



*This is a summarised version of 3i's full policy*

## Expenditure and procurement policy

## Budget and expenditure

The annual budget process reflects the resourcing requirements to deliver the strategic plan and is reviewed and approved by the Executive Committee, prior to Board approval before the start of each financial year.

3i employees shall only incur Group expenditure on items where an approved budget exists. Budget holders may only approve expenditure from their budgets within the limits of the expenditure authority delegated to them.

**All expenditure over £100k must be specifically approved by the CEO even if the amount is included in the budget for the year.** All non-deal related costs over £100k must additionally be reviewed by the central Procurement team at the earliest opportunity. Deal related costs for this purpose are fees relating directly to the acquisition or disposal of an investment that are otherwise approved by Investment Committee.

The £100k limit is a gross limit, and approval should be sought when spend of over £100k is expected on behalf of 3i alone, 3i and its associated funds, and inclusive of appropriate taxes. Approval should also be sought where individual invoices for a connected piece of work do not exceed £100k but the cumulative total is expected to.

Each budget holder is responsible for monitoring and controlling expenditure against their respective budget. Operating expense performance, including actual spend compared to the approved budget, will be reported by cost centre in the monthly operating expenses report. A summary of operating expenses will also be reviewed by Executive Committee and the Board in the monthly Board report.

Where possible, this approval should be attached to the relevant invoice when sending to the Accounts Payable Team for processing.

### PAYMENT PRACTICES REPORTING

On 1 April 2018, 3i plc and 3i Group plc became subject to legislation that requires it to report on payment practices. We are required to report the following:

- narrative descriptions of our payment terms and processes for resolving disputes
- statistics on
  - average number of days taken to make payments
  - percentage of payments made in 30 days or fewer, between 31 and 60 days and in 61 days or longer
  - percentage of payments not made within the agreed payment period

The information must be reported within 30 days of the end of the relevant 6 month period and is publicly available. Invoices must be sent to Accounts Payable at KRC as soon as they are received.

## Procurement

Group Procurement must be engaged at the earliest opportunity to advise on all aspects of the procurement process where the total commitment value with a supplier is likely to equal or exceed £100,000 over time (excluding deal fees). Commitments for less than this level must be referred to Group Procurement, if, in the judgement of the budget holder, they may lead to significant departmental, business or reputational risk and/or involve a relevant outsourcing arrangement, which can have regulatory implications. A relevant outsourcing arrangement is one where a regulated company in the 3i group (such as 3i Investments plc) relies on a third party to perform services on 3i's behalf that are regulated activities.

## DUE DILIGENCE ON PROPOSED SUPPLIERS

An appropriate level of due diligence must be conducted on prospective suppliers before they are appointed and/or expenditure is committed. Group Procurement will advise on what due diligence is required on a case by case basis. However as a general rule:

- Integrity Due Diligence must be conducted on proposed suppliers of goods or services to 3i who are considered high risk for bribery or corruption. 3i staff should refer to the Integrity due diligence procedure to determine whether their proposed supplier falls within this category and follow the procedure accordingly.
- Due diligence on information/data security (including cyber security) must be conducted if confidential 3i data e.g. key corporate data, 3i employee or customer data etc. will be processed or held by the supplier. This should include a GDPR impact assessment.
- Where 3i engages third party suppliers to whom information about individuals (“data subjects”) is transferred, those suppliers are considered ‘processors’ for the purpose of the General Data Protection Regulation (“GDPR”). We are liable for their compliance with the GDPR and must only appoint such processors who can provide ‘sufficient guarantees’ that the requirements of the GDPR will be met and the rights of data subjects protected.
- Due diligence on human rights policies, equal opportunity policies and employment policies must be conducted if Group Procurement deems the supplier or potential supplier to be at risk in these, with particular focus on the providers’ commitments on the use of child or forced labour in their operations or those of their supply chain.
- If the supplier is required to produce a slavery and human trafficking statement under section 54 of the UK’s Modern Slavery Act 2015 (this applies to suppliers that conduct business in the UK and have an annual worldwide turnover of >£36m including subsidiaries) they must provide evidence of it to 3i.
- In addition to the above, a thorough evaluation of business resilience must be undertaken that will include financial performance of the supplier, insurance cover, evidence of accreditation(s), evidence of contingency planning and 3rd party dependencies.

## MANAGING EXISTING SUPPLIERS

All contracts with a future or remaining commitment of £100,000 or more must be reviewed annually by Group Procurement or the 3i relationship manager.

**A Supplier Relationship Management (SRM) framework** including an SRM toolkit has been developed to provide a consistent approach to how 3i manages and evaluates relationships with its suppliers. The SRM tool should be used to tier suppliers which in turn will define the relationship activities required to deliver best value for 3i and manage risk. These activities include:

- a detailed consideration of ongoing business resilience
- performance against service levels and KPIs
- an annual supplier self-assessment
- policies or commitments with regards to workplace, environment, marketplace and community policies
- completion of an annual outsourcing questionnaire confirming compliance with the FCA’s SYSC rules (Ch.8) on outsourcing for key outsourcing relationships, to be submitted to Group Compliance

The SRM tool provides a consistent and comprehensive framework for managing third party supplier relationships, a clear audit trail of assessment and relationship management work and a consolidated overview of supplier risks.

## CONTRACTS

All contract documents for commitments that are equal to or in excess of £100,000 must be referred to Group Procurement. Contracts for less than this level must be referred to Group Procurement, if, in the judgement of the budget holder, they may lead to significant departmental, business or reputational risk, or if the contract involves a relevant outsourcing arrangement, which can have regulatory implications. A relevant outsourcing arrangement is one where a regulated company in the 3i group (such as 3i Investments plc) relies on a third party to perform services on 3i’s behalf that are regulated activities. Group Procurement will liaise with Group Compliance as necessary,

and obtain legal advice as necessary or ask the budget holder to obtain legal advice if that is more appropriate.

Final executed contracts for amounts in excess of £100,000, should be sent to Group Procurement so that a central register of all major contracts can be maintained. For amounts of £100,000 or below, details should be provided to Group Procurement and the originals of the contracts retained by budget holders.

#### **EXPENDITURE WITH KPMG LLP (KPMG)**

In line with KPMG's publicly announced policy, 3i will not generally use KPMG for any non-audit services that are not closely related to KPMG's role as 3i's external auditor. This includes investment related services such as due diligence.

All proposals for services with KPMG must be forwarded to the Group Financial Controller in the first instance and will require the approval by the Chairman of the Audit and Compliance Committee above a defined limit and provided the work is not closely related to KPMG's role of 3i's external auditor. Examples of services that require additional approval include:

- The fee exceeds £100,000
- The service is work other than services closely related to KPMG's role as external auditor

In addition, we extend non-audit services restrictions to cover portfolio companies which are deemed as being controlled undertakings of 3i. Group Finance will maintain an up to date list of the portfolio companies captured, but these are broadly those portfolio companies where we hold a majority economic interest and which are valued above the level of audit materiality.

These portfolio companies should also not use KPMG for any non-audit services unless KPMG acts as their external auditor and the services directly relate to KPMG's role as their external auditor. 3i will communicate this policy to all of the relevant portfolio companies annually.

Any non-audit services which KPMG provides to 3i and its controlled undertakings, including controlled portfolio companies, will be subject to a cap of 70% of the average audit fee over the previous three years. Group Finance will monitor the total fees for non-audit services in conjunction with KPMG to ensure this cap is not exceeded.

#### **EXPENDITURE WITH DELOITTE LLP (DELOITTE)**

From 1 April 2017, Deloitte will assume responsibility for the audit of 3i Infrastructure plc ("3iN"). This impacts contingent fees payable to Deloitte by 3i.

**Contingent fees** – Deloitte provide due diligence services (ie tax) to 3i where the amount payable is dependent on the outcome of the transaction. Deloitte are able to provide this service to 3i as long as the work on the transaction would not subsequently be reviewed as part of their audit work on 3iN.

**Deloitte must confirm that the work will not impact their own audit work on 3iN before any due diligence engagement is accepted. This must be sent to the Group Financial Controller prior to the work commencing.**

In addition, no Deloitte staff may be seconded to 3i Group.