, detection and reporting of bribery and other forms of corruption is the responsibility of all those working for us, or supplying services to us, or under our control. All Sharp Group employees are required to raise any concerns with us as set out in section 8.1

### 4) Gifts and Hospitality

Sharp Group permits normal and appropriate corporate entertainment, gifts, hospitality and promotional expenditure (given and received) to or from third parties that is undertaken:

- a) for the purpose of establishing and maintaining good business relationships
- b) to improve the image and reputation of Sharp Group
- c) to present Sharp Group's goods/services effectively

provided that it is:

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- a) in good faith
- b) not offered, promised or accepted to secure an advantage for its employees or associated persons or to influence the impartiality of the recipient.

The giving of gifts by Sharp Group employees is prohibited unless they have been given prior approval by the Directors. With regard to our employees receiving gifts, unless approval has been provided by the appropriate Head of Department, gifts that exceed a €50 threshold must be declined and will be recorded. Gifts in the form of cash must never be accepted by our employees or service providers and therefore must not be offered and any offers of cash must be immediately reported to the relevant Sharp Group Senior Management Team. The giving or receiving of promotional material is not considered a gift.

The giving and receiving of corporate entertainment and hospitality for our employees should not exceed an approximate value of €50 per head, exceed the frequency of once per annum without prior approval by a Sharp Group Senior Management member where possible and reasonable to do so in the circumstances. The giving and receiving of corporate entertainment and hospitality is not permitted around Tender negotiations for any exception.

The test to be applied is whether in all the circumstances, the gift, entertainment or hospitality is reasonable and justifiable. We expect the intention behind the gift to always be considered.

### 5) What is not acceptable?

There are many scenarios where there will be a breach of the Bribery Act 2010, however below are some non exhaustive scenarios as to what we think is not acceptable for employees or service providers of Sharp Group to do, namely:

- a) give, promise to give, or offer, a payment, gift or hospitality to a third party with the expectation or hope that a business advantage will be received, or to reward a

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business advantage already given; for example, offering a gift to customer "a" to provide information on prices provided by supplier "a" for similar products and / or services so that we can gain a business advantage in tendering.

b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure; for example offer a gift or inducement to a council official for favourable treatment in an official application for a permit or licence

c) give, offer or promise to a public official to induce that public official to obtain or retain business or an advantage in the conduct of business (and that is not permitted by local laws), request, agrees to receive or accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them; for example offer a gift or inducement to a council official for favourable treatment in an official tender for a contract

d) request, agrees to receive or accept payment from a third party knowing or suspecting it is offered with the expectation that it will obtain a business advantage for them; for example provide financial information to a competitor for a tendered project or contract

e) accept a gift or hospitality from a third party knowing or suspecting that it is offered or provided with an expectation that a business advantage will be provided by Sharp Group in return ; accept a gift from a third party to "turn a blind eye" to a security breach of a clients site

f) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; and

g) engage in any activity that might lead to a breach of this policy

### 6) Facilitation payments and kickbacks

We, and our service providers should not make, and should not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. Kickbacks are typically payments made in return for a business

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favour or advantage. We expect all employees and service providers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

If you are asked to make a payment on behalf of Sharp Group, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment.

Any transactions in contracts and documentation must be recorded so that there is never any attempt to hide the way a contract will work.

### 7) Record Keeping

We and our service providers are expected to keep financial records and have appropriate internal controls in place which will evidence the business reason for giving and/or receiving payments from/to third parties.

Compliance with the provisions of this policy is also monitored periodically by Sharp Group Internal Audit Function, with the procedures stipulated by the Compliance and Audit Plan.

### 8) Due Diligence

For cases in which the corruption risk assessment conducted on: (i) specific categories of transactions, projects or activities, (ii) relations planned or under way with specific categories of relevant third parties, or (iii) specific categories of Individuals of Sharp Group, detect a moderate corruption risk, the Anti-bribery System requires that the organisation assess the nature and extent of the corruption risk associated with such transactions, projects or activities, relevant third parties or categories of Individuals of Sharp Group.

This assessment is conducted by carrying out Due Diligence which serves to obtain sufficient information so as to ascertain the level of corruption risk ('Due Diligence'). Due Diligence must be updated at regular intervals so as to give due consideration to any change of circumstances of fact, or to new relevant information.

### 9) Raising Concerns

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If you believe this policy has been breached, or suspect it may have been breached, in any way please contact the Protected Disclosure Manager at [jason@sharpgroup.ie](mailto:jason@sharpgroup.ie) or the Sharp Group Managing Director.

Note that the company will not subject any person or persons to any form of reprisal or disciplinary action for reporting suspicions or actual incidents of breach of anti bribery policy, unless the individual is directly involved with or complicit in the act in question. Furthermore, there will be no reprisals for anyone who, refusing to participate in or turning down any activity in respect of which they have reasonably judged there to be a more than low risk of bribery that has not been mitigated by Sharp Group. In some situations, Sharp Group may utilise outside counsel or accounting resources to assist in conducting the investigation.

A handwritten signature in blue ink, appearing to read "Ivan Nolan".

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Ivan Nolan

Managing Director

Date 21.08.20