

Policy Document

Anti-Corruption and Bribery

General Principles

The Company is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas.

The Company takes a zero tolerance approach to bribery and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates. The Company aims to implement and enforce effective systems in order to eliminate corruption and bribery.

Purpose and Scope

This policy does not form part of your contract of employment. However, you should be aware that bribery is illegal and will be regarded as gross misconduct.

All employees, officers, associated persons to include temporary workers, consultants, agents and subsidiaries of the Company are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time.

This policy outlines the Company's position on preventing and prohibiting bribery in accordance with the Bribery Act 2010 and serves as a guide for all employees, associated persons and subsidiaries set out in the paragraph above. Bribery and Corruption are punishable for individuals by up to ten years imprisonment and the Company could face an unlimited fine and face damage to its reputation. The Company therefore takes its legal responsibility in this area very seriously.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of employees and associated persons acting for, or on behalf of the Company; and
- the consequences of any breaches of this policy.

Bribery

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. There are four offences under the Bribery Act 2010 as follows:

- giving a bribe;
- receiving a bribe;
- bribing a foreign public official; and
- the failure of a commercial organisation to prevent bribery by an associated person for the organisation's benefit.

The Company prohibits the offering, promising, giving, solicitation or acceptance of any bribe whether cash or other inducement to or from any third party.

Third party means any individual or organisation you come into contact with during the course of your work for the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, government and public bodies, officials, politicians and political parties.

Gifts and hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties providing all such gifts are reasonable and justifiable. The following requirements must however be met:

- the gift 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 in exchange for favours or benefits;
- the gift does not include cash or a cash equivalent (such as gift vouchers or vouchers);
- the gift is appropriate in the circumstances (e.g. Christmas) and of an appropriate type and value;
- the gift is given openly, not secretly; and
- the gift is not given to a government official, representative, politician or political party with the prior approval of MEL TOTTOH or KEVIN HUGHES.

The intention behind the giving or receiving of any gift should always be considered and it is not acceptable in any circumstances to give or accept any gifts which are given with the expectation or hope of obtaining a business advantage.

Donations

The Company will only make donations of any sort which are legal and ethical. No donation must be offered or made without the prior approval of MEL TOTTOH or KEVIN HUGHES.

Overseas

Employees and associated persons conducting business on behalf of the Company outside the UK may be at greater risk of being exposed to bribery or unethical business conduct. If you are conducting international business you are required to be extra vigilant in this respect.

Facilitation payments

The Company prohibits its employees or associated persons from making or accepting any facilitation payments. These are typically small, unofficial payments made to secure or expedite a routine government action by a government official. Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the Company. These payments are not common in the UK but are common overseas and therefore employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

Records

The Company must keep financial records and have appropriate internal controls in place which will evidence the business reasons for making payments to third parties.

In order to ensure an effective record system is maintained you must:

- declare and keep a written records of all hospitality or gifts accepted or offered, which will be subject to managerial review;
- ensure 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 the expenditure;
- ensure accounts, invoices, memoranda and other documents and records relating to dealing with third parties such as clients, suppliers and business contacts, are prepared and maintained with strict accuracy and completeness.

No accounts must be kept “off-book” to facilitate improper payments.

Your responsibilities

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us and under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify MEL TOTTOH or KEVIN HUGHES as soon as possible if you have any concerns about any issue in this policy or believe or suspect that a conflict with this policy has occurred or may occur in the future.

Any such reports of suspected or actual attempts at bribery will be thoroughly and promptly investigated by the appropriate member of senior management in the strictest confidence. 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 corruption offence has or may take place. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence.

Monitoring and review

KEVIN HUGHES will act as the Compliance Manager.

The Compliance Manager, with the assistance and co-operation of management, the board and other employees, will take steps to ensure universal compliance with this policy. The Compliance Manager will:

- have primary and day to day responsibility for implementing this policy and for monitoring its use and effectiveness;
- review this anti bribery and corruption policy on a regular basis;
- organise awareness training for employees involved in recruitment, training, supervision and promotion, and focus on action which may be taken to ensure the effective operation of this anti bribery and corruption policy; and
- receive complaints, queries, reports of malpractice regarding any breaches of this policy, and ensure that they are properly handled in accordance with the grievance and disciplinary procedures where appropriate.