

## **JOULES ANTI-FACILITATION OF TAX EVASION POLICY**

### **Background**

In many countries (including the UK), it is a criminal offence to dishonestly evade tax or to assist or to facilitate others to do so. Tax evasion can deprive governments of the revenues needed to fund vital public services for the benefit of society and our communities. We therefore expect the businesses and people we engage with to comply with their tax obligations and ensure that they correctly report and pay the taxes to which they are liable.

The Harborough Hare Limited and any subsidiaries from time to time (collectively referred to as “**Joules**”) does not tolerate any of its employees or suppliers knowingly assisting, facilitating or encouraging tax evasion. For the purpose of this policy, “**suppliers**” includes (without limitation) service providers, manufacturers, agents, franchisees, contractors, consultants, business partners and distributors.

Joules is committed to the following principles:

- To carry out business fairly, honestly and openly.
- To not provide services or sell to parties where Joules knows or suspects that the services or the items sold will be misused or abused by a customer for the purposes of fraudulent tax evasion.
- To not buy services or goods from any supplier where Joules knows or reasonably suspects them not to be properly declaring their income and any relevant tax and duties in connection with those activities.
- Any colleague found to be in breach of these principles will face disciplinary action up to and including dismissal.
- No colleague will suffer demotion, penalty, or other adverse consequence for refusing to engage in the sale or purchase of services and goods where they reasonably suspect or know tax evasion to be taking place. Joules’ policy is not to engage in transactions where tax evasion is present or suspected to be present, even if it may result in Joules losing business.
- We expect all Joules suppliers to adhere to these principles and to this policy as a whole.

**Any concerns relating to a breach of this policy should be reported to your line manager or to the Finance Director as outlined in the policy below.**

## 1. Policy statement

- 1.1 It is Joules' policy to conduct all business in an honest and ethical manner, and to take a zero-tolerance approach to facilitation of tax evasion, whether under UK law or under the law of any foreign country.
- 1.2 Joules is committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, and to implementing and enforcing effective systems to counter tax evasion facilitation.
- 1.3 Joules upholds all laws relevant to countering tax evasion in all the jurisdictions in which it operates, including but not limited to the Criminal Finances Act 2017.

## 2. About this policy

- 2.1 The purpose of this policy is to:
  - (a) set out Joules' responsibilities, and of those working for/with Joules, in observing and upholding Joules' position on preventing the criminal facilitation of tax evasion; and
  - (b) provide information and guidance to those working for/with Joules on how to recognise and avoid tax evasion.
- 2.2 As an employer, if Joules fail to prevent its employees or suppliers facilitating tax evasion, it can face criminal sanctions including an unlimited fine, as well as exclusion from tendering for public contracts and damage to its reputation. Joules therefore takes its legal responsibilities seriously.
- 2.3 A number of particular risks for Joules' business have been identified. To address these risks, a risk assessment has been prepared with input from across the Joules business. As a result of the risk assessment, a number of controls have been implemented and will be regularly reviewed.
- 2.4 In this policy, **third party** means any individual or organisation a Joules employee or supplier comes into contact with whilst working for/with us, and includes actual and potential clients, customers, suppliers and government and public bodies, including their advisers, representatives and officials, politicians and political parties.
- 2.5 This policy does not form part of any employee's contract of employment and Joules may amend it at any time.

### 3. Who must comply with this policy?

This policy applies to all Joules colleagues and all Joules suppliers , wherever located.

### 4. Who is responsible for the policy?

- 4.1 The board of directors has overall responsibility for ensuring this policy complies with Joules' legal and ethical obligations, and that all those under its control comply with it.
- 4.2 The Finance Director has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in preventing the facilitation of tax evasion.
- 4.3 Management at all levels is responsible for ensuring their respective teams understand and comply with this policy and are given adequate and regular training on it.
- 4.4 Please feel free to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Finance Director.

### 5. What is tax evasion facilitation?

- 5.1 For the purposes of this policy:
  - (a) **Tax evasion** means the offence of cheating the public revenue or fraudulently evading UK tax, and is a criminal offence. The offence requires an element of fraud, which means there must be deliberate action, or omission with dishonest intent;
  - (b) **Foreign tax evasion** means evading tax in a foreign country, provided that conduct is an offence in that country and would be a criminal offence if committed in the UK. As with tax evasion, the element of fraud means there must be deliberate action, or omission with dishonest intent; and
  - (c) **Tax evasion facilitation** means being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person, or aiding, abetting, counselling or procuring the commission of that offence. Tax evasion facilitation is a criminal offence, where it is done deliberately and dishonestly.
- 5.2 Under the Criminal Finances Act 2017, a separate criminal offence is automatically committed by a corporate entity or partnership where the tax evasion is facilitated by a person acting in the capacity of an "associated person" to that body. For the offence to be made out, the associated person must deliberately and dishonestly take action to

facilitate the tax evasion by the taxpayer. If the associated person accidentally, ignorantly, or negligently facilitates the tax evasion, then the corporate offence will not have been committed. The company does not have to have deliberately or dishonestly facilitated the tax evasion itself; the fact that the associated person has done so creates the liability for the company.

- 5.3 Tax evasion is not the same as tax avoidance or tax planning. Tax evasion involves deliberate and dishonest conduct. Tax avoidance is not illegal and involves taking steps, within the law, to minimise tax payable (or maximise tax reliefs).
- 5.4 In this policy, all references to “tax” include national insurance contributions (and their equivalents in any non-UK jurisdiction).

## **6. Restricted activities**

- 6.1 Do not:
  - (a) engage in any form of facilitating tax evasion or foreign tax evasion;
  - (b) aid, abet, counsel or procure the commission of a tax evasion offence or foreign tax evasion offence by another person;
  - (c) fail to promptly report any request or demand from any third party to facilitate the fraudulent evasion of tax (whether UK tax or tax in a foreign country), or any suspected fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person, in accordance with this policy;
  - (d) engage in any other activity that might lead to a breach of this policy; or
  - (e) threaten or retaliate against another individual who has refused to commit a tax evasion offence or a foreign tax evasion offence or who has raised concerns under this policy.

## **7. Responsibilities**

- 7.1 Please read, understand and comply with this policy.
- 7.2 The prevention, detection and reporting of tax evasion and foreign tax evasion are the responsibility of all Joules colleagues and Joules suppliers, therefore please avoid any activity that might lead to, or suggest, a breach of this policy.
- 7.3 Please notify your line manager or the Finance Director as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if an employee or supplier asks to be paid into an offshore bank account, without good reason, or a supplier asks to be paid in cash, indicating that this will mean the payment is not subject to VAT. Further "red flags" that may indicate potential tax evasion or foreign tax evasion are set out in clause 12.

## **8. How to raise a concern**

- 8.1 You are encouraged to raise concerns about any issue or suspicion of tax evasion or foreign tax evasion at the earliest possible stage.
- 8.2 If you become aware of any fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person in the course of your work, or you are asked to assist another person in their fraudulent evasion of tax (whether directly or indirectly), or if you believe or suspect that any fraudulent evasion of tax has occurred or may occur, whether in respect to UK tax or tax in a foreign country, you must notify your line manager or the Finance Director as soon as possible.
- 8.3 If you are unsure about whether a particular act constitutes tax evasion or foreign tax evasion, raise it with your line manager or the Finance Director as soon as possible. Please note that the corporate offence is only committed where you deliberately and dishonestly take action to facilitate the tax evasion or foreign tax evasion. If you do not take any such action, then the offence will not be made out. However, a deliberate failure to report suspected tax evasion or foreign tax evasion, or "turning a blind eye" to suspicious activity could amount to criminal facilitation of tax evasion.

## **9. Protection**

- 9.1 Individuals who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Joules encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 9.2 Joules is committed to ensuring no one suffers any detrimental treatment as a result of:
- (a) refusing to take part in, be concerned in, or facilitate tax evasion or foreign tax evasion by another person;
  - (b) refusing to aid, abet, counsel or procure the commission of a tax evasion offence or a foreign tax evasion offence by another person; or
  - (c) reporting in good faith their suspicion that an actual or potential tax evasion offence or foreign tax evasion 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 you believe that you have suffered any such treatment, you should inform the Finance Director immediately. If the matter is not remedied, and you are an employee, you should raise it formally with your HR contact.

## **10. Training and communication**

- 10.1 Regular training on this policy will be provided as necessary, and such training may form part of wider financial crime detection and prevention training.
- 10.2 Our zero-tolerance approach to tax evasion and foreign tax evasion must be communicated to all suppliers at the outset of our business relationship with them and as appropriate after that.

## **11. Breaches of this policy**

- 11.1 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 11.2 We may terminate our relationship with suppliers if they breach this policy.

## **12. Potential risk scenarios: "red flags"**

The following is a list of possible red flags that may arise during the course of you working for/with us, and which may raise concerns related to tax evasion or foreign tax evasion. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for/with us, you must report them promptly to your line manager or to the Finance Director:

- (a) you become aware, in the course of your work, that a third party has made or intends to make a false statement relating to tax, has failed to disclose income or gains to, or to register with, HMRC (or the equivalent authority in any relevant non-UK jurisdiction), has delivered or intends to deliver a false document relating to tax, or has set up or intends to set up a structure to try to hide income, gains or assets from a tax authority;
- (b) you become aware, in the course of your work, that a third party has deliberately failed to register for VAT (or the equivalent tax in any relevant non-UK jurisdiction) or failed to account for VAT;
- (c) 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;
- (d) you become aware, in the course of your work, that a third party working for us as an employee asks to be treated as a self-employed contractor, but without any material changes to their working conditions;
- (e) a supplier is paid gross when they should have been paid net, under a scheme such as the Construction Industry Scheme;

- (f) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (g) a third party to whom we have provided services requests that their invoice is addressed to a different entity, where we did not provide services to such entity directly;
- (h) a third party to whom we have provided services asks us to change the description of services rendered on an invoice in a way that seems designed to obscure the nature of the services provided;
- (i) you receive an invoice from a third party that appears to be non-standard or customised;
- (j) a third party insists on the use of side letters or refuses to put terms agreed in writing or asks for contracts or other documentation to be backdated;
- (k) you notice that we have been invoiced for a commission or fee payment that appears too large or too small, given the service stated to have been provided; and/or
- (l) 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 us.