

GB VEHICLE CONTRACTS COMPLIANCE MANUAL

Green Bison Limited T/A GB Vehicle Contracts ("the firm") is authorised and regulated by the Financial Conduct Authority ("FCA") for:

- Credit broking
- Debt adjusting (with no debt management)
- Debt counselling (with no debt management)

The FCA is the conduct regulator for financial services firms in the UK. Firms that are authorised and regulated by the FCA must comply with the FCA's 11 Principles for Businesses and the FCA's rules and are required to have written procedures to ensure that they do so. This Compliance Manual explains the procedures that the firm, its employees and agents must follow to ensure compliance with FCA rules. Failure to follow these procedures is a serious matter and may result in disciplinary action being taken.

All employees and agents are required to familiarise themselves with the contents of this Compliance Manual.

SCOPE OF REGULATION

The FCA regulates the sale of "regulated consumer hire agreements". "Regulated consumer hire agreements" are agreements between a funder and an individual, a sole trader or small partnership of up to 3 partners for the hiring or leasing of vehicles where the agreement is capable of lasting for more than 3 months.

FCA does not regulate agreements arranged for limited companies or partnerships with more than 3 partners.

FCA's PRINCIPLES FOR BUSINESSES

The following are the FCA's 11 principles for businesses with which all regulated firms must comply:

Principle Number	Principle
1	A firm must conduct its business with integrity.
2	A firm must conduct its business with due skill, care and diligence.
3	A firm must take reasonable care to organise and control its affairs responsibly and effectively, with adequate risk management systems.
4	A firm must maintain adequate financial resources.
5	A firm must observe proper standards of market conduct.
6	A firm must pay due regard to the interests of its customers and treat them fairly.
7	A firm must pay due regard to the information needs of its clients, and communicate information to them in a way which is clear, fair and not misleading.
8	A firm must manage conflicts of interest fairly, both between itself and its customers and between a customer and another client.

9	A firm must take reasonable care to ensure the suitability of its advice and discretionary decisions for any customer who is entitled to rely upon its judgment.
10	A firm must arrange adequate protection for clients' assets when it is responsible for them.
11	A firm must deal with its regulators in an open and cooperative way, and must disclose to the appropriate regulator appropriately anything relating to the firm of which that regulator would reasonably expect notice.

BVRLA CODE

In addition to being authorised and regulated by FCA the firm is also a member of the BVRLA and, as a member, is bound by the BVRLA Leasing Broker Code of Conduct. As such the firm agrees to comply with the following principles:

Principle Number	Principle
1	To provide clear pricing for all products and services sold via any sales channel, printed or digital, which promotes a member's products.
2	Not to misrepresent information about any of their products or services
3	To behave at all times with integrity and ensure that any agents working on their behalf also follow the standards set out in this Code of Conduct.
4	To understand and comply with all rules and regulations relating to the service or product provided.
5	To provide customers with the information they need to make an informed decision about the product/service offered.
6	To operate from an established place of business that is maintained to a professional standard.
7	Not to use any advertising material containing misleading or inaccurate statements and to comply with the codes and standards set by the regulators.
8	To resolve customer complaints according to the standards set out in this Code of Conduct.
9	To ensure that employees, where appropriate, are adequately trained to a standard that enables them to adhere to this Code of Conduct.
10	To display the BVRLA logo.

TREATING CUSTOMERS FAIRLY

FCA Principle 6 requires authorised firms to pay due regard to the interests of their customers and to treat them fairly. FCA has specified six treating customers fairly ("TCF") outcomes that firms should seek to achieve for their customers:

- Outcome 1: Consumers can be confident they are dealing with firms where the fair treatment of customers is central to the corporate culture.

- Outcome 2: Products and services marketed and sold in the retail market are designed to meet the needs of identified consumer groups and are targeted accordingly.
- Outcome 3: Consumers are provided with clear information and are kept appropriately informed before, during and after the point of sale.
- Outcome 4: Where consumers receive advice, the advice is suitable and takes account of their circumstances.
- Outcome 5: Consumers are provided with products that perform as firms have led them to expect, and the associated service is of an acceptable standard and as they have been led to expect.
- Outcome 6: Consumers do not face unreasonable post-sale barriers imposed by firms to change product, switch provider, submit a claim or make a complaint.

GB Vehicle Contracts is committed to treating all customers fairly and monitors this on a regular basis through compliance reviews and the review of relevant MI. If any employee considers that one or more customers may not have been treated fairly this should be reported immediately to either Keir Jones or Lavinia Marshall who will review the matter and determine what, if any, action is required.

APPROVED PERSONS

As an FCA authorised firm, certain persons who perform roles specified as “controlled functions” by FCA must be formally vetted and approved by FCA before they can take on those roles.

As GB Vehicle Contracts is authorised by FCA with limited permission this only affects the person responsible for apportioning roles within the business and for the general oversight of the business. This is the Chief Executive, Keir Jones.

Before the firm can put forward a person to FCA for approval, the firm must satisfy itself that the person is “fit and proper” by checking their background, skills and experience. In order to satisfy this requirement GB Vehicle Contracts will:

- Require the person to complete FCA Form A;
- Require the person to provide an employment history covering at least the last 10 years;
- Seek references from employers covering at least the last 5 years of employment;
- Require evidence of any relevant qualifications, such as examination certificates; and
- Require the person to provide an up to date credit report from a credit reference agency such as Experian, Equifax or CallCredit (Noddle).

Keir Jones will review the information to determine whether or not it is appropriate for the firm to support the application to FCA for approval and, if so, will countersign the Form A and submit it to FCA. The person will not be allowed to commence their role until approval has been received from FCA.

Before taking on a role as an FCA Approved Person, an individual will be required to familiarise themselves with the Statements of Principle and Code of Practice for Approved Persons in the APER section of the FCA Handbook. Additional training on the role and responsibilities of an approved person will be provided if required.

GB Vehicle Contracts is required to notify FCA of any changes to the personal details of approved persons and any material change to their personal circumstances that affects the information provided to FCA on their Form A. **Approved persons must notify Keir Jones immediately if there is any change to the information provided to FCA on their Form A.**

RECRUITMENT AND TRAINING

GB Vehicle Contracts is required to ensure that employees have the right skills and experience to perform their roles. Before appointing new employees or agents the firm will obtain references from the individual's previous employer.

All employees engaged in FCA regulated activities will receive periodic training and testing from funders on:

- Data Protection
- Compliance
- Industry developments

Lavinia Marshall maintains a register of all training given to employees.

FINANCIAL PROMOTIONS

All financial promotions issued by GB Vehicle Contracts must comply with FCA rules. FCA defines a financial promotion as an invitation or inducement to engage in an FCA regulated activity. This will cover any form of advertising or marketing issued by the firm in respect of FCA regulated vehicle hire agreements. This includes:

- Websites
- Leaflets and brochures
- Pay per click advertising
- Banner advertising
- Pop up advertising
- Social media marketing (Facebook, Twitter etc)
- Posters
- Email marketing
- SMS campaigns
- Radio/TV advertising
- Newspaper/magazine advertising
- Voice broadcasting
- Certain types of press releases

All financial promotions will meet the following requirements:

- They will be clear, fair and not misleading;

- They will be clearly identifiable as a financial promotion;
- They will be accurate;
- They will be balanced and, in particular, will not emphasise any benefits without also giving a fair and prominent indication of relevant risks;
- They will be presented in such a way as they are likely to be understood by the people to whom they are directed;
- They will not disguise, omit or obscure important information or warnings;
- They will use plain and intelligible language;
- They will be clearly legible;
- They will specify GB Vehicle Contracts' name as the advertiser;
- They will state prominently that GB Vehicle Contracts is a broker and not a lender; and
- If they include comparisons with other products or services, they will be fair and meaningful.

All financial promotions must be checked and approved for compliance with FCA rules before issue. Draft financial promotions must be submitted to Keir Jones for approval. Keir Jones will review all financial promotions for compliance with FCA rules and will complete a Financial Promotions Checklist to confirm this. Keir Jones will keep a register and copy of all approved financial promotions together with the completed Checklist. The register will record:

- The name of the person who submitted the financial promotion
- The date the financial promotion was submitted
- The type of financial promotion
- The date the financial promotion was approved for issue
- The person who approved the financial promotion
- The duration for which the financial promotion is approved.

Records of approved financial promotions will be kept for at least 6 years from the date that the financial promotion was last issued.

SALES PROCESS

FCA regulated firms are required to pay due regard to the information needs of their clients and communicate information to them in a way that is clear, fair and not misleading. There are detailed rules regarding information that must be provided to customers before, during and after the sale.

When speaking to customers, employees must be aware of customers' information needs and communicate with them in a way which is clear, fair and not misleading, taking care to ensure that customers understand all the key features of the finance agreement, including:

- The initial and monthly cost including tax;
- Where appropriate that the agreement is a hire agreement and the customer will not own the vehicle;

- Whether or not maintenance is included;
- The duration of the agreement;
- Any mileage restrictions and excess mileage charges;
- That there may be additional charges if the customer wishes to end the contract early;
- That there may be additional charges in relation to fair wear and tear at the end of the agreement.

Following the initial discussion, the customer will be sent or given:

- An initial disclosure document outlining the firm's services;
- A proposal form to complete requesting details of employment, income and expenditure so that the firm can assess suitability;
- An order form detailing the vehicle selected; and
- Details of the finance arrangement.

The customer will complete the proposal form, sign the order form and return them to the firm.

In good time before the commencement of a regulated hire agreement GB Vehicle Contracts will either give or send to the customer by email the information required in the FCA rules and other relevant regulations, including where appropriate:

- Pre-Contract Information
- The Hire agreement
- The full terms and conditions

Information will be communicated in a clear and comprehensible manner in good time before the hire agreement commences. Customers must be asked to read the documentation carefully before signing.

The firm keeps records of all sales for a minimum of 5 years.

COMMISSION DISCLOSURE

In all cases GB Vehicle Contracts will disclose that it earns commission for arranging finance. If a customer requests it, GB Vehicle Contracts must also disclose in good time before any finance agreement is entered into the amount of any commission, fee or other remuneration received from a funder or a third party. If a sales agent receives a request from a customer to disclose the amount of commission this should be referred immediately to Lavinia Marshall so that the correct amount can be disclosed.

CANCELLATIONS

Customers generally have a 14-day period during which they can cancel any funding agreement and receive a refund of any fee paid in respect of the arrangement of the funding. If a request to cancel is received this must be referred immediately to Keir Jones or Lavinia Marshall for action.

COMPLAINTS

FCA define a complaint as “any oral or written expression of dissatisfaction, whether justified or not.” Complaints can be made by a customer or by someone acting on their behalf. If GB Vehicle Contracts receives a complaint about an FCA regulated activity, then it has to be handled in accordance with FCA and BVRLA rules. All complaints must be passed immediately to Lavinia Marshall for investigation and response. Lavinia Marshall will handle complaints in accordance with the following procedures:

- A written acknowledgement of the complaint will be issued to the customer within 5 working days together with a copy of the firm's written complaints handling procedures.
- In accordance with the BVRLA Code, Lavinia Marshall will investigate the complaint and aim to resolve the dispute within 30 days. If no agreement can be reached Lavinia Marshall will advise the customer of the availability of the BVRLA's Conciliation Service.
- Lavinia Marshall will issue a final written response within 8 weeks of receipt. As part of that response the customer will be advised of their right to refer their complaint to the Financial Ombudsman Service if they remain dissatisfied and provided with the website address for the Financial Ombudsman. The response will include a copy of the leaflet “Your complaint and the Ombudsman”. The final response will either:
 - Accept the complaint and, where appropriate, offer redress; or
 - Offer redress on an ex gratia basis without accepting the complaint; or
 - Reject the complaint; or
 - Advise the customer of why GB Vehicle Contracts has been unable to complete its investigations and indicate when we expect to do so.

If the customer chooses to refer their complaint to the Financial Ombudsman, Lavinia Marshall will ensure that all information requested by the Financial Ombudsman is provided promptly and will cooperate with the Ombudsman in the investigation and resolution of the complaint.

Where it is determined that, in order to resolve a complaint, an offer of redress is appropriate this must be approved by Keir Jones.

GB Vehicle Contracts maintains a register of all complaints about FCA regulated activities. This register includes the following information:

- The customer details
- The nature of the complaint
- Whether the complaint falls within the scope of FCA
- The date the complaint was received
- The date the complaint was acknowledged
- The date that the final response was issued
- Whether the complaint was accepted or rejected
- Details of any compensation offered and paid

- Whether or not the complaint was referred to the Financial Ombudsman
- If so, the date of referral
- The final outcome of the complaint
- The date the complaint was closed

Records of all complaints about FCA regulated activities are kept for a minimum of 3 years from the date of receipt of the complaint.

FINANCIAL CRIME

As a lease broker GB Vehicle Contracts is not covered by the detailed Money Laundering Regulations however the firm is still required to put in place systems and procedures to counter the risk that the firm might be used to further financial crime. In order to fulfill this requirement, the firm provides training to employees and agents on identifying and reporting suspicious activity. GB Vehicle Contracts also meets any requirements imposed by funders including, where required, procedures for the verification of identity of potential customers. If potential money laundering or financial crime is suspected it must be reported immediately to Keir Jones or Lavinia Marshall. They will then determine what further action is required. Keir Jones and Lavinia Marshall will keep a log of all suspicious activity reports and the action taken.

CONFLICTS OF INTEREST

As an FCA regulated firm, GB Vehicle Contracts is required to manage any conflicts of interest that arise in the course of business. Conflicts of interest are circumstances where the interests of the firm or its employees and agents might conflict with those of the customer and so there is a risk of a poor outcome for the customer. An example might be where the firm or its employees or agents have a relationship with a particular supplier that might result in the firm or its employees favoring that supplier to the detriment of the customer. Employees are required to report any potential conflicts of interest to Lavinia Marshall who will keep a register of them and will ensure that appropriate controls are put in place to prevent any potential conflicts acting to the detriment of customers.

WHISTLEBLOWING

Under the Public Interest Disclosure Act if employees or agents have genuine concerns regarding unlawful conduct or financial malpractice at GB Vehicle Contracts they can raise those concerns in confidence. Provided the employee or agent acts in good faith they will not be at risk of losing their job or any other penalty even if it turns out that their concerns were mistaken. If employees or agents have genuine concerns they should report them to Keir Jones either verbally or in writing at the earliest possible stage. Keir Jones will then assess the concern to determine what action should be taken. If you request it, you will be provided with a written summary of your concern and the proposed course of action. If your concern relates to a material breach of the FCA rules and you feel that you may be penalised if you raise the matter internally, you can report the matter directly to the FCA by calling 0207 066 9200 or emailing whistle@fca.org.uk . You

can also write to The Intelligence Department (PIDA), Financial Conduct Authority, 25 North Colonnade, London E14 5HS.

DISCLOSURE OF INFORMATION ON WEBSITE

GB Vehicle Contracts deals with customers both at a distance and face to face. The firm will make the following information available to its customers on its website:

- Its legal name;
- It's geographical address;
- Its contact details;
- A statement that it is "authorised and regulated by the Financial Conduct Authority", that it's details are on the Financial Services Register on the FCA website together with its FCA Firm Reference Number which is 672334;
- Details of the nature of the services provided;
- A prominent statement that it is a broker and not a lender;
- Any promotional offers will be clearly identifiable as such and any qualifying conditions will be easily accessible and presented clearly and unambiguously.
- That it is a member of the BVRLA.

DATA PROTECTION

GB Vehicle Contracts has certain obligations under the Data Protection Act in relation to personal data it holds and processes about living individuals. This includes data about customers, employees and agents. Data covers not only information held electronically but also information held in paper files. The firm must comply with 8 Data Protection Principles, as follows:

1. Personal data shall be processed fairly and lawfully.
2. Personal data shall be obtained only for one or more specified and lawful purposes, and shall not be further processed in any manner incompatible with that purpose or those purposes.
3. Personal data shall be adequate, relevant and not excessive in relation to the purpose or purposes for which they are processed.
4. Personal data shall be accurate and, where necessary, kept up to date.
5. Personal data processed for any purpose or purposes shall not be kept for longer than is necessary for that purpose or those purposes.
6. Personal data shall be processed in accordance with the rights of data subjects under this Act.
7. Appropriate technical and organisational measures shall be taken against unauthorised or unlawful processing of personal data and against accidental loss or destruction of, or damage to, personal data.
8. Personal data shall not be transferred to a country or territory outside the European Economic Area unless that country or territory ensures an adequate level of protection for the rights and freedoms of data subjects in relation to the processing of personal data.

Customers have the right to request access to copies of data that the firm holds about them. If a request for access to data is received it should be forwarded immediately to Lavinia Marshall for action.

In order to ensure that electronic data is held securely all systems are password protected and data is backed up regularly. Paper files containing personal must be stored in locked cabinets.

It is particularly important to verify the identity of individuals before releasing any personal data. For communications by email, correspondence should only be sent to verified email addresses provided by the customer. Before discussing personal information on the telephone employees and agents should verify the identity of the customer by asking the customer to confirm at least 2 of the following:

- Their contract or account number
- Their date of birth
- Their mobile phone number
- Their driving license number
- Their vehicle details

COMPLIANCE MONITORING

GB Vehicle Contracts is required to ensure that the firm, its employees and agents comply with FCA rules and other requirements under the UK regulatory system. In order to do so, the firm has established a Compliance Monitoring Plan to monitor adherence to the procedures in this Compliance Manual. The firm will take action to address any issues identified. Where appropriate this may include disciplinary action against employees or agents. If you have any queries regarding the procedures in this manual or your obligations, you should contact Keir Jones or Lavinia Marshall immediately.

Monthly/quarterly reports and management information are provided to the director of GB Vehicle Contracts so that can monitor the effectiveness of the firm's compliance systems and procedures can be monitored. This includes management information related to key performance indicators:

- Cancellations
- Declines
- Complaints
- Outcomes of compliance reviews
- key regulatory developments

FCA REPORTING

As a regulated firm, GB Vehicle Contracts is required to make periodic returns to FCA using the FCA GABRIEL on line system. There is an automatic fine of £250 for failure to submit a report on time and persistent failure to do so could result in disciplinary action against the firm. It is the responsibility of Keir Jones to prepare and submit the periodic returns to FCA on time.

In addition, it is a requirement that the firm deals with the FCA in an open and cooperative way and discloses promptly to the FCA anything of which the FCA might reasonably expect notice. This would include any material breaches of FCA's rules. **For this reason, if any employee or agent becomes aware of any breach of the procedures in this Compliance Manual they must report the matter immediately to Keir Jones.** Keir Jones will maintain a register of all breaches and will determine whether or not a breach is material and should be reported to FCA.