Is There UK Jurisdiction Over the Alleged Conduct?
- Is the organization incorporated or formed in the UK?
  - Yes
  - No
- Does the company engage in regular and comprehensive assessments of the bribery risks it is facing and of its anti-bribery policies and procedures?
  - Yes
  - No
- Does the company have "adequate procedures" in place to prevent the type of bribery that occurred? This is a fact-specific inquiry covering issues such as:
  - Whether a person "performs" such a "service" is an all-things-considered inquiry
  - [Note that requesting, agreeing to receive, or accepting a bribe ("passive bribery") is also an offense]
  - [To determine what is "expected" of a person, the test is what a reasonable person in the UK would expect in relation to the performance of the type of function or activity because the person is in a "position of trust by virtue of performing it"]
  - [Note that it is irrelevant whether the function or activity has any connection with the UK or is performed outside the UK]
  - Are the company's procedures proportionate to the bribery risks it faces and the nature, scale, and complexity of the company's business?
    - Yes
    - No
  - Are the procedures practical, clear, and accessible?
    - Yes
    - No
  - Are the procedures effectively implemented and enforced?
    - Yes
    - No
- Has the company, through trainings or otherwise, promoted a meaningful, top-down culture of compliance, and is the anti-bribery policy communicated clearly to all levels of management, the employees, and transaction partners (namely, agents, intermediaries, joint venture partners, etc.)?
  - Yes
  - No
- Does the company engage in appropriate due diligence relating to its actual and potential transaction partners?
  - Yes
  - No

Notable Characteristics of the UK Bribery Act
- Commercial bribery and bribery of foreign and domestic officials is outlawed
- Bribe recipient can be prosecuted
- The act introduces an unmatched extraterritorial reach
- The act contains no separate "books and records" offense
- The act contains no FCPA-style "facilitation payments" exception

Liability:
- Unlimited fines for individuals and companies
- Individuals may be imprisoned for up to 10 years

Adequate Procedures Defense Apply?