



ANTI-BRIBERY POLICY & PROCEDURE – BRIBERY ACT 2010

The Company has issued this anti-bribery policy and procedure to ensure all employees, and those working for, or on behalf of, the Company are aware of their legal obligations when conducting company business and fully comply with the Bribery Act 2010 (which applies to the Company's conduct both in the UK and abroad) so that the highest standards of professional and ethical conduct are maintained.

A bribe means a financial payment or other form of reward or advantage, whether direct or indirect, that is intended to induce or influence an individual, company or public body to perform their functions, including business and public duties, improperly (ie not acting in good faith, not impartially and not in accordance with a position of trust). The bribe might be made, or offered, to gain commercial, contractual or regulatory advantage for the Company, or to gain personal advantage for the individual or anyone connected with the individual.

Responsibilities and reporting procedure

The Company operates a zero-tolerance approach to any attempts at bribery by, or of, its employees and encourages all employees and associated persons (including directors, consultants, agents, contractors, temporary staff or potentially suppliers) to report any suspected bribery activity or suspicious circumstances to the Company Directors.

Employees and associated persons are required to report for example:

- attempts to influence through invitations to entertainment events that are excessive or inappropriate
- contributions, payments or gifts made in any manner as an inducement or reward for improper performance
- requests for cash payments or unusual payment arrangements for example via a third party
- a lack of standard invoices and proper financial practices
- requests for reimbursements of unsubstantiated or unusual expenses
- a history of corruption in the country in which the business is being undertaken
- close family, personal, or business ties that a prospective agent, representative or joint-venture partner might have with government or corporate officials, directors or employees

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 and need to be extra vigilant. This includes when dealing with government procedures overseas eg facilitation payments requested by government officials for carrying out or speeding up routine procedures, or any other activity in an improper way, shall be refused. (Local laws should be considered in relation to the making of payments to public officials.)

This policy does not prohibit normal and appropriate hospitality or the use of any recognised fast-track process that is publicly available on payment of a fee.

If an employee or associated person is in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to the Directors.

Records

Particular care should be taken to ensure all company records are accurately maintained in relation to any



contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken prior to entering into any contract, arrangement or relationship with a potential supplier, agent consultant or representative.

Employees and associated persons are required to keep accurate, detailed and up to date records of all corporate hospitality, entertainment or gifts accepted or offered.

Corporate entertainment, gifts, hospitality and promotional expenditure

Business entertainment proposals need to be approved by the Directors.

Any gifts, rewards or entertainment received or offered from customers, suppliers or other business contacts should be reported to the Directors (as a general rule small tokens of appreciation may be retained but others may not be appropriate eg where there could be a real or perceived conflict of interest).

If an employee or associated person wishes to provide gifts to suppliers, customers or other business contacts, approval from the Directors is required, together with details of the intended recipients, reasons for the gift, and business objective. Records and receipts must be supplied. The authorised gift (which must not include cash or a cash equivalent eg gift vouchers) must be given openly, in the Company (not individual's) name and comply with local laws.

The Company considers that charitable giving can form part of its wider commitment and social responsibility. The Company may also support fundraising events involving employees.

The Company does not make donations to any political parties.

Risk management:

The Company will conduct periodic risk assessments and where relevant will identify high risk areas (eg projects in high risk countries, high value projects, employees in positions where they may be exposed to bribery).

The Company depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to the Directors as soon as possible.

In the event of any bribery activity being suspected by employees or associated persons, the Company will invoke its disciplinary procedures and carry out a full investigation that, if upheld, may result in a finding of gross misconduct and immediate dismissal without notice or pay in lieu of notice (without prejudice to any rights or claims the Company may have against you). The Company may also immediately terminate its contractual arrangements with any associated person. The Company will involve government departments and the



regulatory authorities where appropriate (eg Revenue & Customs, Serious Fraud Office, Director of Public Prosecutions, police).

Any report will be treated promptly and in confidence (to the extent that this is practical and appropriate in the circumstances). You will be supported by the company during any following investigations of such allegations, including where such allegations are not substantiated, provided that such concerns are raised in good faith. Legal protection is also provided under the Public Disclosure Act 1998 (whistle blowing).

The Directors will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

One of the Company's core values is to uphold responsible and fair business practices and this Policy is designed to preserve these values.

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