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Anti-Bribery & Corruption Policy

1.POLICY STATEMENT

1.1 It is ourpolicyto conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to Bribery and Corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery. 1.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We remain bound by local and national laws. 2. DEFINITIONS **"Agent":** Any individual acting as an agent, paid by the company, acting on the company's behalf in negotiating with Third Parties. **"Bribery" / "Corruption":** Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties. **"Company":** All subsidiaries and affiliated companies. **"Conflict of Interest":** Occurs when an individual or organisation is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another. **"Donation":** A Donation is a voluntary contribution in the form of monetary or non- monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organisations that serve business interests are not necessarily considered Donations. **"Employee":** For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or joint ventures or their employees, wherever they are located. **"Facilitation Payments":** A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low income Public Officials in exchange for providing services to which one is legally entitled without such payments.

Gifts, Invitations & Hospitality": Invitations given or received to social functions, sportingevents,meals andentertainment,gifts orcustomary tokensof appreciation. **"Intermediary":** Includes but is not limited to Agents, distributors, consultants, sales representatives,implementation partners,sales partners. **"Kickback":** A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage. **"Public Official":** Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public bodyora state-ownedenterprisetoadministratepublic functions. **"Sponsorship":** Sponsorship is about partnering with external organisations to delivermutualbenefitsthroughanexchangeofmonies,products,services,contentor otherintellectual property. **"Third Party":** Any individual or organisation you come into contact with during the course of your work for us. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parti

3. SCOPE 3.1 ThispolicyappliestoallEmployeesandrelevantThirdPartiesoftheCompany and shallbecommunicatedtothemattheoutsetofourbusinessrelationshipandas appropriate thereafter. 3.2 ThispolicyappliesinallcountriesorterritorieswheretheCompanyoperates. Wherelocalcustoms,standards,lawsorotherlocalpoliciesapplythatarestricterthan the provisionofthispolicy,thestricterrulesmustbecompliedwith.However,ifthis policy stipulates stricter rules than local customs, standards, laws or other local policies, the stricterprovisions of thispolicy shall apply.

4. GIFTS,INVITATIONS&HOSPITALITY 4.1 Thispolicydoesnotprohibitnormalandappropriatehospitality(givenand received)toorfrom Third Parties. 4.2 Youareprohibitedfromacceptingagiftorgivingagifttoathirdpartyinthe following situations: (a) it ismadewiththeintentionofinfluencingaThirdPartytoobtainorretainbusiness, to gainabusinessadvantage,ortorewardtheprovisionorretentionofbusinessora businessadvantage, orin explicit orimplicit exchange forfavours orbenefits;

(b) it isgiveninyournameandnotinthenameoftheCompany;

(c) it includescashoracashequivalent(suchasgiftcertificatesorvouchers)

d) it is of an inappropriate type and value and given at an inappropriate time (e.g. during a tender process); and

(e) it is given secretly and not openly.

4.3We appreciate that the practice of giving business gifts varies between countries andregions 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 isreasonable, justifiable and is proportionate. The intention behind the gift should always be considered.

5. FACILITATION PAYMENTS & KICKBACKS

5.1In many jurisdictions,makingFacilitation Payments is illegal. We do not make, and willnot accept, FacilitationPaymentsor Kickbacks of any kind anywhere in the world. 5.2Where the facilitationpaymentisbeing extorted or you are being coerced to pay it andyour safety or libertyisunderthreat or you feel you have no alternative but to pay forpersonal or family peaceofmind,then pay the Facilitation Payment and report this toyour line manager assoonaspossible.

6. YOUR RESPONSIBILITIES

6.1 It is not acceptable foryou(orsomeone on your behalf) to: (a) give, promise to give,oroffer,apayment, gift or hospitality with the expectation or hope that a business advantagewillbe received, or to reward a business advantage already given;

(b) give, promise to give, or offer, a payment, gift or hospitality to a Public Official or Third Party to 'facilitate' or expedite a routine procedure;

(c) accept payment from a Third Party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;

(d) accept a gift or hospitality from a Third Party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;

(e) threaten or retaliate against another Employee who has refused to commit a bribery offence or who has raised concerns under this policy; or

(f) engage in any activity that might lead to a breach of this policy or perceived breach of this policy

6.2 Itisyourresponsibilitytoensurethatallaccounts,invoices,memorandaandother documentsandrecordsrelatingtodealingswithThirdParties,suchasclients, suppliersandbusinesscontacts,shouldbepreparedandmaintainedwithstrict accuracy and completeness. No accounts must be kept 'off-book'. 6.3 YoumustdeclareandkeepawrittenrecordofallGifts,Invitations&Hospitality accordingtoCompanypracticeacceptedoroffered,whichwillbesubjectto managerial review. 6.4 YoumustensureallexpenseclaimsrelatingtoGifts,Invitations&Hospitalityor expensesincurredtoThirdPartiesaresubmittedinaccordancewiththeCompany's expenses policy and specifically recordthereason fortheexpenditure. 6.5 Theprevention,detectionandreportingofanyformofBribery&Corruptionare the responsibilityofallEmployees.Youmustnotify[X-E.G.LINEMANAGER,HEAD OF LEGAL]assoonaspossibleifyouareofferedabribe,areaskedtomakeone, suspectthatthismayhappeninthefuture,orbelievethatyouareavictimofanother form ofunlawfulactivity. 6.6 AllEmployeeshavetheresponsibilitytoread,understandandcomplywiththis policy.Youshouldatalltimes,avoidanyactivitythatmightleadto,orsuggest,a breachof this policy. 6.7 AnyEmployeewhobreachesthispolicywillfacedisciplinaryaction,whichcould result in dismissal for gross misconduct. 6.8 ThispolicyshouldbereadinconjunctionwiththeCompany'sGifts,Invitations& Hospitality policy, Conflicts of Interest policy and Code of Ethics. 6.9 Employeesareencouragedtoraiseconcernsaboutanyinstance,orsuspicion,of malpracticeattheearliestpossiblestagethroughtheirlinemanagerorotheravailable reportingmechanisms[ADDDETAILABOUTYOURCOMPANY'SSPEAKUP LINE/POLICY].
FURTHER"REDFLAGS"THATMAYINDICATEBRIBERYORCORRUPTIONARE SET OUTINAPPENDIX1.

7. PROTECTION

7.1 Employeeswhorefuse to take part in bribery or corruption, or report in good faith under this policytheir suspicion that an actual or potential bribery or other corruption offence has takenplace or may take place in the future will be protected from detrimental treatment/retaliation. Detrimental treatment includes dismissal, disciplinary action,threats or other unfavorable treatment connected with raising a concern.

8. GOVERNANCE

8.1 The board ofdirectors has overall responsibility for ensuring this policy complies with our legal andethical obligations, and that all those under our control comply with it. 8.2 Centre Managerhas primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness

All levels are responsible for ensuringthose reporting to them are made aware of and understand this policy and aregivenadequate and regular training on it. This training shall also be given to Intermediaries.

9. MONITORING AND REVIEW

9.1 The Company will establishandput in place appropriate performance measures and reporting systems to monitorperformance against metrics and compliance with the relevant policies, proceduresandcontrols. 9.2 Centre Manager will monitortheeffectiveness and review the implementation of this policy, regularly consideringitssuitability, adequacy and effectiveness. Any improvements identified will bemadeas soon as possible. 9.3 Internal control systems andprocedures will be subject to regular audits to provide assurance that they are effective.Centre Manager will report to the Managing Director at least annually on the applicationofthis policy.

APPENDIX 1

"RED FLAGS" The followingisalist of possible red flags that may arise during the course of your work for usandwhich may raise concerns under various anti-bribery and anti- corruption laws.The list is not intended to be exhaustive and is for illustrative purposes only. If you encounterany of these red flags while working for us, you must report them promptly to theCentre Manager (a) you becomeaware that a Third Party engages in, or has been accused of engaging in, improper business practices;

(b) if the Third Party refuses to divulge adequate information during due diligence procedure;

(c) you learn 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 Public Officials;

(d) 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;

(e) 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;

(f) a Third Party requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business;

(g) a Third Party requests an unexpected additional fee or commission to 'facilitate' a service;

(h) a Third Party demands lavish Gifts, Invitations or Hospitality before commencing or continuing contractual negotiations or provision of services;

(i) a Third Party requests that a payment is made to 'overlook' potential legal violations;

(j) a Third Party requests that you provide employment or some other advantage to a friend or relative;

(k) a Third Party requests that you make a political contribution or donation to the party or charity of their choice before agreeing to undertake a business relationship with the Company

(l) you receive an invoice from a Third Party that appears to be non-standard or customised;