



ANTI-BRIBERY, CORPORATE HOSPITALITY AND RECEIPT OF GIFTS POLICY

Introduction

VertaseFLI (hereafter referred to as The Company) are committed to the highest standards of ethical conduct and integrity in their business activities. This policy outlines the Company's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. The Company will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf. The Company is committed to implementing effective measures to prevent, monitor and eliminate bribery.

Scope

This policy applies to all employees of the Company, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company ("associated persons") within the UK and overseas. Every employee and associated person acting for, or on behalf of, the Company 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 Company.

The Company may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Company.

The Bribery Act 2010 is in force from 1 July 2011. This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of employees and associated persons acting for, or on behalf of, the Company; and
- the consequences of any breaches of this policy.

Bribery Act 2010

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; or
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

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.



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A criminal offence will be committed under the Bribery Act 2010 if:

- an employee or associated person acting for, or on behalf of, the Company offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, the Company offers, promises or gives a bribe to a public official (local or foreign) 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
- the Company does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

What is prohibited?

The Company 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 a public or government official, 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. 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 Company in either obtaining or maintaining Company business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

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.

Records

Employees and, where applicable, associated persons, are required to take particular care to ensure that all organisation 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.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

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.



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Corporate Entertainment /Hospitality

The Company permits corporate entertainment and hospitality that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the Company; or
- to present the Company's services effectively;

provided that it is:

- arranged in good faith, and
- not offered, promised or accepted to secure an advantage for the Company or any of its employees or associated persons or to influence the impartiality of the recipient.

The Company will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

Corporate hospitality means hospitality of any kind provided by the Company or its staff to non-Company employees in connection with the lawful business of the Company. All corporate hospitality expenses which are likely to be above the sum of £200.00 (inclusive of VAT) must be approved in advance by a Director.

When claiming back expenses for corporate hospitality, the expense claim form must include details of the reason why the expenditure was necessary, the names of the persons being entertained, the companies they represent and a breakdown of the expenditure incurred. All corporate hospitality expenditure will be closely monitored by the Company, although the policy does not prohibit normal and appropriate hospitality (given and received) or from third parties. The test to be applied is whether in all the circumstances the corporate hospitality is reasonable and justifiable.

An invitation to attend corporate hospitality may also be received by an employee, for example if an employee is invited to a client's event in connection with their employment by the Company. The Company does not believe that it is appropriate for employees to attend lavish, extraordinary or excessive corporate hospitality events held by customers, clients, suppliers, contractors or held by any other person or organisation with which the Company has, or might have, business connections. This is because it is important to ensure that no employee acts in any way that is inconsistent with the integrity of the business by attending corporate hospitality events in circumstances where it could influence, or be seen to influence, that employee's business decisions or actions.

All employees are under an obligation to report a corporate hospitality invitation that they would wish to attend, including the nature of the event and the identity of the person or organisation offering the hospitality, to their line manager as soon as the invitation is received. Failure to report the invitation, and then to attend the event without permission, constitutes a disciplinary offence and will be dealt with in accordance with the Company's disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal.



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If the corporate hospitality has an individual value estimated at being over £500.00, the employee will be required to send the person or organisation offering the hospitality a polite letter thanking them for their kind invitation but declining it and explaining that it is the Company's policy that employees should limit their participation in corporate hospitality. In cases where the employee's line manager determines that the hospitality has an individual value estimated at being £500.00 or less, the employee may, at the line manager's discretion, be permitted to attend the event (subject to any agreement relating to time off work where the event is taking place during normal working hours).

Receipt of Gifts

Any gifts or rewards received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to that employee's Line Manager. In certain circumstances, it may not be appropriate to retain such gifts and employees and associated persons may be asked to return the gifts to the sender, for example, where there could be a real or perceived conflict of interest.

For the purposes of this policy, a 'gift' is deemed to be any payment or item given to an employee on an apparent ex gratia basis above a value of £50.00 by any party in connection with the employee's employment by the Company.

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

Failure to report the receipt of any gift from any party constitutes a disciplinary offence and will be dealt with in accordance with the Company's disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal.

This policy does not apply to promotional gifts, i.e., items such as pens, mugs, calendars or stationery that bear the Company name or logo of another organisation, provided that these have no significant financial value.

Reporting Suspected Bribery

It is the contractual duty and responsibility of all employees and associated persons to take whatever reasonable steps are necessary to ensure compliance with this policy and to prevent, detect and report any suspected bribery, fraud or corruption in accordance with the procedure set out in the Company's Public Interest Disclosure Policy.

Review of Procedures and Training

The Company will regularly communicate its anti-bribery measures to employees and associated persons. The Company will set up training sessions where required or applicable. The Managing Director is responsible for the implementation of this policy.



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The Managing Director will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, and expenses.

Employees and those working for, or on behalf of, the Company are encouraged to contact a Director with any suggestions, comments or feedback that they may have on how these procedures may be improved.

The Company reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.

Signed on behalf of VertaseFLI

**Trevor Snell, FLI Group Managing Director
Updated: January 2021**