

Solidatus anti-bribery and corruption policy

Version: 1.0

Date: 03 February 2018

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1. Summary of policy

Threadneedle Software Holdings Ltd (“Solidatus” or the “Group”) is fully committed to the fight against financial crime and makes every effort to remain in full compliance with all applicable financial crime compliance laws, regulations and standards in all of the jurisdictions in which it operates. The Group understands the critical importance of having effective and sustainable controls to combat financial crime in order to protect its reputation and to meet its legal and regulatory obligations.

1.1 Prevention of financial crime

As an organisation committed to the prevention of financial crime, the Group establishes clear lines of internal accountability, responsibility and reporting. Primary responsibility for the prevention of financial crime rests with the board, which must ensure that appropriate internal controls are in place and operating effectively and that staff are adequately trained. The board is supported in meeting this responsibility by the Legal and Compliance functions. In addition, a comprehensive Global Financial Crime Compliance Risk Assessment is to be completed on an annual basis to analyse and determine the areas of the Group which present financial crime risk and to support the effective management of such risk.

1.2 Anti-bribery and corruption

Solidatus has a Group-wide Anti-Bribery and Corruption (“ABC”) approach that is based upon the UK Bribery Act and following the Wolfsberg Anti-Bribery and Corruption Compliance Programme¹. The ABC approach and procedures are binding on all Group offices unless a specific dispensation has been formally approved in accordance with the applicable requirements. In addition, all overseas offices of the Group are required to comply with their local financial crime laws and regulations, which may be more stringent.

Compliance with such procedures and controls, and with the ABC approach and procedures, are monitored locally and at Group level. The ABC approach and procedures are subject to regular review to support continuous improvement.

¹ <https://www.wolfsberg-principles.com/sites/default/files/wb/pdfs/wolfsberg-standards/3.%20Wolfsberg-Group-ABC-Guidance-June-2017.pdf>

1.3 Key aspects

Key aspects of the ABC approach and procedures include:

- oversight and governance
- a risk assessment process
- communication and training
- review and pre-approval processes
- risk rating of and due diligence on third party relationships
- confidential reporting; financial controls and record-keeping
- and independent testing processes.

The Group strictly prohibits bribery in any form – including the use of ‘facilitation payments. The Group does not allow charitable donations, sponsorships and direct or indirect contributions to political parties or organisations to be used as a subterfuge for bribery.

2. Anti-bribery and corruption

2.1 Summary of policy

2.1.1 Employees

Employees are prohibited from offering, requesting, or accepting bribes and other improper financial advantages. Employees may not provide anything of value to obtain or retain business or any advantage, financial or otherwise. “Anything of Value” extends beyond cash to include improper gifts, entertainment, charitable and political contributions, and employment or internships for clients, government officials, or their related persons. The prohibition against the provision of “Anything of Value” applies not only to government officials and employees or officials of organisations with government ownership or control, but also includes clients, suppliers, and any person with whom Solidatus does or anticipates doing business. Solidatus expects all of its agents and suppliers to act at all times in compliance with applicable anti-bribery and corruption laws and regulations.

2.1.2 Risk management

The Group adopts a risk-based approach to the assessment of bribery and corruption risks. The Group’s approach to risk management to the management of all business risks, including bribery and corruption. The Group will ensure that there are adequate skilled resources in all lines of defence to manage ABC risk within the Group’s 2LOD process (Staff – process owner, overseen by the Executive – business owner).

2.2 Employment

Employment opportunities, whether permanent or temporary in nature, must not be used as an inducement to anyone to act improperly so as to obtain or retain an advantage in business. Staff must retain accurate books and records of transactions or decisions relating to the Policy or any associated procedures. Staff must report any concerns they may have with respect to non-compliance with this Policy. The Group maintains processes to enable staff to raise such concerns in confidence.

2.3 Third parties

The Group prohibits bribery committed by third parties acting on its behalf. The Group mandates appropriate due diligence on all such third parties, and the application of suitable contractual terms and governance to reduce the risk of bribery. The Group will consider whether to terminate its relationship with an associated person (including an intermediary) who commits, or is suspected to have committed, bribery.

The Group will not disadvantage any Staff or other person associated with the Group on account of their refusal to commit bribery. Staff found to have breached this Policy will be subject to disciplinary proceedings. Potential penalties include the termination of employment.

Document control

Version history

Version	Date	Approved by	Notes
V0.1	03/02/2018	Board	Initial version