

ANTI-CORRUPTION AND BRIBERY POLICY

1. Policy statement

- 1.1 It is our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate, and implementing and enforcing effective systems to counter bribery.
- 1.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect to our conduct both at home and abroad.
- 1.3 The purpose of this policy is to:
 - (a) set out our responsibilities, and the responsibilities of those working for us, in observing and upholding our position on bribery and corruption; and
 - (b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 Bribery and corruption are punishable for individuals by up to ten years' imprisonment and, if we are found to have taken part in corruption, we could face an unlimited fine, be excluded from tendering public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.
- 1.5 In this policy, third party means an individual or organisation you come into contact with during the course of your work with us. This includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers and government and public bodies, including their advisers, representatives and officials, politicians and political parties.

2. Who is covered by the policy

The policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed term or temporary), consultants, contractors, trainees, seconded staff, home workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as workers in this policy).

3. What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. Here are some examples:

Offering a bribe

You offer a potential client a ticket to a major sporting event, but only if they do business with us.

This would be an offence, as you are making the offer to gain a commercial gain and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe

A supplier gives your nephew a job but makes it clear in return they expect you to use your influence within the organisation to ensure we continue to do business with them.

It is an offence for the supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage.

4. Gifts and hospitality

- 4.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.
- 4.2 You are prohibited from accepting a gift from or giving a gift to a third party, or giving or receipt of gifts is not prohibited, if the following requirements are met:
- a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or inexplicit or implicit exchange for favours or benefits;
 - b) it complies with local law;
 - c) it is given in our name, not in your name;
 - d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - e) it is appropriate in the circumstances, e.g. in the UK, it is customary for small gifts to be given at Christmas time;
 - f) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time; and
 - g) it is given openly, not secretively.
- 4.3 We appreciate that the market practice of giving business gifts varies between countries and regions, and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

5. What is not acceptable

It is not acceptable for you (or someone on your behalf) to:

- a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward business already given;
- b) give, promise to give, or offer a payment, gift or hospitality to a government official, agent or representative to 'facilitate' or expedite a routine procedure;
- c) accept payment from a third party that you know, or suspect is offered with the expectation that it will obtain a business advantage for them;
- d) accept a gift or hospitality from a third party if you know or suspect that

it is offered or provided with an expectation that a business advantage will be provided by us in return;

- e) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- f) engage in any activity that might lead to a breach of this policy.

6. Facilitation payments and kickbacks

- 6.1 We do not make, and will not accept, facilitation payments or 'kickbacks' of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK but are common in some other jurisdictions in which we operate.
- 6.2 If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reasons for payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the compliance manager.
- 6.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

7. Donations

We do/do not make contributions to political parties, but these are never made in an attempt to influence any decision or to gain a business advantage and are always publically disclosed. We do/do not make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the compliance manager.

8. Your responsibilities

- 8.1 You must ensure that you read, understand and comply with this policy.
- 8.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

- 8.3 You must notify your manager or your compliance manager or the confidential helpline 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 a client or potential client offers you something to gain a business advantage with us or indicates to you that a gift or payment is required to secure their business.
- 8.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for Gross Misconduct. We reserve the right to terminate our contractual relationship with other workers if they breach this policy.

9. Record keeping

- 9.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to a third party.
- 9.2 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.
- 9.3 You must ensure that all expenses claims relating to hospitality, gifts or expenses incurred to third parties, are submitted in accordance with our expenses policy and specifically record the reason for expenditure.
- 9.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept 'off book' to facilitate or conceal improper payments.

10. How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your manager or the compliance manager or through the confidential helpline. Concerns should be reported by following the procedure set out in our Whistle Blowing Policy. A copy of the Whistle Blowing Policy can be found in the HR Manual.

11. What to do if you are a victim of bribery or corruption

It is important that you tell the compliance manager or the confidential helpline as soon as possible, if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

12. Protection

- 12.1 Workers who refuse to offer or accept a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 12.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissals, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If you believe you have suffered any such treatment, you should inform the compliance manager immediately. If this matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure which can be found in the Employee Handbook.

13. Training and communication

- 13.1 Training on this policy forms part of the induction process for all new employees and other workers. All existing employees and workers will have received regular, relevant training on how to implement and adhere to this policy.
- 13.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of the business relationship with them and as appropriate thereafter.

14. Who is responsible for this policy

- 14.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

- 4.2 The compliance manager has day to day responsibility for implementing this policy, and for monitoring its use and effectiveness, and dealing with any queries on its interpretation. Management, at all levels, are responsible for ensuring those reporting to them are made aware of, and understand, this policy and are given adequate and regular training on it.

15. Monitoring and review

- 15.1 The compliance manager will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits, to provide assurance that they are effective in countering bribery and corruption.
- 15.2 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 15.3 Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the compliance manager.
- 15.4 This policy does not form part of any employee's contract of employment and it may be amended at any time.

POTENTIAL RISK SCENARIOS: 'RED FLAGS'

The following is a list of possible red flags that may arise during the course of you working for us, and which may raise concerns under various anti-bribery and anti-corruption laws. This list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your manager OR to the compliance manager OR using the procedure set out in the Whistle Blowing Policy:

- a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices
- b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a 'special relationship' with foreign government officials

- c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us
- d) 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
- e) a third-party request that payment is made to a country or geographic location different from where the third party resides or conducts business
- f) a third-party request an unexpected additional fee or commission to 'facilitate' a service
- g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services
- h) a third-party request that a payment is made to 'overlook' potential legal violations
- i) a third-party request that you provide employment or some other advantage to a friend or relative
- j) you receive an invoice from a third party that appears to be non-standard or customised
- k) a third party insists on the use of side letters or refuses to put terms agreed in writing
- l) you notice that we have been invoiced for a commission or fee payment that appears large, given the service stated to have been provided
- m) 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
- n) you are offered an unusually generous gift or offered lavish hospitality by a third party

Signed:

alan ferguson
Alan Ferguson
Managing Director
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