



corporate criminal offence policy

Armada Training Solutions Ltd (Armada) is committed to conducting business in an honest and ethical manner. We take a zero-tolerance approach to tax evasion and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter tax evasion.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by UK laws, including the Criminal Finances Act 2017, in respect of our conduct both at home and abroad.

The purpose of this policy is to set out the responsibilities of Armada, and of those working for Armada and on our behalf, in observing and upholding our position on bribery and corruption; and to provide information and guidance to those working for and on our behalf on how to recognise and deal with tax evasion.

It is a criminal offence to aid tax evasion. Individuals found guilty can be punished by imprisonment and/ or a fine. As an employer, if Armada fails to prevent tax evasion, we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.

In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties. This list is not exhaustive. There may be other parties who you come into contact with in the course of your employment, and to whom this policy also applies.

This policy does not form part of any employee's contract of employment and we may amend it at any time.

1. Who must comply with this policy?

This policy applies to all persons working for Armada, or on Armada's behalf, in any capacity, including:

- Employees at all levels, directors, managers, administrators and all other staff.
- Trainers and other external consultants and third-party representatives.

2. Who is responsible for the policy?

The Managing Director has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Managing Director also has primary and day- to-day responsibility for implementing this policy, monitoring its use and effectiveness and dealing with any queries about it.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.



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3. What is CFA and tax evasion?

The Criminal Finances Act 2017 (CFA) was introduced in 2017, implementing two strict liability corporate offences for the failure to prevent the facilitation of UK and foreign tax evasion. The rules that took effect on 30 September 2017, apply to all companies and partnerships, and carry the risk of an unlimited fine and significant reputational damage.

Previously, if an individual evaded tax and was facilitated by the advice or actions of those in a corporation, although the individuals and individual's directly facilitating would have committed a crime the corporate entity itself would not necessarily be liable.

The CFA introduced two new Corporate Criminal Offences (CCO), so a corporation may now be prosecuted for failing to prevent the facilitation of:

- UK tax evasion.
- Foreign tax evasion – covering the evasion of foreign taxes where there is some element within the UK.

All companies must be able to demonstrate that they have taken reasonable measures to prevent the facilitation of tax evasion by its associated persons. Unless firms can show that they had reasonable procedures in place, or evidence why it was unnecessary for them to have done so, they may end up being guilty of a criminal offence.

4. Global application

The CFA legislation is applicable to non-UK tax issues and therefore the CFA should be considered in respect of all associated parties, UK or non-UK based.

5. Associated persons

This policy covers all activities with associated persons.

An associated person of Armada is defined as an employee, third-party trainer or other person who performs services for or on behalf of Armada.

6. Implementation

Armada adopts the following guiding principles when developing processes and systems within the business to comply with CFA:

- *Proportionality of risk-based procedures.*
Reasonable procedures will be adopted to prevent associated persons from criminally facilitating tax evasion. These are set out below.
- *Top level commitment.*
A zero-tolerance approach to tax evasion is applied to our business relationship with all clients and suppliers.
- *Communication.*
Management will ensure that all current employees are aware of this policy and our obligations
- *Monitoring and review.*
Ongoing monitoring is undertaken.
- *Governance policies.*
Armada takes financial governance seriously. This policy will be implemented alongside other related policies, including our Anti-bribery and corruption, Code of ethics and Whistleblowing policies.



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7. Your responsibilities

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of tax evasion is the responsibility of all those working for Armada. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify the Managing Director as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future.

8. How to raise a concern

You should raise concerns about any issue or suspicion of tax evasion at the earliest possible stage.

If you become aware of tax evasion, or a flag of suspicious activity, you must notify the Managing Director as soon as possible.

If you are unsure about whether a particular act constitutes tax evasion, raise it with the Managing Director.

9. Protection

Individuals who raise concerns or report wrongdoing may be worried about possible repercussions. We aim 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.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in tax evasion, or because of reporting in good faith their suspicion that an actual or potential tax evasion offence has taken place, or may take place in the future. If you believe that you have suffered any such treatment, you should inform the Managing Director immediately.

10. Breaches of this policy

Any employee who breaches this policy will face disciplinary action. This could result in dismissal for misconduct or gross misconduct.

We may terminate our relationship with trainers or other individuals and organisations working on our behalf if they breach this policy.

Potential risk scenarios: “red flags”

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery, anti-corruption and tax evasion laws. The list is not intended to be exhaustive and is for illustrative purposes only.

- You become aware that an employee, trainer or other third party engages in, or has been accused of engaging in, improper business practices.
- You learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them.
- A third party insists on receiving a commission or fee payment before committing to sign up to a contract with Armada.
- A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.



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- A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business.
- A third party requests an unexpected additional fee or commission to “facilitate” a service.
- A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
- A third party requests that a payment is made to overlook potential legal violations.
- A third party requests that you provide employment or some other advantage to a friend or relative.
- You receive an invoice from a third party that appears to be non-standard or customised.
- A third party insists on the use of side letters or refuses to put terms agreed in writing.
- You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided.
- A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Armada.
- You are offered an unusually generous gift or lavish hospitality by a third party.

Signed:

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