

## Anti-Bribery Policy

The Company is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. The Company will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf.

This policy applies to all employees and officers of the Company, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company ("associated persons") within the UK and overseas.

Every employee and associated person acting for, or on behalf of, the Company is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the Company. The Company may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010.

### **Definition of a Bribe**

The Company is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas. Under the Bribery Act 2010, a bribe is defined as:

*“A financial or other type of advantage that is offered or requested with the intention of inducing or rewarding improper performance of a function or activity with the knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity”*

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person’s employment, or on behalf of, another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

- an employee or associated person acting for, or on behalf of, the Company offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, the Company offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and
- where the Company does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

The Company prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement, to or from, any person or company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the employee or associated person is situated in the UK or overseas. The bribe might be made to ensure that a person or company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the Company in either obtaining or maintaining Company business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors, sub-contractors, agents, sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

### **Consequences of a Breach of This Policy**

The Company will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out.

The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and summary dismissal. The Company may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Company who are found to have breached this policy.

The Company may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.