# INTEGRATED MANAGEMENT SYSTEM

# QACPL08 – ANTI-BRIBERY & CORRUPTION POLICY

This panel must be completed at each revision once approved for issue.

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| Prepared By | S. Brooks<br>ISO Compliance Coordinator |  |
| Approved By | D. Allan<br>Managing Director |  |
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Office Copy - Uncontrolled when Printed.


Head Office
DiveCo Marine Ltd
Unit B3, Springhead Enterprise Park,
Northfleet, KENT
DA11 8HB

Southern Office
DiveCo Marine Ltd
Unit 6&7, Haven Quay,
Lymington, Hampshire
SO41 9AZ

Eastern Office
DiveCo Marine Ltd
Unit 18, Cutlers Road,
South Woodham Ferrers, Essex
CM3 5XJ

www.diveco.co.uk
info@diveco.co.uk
01634 566560

Co Reg. No: 8622179
VAT No: 168 8605 64

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## 1.0 PURPOSE

The purpose of this policy is to establish controls to ensure compliance with all applicable anti bribery and corruption requirements, and to ensure that DiveCo Marine Ltd conducts its business in an honest, ethical and socially responsible manner.

## 2.0 POLICY STATEMENT

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised or provided to gain any commercial, contractual, regulatory or personal advantage.

DiveCo Marine Ltd takes a zero-tolerance approach to bribery and corruption. The Company is committed to acting professionally, fairly and with integrity in all business dealings and relationships wherever we operate. The Company will implement and enforce proportionate and effective systems to prevent bribery and corruption.

The Company will comply with all laws relevant to countering bribery and corruption in the jurisdictions in which it operates. DiveCo Marine Ltd remains bound by the laws of the United Kingdom, including the Bribery Act 2010, in respect of its conduct both in the United Kingdom and abroad. The Bribery Act 2010 includes offences relating to bribing another person, being bribed, bribery of a foreign public official, and corporate liability for failure to prevent bribery.

Bribery and corruption carry serious consequences for individuals and the Company, including imprisonment, fines, exclusion from tendering for public contracts and reputational damage. DiveCo Marine Ltd takes its legal and ethical responsibilities seriously.

## 3.0 SCOPE

### *3.1. Who is covered by this Policy*

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, or any other person associated with the Company, wherever located.

In this policy, third party means any individual or organisation encountered during the course of work and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers and government and public bodies, including their advisers, representatives and officials, politicians and political parties. This policy covers bribes, gifts and hospitality, facilitation payments, political contributions and charitable contributions.

### *3.2. Bribes*

Personnel shall not engage in any form of bribery, either directly or through any third party. Personnel shall not bribe a foreign public official anywhere in the world.

### *3.3. Gifts and Hospitality*

Personnel shall not offer, give, request or accept any gift, hospitality, entertainment or other advantage which could be regarded as illegal or improper, which violates the recipient's policies, which is in cash, or where there is any suggestion that a return favour will be expected or implied. Gifts or hospitality shall not be offered or given to public employees, government officials or representatives, politicians or political parties.

Where approval is required, it shall be obtained from an appropriate Director. If it is not appropriate to decline an offer, the gift or hospitality may be accepted provided it is declared to the line manager and recorded in the Company register. Where suitable, items may be donated to charity.

The test to be applied is whether, in all the circumstances, the gift or hospitality is reasonable and justifiable. The intention behind the gift shall always be considered. Local management may define practical guidance consistent with this policy and sector expectations.

### *3.4. Facilitation Payments and Kickbacks*

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, and not to obtain or retain business or any improper advantage. DiveCo Marine Ltd prohibits facilitation payments.
The Company recognises that personnel may face exceptional situations where there is a credible risk to personal safety and where a facilitation payment appears unavoidable. In such cases, the following steps shall be taken:

- Keep any amount to the minimum.
- Create a record concerning the payment and the circumstances.
- Report the matter to the line manager and the Managing Director as soon as practicable.

Any such incidents shall be recorded and reviewed by senior management in order to evaluate risk and develop strategies to prevent recurrence.

### *3.5. Political Contributions*

DiveCo Marine Ltd does not make donations, whether in cash or in kind, in support of political parties or candidates.

### *3.6. Charitable Contributions*

Charitable support and donations are acceptable and may include in kind services, knowledge, time or direct financial contributions. Personnel shall ensure that charitable contributions are not used to conceal bribery. Charitable donations shall be legal and ethical under local laws and practices and shall not be offered or made without the prior approval of the Managing Director. Charitable contributions shall be recorded and, where appropriate, disclosed.

### *3.7. Competition Law – Policy Statement*

Competition law prohibits agreements between two or more businesses that prevent, restrict or distort competition. It ensures that companies compete with each other on a “level playing field”, with the objective of seeking a fair deal for our customers. This policy statement sets out the requirement that every employee, and other persons engaged by DiveCo, is aware of possible competition law issues concerning the Company and knows how to escalate those for consideration.

Therefore, DiveCo Marine Ltd is committed to free, fair and open competition and our policy is to comply fully with all aspects of UK competition law (*i.e. the Competition Act 1998, Enterprise Act 2002, or the Digital Markets, Competition and Consumers Act 2024).* Breaches of these laws can have major consequences for our company and the individuals who represent us. These include significant fines, damaging publicity, disqualification of company directors and possible criminal penalties, such as imprisonment. Any investigation of a potential breach of competition law is likely to be extremely time consuming and costly for us and there can be significant reputational costs.

Competition law prohibits:

- agreements between two or more businesses that prevent, restrict or distort competition.
- Any agreement with a competitor to fix prices, rig bids, agree on cover pricing, divide customers or markets, or to limit supply is strictly prohibited. The concept of an 'agreement' is extremely broad; it can include written or verbal agreements, informal arrangements such as a "gentlemen's agreement", or a simple "understanding".
- Sharing or receiving competitively sensitive information with/from a competitor, even at a single meeting, can also be illegal. This includes any non-public information relating to the strategy of a business which might influence the strategy of a competitor e.g. pricing, terms offered to customers, details of upcoming bids, customer details, strategic plans and costs (including rates paid to employees / contractors). Even the unilateral receipt of such information can be a breach – if any such information is shared with you, you must quickly and explicitly reject the information, distance yourself from any further conduct.

We have set out guidelines below that will help to ensure we operate, and are seen to operate, pro-competitively and in accordance with the law.

**You must:**

- comply with this Competition Law Policy Statement and any related procedures or standards.
- quickly and explicitly reject any inappropriate receipt of commercially sensitive information from a competitor.
- escalate any contacts with competitors (including accidental disclosure) which may raise competition issues by notifying your line manager or Managing Director.
- gather market intelligence only from publicly available resources or in accordance with an approved benchmarking process
- seek advice if unsure how to proceed
- report any suspected or actual breaches of this policy promptly and accurately to your line manager or the Managing Director. You must do this even if you/DiveCo are not directly involved. We must take active steps to distance ourselves from all competition law breaches; staying quiet is not an option
- be alert to 'red flags' and immediately report or seek guidance about them
- understand high areas of risk and stay alert to them (such as considering and entering into joint ventures, joint purchasing, joint bidding etc. or events at which competitors are present).

**You must not:**

- enter into agreements or arrangements or have discussions (including over email, social media or other communication tools) with competitors or potential competitors in relation to:
  - the price or any other terms on which DiveCo does business, including the terms offered to any customer or regarding any tender
  - dividing up or allocating tenders, projects, territories or customers, for example, by agreeing who should bid or not bid for particular contracts, or rotating who should win particular contracts
  - recent, current or intended bids, sales, prices, discounts or terms of business etc.
  - boycotting particular customers or suppliers or acting together to impose conditions on a customer or supplier
  - appetite or otherwise for any particular tender or any details of how we are intending to respond to a tender

  - our costs, including the prices we get from any part of the supply chain (whether or not we use them), including the cost of employee salaries / rates paid to contractors.
- exchange any commercially sensitive information (such regarding any of the topics above) with competitors directly or intentionally passing this information via an intermediary (including a customer or supplier)
- abuse a dominant market position (if this applies to your business line), for example, by creating unnecessary/unreasonable barriers to entry or to drive competitors out of the market.

**Whistleblowing - How to Report to the Competition and Markets Authority (CMA)**
You can report suspected anti-competitive behaviour or consumer law breaches to the CMA via:

- General Whistleblowing Hotline: Call 020 3738 6556 or email whistleblower@cma.gov.uk

What can be reported:

- Competition Law Breaches: Anti-competitive behaviour, price-fixing, market-sharing, or cartel activity.
- Consumer Law Breaches: Practices that harm consumers or violate fair trading regulations

## 4.0 RESPONSIBILITIES

All personnel must read, understand and comply with this policy. The prevention, detection and reporting of bribery and corruption are the responsibility of everyone working for, or on behalf of, the Company. Personnel must avoid any activity that might lead to, or suggest, a breach of this policy and must notify their Supervisor or the Managing Director as soon as possible if they believe or suspect that a breach has occurred or may occur.

Any employee who breaches this policy may face disciplinary action, up to and including dismissal for gross misconduct. The Company reserves the right to terminate contractual relationships with contractors, suppliers and other third parties who breach this policy.

## 5.0 RECORD KEEPING AND FINANCIAL CONTROLS

DiveCo Marine Ltd shall keep accurate financial records and maintain appropriate internal controls to evidence the legitimate business reason for payments to third parties.

Personnel must declare and keep a written record of all hospitality or gifts offered or accepted. This information shall be subject to managerial review and recorded within the Company register.

Expenses claims relating to hospitality, gifts or third-party expenses shall be submitted in accordance with the Company expenses arrangements and shall record the reason for the expenditure. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties shall be prepared and maintained with strict accuracy and completeness. No accounts shall be kept off book to facilitate or conceal improper payments.

## 6.0 HOW TO RAISE A CONCERN

Personnel are encouraged to raise concerns about any issue or suspicion of bribery, corruption or malpractice at the earliest possible stage. If a person is unsure whether a particular act constitutes bribery or corruption, or has any other queries or concerns, these should be raised with their Supervisor or the Managing Director.

Concerns may also be raised in accordance with the Company Whistleblowing Policy (QACPL06). Where fraud is suspected, reports may also be made to the national reporting service, Report Fraud (formerly Action Fraud), by telephone on 0300 123 2040.

**7.0 WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION**

If a person is offered a bribe by a third party, is asked to make one, suspects that this may happen in the future, or believes that they are a victim of unlawful activity, the matter shall be reported to the Managing Director without delay. Where appropriate, external reporting routes may also be used.

**8.0 PROTECTION**

DiveCo Marine Ltd aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. The Company is committed to ensuring that no one suffers detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith a suspicion that an actual or potential offence has taken place or may take place in the future.

Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If a person believes they have suffered detrimental treatment, they shall inform their line manager, who will escalate the matter to the Managing Director if required. If the matter is not remedied, the individual should raise it formally using the Company grievance arrangements.

**9.0 TRAINING AND COMMUNICATION**

Training on this policy forms part of the induction process for all new employees. Relevant personnel will receive appropriate training on how to implement and adhere to this policy.

The Company zero tolerance approach to bribery and corruption shall be communicated to suppliers, contractors and business partners at the outset of business relationships and as appropriate thereafter.

**10.0 OWNERSHIP**

The Directors have overall responsibility for ensuring that this policy complies with legal and ethical obligations. The Managing Director has day to day responsibility for implementing this policy, monitoring its effectiveness and dealing with queries on interpretation. Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this policy.

**11.0 MONITORING AND REVIEW**

The Managing Director will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified shall be implemented as soon as practicable. Internal control systems and procedures may be subject to review or audit to provide assurance that they are effective in countering bribery and corruption.

All personnel are responsible for the success of this policy and should ensure that they use it to disclose any suspected wrongdoing.

**12.0 SUBCONTRACTORS/PROCUREMENT**

Procurement and contracting are high-risk areas for corruption. Corrupt employees in the procurement and contracting function may solicit or accept bribes and kickbacks from bidders and contractors. They can manipulate procurement processes to favour particular bidders, disguise the basis of decisions to award contracts and even generate funds to be paid to bidders to pay bribes or to be returned in kickbacks.

DiveCo should ensure that it has effective procedures to counter bribery and corruption in its procurement and contracting processes. This will include tailored training for staff, financial controls over payments to contractors. The company should also communicate the anti-bribery programme to contractors and suppliers, and include anti-bribery provisions in contracts, and conduct rigorous monitoring of transactions and high-value contracts.

The line manager and/or Division Manager must be advised as soon as possible that bribery or corruption in any part of our business or supply chain is believed or suspected. If it is uncertain whether a particular act may constitute a bribe or corruption, encourage you to still raise it.

All Sub-contractors will ensure that they are fully conversant with DiveCo Marine's Antibribery Policy and will comply with it if they do not have a policy of their own.

## 13.0 RELATED DOCUMENTS AND RECORDS

- QACPL06 – Whistleblowing Policy.
- QACPL10 – Prevention of Tax Evasion Policy.
- QACPL11 – Fraud Policy.
- QACPL12 – Counterfeit, Fraudulent and Suspect Items (CFSI) Policy.
- QACPL14 – Ethical Code of Conduct.
- Expenses and business conduct arrangements (as applicable).
- Gifts and Hospitality Register (record).
- Charitable Donations Register (record).