

ANTI-CORRUPTION AND BRIBERY POLICY

1. About this policy

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.

1.2 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Any non-employee who breaches this policy may have their contract terminated with immediate effect.

1.3 This policy does not form part of any employee's contract of employment and we may amend it at any time. It will be reviewed regularly.

2. Who must comply with this policy?

2.1 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, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located (collectively referred to as workers in this policy).

3. What is bribery?

3.1 Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.

3.2 Bribery includes offering, promising, giving, accepting or seeking a bribe.

3.3 All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your manager or a Director of the company.

3.4 Specifically, you must not:

- A. give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received in return, or to reward any business received;
- B. accept any offer from a third party that you know or suspect is made with the expectation that we will provide a business advantage for them or anyone else;
- C. give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure;
- D. You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

4. Facilitation Payment and Kickbacks

4.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

4.2 Facilitation payments, also known as "back-handers" are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the UK but are common in some other jurisdictions.

4.3 Kickbacks are typically payments made in return for a business favour or advantage.

4.4 All workers 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 your Line Manager.

5. Gifts and hospitality

5.1 This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services.

5.2 A gift or hospitality will not be appropriate if it is unduly lavish or extravagant, or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).

5.3 Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers), or be given in secret. Gifts must be given in our name, not your name.

5.4 Gifts received and purchased, over £50 require director approval. Please complete an approval form which can be requested from HR.

5.5 Promotional gifts of low value such as branded stationery may be given to or accepted from existing customers, suppliers and business partners.

5.6 Reimbursing a third party's expenses or accepting an offer to reimburse our expenses, (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

5.7 We appreciate that practice 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, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

6. Potential Risk Scenarios 'Red Flags'

6.1 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 anticorruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

6.2 If you encounter any of these red flags while working for us, you must report them promptly to your Line Manager using the procedure set out in the whistleblowing 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 requests 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.

7. Record-keeping

7.1 You must declare and keep a written record of all hospitality or gifts given or received. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

7.2 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.

8. How to raise a concern

8.1 If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your manager or a Director in the first instance.

9. Protection

9.1 Workers who refuse to accept or offer 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.

9.2 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.

9.3 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 Your Line Manager immediately. If the matter is not remedied, you should raise it formally using our Grievance Procedure.

10. Training

10.1 Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

10.2 Our approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter