

### **Introduction**

Frontier Smart Technologies is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. 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 Senior Management Team is committed to implementing effective measures to prevent, monitor and eliminate bribery. The CEO is ultimately responsible for the implementation of this policy.

### **Scope of this policy**

This policy applies to all employees and officers 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 or under any other bribery related laws applicable in territories in which the Company operates. 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.

In the UK, 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**

The Company is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.

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 company 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.

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 foreign public official 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 company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, 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 company 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 company 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.

### **Working overseas**

#### ***Principle***

Employees and associated persons conducting business on behalf of the Company outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. Employees and associated persons owe a duty to the Company to be extra vigilant when conducting international business.

#### ***Procedure***

Employees and associated persons are required to cooperate with the any risk management procedures published by the Company and to report suspicions of bribery to the HR Manager, CEO,

CFO or a Vice President. While any suspicious circumstances should be reported, employees and associated persons are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees;
- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

If an employee or associated person is in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to the HR Manager, CEO, CFO or a Vice President.

### **Facilitation payments**

#### ***Principle***

The Company prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. Facilitation payments are distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the Company under the Bribery Act 2010, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

#### ***Procedure***

Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to the HR Manager, CEO, CFO or a Vice President.

If the public official provides written details, the HR Manager, CEO, CFO or a Vice President will consider the nature of the payment. Local legal advice may be sought by the Company.

If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, the Company will authorise the employee to make the payment.

Where the HR Manager, CEO, CFO or a Vice President considers that the request is for a facilitation payment, the employee or associated person will be instructed to refuse to make the payment and notify the public official that the employee or associated person is required to report the matter to the Company and the UK embassy.

The Company will seek the assistance of the relevant employee in its investigation and may determine that the matter should be referred to the prosecution authorities.

If an employee or associated person has any other concerns about the nature of a request for payment, he/she should report it to the HR Manager, CEO, CFO or a Vice President using the reporting procedure set out in this policy.

### **Offering corporate entertainment, gifts, hospitality or promotions**

#### ***Principle***

The Company permits the provision of corporate entertainment, corporate give-aways, hospitality or incurring promotional expenditure 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 goods/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.

It is not generally permitted to provide gifts but corporate "give-aways" up to the value of £7.50 will generally be permitted.

Any entertainment should be associated with business educational content and the organiser should document the event as proof of this.

Agendas should cover all hours of the day and must not take place in 5 star + hotels, nor should 5 star + hotels be offered to participants as accommodation.

This principle applies to employees and associated persons, whether based in the UK or overseas.

### ***Procedure***

Where normal business expenditure is being incurred and is reasonable and proportionate, it is not governed by this policy. Please refer to the Expenses Policy and Travel Policy for examples of normal business expenditure.

In all other cases, employees and, where relevant, associated persons should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to the HR Manager, CEO, CFO or a Vice President. Where there is any doubt about whether expenditure is normal, reasonable and proportionate, the guidelines in this policy should be adopted. Please see the FAQ section at the end of this document for further clarification.

Employees are required to set out in writing:

- the objective of the proposed client entertainment or expenditure;
- the identity of those who will be attending;
- the organisation that they represent; and
- details and rationale of the proposed activity.

The Company will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The Company will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example, prior to a tendering exercise).

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from the HR Manager, CEO, CFO or a Vice President is required,

together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in limited circumstances and will be subject to a cap of £7.50 per recipient.

Employees and, where applicable, associated persons must supply records and receipts, in accordance with the Company's expenses policy.

### **Receipt of corporate entertainment, gifts, hospitality or promotions**

#### ***Principle***

The Company permits the acceptance of corporate entertainment, gifts, hospitality or incurring promotional expenditure that is accepted:

- for the purpose of establishing or maintaining good business relationships

provided that it is:

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

This principle applies to employees and associated persons, whether based in the UK or overseas.

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts which do not meet this principle should be reported immediately to the HR Manager, CEO, CFO or a Vice President. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example, where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation, up to the value of £7.50, such as flowers or a bottle of wine, may be retained by employees. Please see the FAQ section at the end of this document for further clarification.

Employees should be prepared to refuse gifts which do not comply with this policy politely and using common sense. The employee may donate any such gifts to a worthy cause or charity, with the permission of the gift giver.

#### ***Charitable and political donations***

The Company considers that charitable giving can form part of its wider commitment and responsibility to the community. The Company supports a number of charities that are selected in accordance with objective criteria, following a risk assessment. The Company may also support fundraising events involving employees.

#### ***What practices are permitted?***

This policy does not prohibit:

- normal and appropriate hospitality and entertainment with clients (please see the Company's expenses policy and the FAQ section at the end of this document); and
- the use of any recognised fast-track process that is publicly available on payment of a fee.

Any such practices must be proportionate, reasonable and made in good faith. Clear records must be kept.

**Risk management*****Principle***

The Company has risk management procedures to prevent, detect and prohibit bribery. The Company will conduct risk assessments for each of its key business activities on a regular basis and, where relevant, will identify employees or officers of the Company who are in positions where they may be exposed to bribery.

***Procedure***

The Company will identify high-risk areas, for example business undertaken in high-risk countries, tenders for work and those working on high-value projects.

The Company will:

- regularly monitor "at risk" employees and associated persons;
- regularly communicate with "at risk" employees and associated persons;
- undertake extensive due diligence of third parties and associated persons; and
- communicate its zero-tolerance approach to bribery to third parties, including actual and prospective customers, suppliers and joint-venture partners.

**Reporting suspected bribery*****Principle***

The Company depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to the HR Manager, CEO, CFO or a Vice President as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

***Procedure***

A form is available on the HR section of MOSS, or from the HR Department to allow employees to record any incidents of suspected bribery. Any such reports will be thoroughly and promptly investigated by the HR Manager, CEO, CFO or a Vice President in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

Employees or associated persons who report instances of bribery in good faith will be supported by the Company. The Company will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to the HR Manager, CEO, CFO or a Vice President.

**Action by the Company**

The Company will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. The Company may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Company who are found to have breached this policy.

The Company may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

**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 applicable. The Senior Management Team is responsible for the implementation of this policy.

The Senior Management Team will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

Employees and those working for, or on behalf of, the Company are encouraged to contact the HR Manager, CEO, CFO or a Vice President 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.

**Frequently Asked Questions*****I often have to take customers to lunch, is this reportable?***

Generally no, provided the cost is reasonable and proportionate as laid out in the Company's expenses procedure and policy, and the provision of the lunch could not be perceived to have an effect on a business transaction. Any corporate hospitality or entertainment must have some sort of business or educational content and the organiser may be asked to provide proof of this.

***I am often taken to lunch by suppliers, should I report this?***

Again, generally no, provided the cost is reasonable and proportionate, the acceptance of the lunch could not be perceived to have an effect on a business transaction and the lunch has a business or educational content. Generally, it would be unlikely that suppliers would take you to lunch.

***Is there a financial limit when accepting gifts and promotional items which can be used as a guideline?***

There is no strict financial limit. Gifts and promotional items which are modest and made available widely (for example, pens, umbrellas, usb sticks, etc) will generally fall outside of the scope of this policy. Other modest gifts, for example bottles of wine at Christmas, again will generally fall outside of the scope of this policy provided that they could not be perceived to have an effect on a business transaction. As a guide, if the value of such a gift is in excess of £7.50, you should report it.

***I am based in a non UK country which has its own anti-bribery legislation, how does this affect me?***

The UK legislation is based on the EU directive. Where other countries have their own comprehensive anti-bribery legislation, individuals working for the Company in such countries should abide by such laws where they are in conflict with the UK legislation. Notwithstanding this, the reporting requirements within the Company should still be adhered to.

***I often have to source promotional gifts for trade shows, etc – are these reportable?***

Gifts and promotional items which are modest and made available widely (for example, pens, umbrellas, usb sticks, etc) and which have a value of less than £7.50 will generally fall outside of the scope of this policy. Where such expenditure has been approved by the Company under the Purchase Order policy, this does not need to be reported again.

***I would like to buy a gift for a valued customer. Do I need to report this?***

Generally gifts should not be given to customers (excluding promotional items). You should ask for permission prior to offering a gift to a customer.

***I have been offered tickets to a sporting event from an existing supplier should I report this?***

Generally you will not be entitled to accept these, and should check with the HR Manager, CEO, CFO or a Vice President prior to responding.

**Document Control**

Title:	Anti-Bribery Policy
Procedure Owner:	Human Resources Department
Version No:	2.0
Policy Effective Date:	17/10/16
Next Review Date	17/10/18
Version 1.0 Updated by:	Suzanne Kingham
Version 1.0 Reviewer:	James Stock