



DISCLOSURES POLICY

Policy description

This Policy provides core SITA rules to ensure full compliance with all disclosures of Gifts, Hospitality and Entertainment given or received and of any Conflicts of Interest that might exist between a SITA employee, their family, friends and a third party.

Policy owner

General Counsel

For questions related to this Policy, contact

Global Head of Ethics & Compliance

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SITA



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1 OUR COMMITMENT

- 1.1 As set out in the Code of Conduct and our Anti-Bribery and Corruption Policy SITA prohibits bribery and corruption in any form, anywhere it operates.
- 1.2 SITA recognises that Gifts, Hospitality and Entertainment may be an appropriate business practice in building business relationships and generating goodwill. However, improper or excessive Gifts, Hospitality or Entertainment can be a form of bribery or corruption and are prohibited under this Disclosures Policy (“Policy”).
- 1.3 This Policy also seeks to avoid Conflicts of Interest but, where they occur, manage them by making appropriate reports to management and the Ethics team as appropriate.
- 1.4 This Policy sets out a comprehensive set of standards and actions for all SITA employees, and compliance with this Policy is mandatory.
- 1.5 SITA is committed to act responsibly and ethically in all business dealings and, therefore, we will expect all employees, including the executive team, to disclose all Gifts, Hospitality and Entertainment, whether given or received, as well as any Conflicts of Interest.

2 POLICY STATEMENT

- 2.1 The purpose of this Policy is to set out SITA’s position on the giving and receiving of Gifts, Hospitality and Entertainment, and the declaration of any Conflict of Interest.
- 2.2 The key principle is that employees may not offer or accept Gifts, Hospitality or Entertainment that create or appear to create an expectation or obligation that you or SITA will give or receive something in return. In addition, it must not influence or appear to influence the independence of the giver or receiver.
- 2.3 Any Gift, Hospitality or Entertainment must be given as a legitimate justified business courtesy, never be in exchange for obtaining an inappropriate advantage or benefit and be compliant with any applicable laws, rules and regulations (including local laws and usual business practice).
- 2.4 No Gift, Hospitality or Entertainment must be offered to or accepted from any third party where SITA and the third party are involved in on-going commercial negotiations. This includes the negotiation of contracts any time shortly before, during or shortly after a tender process.
- 2.5 When providing or accepting any Gift, Hospitality or Entertainment, it must be recorded in line with this Policy in the Disclosures Register. It must also be in accordance with the applicable business expense policies and procedures and properly accounted for within the company records.
- 2.6 Conflicts of Interest, if not identified, disclosed and managed effectively, can cause you to be at risk of placing your private interests above those of SITA. This can result in the questioning of your actions, reputation and integrity. Which can have severe implications for you and SITA and in some cases give rise to serious wrongdoings, including corruption.
- 2.7 The primary principle is that SITA employees must seek to avoid situations that will impair, or appear to impair, their ability to do their job or to make fair and objective decisions in the best interests of SITA.
- 2.8 The aim of this Policy is to ensure that the highest standards of integrity are maintained and that it can never be suggested that there was an improper motive behind an offer or acceptance of a Gift, Hospitality or Entertainment or in other business relationships which might become a Conflict of Interest.
- 2.9 This Policy should be read in conjunction with SITA’s Anti-Bribery and Corruption Policy and the Code of Conduct.
- 2.10 All Gifts, Hospitality and Entertainment whether offered, given or received (whether accepted or not) and any existing or potential Conflicts of Interest must be recorded in the Disclosures Register.

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- 2.11 Employees are expected to exercise good judgement and, if in doubt, seek advice from their line manager or a member of the Ethics team.
 - 2.12 Employees must not pay for Gifts, Hospitality and Entertainment out of their own money or at their own cost as a means of evading the requirements of this Policy.

3 SCOPE

This Policy applies to SITA's operations globally, including all wholly owned legal entities, subsidiaries and affiliates worldwide, and to all directors, officers, employees and contractors of the foregoing.

The scope of this Policy only applies with respect to interactions between SITA employees and external parties.

4 OUR EXPECTATIONS

SITA expects full compliance with this Policy. Anyone who violates the provisions of this Policy may cause liability and/or serious harm to SITA and may be subject to appropriate measures, including disciplinary action where applicable, up to and including termination.

5 DEFINITIONS OF GIFTS, HOSPITALITY, ENTERTAINMENT AND CONFLICT OF INTEREST

- 5.1 Gifts – anything with a cash or face value such as a bottle of wine, food hampers, gift vouchers or tickets to an event where the host is not present.
- 5.2 Hospitality – meals, drinks, accommodation and travel expenses given to or received from individuals who have, or who may have a business relationship with SITA.
- 5.3 Entertainment – attendance at social, cultural or sporting events with individuals who have, or may have, a business relationship with SITA.
- 5.5 Conflict of Interest – Any relationship (whether professional or personal) or activity that may impair, or appear to impair, their ability to do their job or make fair and objective decisions in the best interests of SITA.

6 RULES FOR OFFERING, GIVING OR RECEIVING GIFTS

- 6.1 SITA discourages the offering, giving or receiving of Gifts, except where this is clearly related to a business purpose or refusal to offer, give or accept a Gift would cause cultural offence or embarrassment. You must never solicit Gifts from any third party.
- 6.2 Provided the principles set out in this Policy are met, employees are permitted to offer, give or accept Gifts of a modest value, without further approval. However, they must still be recorded on the register.
- 6.3 A Gift must not give the appearance of being lavish, excessive, offensive or inappropriate;
- 6.4 A Gift must be recorded even if it is customary to give or receive such a Gift in the ordinary course of business in the country it is being offered.
- 6.5 You must **never** offer or accept Gifts of cash or cash equivalents (such as Gift certificates or vouchers), jewellery or electronic devices.
- 6.6 When considering whether to offer or accept a Gift, value is not the only consideration. You need to take into account the frequency and cumulative value of Gifts offered to or received from the same recipient.
- 6.7 Gifts, regardless of their value, offered to your relatives or friends must always be refused. Likewise, you should never offer a Gift to the friends or relatives of any third party in the course of your employment.
- 6.8 If the Gift is of a value over \$100 you should consider consulting with your line manager.

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- 6.9 If you are offered a Gift that falls outside the scope of this Policy, you must politely but firmly refuse it. If you reasonably believe that acceptance would be in the best interests of SITA (for example because refusal would cause offence) you must obtain seek approval from the Ethics team before accepting the Gift.
 - 6.10 Such consent will only be given where the Ethics team consider that the Gift could not be mistaken for an inducement. In such circumstances the Gift must be acknowledged on behalf of SITA and may not be put to use by the intended SITA recipient. All such Gifts must be handed to SITA's Corporate Social Responsibility team who will auction or donate the Gift for the benefit of a charitable organisation.
 - 6.11 SITA branded items may be given to individuals without prior approval, as they can be deemed as marketing tools rather than Gifts.
 - 6.11 All Gifts given or received must be recorded in the Disclosures Register.

7 **RULES FOR OFFERING, GIVING OR RECEIVING HOSPITALITY AND ENTERTAINMENT**

- 7.1 Business related Hospitality and Entertainment that is conducted in the interests of SITA, can be provided or accepted if it is reasonable and occasional.
- 7.2 Under the Disclosures Policy, Hospitality and Entertainment will be considered reasonable and occasional if it:
 - 7.2.1 is not, nor gives the impression of, being lavish, excessive, offensive or inappropriate. Invitations to major or exclusive sporting or cultural events do not satisfy this condition and should not be offered or accepted;
 - 7.2.2 is not frequent and does not form a regular pattern of invitations from one specific organisation.
- 7.3 Where possible, prior to offering, giving or accepting any Hospitality or Entertainment you should consider speaking to your line manager.
- 7.4 For any Hospitality or Entertainment where spouses, partners or family are invited, the prior approval of the Global Head of Ethics & Compliance is required. Only in exceptional circumstances will this approval be given.

8 **SPEAKING ENGAGEMENTS**

- 8.1 Invitations to speak at commercially-sponsored conferences should be accepted only when the occasion provides a good opportunity for SITA to communicate information to a relevant audience.
- 8.2 Any travel and/or accommodation costs offered in connection with the speaking engagement should be considered in accordance with section 7 above. If accepted all bookings should be made by SITA's Travel Services and invoiced to the organisers.
- 8.3 Where fees and expenses are offered for speaking engagements and other appearances, the prior approval of the Global Head of Ethics & Compliance is required. Only in exceptional circumstances will this approval be given.

9 **EXAMPLES OF CONFLICT OF INTEREST**

- 9.1 **Outside Employment** – Taking any additional employment outside of the company that may compromise your ability to fulfil the responsibilities of your role with SITA. In addition, you will be in breach of your employment contract with SITA.

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- 9.2 **Outside Work Interests** – doing any form of work, including consulting, advising, acting as agent, being a director or volunteering to help any third party that does (or could potentially do) business with or compete with SITA. This includes suppliers, customers, agent, competitor or any other business partner of SITA.
 - 9.3 **Insider Trading** – making investment decisions based on non-public information that should be confidential. Such action can have serious consequences for the individual and the company, including imprisonment and fines
 - 9.4 **Employment of Family Members and Friends** – you must not be directly involved in the hiring or supervision of any family member or personal friend. The recruitment and management of all employees must be objective and based purely on merit in accordance with SITA’s HR policies.
 - 9.5 **Share Ownership and Financial Interests** – you or any family member must not have a financial interest in any company which does business or is seeking to do business with SITA (ownership of less than 1% in a publicly quoted company is not a problem). In addition, you or your family must not have a financial interest in a competitor of SITA.
 - 9.6 **Company Assets** – SITA’s assets, information and resources (including laptops, phones etc.) must not be used for personal gain or benefit nor for any political purposes.

10 GOVERNMENT AND PUBLIC OFFICIALS

- 10.1 Particular caution should be applied in any dealings with Government or Public Officials. No Gifts, Hospitality or Entertainment may be offered or given to Government or Public Officials, without the prior written approval of the Global Head of Ethics & Compliance.
- 10.2 “Government or Public Officials” include officials and employees of all branches of government and state owned/controlled businesses or enterprises (including airlines), political party officials and individuals working on behalf of public international organisations. Family members of these individuals are also included.

11 DISCLOSURES REGISTER

- 11.1 All Gifts, Hospitality and Entertainment, whether given or received, even if declined, must be recorded in the Disclosures Register regardless of value.
- 11.2 Any existing or potential Conflict of Interest of a SITA employee must be recorded in the Disclosures Register
- 11.3 If you find yourself in a position where your personal and business interests may come into conflict you must discuss this with your line manager and make a disclosure on the register.
- 11.4 The Disclosures Register can be found [here](#)
- 11.5 It will be the responsibility of the Global Head of Ethics & Compliance to maintain an accurate record and register in line with this Policy.

12 TRAINING AND COMMUNICATION

- 12.1 SITA will provide training on this Policy as part of the induction process for all new employees. Employees will also receive regular, relevant training on how to adhere to this Policy.
- 12.2 SITA’s Disclosures Policy, Anti-Bribery and Corruption Policy and zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any third parties at the outset of business relations, and as appropriate thereafter.

13 MONITORING AND REVIEW

- 13.1 . SITA's Global Head of Ethics & Compliance is responsible for monitoring the effectiveness of the Disclosures Policy. The Disclosures Register will be reviewed by the Ethics Team on a regular basis to ensure compliance with this Policy.
- 13.2 Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.
- 13.3 Any required revision or augmentation of this Policy will be applied as soon as possible. Employees are encouraged to offer their feedback on this Policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the Global Head of Ethics & Compliance.
- 13.4 The adherence to this Policy is an expected requirement of all employees. SITA may amend it at any time so as to improve its effectiveness at combatting bribery and corruption.
- 13.5 Quarterly reports will be provided to SITA's Ethics Committee.

14 ASSOCIATED POLICIES

Anti-Bribery & Corruption Policy
Intermediaries Policy
Code of Conduct
Expenses Policy
Travel Policy

15 USEFUL CONTACTS

Any questions or queries with regards to this Policy should be addressed to the Global Head of Ethics & Compliance whose details can be found [here](#).

16 FREQUENTLY ASKED QUESTIONS

- Q. Why do we have to make disclosures?
 - A. In the modern commercial world there have been rapid moves across the globe to make business more transparent. Understanding when Gifts, Hospitality and Entertainment are given or received is part of our robust compliance program which seeks to protect you and SITA.
- Q. Do other organisations have similar systems in place?
 - A. Yes, it is now commonplace throughout global organisations and governmental departments. There are various systems starting with self-reporting and ending with full approvals required by senior management.
- Q. Why do we need to record this on both the expenses and disclosures systems?
 - A. The expenses system does not have the ability to record Gifts, Hospitality and Entertainment offered or received by SITA employees and SITA needs a comprehensive system for auditing purposes to satisfy the requirements of external authorities if challenged.
- Q. A supplier who is keen to improve their relationship with SITA has invited you and your spouse to an international football match. He had previously bought the tickets for himself but is now unable to attend. The tickets will be wasted if not used. Can I accept them?
 - A. You cannot accept the tickets. Without the host being present, an event cannot be considered as being sufficiently business related and as an International sporting event would be classified as

being lavish or excessive. Also, any Hospitality or Entertainment involving a spouse requires the approval of the Global Head of Ethics & Compliance, which would not be given in this situation.

- Q. It is the custom in my country to give small amounts of cash as a seasonal Gift at certain times of the year. Accordingly, I would like to give such a Gift to all my customers and suppliers. Surely an exception can be made to the prohibition on cash Gifts for seasonal celebrations?
- A. SITA is a global company and will encounter cultural differences to which we have to be sensitive. However, providing cash Gifts is prohibited regardless of the circumstances as it exposes the company and employees to unnecessary risks. SITA's policies apply all year round. Offering a modest non-cash Gift may be an acceptable alternative.
- Q. I have been invited out to dinner by a potential supplier who is currently bidding for a new contract. What should I do?
- A. You must decline. It is inappropriate to go for lunch/dinner or accept any other form of Hospitality during contract negotiations or a tender process. Even though the offer must be declined you should still record the offer in the Disclosures Register.
- Q. I am in a business meeting with a customer and it is clear that the meeting will continue for longer than originally expected. He suddenly invites me and my colleague to lunch and wants to continue with the meeting in the afternoon. I do not know how much it will cost? It would be awkward and impractical to refuse, but I will not be able to speak to my Line Manager's at such short notice. What should I do?
- A. SITA encourages employees to exercise good judgement. Provided the restaurant and meal are not lavish or excessive you should go to lunch. However, you must enter the lunch in the Disclosures Register at your earliest opportunity.
- Q. I am on a business trip with a colleague and they pay for lunch, do I need to disclose this?
- A. No, as this relates to an internal activity it will only need to be recorded in line with the Expenses Policy.
- Q. What if an external party, such as a supplier is present at the lunch?
- A. This would still need to be recorded as per the Expenses Policy, but it would also require disclosure on the Disclosures Register as well.
- Q. If I can give SITA branded goods which do not fall within this Policy as they are classed as marketing tools rather than Gifts, can I buy an iPad or other valuable item and put a SITA sticker on it before giving it to a client etc?
- A. NO!

Questions to ask yourself in relation to Conflicts of Interest:

It is not always easy to identify when a Conflict of Interest may have arisen. In any situation where you feel there may be a potential conflict situation, ask yourself the following questions and if you answer 'yes' to any of them you must disclose the potential conflict of interest to your Line Manager and make an entry on the Disclosures Register:

- a) Could my relationship with a SITA supplier, customer or competitor give the impression of divided loyalty?
- b) Could the situation undermine my ability to make business decisions in SITA's best interest?
- c) Do I, or someone I am close to, stand to benefit from my involvement in this situation?
- d) Is there a chance that my decisions could be questioned or seen as not being in SITA's best interests?



- e) Could my participation in this activity interfere with my ability to do my job?
- f) How would my involvement in the situation appear to my co-workers or someone outside the company, such as a customer, or even in a newspaper?