

Anti-Corruption and Anti-Bribery Policy

1. Purpose and Scope

This Anti-Corruption and Anti-Bribery Policy ("Policy") outlines the commitment of [Company Name] ("the Company") to prevent bribery and corruption in all its operations. This Policy applies to all employees, contractors, directors, and other associated persons of the Company, including subsidiaries and joint ventures within the European Union and internationally.

The Company strictly prohibits any form of corruption, bribery, or unethical conduct, whether direct or indirect, in the course of business. The purpose of this Policy is to ensure that the Company adheres to the highest standards of integrity and compliance with all applicable anti-corruption and anti-bribery laws, including those within the European Union and international frameworks such as the UK Bribery Act 2010 and the U.S. Foreign Corrupt Practices Act.

2. Legal Compliance

The Company is committed to complying with all relevant laws and regulations concerning anti-corruption and anti-bribery, including but not limited to:

- **EU Anti-Corruption Laws:** EU Convention on the Fight Against Corruption and any national laws implementing it.
- **UK Bribery Act 2010**
- **U.S. Foreign Corrupt Practices Act (FCPA)** (if applicable)

This policy ensures that the Company complies with all legal obligations regarding the prevention of bribery and corruption.

3. Prohibited Conduct

The Company strictly prohibits the following conduct:

- **Bribery:** Offering, giving, receiving, or soliciting anything of value to influence the actions of an individual or organization in a way that is dishonest, illegal, or unethical.

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- **Kickbacks:** Providing or receiving payments or other benefits in exchange for favorable business treatment, such as awarding contracts or purchasing goods or services.
 - **Facilitation Payments:** Small payments made to secure or expedite routine governmental actions, such as issuing permits or licenses.
 - **Gifts and Hospitality:** Offering, requesting, or accepting gifts, entertainment, or other benefits that may influence, or appear to influence, business decisions or relationships.

4. Responsibilities of Employees and Associated Persons

Employees and associated persons of the Company must adhere to the following obligations:

- **Avoid Conflicts of Interest:** Disclose any situations where personal interests might conflict with professional duties or create the appearance of impropriety.
- **Report Violations:** Report any suspected or actual violations of this policy to the Company's designated Compliance Officer or through other confidential channels.
- **Due Diligence:** Ensure that any third parties, including contractors, agents, and consultants, are properly vetted for anti-corruption risks before entering into relationships with the Company.
- **Maintain Accurate Records:** Ensure that all transactions are accurately recorded and reflect the true nature of business activities, without any form of concealment or misrepresentation.

5. Anti-Corruption Training

To ensure full compliance with this Policy, the Company will implement a comprehensive anti-corruption and anti-bribery training program for all employees, contractors, and other associated persons. The following training processes will be followed:

- **Mandatory Initial Training:**

Every employee, upon joining the Company, will undergo mandatory anti-corruption and anti-bribery training, which covers the following topics:

- Overview of relevant anti-corruption laws (EU, UK, FCPA, etc.).
- The Company's anti-corruption and anti-bribery policies, including prohibited conduct.
- Procedures for reporting suspected violations and using the whistleblowing system.
- Real-life case studies and scenarios to ensure understanding and application of the Policy.

- **Ongoing Training and Refresher Courses:**

Employees will participate in regular refresher courses on anti-corruption and anti-bribery practices, conducted at least annually. This ensures that all staff remain informed about new laws, potential risks, and any updates to the Company's policies.

- **Targeted Training for High-Risk Employees:**

Employees in positions that may face higher risks of bribery and corruption (e.g., sales, procurement, senior management) will receive additional training tailored to their roles. This will cover more in-depth topics such as third-party due diligence, handling government contracts, and identifying red flags of corrupt practices.

- **Training for Third Parties:**

Where the Company works with third parties such as suppliers, agents, or joint venture partners, the Company will ensure that those third parties are informed of the Company's anti-corruption and anti-bribery standards and undergo training when required. This will be included as a clause in contracts and partnership agreements, making compliance a contractual obligation.

- **Evaluation and Feedback:**

The effectiveness of training will be evaluated through assessments, feedback surveys, and performance reviews. This will help determine

whether employees and associated persons understand the Policy and can apply it to real-world situations.

6. Compliance Processes and Procedures

To ensure compliance with this Policy, the Company has implemented various processes and procedures that provide checks and balances in business operations:

- **Third-Party Due Diligence:**

The Company will conduct thorough due diligence before entering into relationships with third parties, particularly where there is a higher risk of corruption or bribery. This process includes vetting potential partners, suppliers, agents, and contractors for their compliance with anti-corruption and anti-bribery standards.

- **Internal Audits and Monitoring:**

Regular internal audits will be conducted to review financial transactions, gift exchanges, and any other business activities that might present risks of bribery or corruption. Monitoring will also include audits of third-party contracts to ensure they comply with anti-corruption and anti-bribery standards.

- **Reporting Mechanisms:**

A confidential and accessible reporting mechanism will be in place for employees and third parties to report concerns or incidents of bribery or corruption. This may include an anonymous whistleblowing hotline, email reporting system, or designated compliance officer contact.

- **Investigation and Enforcement:**

Any reports or allegations of bribery or corruption will be investigated promptly and thoroughly by the Company. Disciplinary actions, including termination and legal action, may be taken against employees or third parties found to be in violation of this Policy. The Company will fully cooperate with law enforcement authorities, where applicable.

7. Gifts, Hospitality, and Expenses

While the occasional exchange of gifts or hospitality may be acceptable, it must always be:

- **Transparent:** Properly documented and not intended to influence business decisions.
- **Reasonable and Proportionate:** Should not be lavish, excessive, or frequent enough to create a sense of obligation.
- **In Compliance with Local Laws:** Gifts or hospitality must comply with the laws and regulations of the relevant jurisdiction.

Employees are required to seek prior approval from their manager or the Compliance Officer if they are unsure about the appropriateness of any gift, hospitality, or expense.

8. Third-Party Relationships

The Company acknowledges that it may interact with third parties such as suppliers, contractors, agents, consultants, and joint venture partners. The Company will undertake proper due diligence on these third parties to ensure they share the Company's commitment to anti-corruption and anti-bribery practices.

The Company will not engage or retain third parties who engage in bribery, corruption, or illegal activities, and will terminate contracts with third parties found to be in violation of this Policy.

9. Reporting and Whistleblowing

The Company has established a clear and confidential whistleblowing process for employees to report any concerns regarding bribery or corruption. This process includes:

- A confidential reporting hotline/email managed by the Compliance Officer.
- Protection from retaliation for individuals who report concerns in good faith.
- A thorough and impartial investigation into any reports of violations.

Any violations of this Policy will result in disciplinary action, which could include termination of employment and legal action.

10. Monitoring and Review

The Company will regularly review and monitor compliance with this Policy. This includes ongoing risk assessments, audits, and inspections of business practices and relationships with third parties. Periodic evaluations will ensure that the Company's anti-corruption and anti-bribery controls remain effective and up to date.

11. Consequences of Non-Compliance

Failure to comply with this Policy may result in disciplinary action, including termination of employment or contractual relationships, as well as potential legal penalties depending on the severity of the violation. This includes criminal prosecution and civil liabilities for both individuals and the Company.

12. Policy Review and Updates

This Policy will be reviewed at least annually and updated as necessary to ensure continued compliance with relevant laws, industry standards, and best practices. All changes to this Policy will be communicated to employees and associated persons.

13. Approval and Adoption

This Anti-Corruption and Anti-Bribery Policy was approved by the Board of Directors on [Date]. All employees and associated persons are required to read, understand, and adhere to this Policy.

Signed by:

[Name]

[Title]

[Company Name]

[Date]

This updated policy integrates training and compliance procedures to ensure that all individuals associated with the Company understand their roles in preventing corruption and bribery, and have clear processes for reporting and addressing issues.