

ANTI-CORRUPTION AND BRIBERY POLICY

1. POLICY STATEMENT

- 1.1. It is our policy to conduct all of 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 measures to ensure compliance with all laws relating to anti-bribery and corruption, and in particular, the Bribery Act 2010 (the “Act”) together with all legislation and/or regulations that may amend or supersede the provisions of the Act.

2. ABOUT THIS POLICY

- 2.1. The purpose of this policy is to:
 - 2.1.1. set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
 - 2.1.2. provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 2.2. It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years’ imprisonment and/or a fine. 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.
- 2.3. In this policy, the term “**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, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials.
- 2.4. This policy does not form part of any employee’s contract of employment and we may amend it at any time.

3. WHO MUST COMPLY WITH THIS POLICY?

- 3.1. This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

4. WHAT CONSTITUTES A BRIBE?

- 4.1. Any individual will be liable under the Act if he or she offers or makes a payment to someone (or favours them in some other way) and in so doing, hopes and/or anticipates that the recipient of the payment/favour will or may somehow misuse their position or otherwise reward that misuse of position (in each case a “Bribe”).
- 4.2. It is not only an offence to offer a Bribe, it is also a criminal offence under the Act to receive a Bribe unless the recipient clearly refuses to accept the Bribe.
- 4.3. Bribes can be in cash, but may include gifts, hospitality such as travel and entertainment, promises of future business, or even donations to a chosen charity.
- 4.4. Bribes can be of any size. They can include small payments to ensure that a particular matter is dealt with

amicably or may include unofficial inducements from those connected with suppliers to secure a continuing commercial relationship.

- 4.5. The person receiving the Bribe does not need to be the same person as the person who misuses their position – a Bribe is still a Bribe if the recipient is a spouse, other family member, colleague or chosen charity of the person who misuses their position.
- 4.6. Given the serious implications for our business if anyone working for or on our behalf engages in any form of Bribery, (whether directly, passively or through a third party), we need to take strong measures to ensure that there is no Bribery in our business. Colin Brown (Director) is the nominated compliance manager for our business (“Nominated Compliance Manager”). If you are uncertain about whether something constitutes a Bribe, you should contact our Nominated Compliance Manager.

5. WHAT IS ACCEPTABLE AND WHAT IS NOT ACCEPTABLE?

5.1. GIFTS AND HOSPITALITY

- 5.1.1. Businesses and individuals are entitled to give or accept normal and appropriate gestures of hospitality and goodwill so as long as the giving or receiving of gifts meets the following requirements:
 - 5.1.1.1. it is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits;
 - 5.1.1.2. it is not made with the suggestion that a return favour is expected;
 - 5.1.1.3. it is in compliance with local law;
 - 5.1.1.4. it is given in the name of the company, not in an individual’s name;
 - 5.1.1.5. it does not include cash or a cash equivalent (e.g. a voucher or gift certificate);
 - 5.1.1.6. it is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion);
 - 5.1.1.7. it is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift;
 - 5.1.1.8. it is given/received openly, not secretly;
 - 5.1.1.9. it is not selectively given to a key, influential person, clearly with the intention of directly influencing them;
 - 5.1.1.10. it is not above a certain excessive value, as pre-determined by the company’s compliance manager (see below); and
 - 5.1.1.11. it is not offered to, or accepted from, a government official or representative or politician or political party.

5.1.2. EXAMPLES

GENERALLY ACCEPTABLE	GENERALLY NOT ACCEPTABLE
Customary small gifts and cards at Christmas	Gifts in exchange for other gifts or favours
Gifts up to a maximum value of £50 to thank a person for performing a legitimate activity	Gifts made with the intention of obtaining a business advantage
Appropriate events celebrating the completion of or the reaching of an important milestone	Gifts with a value exceeding £50
Hospitality for the purposes of explaining business services, getting to know a person or business, discussing a current matter, providing it is not unduly lavish.	Sporting or cultural events for which the cost per participant exceeds £200/ restaurant or bar entertainment for which the cost per participant exceeds £100

Good practice, gifts given or received should always be disclosed to our Nominated Compliance Manager to ensure compliance with this policy.

5.2. FACILITATION PAYMENTS AND KICKBACKS

5.2.1. We do not make, and will not accept, “facilitation payments” or “kickbacks” of any kind.

5.2.2. “**Facilitation payments**” are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). “**Kickbacks**” are typically payments made in return for a business favour or advantage.

5.2.3. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. 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 reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with our Nominated Compliance Manager.

5.3. DONATIONS

5.3.1. We do not make contributions to political parties or charitable organisation. No donation must be offered or made without the prior approval of our Nominated Compliance Manager.

6. RECORD-KEEPING

6.1. We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

6.2. You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.

6.3. All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept “off-book” to facilitate or conceal improper payments.

7. YOUR RESPONSIBILITIES

- 7.1. You must ensure that you read, understand and comply with this policy.
- 7.2. The prevention, detection and reporting of Bribery and other forms of corruption are the responsibility of all those working for or on our behalf. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 7.3. You must notify our Nominated Compliance Manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future.

8. HOW TO RAISE A CONCERN

- 8.1. You are encouraged to raise concerns about any issue or suspicion of Bribe at the earliest possible stage.
- 8.2. If you are offered a Bribe, or are asked to make one, or if you believe or suspect that any form of Bribery, corruption or other breach of this policy has occurred or may occur, you must notify our Nominated Compliance Manager as soon as possible.
- 8.3. If you are unsure about whether a particular act constitutes Bribery or corruption, please raise it with our Nominated Compliance Manager.

9. PROTECTION

- 9.1. Individuals who refuse to accept or offer a Bribe, or 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.
- 9.2. We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in a Bribe, 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 unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform our Nominated Compliance Manager immediately.

10. TRAINING AND COMMUNICATION

- 10.1. We will ensure that all individuals acting for or on behalf of our business receive adequate training on the key principles of the laws in this area to ensure strict compliance.

11. BREACHES OF THIS POLICY

- 11.1. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 11.2. We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

12. MONITORING AND REVIEWING

We will ensure that our Nominated Compliance Manager will monitor the effectiveness and review the implementation of this policy and shall regularly consider its suitability, adequacy and effectiveness.

We reserve the right to amend this policy from time to time to improve its effectiveness in combatting Bribery and corruption and comply with legislative changes.