

ANTI-CORRUPTION AND BRIBERY POLICY AND PROCEDURE

1 Introduction

Our commitment

It is our policy to conduct all of our business in an honest, transparent and ethical manner and we expect all persons acting on our behalf to uphold this commitment and to ensure by their actions that they do not expose us or themselves to criticism or scrutiny. We take a zero-tolerance approach to bribery and corruption. We are committed to acting (and to be seen to act) professionally, fairly and with integrity in all our dealings and relationships and to implement and enforce effective systems to counter corruption and bribery in all their forms.

Our principle is simple: we will not offer, give or receive bribes nor will we allow those who are acting on our behalf or with our authority to do so. Derogation from this policy will not be tolerated by the organisation.

To whom does this policy and procedure apply?

This policy and procedure applies to all staff and subsidiaries and covers all levels of the organisation including directors, senior managers, employees (whether permanent, fixed-term or temporary and including trainees, seconded staff, casual workers, agency staff and volunteers), consultants, contractors and/or any people or entities over which the organisation has control. This policy and procedure applies in all geographical locations including any business activities which may take place overseas. Particular vigilance should be applied to bribery risks in any countries or areas where business and corruption risks are particularly high.

We expect everyone to whom this policy applies to actively support the Company in discharging its responsibilities under this policy. We each have an individual responsibility to avoid conflicts, or potential conflicts, of interest from arising and to take immediate action to formally declare such conflicts where they arise. Declarations of conflict/potential conflict must be made in accordance with section 5 of this policy.

What is bribery?

Bribery is the offer, promise, giving, demanding or acceptance of "**Anything of Value**" as an inducement for a person to perform a function or activity improperly or to act in any way in breach of trust. "Anything of Value" includes cash, gifts, travel expenses, entertainment, business meals, offers of employment, or the provision of free or discounted services. It may also include advantageous personal or domestic arrangements, event sponsorships, consultant contracts, fellowship support and charitable contributions made at the request of, or for the benefit of, an individual or his or her family even if made to a legitimate charity.

- To be a bribe, the improper act does not need to happen. It is the offer itself with the intent of inducing the improper act which is enough.
- A bribe can take place before or after the improper act. The bribe can be used as either an inducement to perform the act or as a reward to a person after they have performed the act.
- Bribery extends beyond the public sector and actions of public officials to include activity within the private sector.

- A bribe can be given or received through a third party. It does not have to be made or received by the Company (i.e. it may benefit an individual); indeed it may be actively concealed from an organisation.
- The concept of bribery extends beyond the UK to include activities that take place in other countries.

The law

Our commitment to combating bribery is not just a cultural or moral issue; it is a legal requirement. Bribery is a criminal offence and we are committed to complying with the law in this area and, in particular, the Bribery Act 2010 (the “Act”) and any associated guidance on the legislation where this is relevant to our organisation.

Offences which breach the legislation expose not only the organisation but also, in some cases, its employees to the risk of prosecution, fines and possible imprisonment in addition to endangering the reputation of the organisation. Under the Act, bribery and corruption are punishable for individuals by up to ten years' imprisonment. If the Company is found to have taken part in bribery and corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. We therefore take our legal responsibilities very seriously.

Our policy requires that all staff must conduct their activities in full compliance with all applicable anti-corruption laws, including without limitation, the Bribery Act, and any other anti-corruption laws that are in effect in any country in which the Company operates.

2 Our policy

As an organisation, we undertake to do the following:

- To carry out our business fairly and honestly and in a transparent manner.
- To set out processes for avoiding direct or indirect bribery and maintaining our values.
- To ensure we have a mechanism for reporting bribery and a means for recording in a Register gifts, hospitality and donations provided, made or received. (See our policy on gifts and entertainment.)
- To keep clear and up-to-date records.
- To ensure everyone in our organisation and our agents/business partners know and understand our policies and their responsibilities.
- To audit compliance with this policy and undertake checks from time to time to ensure compliance.
- To review and update our policies and procedures as required.

We will NOT and we expect that those to whom this policy applies will NOT:

- Give or offer bribes, nor condone the offering of bribes on our or their behalf by persons associated with us or them.
- Accept or solicit bribes, nor agree to them being accepted or solicited on our or their behalf.
- Make facilitation or ‘grease’ payments (a form of bribery), nor condone the offering of these on our or their behalf.
- Do business with those who do not accept these principles and who may harm our reputations.
- Tolerate any deviation from this policy. Any such deviation will be viewed seriously by the organisation and treated under the company disciplinary policy. It may result in dismissal or the immediate termination of any working relationship and civil action against the wrongdoer, as well as their actions being reported to the relevant authorities.

3 Facilitation payments

Facilitation payments are those payments demanded by providers of services, such as public officials, to ‘jump the queue’ or ‘fast-track’ the granting of the service to which you are entitled. Such payments would include, for example, payments made to speed up the obtaining of planning permission or a visa.

Facilitation payments, particularly in some foreign countries, can be perceived as a common part of local custom or practice. This does not make them legal under UK law or acceptable under our policy.

Facilitation payments should be distinguished from legitimate fees which may be payable for a superior or faster service. The difference between a facilitation payment and payment for a faster service is that a legitimate service will be advertised at a set tariff which is the same for everyone, be paid for transparently and openly direct to an organisation or department, a receipt will be obtained and the expense properly recorded. Facilitation payments will normally be given to an individual, the payment will be hidden and no receipt will be given.

Facilitation payments, whether large or small, are regarded as bribes and shall not be condoned by the organisation. However, this policy does not prohibit facilitation payments where there is a real and immediate threat to loss of life, limb or liberty and provided that it is subsequently reported promptly to the Board.

4 Third parties and agents acting on our behalf and Associated Persons

Always ensure that you abide by any due diligence procedures that the organisation has in place when forming, concluding and conducting business and personal relationships with third parties and Associated Persons. This includes formally declaring actual or potential conflicts of interest in respect of such persons as soon as these arise or become apparent.

In this Policy, "Third Party" means any individual or organisation and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, joint venture partners and government and public bodies, including their families, advisers, representatives and officials, politicians and political parties.

"Associated Person" covers an individual or company that performs services for or on behalf of the Company. The capacity in which a person performs services on behalf of the Company does not matter. Examples include agents, business associates, contractors or subcontractors, consultants and any other individuals or companies who may act on our behalf or perform services for us.

The organisation is responsible for the actions of those who carry out services on our behalf, including agents or business associates and, under the Act, may be held liable for corruption by an "Associated Person". As such:

- Always ensure that third parties and agents acting on the organisation's behalf and Associated Persons are made aware of our policies at the outset of a business relationship with them and as appropriate thereafter. Seek written confirmation from them that they will comply with this policy and take appropriate steps to ensure that any higher risk circumstances are protected against e.g. through the contractual terms of the appointment.
- Check a third party's and agent's and Associated Person's background, experience and reputation and undertake appropriate due diligence to analyse the bribery risks of conducting business or partnering with them.
- Request a copy of the anti-corruption policies of that person.
- Ensure that the services to be performed by a third party or Associated Person and any amount to be paid by them on our behalf are adequately documented and monitored and that the payment of fees, commission or expenses to them are transparent and proportionate to the value of the services which they will provide.
- Do not permit anyone on our behalf to offer, make or accept bribes or do anything else we would not be permitted to do ourselves.

- Do not turn a blind eye to their activities. Ignorance of what they are doing is no excuse. Any staff member who becomes aware of any behaviour of concern must report their concerns to their line manager, failing whom the Company Secretary or the Group Finance Director.

5 Declaration of compliance, including declaration of actual or potential conflicts of interest

Employees and others may be required to complete a monthly declaration that they have complied with this policy. Such declaration will be linked to the monthly declaration under the Gifts and Hospitality policy.

Any actual or potential conflicts of interest must be declared to the Company. This includes any instances where an individual to whom this policy applies (or a member of their family or someone with whom they are closely connected) intends to enter into a contract with, or an arrangement for the provision of goods or services by, Third Parties or Associated Persons. Such arrangements will require the prior written approval of the Managing Director.

6 Political and charitable contributions and sponsorship

Political contributions

The Company's policy is not to make political contributions in any form whether to political parties, political causes or to support individual candidates, unless specific prior approval of the proposed political contribution has been given by the Board.

Company personnel should not make direct or indirect contributions to political parties, organisations or individuals engaged in politics, as a way of obtaining advantage in business transactions or otherwise.

Charitable donations and sponsorship

Reasonable or small amounts of money donated in good faith and with no ulterior motive are acceptable. However, the following should be kept in mind:

- Never make such contributions or donations in order to improperly influence a business decision.
- Contributions and donations should be given, where possible, to the organisation and not directly to an individual.
- Charitable donations or sponsorship by the Company should be approved in advance by the Chief Executive and should be made in accordance with the Company's Charitable Donations Policy.
- Always log the giving or receiving of contributions or donations in the Register.

7 Our commitment to the Public Interest Disclosure Act 1998 (PIDA)

The PIDA introduced protection for workers who "blow the whistle" on wrongdoing in or related to the workplace, also known as "whistleblowers". The organisation is committed to tackling all forms of wrongdoing and abiding by the PIDA. Please see our policy on whistleblowing.

8 Procedure

What do you do if you know of or suspect a breach or potential breach of this policy?

If you know of or suspect any breaches or attempted breaches of this policy or have any concerns regarding suspected instances of corruption or bribery, whether involving yourself, a colleague and/or a third party or agent of the organisation or an Associated Person, you should speak to your line manager. If, for whatever reason, it would not be appropriate to contact your line manager, then please speak with the Company Secretary, Managing Director or the Finance Director.

Our response to notification:

- We shall normally appoint an individual who will investigate the matter.
- Concerns will, as far as possible, be treated in confidence.
- As long as you act honestly you will not be penalised for reporting incidents of bribery or suspected bribery in which you were not a participant or at fault. The sooner you act, the better for both you and the organisation.
- If action is required against a particular individual, in the case of employees this will normally be dealt with internally, by means of the organisation's disciplinary policy and procedure following investigation. If the action or omission is sufficiently serious, the employee may be summarily dismissed by reason of gross misconduct.
- If the action, once investigated, is sufficiently serious to constitute a possible breach of the legislation, the organisation may be required to report incidents to the law enforcement agencies.

If the matter is serious or, for whatever reason, you are not able to approach the Company Secretary, Managing Director or Finance Director, or where you have raised the issue with any of them but you still have concerns, you should raise the matter in writing with the nominated Non-Executive Director, currently June Barnes.

9 Anonymous Reporting

Anonymous reporting is possible but is not encouraged by the organisation. Anonymous reporting may make proper investigation of the matter more difficult or even potentially impossible if we are unable to obtain further information from you. It is also more difficult to establish whether any allegations are credible and genuine. We would always encourage you to come forward and we will, as far as possible, treat the matter in confidence.

10 Responsibility for success

The successful implementation of this policy and procedure depends upon pro-active adoption and endorsement at all levels of the organisation.

- YOU - as an employee of the organisation you are required to read, understand and comply with all aspects of the policy.
- SENIOR MANAGERS – are responsible for ensuring that those who report to them are made aware of and understand this policy and are given adequate and regular training about this policy.
- EXECUTIVE MANAGEMENT – are responsible for ensuring appropriate internal controls are in place and that records relating to dealings with all third parties and Associated Persons are prepared and maintained by all staff with accuracy and completeness. They will report to and update the Board with regards to compliance with the policy.
- THE BOARD - is responsible for reviewing and monitoring compliance with the policy as required. The Board has overall responsibility for this policy
- THE COMPANY - may report violations of this policy to appropriate supervisory regulatory or law enforcement authorities.

Approved by the Board on 29 May 2018 and subsequently reviewed annually.

Date last reviewed by the Board: 9 July 2020