

Red Snapper Group

Anti-Bribery and Corruption Policy

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1. Introduction

It is our policy to conduct all of our business in an honest and ethical manner. We 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.

We will uphold all laws relevant to countering bribery and corruption. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

The purpose of this policy is to:

- set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption
- provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

This policy is non-contractual in its effect and does not form part of normal terms and conditions of employment, unless otherwise stated in the employee's contract of employment.

It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer, if we fail to prevent bribery we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.

In this policy, third party means any individual or organisation the employee comes into contact with during the course of their work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisers, representatives and officials, politicians and political parties.

2. Who must comply with this policy?

This policy applies to all relevant 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, sponsors, or any other person associated with us, wherever located (collectively referred to as workers in this policy).

3. Definitions

In this policy "we", "us", and "the Company" refer to Red Snapper Group Limited.

Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

A person acts improperly where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

Corruption is the abuse of entrusted power or position for private gain.

4. The Bribery Act 2010

Under the Bribery Act it is an offence to:

- 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
- receive a Bribe i.e. to request, agree to receive or accept a financial or other advantage for or in relation to improper conduct
- bribe a foreign public official
- fail to prevent Bribery.

It is an offence under section 7 of the Bribery Act 2010 for a “relevant commercial organisation” to fail to prevent bribery. In this context Red Snapper Group is liable if a person associated with the company (an employee or worker) commits an act of bribery whether that person is prosecuted or not.

5. 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 the Company is found guilty of bribery or even of failing to have adequate procedures in place to prevent bribery, it 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 and the Company 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.

6. 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 professional bodies to which we belong that we act with integrity at all times.

7. Policy statement

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

- not commit an offence that constitutes bribery or corruption
- comply with the Bribery Act 2010

- act honestly, responsibly and with integrity
- safeguard and uphold the Company's 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.

Red Snapper Group recognises that industry practices may vary from country to country or from culture to culture. What is considered unacceptable in one place may be normal or usual practice in another. You should seek appropriate guidance from the Company's Human Resources Department.

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 a member of the Senior Management Team.

8. Risk management

Red Snapper Group will periodically complete departmental audits and risk assessments to evaluate the level of risk from bribery. Risk assessments will be undertaken for those teams or individuals who are considered most at risk from bribery in the course of their work and, where necessary, appropriate steps will be taken to reduce the risks in these areas.

Red Snapper Group reserves the right to undertake due diligence checks on any individuals or organisations that conduct business or perform services for Red Snapper Group.

9. Facilitation payments and kickbacks

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

Facilitation payments, also known as "back-handers" are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official).

Kickbacks are typically payments made in return for a business favour or advantage.

All workers must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If workers are asked to make a payment on our behalf, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Workers should always ask for a receipt which details the reason for the payment. If they have any suspicions, concerns or queries regarding a payment, workers should raise these with their line manager.

10. Gifts and hospitality

Gifts and hospitality can, when excessive, constitute a bribe and/or a conflict of interest. Care and due diligence should be exercised at all times when giving or receiving any form of gift or hospitality on behalf of the Company. This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- establishing or maintaining good business relationships;
- improving or maintaining our image or reputation; or

- marketing or presenting our products and/or services effectively.

The giving and accepting of gifts is allowed if the following requirements are met:

- it 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, or in explicit or implicit exchange for favours or benefits
- it is given in our name, not in the employee's name
- it does not include cash
- it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas
- it is given openly, not secretly
- it complies with any applicable local law.

If the gift, hospitality or expense offered has been given with the statement that it is a gesture of goodwill and appreciation and is not of substantial value (i.e. is under £25), the individual may be permitted, at Red Snapper Group's discretion, to keep the gift or to share it with colleagues.

For gifts, hospitality or expenses up to a value of £100, the advice of the director must be obtained to determine whether or not it may be kept. The nature of the gift, and the decision to keep it or reject it, should be noted.

If the gift, hospitality or expense is of a value £100 or greater, the individual will be asked to return the gift to the sender advising them of Red Snapper Group's policy relating to gifts and request that this is respected.

If the purpose of any gift is unclear, or there is a suspicion that it has been given with the intention of influencing Red Snapper Group's decision in some way and/or there is a conflict of interest and/or it appears to be of excessive value, the individual will be asked to return the gift to the sender advising them of Red Snapper Group's policy relating to gifts and request that this is respected.

For clarity the following are examples of situations that may arise:

Unlikely to be acceptable

- Accepting football tickets from a client who wishes to be considered for a discount or to be awarded a contract
- Accepting chocolates from a supplier in advance of a review of the current supplier agreement.

May be acceptable

- Accepting football tickets from a client following the completion of a successful project when no other contract discussions are on-going
- Accepting chocolates from a supplier with festive good wishes at the end of the calendar year.

In summary, it is not acceptable for you (or someone on your behalf) 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

- give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome
- accept hospitality from a third party that is unduly lavish or extravagant under the circumstances
- accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return
- offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your Line Manager
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy
- engage in any activity that might lead to a breach of this policy.

11. Indicators of bribery (“red Flags”)

The following is a list of possible red flags that may arise and 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 workers encounter any of these indicators, they must report them promptly to their line manager using the procedure set out in the Whistleblowing Policy:

- they become aware that a third party engages in, or has been accused of engaging in, improper business practices
- they 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 government officials
- 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
- 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
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business
- a third party requests an unexpected additional fee or commission to "facilitate" a service
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services
- a third party requests that a payment is made to "overlook" potential legal violations
- a third party requests that they provide employment or some other advantage to a friend or relative
- they receive an invoice from a third party that appears to be non-standard or customised
- a third party insists on the use of side letters or refuses to put terms agreed in writing
- they notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us

- they are offered an unusually generous gift or offered lavish hospitality by a third party.

12. 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 Board. 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 the Company.

13. Charitable donations

Bribes may even be disguised as charitable donations. Whilst individuals may of course make personal donations to charity, they should not do so on behalf of Red Snapper Group without prior approval from the Board.

14. 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 the Human Resources Department. The Board members and Human Resources are responsible for establishing variations to this policy subject to the agreement of the Managing Director.

15. 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, the Human Resources Department 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 the Finance Director of the business within five working days.

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.

16. How to raise a concern

Workers are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

If workers are offered a bribe, or are asked to make one, or if they believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, they must notify their line manager and/or report it in accordance with our Whistleblowing Policy as soon as possible.

If workers are unsure about whether a particular act constitutes bribery or corruption, they should raise it with their line manager.

17. Protection

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one 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 other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If workers believe that they have suffered any such treatment, they should inform their line manager immediately. If the matter is not remedied, and they are an employee, they should raise it formally using our Grievance Procedure.

18. 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 incident 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 connection with the Company's business, you must disclose this to your line manager as quickly as possible to allow appropriate action to be taken promptly.

Red Snapper Group is 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 workers and/or terminating contracts with associated persons.

Red Snapper Group will keep your disclosure confidential during any investigation it undertakes to the extent that this is practical and appropriate in the circumstances. The Company is 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.

19. 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.

In order to ensure transparency when conducting business hospitality, entertainment or giving or receiving gifts, it is essential that accurate, detailed and up to date records are kept in line with Red Snapper Group's policies. All those in receipt of gifts, hospitality or expenses given or received in accordance with this policy must sign the Red Snapper register of interests, which is maintained by the Finance Director.

This should record at least; the date of transaction, the employee's name, the nature of the gift offered or received an estimate of value, whether or not this was accepted or rejected and an indication of who reviewed the gift if it is worth more than £10.

20. Training

Red Snapper Group will provide training to all workers to help them understand their duties and responsibilities under this policy. Red Snapper Group's 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.

Access to the policy is available on Breathe, under Company Documents.

21. Sanctions for breach of policy

If an employee becomes aware of any conduct which they believe may be in breach of this policy and/or the associated policies and procedures they should raise their concerns immediately with their line manager, director or the managing director. Whilst workers should report any concerns that they might have, they should report the following in particular:

- Any suspected or actual attempts to bribe or provide inducements
- Any requests for unusual payments and/or cash payments
- Unusual or unsubstantiated expenses
- Failure to follow established financial practices, such as a lack of appropriate invoices
- Business activities in countries or with individuals who have a history of corruption.

If workers report their concerns in good faith they will be supported by Red Snapper Group and will not be subjected to any detriment as a result of raising concerns. Failure to raise concerns will be considered a breach of trust and dealt with under the disciplinary procedure.

A breach of any of the provisions of this Policy by any relevant person who is an officer or employee of the Company will constitute 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 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 the Company may lead to the immediate termination of that temporary worker's, contractor's or consultant's engagement by the Company.

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 the Company.

22. Review

This policy will be reviewed on an annual basis by the Policy owner. Revisions, however, may take place throughout the year due to a change in policy or a reported supplier incident that requires an update in policy requirements.

The policy will be re-issued to all employees and suppliers if changes have taken place.

23. Formal Sign Off

This Policy has been formally reviewed and signed off by top management:

A handwritten signature in black ink, appearing to read "M. Jerrold".

Martin Jerrold
Managing Director
Red Snapper Group

End.

PUBLIC