

Anti-Bribery and Corruption Policy

INTRODUCTION

All subsidiary companies of Kinaxia Limited (“the Group”) are committed to the highest standards of ethical conduct and integrity this must be reflected in every aspect of the way in which we operate. This Policy outlines the Group’s position on preventing and prohibiting bribery in accordance with the Bribery Act 2010. The Group will not tolerate any form of bribery or corruption by, or of, its employees, third-party representatives or any person or body acting on its behalf. The Senior Management team is committed to implementing effective measures to prevent, monitor and eliminate bribery.

SCOPE OF THIS POLICY

- 1.1 This policy applies to all employees and officers of the Group, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Group ("associated persons") within the UK and overseas. Every employee and associated person acting for, or on behalf of, the Group 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 Group.
- 1.2 The Group may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees of the Group and its subsidiary companies are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Group.
- 1.3 The Bribery Act 2010 came into force from 1 July 2011. This policy covers:
 - 1.3.1 the main areas of liability under the Bribery Act 2010;
 - 1.3.2 the responsibilities of employees and associated persons acting for, or on behalf of, the Group: and
 - 1.3.3 the consequences of any breaches of this policy.

BRIBERY ACT 2010

- 2.1 The Group is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.
- 2.2 Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:
 - 2.2.1 intention of inducing or rewarding improper performance of a function or activity; or
 - 2.2.2 knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.
- 2.3 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 organisation 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.
- 2.4 A criminal offence will be committed under the Bribery Act 2010 if:
 - 2.4.1 an employee or associated person acting for, or on behalf of, the Group offers, promises, gives, requests, receives or agrees to receive bribes; or
 - 2.4.2 an employee or associated person acting for, or on behalf of, the Group 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
 - 2.4.3 the Group does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.
- 2.5 All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

WHAT IS PROHIBITED

- 3.1 The Group 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 organisation, whether public or government official of a state-controlled industry, political party or a private person or organisation, regardless of whether the employee or associated person is situated in the UK or overseas.

- 3.2 The bribe might be made to ensure that a person or organisation 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 Group in either obtaining or maintaining Group business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.
- 3.3 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.

FACILITATION PAYMENTS

- 4.1 The Group prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. 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 Group under the Bribery Act 2010, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas. Where a public official has requested a payment, employees or associated persons 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 Senior Management team
- 4.2 If the public official provides written details, the Senior Management team will consider the nature of the payment. Local legal advice may be sought by the Group.
- 4.3 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 Group will authorise the employee to make the payment.
- 4.4 Where the Senior Management team considers that the request is for a facilitation payment, the employee or associated person will be instructed to refuse to make the payment and notify the public official that the employee or associated person is required to report the matter to the Group and the UK embassy.
- 4.5 The Group will seek the assistance of the relevant employee in its investigation and may determine that the matter should be referred to the prosecution authorities.

- 4.6 If an employee or associated person has any other concerns about the nature of a request for payment, he/she should report it to the Senior Management team using the reporting procedure set out in this policy.

GIFTS, ENTERTAINMENT AND HOSPITALITY

- 5.1 The Group permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:
- 5.1.1 for the purpose of establishing or maintaining good business relationships;
 - 5.1.2 to improve the image and reputation of the Group; or
 - 5.1.3 to present the Group's services effectively;
- 5.2 provided that it is:
- 5.2.1 arranged in good faith, and
 - 5.2.2 not offered, promised or accepted to secure an advantage for the Group or any of its employee or associated persons or to influence the impartiality of the recipient.
- 5.3 The Group will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.
- 5.4 The principle applies to employees and associated persons, whether based in the UK or overseas.
- 5.5 Employees and, where relevant, associated persons should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to the Senior Management team.
- 5.6 Employees are required to set out in writing:
- 5.6.1 The objective of the proposed client entertainment or expenditure;
 - 5.6.2 The identity of those who will be attending;
 - 5.6.3 The department that they represent; and
 - 5.6.4 Details and rationale of the proposed activity.
- 5.7 The Group will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The Group 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).
- 5.8 Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to the Senior Management team. In

certain circumstances, it may be appropriate to retain such gifts or be provided with the entertainment, alternatively employees and associated persons 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. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees.

- 5.9 If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts prior written approval from the Senior Management team is required, together with details of the intended recipients, reasons for the gift and business objective.

REPORTING SUSPECTED BRIBERY OR CORRUPTION

- 6.1 The Group depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Group and to remain vigilant in preventing, detecting and reporting bribery or corruption.
- 6.2 Employees and associated persons are encouraged to report any concerns that they may have to their Line Manager or a member of the Senior Management team as soon as possible. Issues that should be reported include:
- 6.2.1 Any suspected or actual attempts at bribery;
 - 6.2.2 Concerns that other employees or associated persons may be being bribed or;
 - 6.2.3 Concerns that other employees or associated persons may be bribing third parties, such as clients or government officials:
- 6.3 Employees or associated persons who report instances of bribery or corruption in good faith will be supported by the Group. The Group will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report. Any instances of detrimental treatment by a fellow employee because an employee has 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, employees and associated persons should not agree to remain silent. They should report the matter to their Line Manager or a member of the Senior Management team.
- 6.4 The Group will fully investigate any instances of alleged or suspected bribery or corruption. Employees suspected of bribery or corruption may be suspended from their duties while the investigation is being carried out. The Group will invoke its disciplinary procedures where any

employee is suspected of bribery or corruption and proven allegations may result in a finding of gross misconduct and immediate dismissal. The Group may terminate the contracts of any associated persons' including consultants or other workers who act for, or on behalf of, the Group who are found to have breached this policy.

- 6.5 The Group 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 Group will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

RISK MANAGEMENT

7.1 Effective risk assessment lies at the very core of the success or failure of this policy. Risk identification pinpoints the specific areas in which we face bribery and corruption risks and allows us to better evaluate and mitigate these risks and thereby protect ourselves.

7.2 The Senior Management team will:

- 7.2.1 regularly monitor 'at risk' employees and associated persons;
- 7.2.2 regularly communicate with 'at risk' employees and associated persons;
- 7.2.3 undertake extensive due diligence of third parties and associated persons: and
- 7.2.4 communicate its zero-tolerance approach to bribery and corruption to third parties, including actual and prospective customers, suppliers and joint venture partners.

RECORDS


- 8.1 The Senior Management team must take particular care to ensure that all Group 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.
- 8.2 Due diligence should be undertaken by the Senior Management team, employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier or services, agent, consultant or representative.
- 8.3 Employees and associated persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

REVIEW OF PROCEDURES AND TRAINING

- 9.1 The Group will regularly communicate its anti-bribery measures to employees and associated persons. The Group will set up training sessions where applicable. The Senior Management team is responsible for the implementation of this policy.
- 9.2 The Senior Management team 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.
- 9.3 Employees and those working for, or on behalf of, the Group are encouraged to contact the Senior Management team with any suggestions, comments or feedback that they may have on how these procedures may be improved.

This Policy has been approved by;

Graham Norfolk:



Peter Fields:

