

# ANTI-CORRUPTION AND BRIBERY POLICY

## INTRODUCTION

Our policy is to conduct all business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to act professionally, fairly and with integrity in all our business dealings and relationships and in implementing and enforcing effective systems to counter bribery.

This policy applies to all individuals working at all levels in the company including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as “workers” in this policy).

The purpose of this policy is to:

- (a) set out our responsibilities and of those working for us, in observing and upholding our position on bribery and corruption; and
- (b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

We periodically undertake risk assessments to identify particular risks for our business. Those risks are identified in a separate document.

In this policy, third party means any individual or organisation the worker comes into contact with during the course of his/her work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## BRIBERY

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

## GIFTS AND HOSPITALITY

We do not prohibit normal and appropriate hospitality and gifts. However the giving and receiving of gifts is prohibited unless each of the following requirements are met:

- (a) the gift 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;
- (b) complies with local law;
- (c) is given in the company's name, not in the worker's name;
- (d) does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- (f) taking into account the reason for the gift, is of an appropriate type and value and given at an appropriate time;
- (g) is given openly, not secretly; and
- (h) is not accepted from (or given to), government officials or representatives, or politicians or political parties.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

## UNACCEPTABLE CONDUCT

It is not acceptable for a worker (or someone on his/her behalf) to:

- (i) 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;
- (j) 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;
- (k) accept payment from a third party that knows or suspects is offered with the expectation that it will obtain a business advantage for them;
- (l) accept a gift or hospitality from a third party if he/she knows or suspects that it is offered or provided with an expectation that a business advantage will be provided by the company in return;
- (m) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (n) engage in any activity that might lead to a breach of this policy.

## FACILITATION PAYMENT AND KICKBACKS

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 in which Corewire operates.

Kickbacks are typically payments made in return for a business favour or advantage.

Corewire does not make, and will not accept, facilitation payments or kickbacks of any kind.

If any worker is asked to make a payment on our behalf, he/she should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. He/she should

always ask for a receipt which details the reason for the payment. If he/she has any suspicions, concerns or queries regarding a payment, he/she should raise these with his/her manager or a director.

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**

We do not make contributions to political parties.

We may make charitable donations from time to time. These are legal and ethical under local laws and practice. No donation must be offered or made without the prior approval of a director.

## **POTENTIAL INDICATORS OF BRIBERY ("RED FLAGS")**

The following is a list of possible red flags or indicators that may arise during the course of work and which may raise concerns under various anti-bribery and anti-corruption laws.

If any worker encounters any of these indicators while working for us, he/she must report them promptly to their manager or a director of the company or using the procedure set out in the Whistleblowing Policy. The list is not intended to be exhaustive and is for illustrative purposes only:

- (a) he/she becomes aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) he/she learns that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;

- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) he/she receives an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) he/she notices that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the company;
- (n) he/she is offered an unusually generous gift or offered lavish hospitality by a third party; or

## **RESPONSIBILITIES**

All workers must ensure that he/she have read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Corewire or under its

control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Workers must notify their manager as soon as possible if he/she believes or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers a worker something to gain a business advantage with the company, or indicates to the worker that a gift or payment is required to secure their business.

Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if he/she breach this policy.

## **RECORD KEEPING**

We keep financial records and have appropriate internal controls in place which evidence the business reason for making payments to third parties.

All workers must declare and keep a written record of all hospitality or gifts accepted or offered.

Workers must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted to their relevant manager for approval.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.

## **RAISING A CONCERN**

Workers should raise concerns about any issue or suspicion of malpractice at

the earliest possible stage. If unsure whether a particular act constitutes bribery or corruption, or if a worker has any other queries, these should be raised with either their manager or a director. Concerns should be reported by following the procedure set out in the company's Whistleblowing Policy in the Staff Handbook.

In the event that a worker believes he/she is a victim of bribery or corruption he/she should tell either their manager or a director as soon as possible. If a worker is

- (a) offered a bribe by a third party;
- (b) asked to make a bribe by a third party (or suspect that this may happen in the future); or
- (c) believes that he/she is a victim of any form of unlawful activity

he/she should inform a manager or director.

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing are sometimes worried about possible repercussions. We will support anyone who raises a genuine concern in good faith under this policy, even if he/she turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If a worker believes that he/she has suffered any such treatment, he/she should inform their manager or a director of the company immediately. Employees may raise matters formally if necessary using the Grievance Procedure in the Staff Handbook.

## **TRAINING AND COMMUNICATION**

Training on this policy forms part of the induction process for all new workers and all existing workers will receive regular, relevant training on how to

implement and adhere to this policy.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

## **RESPONSIBILITY FOR THE POLICY**

The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations and that all workers comply with it.

Any queries in relation to the interpretation of this policy and primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness lie with the Commercial Director. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

## **MONITORING AND REVIEW**

The board of directors will monitor the effectiveness and review the implementation of this policy regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that he/she is effective in countering bribery and corruption.

All workers are responsible for the success of this policy and should ensure they uses it to disclose any suspected danger or wrongdoing.

Workers are invited to comment on this policy and suggest ways in which it might be improved.