



Anti-Corruption and Bribery Policy

1. About this policy

- 1.1 In accordance with the Company's Code of Conduct, it is our policy to 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.
- 1.2 Any employee who breaches the Code of Conduct or this policy will face disciplinary action, which could result in dismissal for gross misconduct. Any non-employee who breaches this policy may have their contract terminated with immediate effect.
- 1.3 This policy is complimentary to the Company's Code of Conduct which all employees must strictly adhere to. The Code of Conduct sets out our overall business conduct and ethics policy and should be read in conjunction with this policy.
- 1.4 Although all employees have to comply with our Company policies as a condition of employment, they do not form part of any employee's contract of employment which means that we may amend it at any time.

2. Who must comply with this policy?

- 2.1 This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners.

3. What is bribery?

- 3.1 **Bribe** means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.
- 3.2 **Bribery** includes offering, promising, giving, accepting or seeking a bribe.

- 3.3 All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your manager or General Counsel.
- 3.4 Specifically, you must not:
- (a) give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received in return, or to reward any business received;
 - (b) accept any offer from a third party that you know or suspect is made with the expectation that we will provide a business advantage for them or anyone else;
 - (c) give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure;
 - (d) give or offer any commercially sensitive information or data derived from the business in expectation of a business advantage or for personal gain.
- 3.5 You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption. The Company has a zero-tolerance policy on such retaliation. If you raise a concern or report misconduct in good faith, under no circumstances will the Company retaliate against you. Acts of retaliation are considered misconduct by the Company which may result in disciplinary action up to and including dismissal.

4. Gifts and hospitality

- 4.1 The Code of Conduct generally does not prohibit the giving or accepting of modest, reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our developments and services.
- 4.2 A gift or hospitality will not be appropriate if it is unduly lavish or extravagant or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).
- 4.3 Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must never include cash or cash equivalent (such as vouchers). Gifts must be given in our name, not your name.
- 4.4 Promotional gifts of low value (such as branded stationery, pens, water bottles) may be given to or accepted from existing customers, suppliers and business partners if part of customary business practice and otherwise in compliance with this policy.

4.5 Notwithstanding the above, the Company's Code of Conduct sets out the overall policy of the Company **to restrict gifts and entertainment of any sort** to government officials or their relatives, including government related persons, employees, representatives, politicians, political candidates or other public officials. Gifts, entertainment and hospitalities offered to such government officials (and their relatives) **of any value** are prohibited **without the prior written approval of our COO**. Cash or cash equivalent (such as vouchers) to government officials is never permissible.

5. Record-keeping

5.1 You must declare and keep a written record of all hospitality or gifts given or received. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

5.2 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

6. How to raise a concern

6.1 If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify our General Counsel as soon as possible. If your concern relates to our General Counsel, you should speak directly to our COO.

6.2 As set out in our Code of Conduct, all personnel are expected to perform their duties in compliance with all applicable laws, regulations, and Company policies. Failure to do so can have very serious consequences for the individual and the Company – in some cases including fines and imprisonment, and in all cases causing reputational damage to everyone involved. HR and our General Counsel are always available to help answer questions and help you understand the policies and laws that apply to your work. If in any doubt, seek prompt advice.