

23. ANTI-CORRUPTION AND BRIBERY POLICY

- 23.1 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 effective systems to counter bribery.

Who is covered by this policy?

- 23.2 This policy applies to all individuals working at all levels and grades including senior managers, wherever located (collectively referred to as workers in this policy).

Your responsibilities

- 23.3 You must ensure that you read, understand and comply with this policy.
- 23.4 You must notify your manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future.

What is bribery?

- 23.5 A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.
- 23.6 This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

Permitted Conduct

- 23.7 The giving of gifts is not prohibited, if the following requirements are met:
- 23.7.1 it 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 explicit or implicit exchange for favours or benefits;
 - 23.7.2 it complies with local law;
 - 23.7.3 it is given in our name, not in your name;
 - 23.7.4 it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - 23.7.5 it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time; and
 - 23.7.6 it is given openly, not secretly.

Prohibited Conduct

- 23.8 It is not acceptable for you (or someone on your behalf) to:
- 23.8.1 give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given
 - 23.8.2 give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
 - 23.8.3 accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
 - 23.8.4 accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
 - 23.8.5 threaten or retaliate against another worker who has refused to commit a bribery

- offence or who has raised concerns under this policy; or
- 23.8.6 engage in any activity that might lead to a breach of this policy.

Facilitation payments and kickbacks

- 23.9 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions
- 23.10 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

Donations

- 23.11 We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of:

Mrs. Susan Cope (Financial Director)
Mr. Philip Blakeman (Managing Director)

Record-keeping

- 23.12 We keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 23.13 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review. All expenses should be claimed in accordance with our Expenses Policy.

Breaches of this policy

- 23.14 Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation.
- 23.15 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We also reserve our right to terminate our contractual relationship with other workers if they breach this policy.