

ETHICS, CONDUCT, ANTI-BRIBERY, ANTI-CORRUPTION and MODERN SLAVERY POLICY

1. INTRODUCTION

1.1. This policy sets out the principles and standards that we expect our staff to adhere to and the overriding standards of conduct that must be complied with whenever and wherever they perform their duties and responsibilities.

1.2. It also sets out how we aim to uphold our principles and standards and prevent bribery or any other corrupt practices from occurring.

1.3. In this policy the term:

- 'bribe' or 'bribery' includes directly or indirectly giving, promising, offering, accepting, requesting or agreeing to accept or receive a financial or other advantage with the intention of inducing or influencing the 'improper performance' of a public or business function, duty or activity by an individual, or as a reward for the improper performance of a public or business function, duty or activity
- 'corruption' includes the misuse of an individual's power, authority or position for unlawful, dishonest, unethical or immoral purposes or in order to gain an unlawful financial or other advantage
- 'improperly perform' or 'improper performance' includes, but is not limited to, acting in a manner (including making decisions) which would not be reasonably expected in the circumstances, and may involve failing to act; acting other than in accordance with UK law or, where applicable, the written constitution, laws and published court judgments of a foreign country; or acting in breach of trust, in bad faith or without impartiality (being biased)
- 'public official' means any person who holds either a legislative, administrative or judicial position, a political candidate or party official, someone who performs public functions in local government/municipal councils or who exercises public functions for a public state-owned agency or enterprise (such as a director of a state-owned company, a civil servant or a customs, military or emergency services official) and officials or agents of a public international organisation (such as the United Nations or World Bank)
- 'senior officers' refers to all staff occupying roles at our uppermost and second-highest grades, levels or their equivalent and includes
- directors, officers and senior management
- 'staff' refers to all individuals working for us at every level or grade, whether directors, officers, partners, employees, workers, contractors, consultants, agency workers, volunteers, trainees or on work experience.
- 'stakeholders' refers to all private or public commercial organisations (including charities and 'not for profit' bodies) that provide services to us or on our behalf including, but not limited to, contractors, agents, suppliers and business and joint venture partners

1.4. This policy must be communicated to all staff and stakeholders and any other individuals or organisations as becomes necessary, such as trade unions and government agencies.

1.5. This policy should be read in the light of and in conjunction with our other policies and procedures, including reimbursement of expenses, acceptance of gifts, conduct during business and corporate hospitality events, monitoring of communications and any whistleblowing policy.

1.6. This policy does not form part of any staff or stakeholder's contract unless it expressly incorporates it.

2. PURPOSE

2.1. This policy aims to set out:

- Our principles and standards when conducting business and our position on acts of bribery or corruption by our staff or stakeholders whilst acting for us or on our behalf
- The commitment of our senior officers towards maintaining high standards of conduct and the prevention of bribery and corruption

- Information for staff and stakeholders of our requirements regarding their conduct when undertaking their duties, obligations or when acting on our behalf
- Guidance for staff and stakeholders on the Bribery Act 2010 and what constitutes improper conduct
- Steps to be taken to prevent bribery and corruption
- Guidance on how to recognise bribery and corruption
- The procedures for reporting breaches of this policy by staff or stakeholders
- The responsibilities of staff and stakeholders in observing and upholding this policy (particularly the parts relating to the prevention of bribery and corruption) and potential consequences of breaching it

3. OUR PRINCIPLES AND STANDARDS

3.1. It is our policy to act with the utmost professionalism and in an honest, fair and open way when conducting our business, without using bribery or other corrupt or unethical practices in order to gain a business advantage. We therefore take a zero-tolerance approach to acts of bribery or corruption by staff or stakeholders.

3.2. We are committed to maintaining the highest legal and ethical standards and to complying in a proper and timely manner with our legal and regulatory (if any) obligations to our staff, stakeholders, customers, clients, the government and the general public.

3.3. These principles and standards must be kept in mind when recruiting staff and reflected in the way we operate, whether in the UK or abroad.

4. SENIOR OFFICERS' STATEMENT

4.1. This policy is unconditionally supported by the senior officers.

4.2. We take the prevention of bribery or corruption very seriously. Bribery and corruption are not victimless crimes.

4.3. We take the view that any acts of bribery or corruption by staff or stakeholders will cause severe, if not irreversible, damage to the integrity and reputation of the business, putting it at serious risk of losing some or all of our current clients or customers and detrimentally affecting our ability to take advantage of new business opportunities. This could ultimately result in serious financial loss or possible closure and the loss of jobs.

4.4. In addition, the Bribery Act 2010 creates a number of criminal offences related to bribery, and acts of bribery by staff and stakeholders will expose the business and members of our staff to the risk of prosecution. This could result in heavy fines and/or up to 10 years' imprisonment.

4.5. The senior officers are committed to:

- Conducting all our business activities with the utmost professionalism and in an honest, fair and open way whilst maintaining the highest ethical standards
- Ensuring that they are aware of the laws and (where appropriate) regulatory requirements that affect the performance of their roles, seeking professional advice where necessary
- Complying with all our legal and (where appropriate) regulatory requirements in a proper and timely manner
- Demonstrating leadership by applying our principles and standards through their decisions, actions and communications and adhering to the practices stated in this policy
- Enforcing a zero-tolerance policy towards acts of corruption or bribery by staff or stakeholders
- Raising awareness of the need to combat bribery and corruption with staff and stakeholders by providing them with a copy of this policy and requiring compliance with it. We shall consider not entering into business relationships with stakeholders that refuse, or terminating existing business relationships if this policy has been breached.
- Obtaining training on the Bribery Act 2010 and providing training to all appropriate staff and where necessary, external stakeholders

- Creating and maintaining an 'open-door' policy for reporting genuinely suspected or actual acts of bribery or corruption by staff or stakeholders, whilst ensuring that individuals reporting such incidents will be protected from subsequent detrimental treatment or recrimination
- Supporting reasonable initiatives by staff or stakeholders that are designed to reduce the risk of bribery and corruption
- Ensuring that regular bribery and corruption risk assessments are undertaken and overseeing the monitoring, implementation and communication of this policy to staff and stakeholders
- Being actively involved in major decisions effecting the terms, implementation and communication of this policy and the enforcement of major breaches of this policy

4.6. We shall oversee the creation of any management processes and procedures that are required to discourage bribery and corruption and to implement transparent financial and auditing practices which ensure all financial transactions are properly recorded and prevent the establishment of secret accounts.

4.7. In addition to the contents of this policy, our existing policies and procedures regarding the reimbursement of expenses, acceptance of gifts, conduct during business and corporate hospitality events and monitoring of communications, can assist in the prevention of bribery and corruption.

4.8. Our director Jacqui Douglas (or such other person as we may designate from time to time), is responsible for the maintenance and implementation of this policy.

4.9. Staff found to have breached this policy or who have otherwise brought the reputation of the business into disrepute, will be subject to disciplinary action under our disciplinary procedures or, if self-employed, will be regarded as being in material breach of contract and may have their contract for services terminated.

4.10. Depending on the circumstances, such behaviour may be treated as potential gross misconduct, and could render an employee liable to summary dismissal.

5. CONDUCT OF STAFF AND STAKEHOLDERS

5.1. All staff and stakeholders are expected to conduct themselves in accordance with our principles and required standards of conduct.

5.2. All staff and stakeholders must act professionally and in an honest, fair and open way whilst upholding the highest ethical standards, whenever and wherever they represent us or perform their duties or obligations to us.

5.3. In addition, when working for us, staff and stakeholders agree and are obliged to:

- Read, uphold and comply with this policy and ensure that they understand its contents
- Act in accordance with the spirit of this policy in situations where strict compliance with this policy will or may result in an unintended effect, or where this policy does not provide any or sufficient guidance
- Comply with all legal and regulatory requirements
- Conduct themselves in a manner that will safeguard and enhance the reputation of our business
- Treat others with dignity and respect
- Not obtain or attempt to obtain an unfair advantage for us or for themselves through dishonest, improper, unethical or illegal practices
- Not use their position or authority for personal gain
- Not knowingly make any false or misleading statements to others

5.4. Staff and stakeholders must apply these standards through their decisions, actions (or inactions) and communications whenever and wherever they represent us or perform their duties or obligations to us.

6. AGREEMENTS WITH STAKEHOLDERS

6.1. Before entering into a legally binding agreement for the services of a stakeholder or on renewal of an existing agreement, stakeholders must provide written confirmation that they have received and understand this policy and shall comply with it. Where we consider this to be appropriate, this policy and compliance with it should form part of the stakeholder's contractual obligations to us.

6.2. Stakeholders should be required to provide annual written confirmations of compliance with this policy if the term of their agreement lasts for more than one year.

6.3. Where appropriate, agreements with stakeholders should give us the power to undertake inspections of their premises and financial records.

6.4. Stakeholders must only be remunerated for legitimate services provided to us or on our behalf.

7. THE BRIBERY ACT 2010

7.1. Bribery, by staff and stakeholders is illegal under the Bribery Act. Conviction could result in a prison sentence of up to 10 years or an unlimited fine.

7.2. We may also be prosecuted under the Bribery Act if we fail to implement adequate policies and procedures preventing acts of bribery by our staff or stakeholders. If convicted we may be subject to an unlimited fine, which may have detrimental implications on our financial circumstances and consequently on our ability to continue trading.

7.3. The Bribery Act also outlaws facilitation payments, which it regards as bribes. Facilitation payments usually consist of cash payments (or payments in kind) to public officials to either expedite their performance of routine actions, duties or processes or to prevent them from performing their duties. For example, a payment to immigration staff to quickly process an application for a visa/work permit or to slow down the processing of a competitor's application.

7.4. Facilitation payments are not common in the UK but can be regarded as 'the normal way of getting things done' in some foreign jurisdictions.

7.5. Gifts and hospitality or entertainment payments may also, in certain circumstances, be regarded as a bribe by the Bribery Act and therefore could be illegal.

8. IMPROPER CONDUCT

8.1. Staff and stakeholders must not, whether in our name or on our behalf:

- Commit or attempt to commit an act of bribery or corruption or any other illegal act, unless they or their immediate family have received real threats of actual harm
- Authorise or instruct others to commit acts of bribery or corruption or any other illegal act unless they or their immediate family have received real threats of actual harm
- Plan to commit acts of bribery or corruption or any other illegal act
- Directly or indirectly, offer, promise, give, accept or demand a facilitation payment unless they or their immediate family have received real threats of actual harm
- Directly or indirectly, authorise or instruct others to offer, promise, give, accept or demand a facilitation payment unless they or their immediate family have received real threats of actual harm
- Directly or indirectly, offer, promise, give, accept or demand excessive hospitality
- Directly or indirectly, offer, promise, give, accept or demand gifts of cash or cash equivalents
- Directly or indirectly make, offer or promise a contribution to candidates seeking to become public officials, political parties or other political organisations or authorise or instruct others to do so
- Directly or indirectly make, offer or promise a donation to a charity or any other organisation, or authorise or instruct others to do so
- Give in to demands, to make illicit or illegal payments to stakeholders, third parties or public officials (at whatever level) unless they or their immediate family have received real threats of actual harm
- Carry out any activity that may result in a breach of this policy

8.2. Staff or stakeholders must ensure that they fully and accurately record all financial transactions made by or to us or on our behalf and transactions that directly or indirectly affect us, for example, sales figures used to calculate commission or bonus payments or payments from any funds we have provided (referred to below as 'relevant financial transactions').

8.3. Staff or stakeholders must not:

- Hide, attempt to hide or fail to disclose any relevant financial transactions
- Establish secret books of accounts or accounting documents
- Knowingly make false, inaccurate or misleading entries in any books of account or accounting documents that record any relevant financial transactions
- Knowingly create false, inaccurate or misleading documents that support the accounting entries of any relevant financial transaction
- Make or approve any payment for a relevant financial transaction with the knowledge or belief that it will not be fully recorded in any books of account
- Knowingly make false or inaccurate statements to our auditors
- Destroy any accounts records or supporting documents that relate to the relevant financial transactions
- Secretly divert funds to an undisclosed account
- Create or obtain any undisclosed funds or assets
- Use our funds or assets for unlawful purposes

8.4. These rules apply if the member of staff or stakeholder acts with the intention of obtaining a direct or indirect benefit or advantage for us, themselves or a third party and in circumstances where there is no intention to derive any benefit or advantage for anyone.

8.5. They also apply whenever and wherever they represent us or perform their duties or obligations to us.

8.6. Staff, who have any questions about this policy, any conflicts between the application of this policy and our legal requirements and procedures or are in any doubt about whether their conduct or the conduct of others may breach this policy, should seek guidance from our director (or such other person as we may designate from time to time).

8.7. Examples of improper conduct

8.7.1. The following provides a non-exhaustive list of conduct that we will regard to be in breach of this policy:

- Promising, offering or giving a financial or other advantage to a foreign public official (or a third party at their request or with their approval) in order to influence the performance (or non-performance) of their functions or use of their power or authority, where it is not permitted or expressly required by their country's written laws to be influenced in that way. *Example: Promising to invest in a local community project so that our tender to provide services is accepted, where their country's laws do not expressly permit or require the foreign public official to take account of that promise*
- Promising, offering or giving a financial or other advantage to a foreign public official (or a third party at their request or with their approval), in order to influence them to use their power or authority to make someone else perform (or fail to perform) their functions in a way that is not permitted or expressly required by their country's written laws. *Example: Offering to pay for a local politician's family holiday if he/she unlawfully persuades the local government authority to grant us a licence which would otherwise have been refused*
- Promising, offering or giving a financial or other advantage to a UK public official or foreign or domestic business person so that they, or someone they instruct, improperly perform their business or public functions, duties or activities. *Example: Promising to pay a business agent to induce a UK politician to award a public services contract to us whilst disregarding our competition's tenders*

- Rewarding a UK public official or foreign or domestic business person because they have, or someone they instructed has, already acted improperly when performing their public or business functions, duties or activities. *Example: Paying off the debts of a foreign business agent because they have paid facilitation payments on our behalf*
- Promising, offering or giving a financial or other advantage to a UK public official or foreign or domestic business person whilst knowing or believing that if accepted it would itself constitute an improper performance of their functions, duties or activities. *Example: Offering to pay a police officer in order to obtain confidential information*
- Requesting, accepting or agreeing to receive a financial or other advantage, whether for you or for another person, with the intention of improperly performing a business function, duty or activity. *Example: Being paid not to offer/sell our services to a client's competitor*
- Requesting, accepting or agreeing to receive a financial or other advantage, whether for you or for another person, with the intention that another person will improperly perform their business or public functions, duties or activities. *Example: Agreeing to accept payment for your child's private education fees if you are able to induce a UK public official to grant a public licence without a formal application being made*
- Requesting, accepting or agreeing to receive a financial or other advantage, whether for you or for another person, which if accepted would itself constitute an improper performance of your functions, duties or activities (whether or not you knew or believed that you were acting improperly). *Example: Requesting a cash payment to be paid to your relative, in order to disclose confidential business information to a third party in breach of your contractual obligations*
- Requesting, accepting or agreeing to receive a financial or other advantage, whether for you or for another person, as a reward for having already improperly performed your business functions, duties or activities (whether or not you knew or believed that you were acting improperly). *Example: Requesting payment from a supplier after having ensured that they obtained a business contract ahead of others who provided better tenders*
- Requesting, accepting or agreeing to receive a financial or other advantage, whether for you or for another person, as a reward for someone else having already improperly performed their public or business functions, duties or activities, at your request (whether or not you knew or believed that they were acting improperly). *Example: Requesting a bonus for obtaining confidential information about a competitor from one of their employees*
- Improperly performing your functions, duties or activities (whether or not you knew or believed that you were acting improperly) in anticipation of, or as a consequence of, requesting, accepting or agreeing to receive a financial or other advantage, for you or for another person. *Example: Offering to supply our competitor with confidential business information for a cash payment and photocopying or downloading various documents in anticipation of reaching an agreement*
- Another person improperly performs their business or public functions, duties or activities at your request or with your approval (whether or not you or the other person knew or believed that they were acting improperly) in anticipation of, or as a consequence of, your request, acceptance or agreement to receive a financial or other advantage, for yourself or for another person. *Example: On your request a UK public official obtains secret/confidential information regarding our competitor's tender for a public services contract and you, in anticipation of receiving the information, seek to be paid additional remuneration for disclosing it to us*

9. PREVENTING BRIBERY AND CORRUPTION

9.1. Risk assessments and due diligence

9.1.1. Effective risk assessment is essential to the successful prevention of bribery and corruption. By properly identifying the risks or potential risk, we can take steps to mitigate them.

9.1.2. Senior staff will oversee the undertaking of risk assessments by heads of department/team leaders or, where appropriate, branch managers.

9.1.3. Formal risk assessments should be undertaken at least twice a year and whenever there are planned changes to the business, such as (but not limited to), if we propose to:

- Start doing business in another country
- Move into a new business sector
- Obtain public licences or permits (whether in the UK or abroad)
- Acquire another business
- Engage external suppliers (such as contractors)
- Enter into joint ventures with others
- Bid for public contracts
- Take advantage of any other new business opportunity or enter into any relationship that involves engaging with a third party or public official

9.1.4. A risk assessment should also be performed whenever proposing to provide hospitality, entertainment, or gifts to a foreign public official.

9.1.5. All risk assessments must be documented and any risks identified should be immediately reported to a director

9.1.6. Where risks have been identified which may involve the conduct of individuals, due diligence should be undertaken. This includes checks against personnel working in roles that risk exposure to bribery. Due diligence may involve general research or background checks on past activities and their reputation or undertaking indirect or direct investigations/enquiries.

9.1.7. A higher level of due diligence should be performed where there is a larger risk of bribery or corruption occurring.

9.1.8. Stakeholders should be regularly monitored in order to reduce the risk of bribery or corruption occurring. This will usually involve performing due diligence checks against the stakeholder at regular intervals, but may also include making unannounced visits or inspections.

9.2. Providing gifts, hospitality and entertainment

9.2.1. As mentioned above, these may also be regarded as a bribe under the Bribery Act and therefore could be illegal.

9.2.2. Staff and stakeholders should ensure that all such expenditure by us or made on our behalf or for our benefit is made in good faith, for legitimate business reasons (such as to improve our image or as a PR exercise) and is not excessive but proportional to the type and cost of entertainment usually provided in our industry sector.

9.2.3. If a member of staff or a stakeholder intends to entertain any of our current or prospective customers or clients, a public official or any other person, whether within the UK or abroad, then they must obtain the written permission of his/her line manager (or a director if the employee is a line manager) before making any arrangements and provide them with the following details:

- The names and positions of the proposed attendees/recipients
- The reasons for the gift or entertainment and in particular how providing it is connected with our legitimate business activities/interests. *For example, undertaken to enhance a prospective client's knowledge of our business or as a public relations exercise to improve our image.*
- What form the proposed entertainment will take. *For example, a restaurant meal or tickets to a sports event.*
- The proposed gift. *For example, a food hamper.*
- Where and when the proposed entertainment will take place or the proposed gift will be provided
- Contact details of the proposed supplier(s) for the entertainment/gift and their estimated costs
- The overall estimated cost

9.2.4. If permission is granted then the decision should be recorded, together with any conditions it is made subject to, the reasons why permission was given and the information provided by the member of staff or stakeholder.

9.2.5. Any conditions must be fully complied with. This will usually include ensuring that it is made clear, in writing, to all those either invited to attend any entertainment or in receipt of any gifts, that it is being provided without any obligation to provide or expectation by us to receive, any business advantage.

9.2.6. Wherever possible, the suppliers should be instructed by us and requested to invoice us directly for payment.

9.3. Facilitation payments

9.3.1. Facilitation payments are bribes and are illegal under the Bribery Act, unless the country in which they are being made has written laws or judgments legitimising such payments.

9.3.2. Facilitation payments must not be paid under any circumstances without our prior consent, unless staff or stakeholders are left with no alternative but to make payment in order to protect themselves or their immediate family from real and immediate threats of violence.

9.3.3. If we operate in a country where there is a real risk that facilitation payments may be requested then we shall seek advice from appropriate professionals regarding the local laws so that we can distinguish from properly (legally) payable fees and facilitation payments and how we can avoid or deal with demands for facilitation payments. We will then act on that advice and inform staff and stakeholders of the advice given, where it is necessary or appropriate.

9.3.4. In circumstances where staff or stakeholders are requested to make facilitation payments and we have not as yet sought or obtained such advice then they should contact a senior member of staff before taking any further action.

9.3.5. Staff and stakeholders may be required to take some or all of the following actions:

- Obtain the name of the individual making the request for the facilitation payment
- Enquire about the legitimacy of their request, including whether a receipt will be provided
- Advise the individual of our policy not to pay facilitation payments as it is illegal and that the request must be reported to a member of our senior staff together with the individual's name, position and the amount demanded
- Advise the individual that their request may be reported to the UK embassy
- Refuse to pay and ask to be served by another person or request to see their superior
- Report the event (even if it is resolved without making a facilitation payment) to a senior member of staff
- Leave and return to the premises at another time bringing a lawyer, other professional adviser or a third party with you, as this may reduce the probability of being asked for a bribe

9.3.6. Appropriate training will be provided to staff or stakeholders that may be exposed to requests for facilitation payments.

9.4. Political and charitable donations

9.4.1. We do not make contributions to candidates seeking to become public officials, political parties or other political organisations, whether based in the UK or abroad.

9.4.2. We may make donations to genuine charities or local community projects (in the UK or abroad) so long as they are legal and ethical and are unlikely to be inferred as a bribe. Any request for a donation must be reported to a senior member of staff and where necessary a risk assessment and/or due diligence against the proposed recipient should be undertaken to establish, amongst other things, their legitimacy and connections with other groups or organisations. Ultimately, the final decision on whether a donation should be made and/or the amount will be for the board of directors

9.5. Financial record keeping

9.5.1. Accurate record keeping through transparent financial and auditing practices plays a vital role in the prevention of bribery and corruption.

9.5.2. All of our financial records should be complete and accurate and reflect the true financial state of the business and disclose the true nature of all disbursements and transactions.

9.5.3. Our books of account and other accounting documents and records must be regularly maintained consolidated and updated using our available book-keeping and accountancy systems.

9.5.4. Our accounts must conform with our legal obligations, applicable tax laws and established accounting principles and to our existing internal control systems and practices (as amended from time to time).

9.5.5. We expect our stakeholders to ensure that their financial records:

- Are complete and accurate and reflect the true financial state of their business
- Disclose the true nature of all disbursements and transactions
- Are regularly maintained, consolidated, updated and independently audited
- Comply with their national legal obligations and accepted accounting principles

9.5.6. Where we consider it to be appropriate, our contract with a stakeholder should place obligations on it to comply with the above mentioned requirements and to provide us with access to their financial records in order to inspect and audit them.

9.6. Conflicts of interest

9.6.1. All direct and indirect conflicts of interest with our business, whether economic, personal or through family relationships, must be disclosed to us by staff and stakeholders as soon as they are known. Staff and stakeholders must also avoid situations which may give rise to a conflict of interest with our business.

9.6.2. This will include any direct or indirect interest or association:

- That conflicts with our projects, business transactions or business plans
- In or with our competitors
- With members of our staff or stakeholders
- That conflicts with our joint ventures

9.6.3. Staff must report all potential conflicts of interest to their immediate line manager. Senior staff must report all potential conflicts of interest to the board of directors

9.6.4. Stakeholders must report all potential conflicts of interest to the board of directors

9.6.5. Staff or stakeholders engaged in purchasing, the engagement of stakeholders and the procurement of new business or sales must make an annual declaration of any material interests or associations that they or their immediate family (parents, spouse, brothers and sisters, grandparents, parents' brothers and sisters and their children) or dependants have in or with our staff, stakeholders or other third parties we have engaged or entered into business relationships with.

9.6.6. We shall endeavour to ensure that staff with potentially material conflicts of interest will not be engaged in projects or transactions that could be affected by the conflict.

9.7. Monitoring of communications

9.7.1. We are able, and reserve the right, to monitor all communications (including personal ones) made by email or through the use of telephone systems (including faxes), mobile phones, the internet and by voicemail.

9.7.2. Monitoring is only undertaken to the extent required or permitted by law and as necessary for our legitimate business purposes.

9.7.3. Monitoring may take place if we reasonably suspect that any member of staff or stakeholder is involved in an act of bribery or corruption or any other unlawful act (whether criminal or civil), such as acts of fraud or negligence. See our policy on monitoring of communications for further details.

9.8. Whistleblowing

9.8.1. We have an 'open-door' policy for reporting:

- Acts of bribery, corruption or illegal acts by staff, stakeholders or third parties
- Genuinely suspected potential acts of bribery, corruption or illegal acts by staff, stakeholders or third parties
- Offers of a bribe from stakeholders or other third parties
- Requests for a bribe from a public official (foreign or domestic), stakeholder or other third party
- Any other breaches of this policy by staff or stakeholders

9.8.2. Staff who report a breach of this policy in good faith, even if they are mistaken, will have our support and shall be protected from subsequent detrimental treatment or recrimination.

9.9. Remuneration

9.9.1. Staff and stakeholders should receive competitive remuneration packages in order to reduce incentives to accept bribes or commit corruption.

9.9.2. Where appropriate, reward payments such as bonuses and commission should be limited to a maximum 'ceiling' figure to reduce incentives to commit acts of bribery or corruption in order to maximise revenues.

10. TRAINING AND COMMUNICATION

10.1. This policy must be communicated to all staff and stakeholders upon its implementation and thereafter following any amendments being made to it. In particular our zero-tolerance attitude towards acts of corruption or bribery should be emphasised.

10.2. This policy should also be communicated to any other individuals or organisations as and when it may become necessary to do so, such as to trade unions and government agencies.

10.3. Staff and stakeholders will also receive regular reminder communications regarding their obligations under this policy (at least once every 6 months).

10.4. Training on the Bribery Act and compliance with this policy will be provided to all new members of staff, and where necessary, external stakeholders.

10.5. It will also be provided to all senior staff, all existing staff and external stakeholders who have a high risk of exposure to bribery or corruption due to their role or location and staff who are responsible for either maintaining, implementing, communicating or enforcing this policy, such as line managers and staff who will investigate breaches of it.

10.6. Training will also be available to staff who reasonably request it.

10.7. Training should include (but not be limited to):

- Our legal obligations under the Bribery Act
- The criminal and commercial consequences for both us and individuals of breaching it
- How to identify acts of bribery and corruption
- How to respond to demands for bribes

- The process for reporting demands for bribes or acts of bribery or corruption by staff, stakeholders or third parties
- Examples of common situations/issues that might occur and how they should be handled

11. REPORTING A CONCERN

11.1. It is the joint responsibility of all staff and stakeholders to assist in the prevention, detection and reporting of any wrongdoing by individuals who are involved with our business activities, including acts of bribery and corruption.

11.2. Staff who are concerned or genuinely suspect that there has been or will be an instance of bribery, corruption or other wrongdoing by a member of staff, a stakeholder or our competitors should, as soon as possible, raise it with their director.

Stakeholders who harbour similar concerns should, as soon as possible, contact our director.

11.3. A concern can be raised verbally or in writing.

11.4. If the person you are attempting to contact is not available then the concern should be raised with any member of our senior staff.

12. MONITORING AND REVIEW

12.1. The director will be responsible for monitoring and reviewing this policy and updating it as necessary. This policy should be reviewed at least annually.

12.2. Staff and stakeholders are welcome to provide feedback on the contents of this policy and in particular on the following issues:

- Whether it is clear and understandable
- Issues regarding access to it
- Improvements that could be made to it

13. CONSEQUENCES OF BREACHING THIS POLICY

13.1. The provisions of this policy will be rigorously enforced.

Any member of staff found to be in breach of this policy may be disciplined under our disciplinary procedures and in certain circumstances may be summarily dismissed for gross misconduct.

13.2. Any stakeholder found to be in breach of this policy is unlikely to have their contract renewed and, if the circumstances permit, their contracts will be terminated.

13.3. Serious infringements of this policy including acts of bribery and corruption may result in referral to the police or serious fraud office and possible civil action to recover loss or damage to our business.

14. MODERN SLAVERY POLICY

14.1. This statement is made pursuant to s.54 of the Modern Slavery Act 2015 and sets out the steps that McKenzie Douglas Limited has taken and is continuing to take to ensure that modern slavery or human trafficking is not taking place within our business or supply chain.

14.2. Modern slavery encompasses slavery, servitude, human trafficking and forced labour. McKenzie Douglas Limited has a zero-tolerance approach to any form of modern slavery.

14.3. We are committed to acting ethically and with integrity and transparency in all business dealings and to putting effective systems and controls in place to safeguard against any form of modern slavery taking place within the business or our supply chain.



November 2020