

ANTI-CORRUPTION AND BRIBERY POLICY

1. BACKGROUND

- 1.1. The company takes a zero-tolerance approach to bribery and corruption and is 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 and corruption. As an employer if we fail to prevent bribery we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.
- 1.2. We are bound by UK laws, including the Bribery Act 2010, in respect of our conduct both at home and abroad.
- 1.3. The purpose of this policy is to:
 - set out the company's responsibilities, and of those of our employee's, in observing and upholding our position on bribery and corruption; and
 - provide information and guidance to employee's on how to recognise and deal with bribery and corruption issues.
- 1.4 The policy applies to all employees.

2. DEFINITION

- 2.1 Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.
- 2.2 Corruption is the abuse of entrusted power or position for private gain.
- 2.3 Third Party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

3. OFFERING AND ACCEPTING GIFTS

You are allowed to offer and accept modest non-cash gifts to/from third parties where appropriate for marketing purposes or, as long as the gift is occasional and not regular or repeated, for other purposes such as expressing thanks or making a goodwill gesture.

You should never offer or accept:

- 1.4. Cash gifts;
- 1.5. Gifts in secret;
- 1.6. Repeated/regular gifts from the same donor;
- 1.7. Gifts with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- 1.8. Gifts during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- 1.9. Gifts to or from government officials or representatives, or politicians or political parties; or
- 1.10. Facilitation payments, also known as “back-handers” typically made to secure or expedite a routine or necessary action.

4. HOSPITALITY AND EXPENSES

You are allowed to participate in corporate hospitality and entertainment where this will promote good relationships, improve or maintain our reputation, or present our products and/or services to third parties.

However, corporate hospitality and entertainment, including attendance at dinners and events, should not be offered or accepted if:

- 4.1 It is lavish or extravagant and on a scale which is disproportionate to the legitimate business value of the relationship;
- 4.2 It is with the intention of influencing the recipient’s judgment or when you know it is not permitted or putting the recipient in a difficult position; or
- 4.3 It is given as a daily cash allowance and there is no means of control over the spending of the allowance (e.g. no requirement to submit receipts for genuine expenses or to reimburse the provider for any unused portion of the allowance).

5. DONATIONS

We only make charitable donations that are legal and ethical. No donation must be offered or made without the approval of a Director.

6. YOUR RESPONSIBILITIES

- 6.1 All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy;
- 6.2 You must notify your Manager, at the earliest possible stage, if you believe or suspect that a breach of this policy has occurred, or may occur in the future. For example, if a

customer or potential customer 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;

6.3 You must not threaten another employee who has refused to commit a bribery offence or who has raised concerns under this policy;

6.4 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review;

6.5 You must submit all expense claims relating to hospitality, gifts or payments to third parties and record the reason for expenditure;

6.6 You must co-operate fully and openly with any investigation by the Company into alleged or suspected breaches of this policy;

6.7 You are liable to disciplinary action, dismissal for gross misconduct, legal proceedings and possibly imprisonment if you are involved in bribery and corruption.

7. PROTECTION

The company is 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 dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform your manager. If the matter is not remedied it may be raised formally using the company's grievance procedure.

8. RECORD-KEEPING

The company will maintain adequate books and records which properly and fairly document all financial transactions and evidence the business reason for making payments to third parties.

Accounts will not be kept "off-book" to facilitate or conceal improper payments. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption. Any improvements identified will be implemented as soon as possible.

9. COMPANY RESPONSIBILITIES

9.1 The Directors have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all employees comply with it.

9.2 The Personnel Department has day to day responsibility for monitoring the use and review the effectiveness of this policy and dealing with any queries on its interpretation.

9.3 Managers are responsible for the implementation and communication of this policy and ensuring those reporting to them are made aware of and understand the policy.

9.4 Managers are required to take prompt corrective action when a breach of this policy has been identified, which action may include formal disciplinary action in accordance with the company’s disciplinary procedure, which could result in dismissal for gross misconduct.

9.5 All new employees will be informed of the company’s policy towards anti-corruption and bribery at induction. All existing employees will receive regular training on how to adhere to this policy.

This policy is not incorporated into your Contract of Employment and maybe varied from time to time.

A copy of the company’s “Anti-Corruption and Bribery Policy” is available for inspection at the company notice board, intranet or HR Office.

I have read and understood the company’s “Anti-Corruption and Bribery Policy”.

Signed:

Print Name:

Date: