Edwin

Anti-Bribery and Corruption Policy

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Definitions

"Bribe" means an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage - "to bribe" and "bribery" are construed accordingly.

"Relevant person" means any individual (whether an officer or employee of The Edwin Group ('Edwin'), or a temporary agency worker, contractor or consultant providing services to or on behalf us) or any corporate entity who performs functions for or on behalf Edwin.

Introduction

One of our core values is to uphold responsible and fair business practice. We are committed to promoting and maintaining the highest level of ethical standards in relation to all of our business activities. Our reputation for maintaining lawful business practices is of paramount importance and this policy is designed to preserve these values. We therefore have **a zero-tolerance policy towards bribery and corruption** and we are committed to acting fairly and with integrity in all of our business dealings and relationships and to implementing and enforcing effective systems to counter bribery.

Purpose and scope of this policy

This policy sets out the steps all of us must take to prevent bribery and corruption in our business and to comply with relevant legislation. It is aimed at:

- Ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK but in any other country within which we may carry out our business or in relation to which our business may be connected.
- Enabling any relevant person to understand the risks associated with bribery and to encourage them to be vigilant and effectively recognise, prevent and report any wrongdoing, whether by themselves or others.
- Providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with.
- Creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption.
- All relevant persons are expected to adhere to the principles set out in this policy.

The Bribery Act 2010

The Bribery Act 2010 (the Bribery Act) came into force on 1 July 2011. The Bribery Act affects Edwin's business relations anywhere in the world.

Under the Bribery Act it is an offence to:

1. Bribe a person i.e. to offer, promise or give a financial or other advantage to another person, whether within the UK or abroad, with the intention of inducing or rewarding improper conduct.

2. Receive a bribe i.e. to request, agree to receive or accept a financial or other advantage for or in relation to improper conduct.

3. Bribe a foreign public official.

4. Fail to prevent bribery.

The risks of not acting with integrity

Involvement in bribery or corruption carries many risks. Among them are:

- A company which pays or accepts bribes is not in control of its business and is at risk of blackmail.

- If we are found guilty of bribery or even of failing to have adequate procedures in place to prevent bribery, we will be subject to unlimited fines.

- Any person found guilty of bribery will be subject to fines and/or imprisonment of up to 10 years.

- A public exposure, or even allegation, of bribery would entail severe reputational damage. Our banking or supply facilities might be withdrawn or be available on much less favourable terms, and we could be blacklisted as an approved tenderer for both public and private sector contracts.

- The cost of our insurance cover could increase very significantly.

- Good people will not want to work for us.

The benefits of acting with integrity

Equally, there are very clear benefits to acting with propriety. These include:

- We increase our chances of being selected as a supplier in both the public and private sectors.

- We remain in good standing with our banks and our own suppliers and they will want to keep doing business with us.

- A business with high ethical standards is a good place to work.

- It is a requirement of the REC Code of Professional Practice that we act with integrity at all times.

Policy statement

All relevant persons and associated persons are required at all times:

- Not to commit an offence listed above in Section 4 or any other offence.
- To comply with the Bribery Act.
- To act honestly, responsibly and with integrity.
- To safeguard and uphold our core values by operating in an ethical, professional and lawful manner at all times.

Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside, or accounts created for the purposes of facilitating the payment or receipt of a bribe.

All relevant persons and all associated persons are expected to adhere strictly at all times to the guidelines set out in this policy. If you are in doubt as to what might amount to bribery or what might constitute a breach of this policy, refer the matter to Fiona Baker.

Gifts and Hospitality

We occasionally provide gifts and hospitality to clients, customers, contractors, and suppliers. This is not prohibited by the Bribery Act provided the following requirements are met:

- 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.
- It complies with local laws.
- It is given in our name, not in the giver's personal name.
- It is of an appropriate and reasonable type and value and given at an appropriate time.
- It is given openly, not secretly.
- It is approved in advance by a Director.

In summary, it is not acceptable to 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, or to accept a payment, gift or hospitality from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

Facilitation payments

Any payment or gift to a public official or other person to secure or accelerate the prompt or proper performance of a routine government procedure or process, otherwise known as a "facilitation payment", is also strictly prohibited. Facilitation payments are not commonly paid in the UK, but they are common in some other jurisdictions.

What are the indicators of bribery?

Common indicators of corruption include those listed below. There may well be others. For example:

- Payments are for abnormal amounts (eg commission), or made in an unusual way, eg what would normally be a single payment is made in stages, through a bank account never previously used, or in a currency or via a country which has no connection with the transaction.
- Process is bypassed for approval or sign-off of terms or submission of tender documents, payments or other commercial matters, and those whose job it is to monitor commercial processes (eg our Treasurer) may be prevented from or hindered in doing so.
- Individuals are secretive about certain matters or relationships and/or insist on dealing with them personally. They may make trips at short notice without explanation or have a more lavish lifestyle than expected.
- Decisions are taken for which there is no clear rationale.
- Records are incomplete or missing.

Political contributions

You should be aware that such contributions can be (or be seen as) bribes in disguise. We do not make donations to political parties. No individual is to make a donation stated to be, or which could be taken to be, on our behalf without the prior approval of the Managing Director. You may, of course, make political donations in a personal capacity, but please be sensitive to how such contributions could be perceived, especially by those who are aware of your connection with Edwin.

Charitable donations

Bribes may even be disguised as charitable donations. Again, for that reason, donations we make are approved by a member of SLT and recorded. Whilst individuals may of course make personal donations to charity, they should not do so on behalf of Edwin without prior approval from SLT.

Local circumstances

We understand that different parts of the world have different social and cultural customs. This does not affect our position that we do not pay or accept bribes or act corruptly - we do not and will not. However, subject to that position, we understand the need to be sensitive to local

customs. For example, there are cultures in which refusing (or even failing to offer) a gift is considered impolite and could alienate a key contact. In such cases, please refer to Fiona Baker.

Exceptional circumstances

In some circumstances, a payment is justifiable. If one of our people is faced with a threat to his or her personal safety, or that of another person, if a payment is not made, they should pay it without fear of recrimination. In such cases, however, Fiona Baker must be contacted as soon as possible, and the payment and the circumstances in which it was made must be fully documented and reported to Fiona Baker within five working days. Consider carefully whether to involve the police. There may be cases where this will actually make the situation worse. If, on consideration, this appears to be the best course of action, always consult SLT first.

Such cases will be rare. All relevant persons visiting regions where they are more common should familiarise themselves, prior to travel, with current guidance relating to those countries.

Responsibility to report and the reporting procedure

All relevant persons are contractually required to take whatever reasonable steps are necessary to ensure compliance with this policy and to prevent, detect and report any suspected bribery or corruption. All relevant persons have a duty to prevent, detect and report any incidents of bribery and any potential risks of bribery. If you know or suspect that any relevant person plans to offer, promise or give a bribe or to request, agree to receive or accept a bribe in Edwin's business, you must disclose this to Fiona Baker as quickly as possible to allow appropriate action to be taken promptly.

We are committed to taking appropriate action against bribery and corruption. This may include either reporting the matter to an appropriate external government department, regulatory agency or the police and/ or taking internal disciplinary action against relevant employees and/or terminating contracts with associated persons.

We will keep your disclosure confidential during any investigation we undertake to the extent that this is practical and appropriate in the circumstances. We will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. We are also committed to ensuring nobody 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 that an actual or potential bribery or corruption offence has taken place or may take place in the future or because they may assist in the investigation of an allegation of bribery or corruption.

Record Keeping

All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off the record" to facilitate or conceal improper payments.

Monitoring compliance

Fiona Baker has primary responsibility for ensuring compliance with this policy and will review its contents on a regular basis. She will be responsible for monitoring its effectiveness and will provide regular reports in this regard to the Managing Director, who has overall responsibility for ensuring this policy complies with our legal and ethical obligations.

Training

We will provide training to all employees to help them understand their duties and responsibilities under this policy. Our zero-tolerance approach to bribery will also be communicated to all business partners at the outset of the business relationship with them and as appropriate thereafter.

Sanctions for the breach of this policy

A breach of any of the provisions of this policy by any relevant person who is an officer or employee of Edwin will constitute **a disciplinary offence** and will be dealt with in accordance with our Disciplinary Procedure. Depending on the gravity of the offence, it **may be treated as gross misconduct and could render the officer or employee liable to summary dismissal**.

Breach of this policy by any relevant person who is a temporary worker, contractor or consultant providing his/ her services to Edwin may lead to the immediate termination of that temporary worker, contractor or consultant's engagement by us.

Breach of this policy by any relevant person which is a corporate entity could lead to the suspension or termination of any relevant contract, sub-contract or other agreement between the corporate entity and us.