

Bribery Act Policy

1. Introduction

The Company is committed to the highest standards of ethical conduct and integrity in its business activities. This policy outlines the Company's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. 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. Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

"You" in this policy means any employee or associated persons described in "Scope". The Company reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.

2. Scope

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.

All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Company.

3. What is considered a bribe?

Under the bribery Act 2010, a bribe is 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; or
- 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:

- you or an associated person acting for, or on behalf of, the Company offers, promises, gives, requests, receives or agrees to receive bribes; or
- you or an 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 their duties (where local law does not permit or

require such influence); and the Company does not have the defence that it has adequate procedures in place to prevent bribery by you or associated persons.

4. What is prohibited?

You are prohibited 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, regardless of whether you are 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.

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 or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

5. Records

You are required to take particular care to ensure that all company records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

You should undertake due diligence prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

You are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

6. Working Overseas

Principle

If you are conducting business on behalf of the Company outside the UK you may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. You owe a duty to the Company to be extra vigilant when conducting international business.

Procedure

You are required to cooperate with the Company's risk management procedures and to report suspicions of bribery to the Directors. While any suspicious circumstances should be reported, you are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees;
- a history of corruption in the country in which the business is being undertaken;
- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

If you are in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to the Directors.

7. Facilitation payments

Principle

You are prohibited from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process.

Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the Company, even where such payments are made or requested overseas.

You are required to act with greater vigilance when dealing with government procedures overseas.

Procedure

Where a public official has requested a payment, you should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to the Directors.

If the public official provides written details, the Directors will consider the nature of the payment. Local legal advice may be sought by the Company.

If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, the Company will authorise you to make the payment.

Where the Directors consider that the request is for a facilitation payment, you will be instructed to refuse to make the payment and notify the public official that you are required to report the matter to the Company and the UK embassy.

The Company will seek your assistance in its investigation and may determine that the matter should be referred to the prosecution authorities.

If you have any other concerns about the nature of a request for payment, you should report it to the Directors using the reporting procedure set out in this policy.

8. Corporate Entertainment, Gifts, Hospitality and Promotional Expenditure

Principle

The Company permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the Company; or
- to present the Company's goods and services effectively; provided that it is:
 - arranged in good faith, and
 - not offered, promised or accepted to secure an advantage for you or the Company or to influence the impartiality of the recipient.

The Company will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

This principle applies to you, whether based in the UK or overseas. However, those with remits overseas will be given further training on the specific procedures that they are required to follow.

Procedure

You should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to the Directors.

You are required to set out in writing:

- the objective of the proposed client entertainment or expenditure;
- the identity of those who will be attending;
- the organisation that they represent; and
- details and rationale of the proposed activity.

The Company will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The Company will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example, prior to a tendering exercise).

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to the Directors. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and you may be asked to return the gifts to the sender or refuse the entertainment, for example, where there could be a real or perceived conflict of interest.

If you wish to provide gifts to suppliers, clients or other business contacts, prior written approval from the Directors is required, together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in limited circumstances. You must supply records and receipts, in accordance with the Company's expenses policy.

Charitable and political donations

The Company considers that charitable giving can form part of its wider commitment and responsibility to the community. The Company supports a number of charities that are selected in accordance with objective criteria, following a risk assessment. The Company may also support fundraising events involving employees.

What practices are permitted?

This policy does not prohibit:

- normal and appropriate hospitality and entertainment with clients (please see the Company's expenses policy); and
- the use of any recognised fast-track process that is publicly available on payment of a fee.

Any such practices must be proportionate, reasonable and made in good faith. Clear records must be kept.

9. Risk Management

Principle

The Company has established detailed risk management procedures to prevent, detect and prohibit bribery. The Company will conduct risk assessments for each of its key business activities on a regular basis and, where relevant, will identify you if you are in positions where you may be exposed to bribery.

Procedure

The Company will identify high-risk areas, for example tenders for work and those working on high-value projects. You are required to complete a bribery risk assessment form with the Directors when commencing a new project.

The Company will:

- regularly monitor "at risk" you;
- regularly communicate with "at risk" you;
- undertake extensive due diligence of third parties and associated persons; and
- communicate its zero-tolerance approach to bribery to third parties, including actual and prospective customers, suppliers and joint- venture partners.

10.Reporting Suspected Bribery

Principle

The Company depends on you to ensure that the highest standards of ethical conduct are maintained in all its business dealings. You are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery.

You are encouraged to report any concerns that they may have to the Directors as soon as possible.

Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

Procedure

A 1-2-1 staff discussion form available from SharePoint can be used to allow employees to record any incidents of suspected bribery.

Any such reports will be thoroughly and promptly investigated by the Directors in the strictest confidence.

You will be required to assist in any investigation into possible or suspected bribery.

You will also be required to comply with the Company's whistle blowing policy.

If you report instances of bribery in good faith you will be supported by the Company. The Company will ensure that you are not subjected to detrimental treatment as a consequence of your report. Any instances of detrimental treatment by a fellow employee because you have made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence.

If told not to raise or pursue any concern, even by a person in authority such as a manager, you should not agree to remain silent. You should report the matter to the Directors.

Action by the Company

The Company will fully investigate any instances of alleged or suspected bribery. If you are suspected of bribery you may be suspended from your 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 immediate 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.

11. Review of procedures and training

The Company will communicate its anti-bribery measures to you.

The Company will set up training sessions where applicable. The Directors are responsible for the implementation of this policy.

The Directors will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

Employees and those working for, or on behalf of, the Company are encouraged to contact the Directors with any suggestions, comments or feedback that they may have on how these procedures may be improved.


Atul Bhagalia
Managing Director

