



Standard

Anti-Bribery, Corruption and Fraud

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1 ADMINISTRATION

1.1 Approval

The signatures below certify that this Standard has been reviewed and accepted and demonstrates that the signatories are aware of all the requirements contained herein and are committed to ensuring their provision.

	Name	Signature	Position	Date
Prepared by	Janice Hoppe		Legal & Compliance Director	15-03-2022
Reviewed by	Malcolm Cameron		SVP Commercial	15-03-2022
Approved by	David Clark		Chief Executive Officer	15-03-2022

1.2 Amendment Record

This Standard is reviewed to ensure its continuing relevance to the systems and process that it describes. A record of change and/or contextual additions or omissions is given below:

Page No.	Context	Revision	Date
All	Initial Document Issue	0	15-03-2022

1.3 Company Proprietary Information

The electronic version of this Standard is the latest revision. It is the responsibility of the individual to ensure that any paper material is the current revision. The printed version of this Standard is uncontrolled.

2 Introduction

Good business ethics are intrinsic to who we are and what we do. Everyone who works for or with a member of the Vysus Group hereinafter may also be referred to as Vysus must work in a safe, ethical and lawful manner. We must all strive to be professional and accountable in everything that we do at work.

As a leading independent provider of digitally enabled, engineering and technical consulting expertise we value our independence and impartiality. This means that we will not seek to influence or be influenced by payments of money or anything of value, corporate hospitality or gifts. Our Code of Ethics makes this clear.

It is our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery, corruption, and fraud within Vysus.

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

3 Scope

This Standard applies to all Vysus members employees, directors, consultants, contractors, agents and joint ventures worldwide.

4 Normative References

Standard	Title	ISO Clauses	Manual Sections
BS EN ISO 9001:2015	Quality management systems		
BS EN ISO 14001:2015	Environmental management systems		
BS EN ISO 45001:2018	OH&S management systems		

5 Purpose, Legal Consequences and Personal Responsibility

5.1 Purpose

The purpose of this Anti-Bribery, Corruption and Fraud (ABC) Standard is to:

- Set out our responsibilities, and of those working for us, in observing and upholding our zero-tolerance position on bribery, corruption and fraud; and
- Provide information and guidance to those working for us on how to recognise and avoid and report suspicions of bribery, corruption, and fraud.

We will uphold all laws which counter bribery, corruption, and fraud in all the countries in which we operate.

The UK Bribery Act 2010, makes it illegal to give or receive a bribe, bribe a non-UK government official or, as a commercial organisation, fail to prevent bribery. It applies to our conduct everywhere in the organisation.

The Fraud Act 2006 broadly defines three main types of fraud:

- Fraud by false representation.
- Fraud by wrongfully failing to disclose information; and
- Fraud by abuse of position.

There are similar anti-bribery, corruption and fraud laws in many countries around the world.

5.2 Legal Consequences

Under English law, corporations and other entities convicted of violating the UK Bribery Act can face unlimited fines and disgorgement. Individuals can face up to ten years' imprisonment. All of this is in addition to a company being excluded from tendering for public contracts and irreparable damage to one's reputation if convicted. Additionally, companies and individuals may face additional liability under the Crime Act 2002.

In the U.S., the criminal penalties are similarly severe. The US Foreign Corrupt Practices Act of 1977 (FCPA) makes it a crime to give, or to offer to give, anything of value to non-US government officials (including employees of state-owned companies, such as national oil or transportation companies) with the intent to improperly influence the performance of the officials' duties. Corporations and other entities convicted of violating the FCPA's accounting provisions face a maximum fine of \$25 million per violation. Individuals convicted of violating the accounting provisions face maximum penalties of 20 years in prison and a \$5million fine. In addition to criminal penalties, corporations and individuals may also face civil penalties which range from \$103,591 to \$1,035,909 per violation for corporations and \$10,360 to \$207,183 per violation for individuals.

In some countries in the Asia Pacific region, bribery and corruption can result into personal liability whereby punishment of life imprisonment can be imposed, or in the most serious cases, the death penalty.

Vysus is an international group with a global footprint. While we understand that there is not a one-size fits all solution, rest assured that we take compliance with all applicable laws related to bribery, corruption and fraud very seriously. Vysus is accountable for being knowledgeable of and in compliance with the applicable laws related to bribery, corruption, and fraud in the countries that it operates in.

5.3 Personal Responsibility

It is your responsibility to comply with this policy and raise any concerns regarding bribery, corruption or fraud with your line manager or the Ethics and Compliance Committee via ethics@vysusgroup.com as soon as possible. The Ethics and Compliance Committee reports directly to the Board of Directors on a regular basis and will inform them on issues relating to this Standard and its application.

6 Further Guidance

6.1 Who is covered by this Standard

This Standard applies to all individuals worldwide working for all members, affiliates and subsidiaries of Vysus at all levels and grades, including directors, managers, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, or any other person associated with us, (collectively referred to as You in this Standard).

6.2 What is bribery, corruption and fraud?

6.2.1 Bribery

Bribery is an inducement, payment, reward or advantage offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to offer a bribe directly or indirectly or to receive a bribe.

It is also a separate offence to bribe a government official.

Remember that a bribe is anything of value and not just money, such as:

- Gifts, corporate hospitality, or entertainment (refer to Section 7 Gifts and hospitality).
- Payment or reimbursement of travel expenses.
- Charitable donation or social contribution.
- Offer of employment for a government official or a relative of a government official.
- Offer of scholarship to a government official or a relative of a government official.
- Nepotism: (defined as favouritism where a family member or close friend of a Vysus colleague has received, will receive, or is awarded a job or promotion because of the power of influence of the relative or friend.)

Examples of government officials include:

- Immigration, customs or tax officials.
- Representatives of public international organisations such as the EU Commission.
- Members of a royal family who maintain ownership or managerial interest in government sponsored enterprises.
- Official or any person acting on behalf of a government agency, department, or public organisation.
- Judge or other court official.
- Chamber of Commerce official.
- Flag State officials.
- Official in a state-owned oil company.
- An airport official.
- Representatives of political parties.
- Candidates for political office.

In addition, there are detailed legal restrictions in China concerning the offering of gifts or hospitality to a government official, or an official from a State Owned Enterprise (SOE).

6.2.2 Examples of bribery

Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. It may also be an offence for the potential client to accept your offer. Providing clients with hospitality is acceptable, provided the requirements set out in Section 7 are followed.

Receiving a bribe

A supplier offers your nephew a job but makes it clear that in return they expect you to use your influence to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage. You must decline the job offer.

Bribing a government official

You are asked to arrange for an additional payment to be made to a customs official to speed up the administrative process of clearing our property (e.g., personal protective equipment) through customs.

The offence of bribing a government official has been committed as soon as the arrangement is made. This is because it is made to gain a business advantage for us. It is illegal to make a facilitation payment and such payment must not be made even if doing business is made more difficult for Vysus if we refuse. You must never make such an offer. More guidance is set out in Section 8.

6.2.3 Corruption

Corruption is illegal, immoral or dishonest behaviour which may influence a person to act against the interest of the organisation.

6.2.4 Fraud

Fraud is defined as the crime of obtaining money, or some other benefit by deliberate deception. It could involve any of the following acts:

- Misrepresentation of the truth (e.g. false reporting).
- Obtaining property or services by deception.
- Abuse of position.
- False accounting.
- Inappropriate use of company assets.
- Disclosure of confidential information.
- Providing misleading information about self or company.
- Falsifying company records.
- Accepting payments for personal benefit from customers or suppliers.
- Theft of company property.
- Falsifying expense claims.
- Inflating overtime.

6.2.5 Examples of fraud

Examples of fraud include	Fraudulent act
Car mileage expenses	Inflated amounts claimed by an employee
Entertainment expenses	Private entertaining claimed as a business expense
Preferential supplier and contractor selection	Associates of an employee providing services to the business at inflated prices
Personal purchases using corporate funds	Private purchases made through business accounts / business credit cards

6.2.6 Example of nepotism

You tell your sister that you are in charge of awarding a Vysus marketing contract for a new PR campaign and suggest to your sister she submits her bid to you.

This is not acceptable. Your sister can submit a bid to Vysus but only if you withdraw from making or influencing any Vysus decision on the bid, and:

1. her bid is transparent; and
2. it is considered and assessed objectively by Vysus against competing bids.

"Red flags" that may indicate bribery, corruption or fraud are set out in Section 12 at the end of this Standard.

7 Gifts and hospitality

This Standard does not prohibit nominal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, meals, and invitations to arts and sporting events, (given and received) to or from third parties.

The practice of giving gifts and hospitality is recognised as an established and important part of doing business. However, they can be used as bribes. Giving gifts and hospitality varies between countries and sectors, and what may be normal and acceptable in one may not be in another. To avoid committing a bribery offence, the gift or hospitality must:

- be reasonable and justifiable in all the circumstances; and
- have the intention to improve the image of the commercial organisation, better present its products and services, or establish cordial relations.

The giving or receipt of gifts or hospitality is acceptable if all 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 or for any other corrupt purpose.
- it complies with local law.
- it is given in the name of Vysus, not in your name.

- it does not include cash or a cash equivalent (such as gift certificates or vouchers).
- it is appropriate in the circumstances. For example, in some countries it is customary for small gifts to be given at Christmas time.
- considering the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time.
- it is given openly, not secretly and is given in a manner that avoids the appearance of impropriety.
- gifts and hospitality must not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior written approval of the Ethics & Compliance Committee.
- In relation to hospitality a member of Vysus must be present
- it is recorded in the Gift and Hospitality register (if it is more than a token gift - see Token Gifts below.)

Token Gifts or Token Hospitality: If the gift or hospitality given or received is more than a token gift or modest meal or refreshment, in the ordinary course of business, you must obtain prior written or email approval from your line manager and it must be recorded in the Gift and Hospitality register.

Examples of Token Gifts or Token Hospitality:

- Corporate calendar, pen, mug, umbrella or USB storage device.
- Cake or confectionary.
- Modest bottle of wine.
- Bunch of flowers.
- Modest meal.
- Limited refreshments, non-alcoholic or alcoholic.

The Gift and Hospitality register is a set of system-based records, setting out full details of the gift or hospitality given or received including the approximate value, the purpose or intention of the gift or hospitality, the name of the recipient and provider of the gift or hospitality and their relationship. A group register will be maintained centrally and can be accessed from V-Net. All gifts and hospitality that are given, received or refused must be recorded. Refer to your Line Manager if you are unsure how to complete the register including whether a gift or hospitality either being offered from or proposed to be given to a client is acceptable. Please take note that clients may have their own policies regarding gifts and hospitality. It is always prudent to make sure that we are in compliance with their policy and not putting them in an uncomfortable position.

7.1 Examples of acceptable and unacceptable gifts and hospitality

You want to invite an important client to attend a lunch and major sporting event as part of a public relations exercise designed to cement good relations and enhance the client's knowledge of our services and there are no open tender processes ongoing between this client and Vysus. Is this acceptable?

Yes. This hospitality seems to be reasonable and justifiable in all the circumstances and the intention is to improve our image, better present our products and services, and improve cordial relations. This hospitality would require prior approval and be recorded through the Gifts & Hospitality register.

You want to invite a potential client to watch a major sporting event a month before the deadline for Vysus to tender for a large contract as you hope this will persuade them to accept your tender. Is this acceptable?

No. This hospitality would constitute bribery as it would be made with the intention of influencing potential clients to obtain business. The timing of this hospitality is important. If there was no tender deadline you may be able to entertain the potential clients without breaching the law. This is because the intention of the hospitality would be to improve our image, better present our products and services, and establish cordial relations with the potential client.

A client has offered you a five-star holiday in the Maldives for you and your partner as a thank you for the last project you completed for them. Can you go?

No. Considering the reason for the gift, the value of the holiday is excessive and unreasonable in the circumstances. A more appropriate and justifiable gift may be a bottle of wine or corporate diary or calendar. You should politely decline the gift and explain that you cannot accept such a generous offer.

A potential sub-contractor delivers to your office a case of expensive fine wine. The contractor has just submitted a quote for the supply of services. Can you accept the wine?

No. The gift appears to have been made with the clear intention of influencing you to award the contract to the sub-contractor. You should return the case of wine explaining that you cannot accept the gift, and you will assess the quote for the supply of services impartially with quotes you have obtained from other sub-contractors.

Additional examples of what is not acceptable

It is not acceptable for you (or someone on your behalf) to:

- Accept an offer of a gift of any size from any company which is in negotiation with or is tendering for a contract with us.
- Give, promise to give, or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received, or to reward a business advantage already given.
- Give tickets to a client for an event or pay for a dinner without being present.
- Give, promise to give, or offer, any payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure.
- Accept or solicit a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return.
- Engage in any activity that might lead to a breach of this policy.

8 Facilitation payments and kickbacks

Vysus does not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments (sometimes known as 'grease' payments) made to secure or expedite a routine government action by a government official. Kickbacks are typically payments made to commercial organisations in return for a business favour or advantage, such as a payment made to secure the award of a contract.

You must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

Routine government action

Routine governmental action is an action which is ordinarily and commonly performed by a government official, such as:

- Obtaining permits, licences, or other official documents to qualify a person to work or do business in a country.
- Processing governmental papers, such as visas and work orders.
- Providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country.

Facilitation payments are known to be prevalent in many countries and industry sectors. You may be concerned that the inability to make them may cause difficulties in doing business in some jurisdictions, and that this may result in loss of income or contract. The guidance set out below is intended to help support you in circumstances when you are asked to make facilitation payments.

Guidance on how to avoid making facilitation payments

Corrupt government officials demanding payments to perform routine government actions may often put workers in very difficult positions. There is no easy solution to the problem. However, the following steps may help:

- Require official receipts for any payments you make.
- Report suspicions, concerns, queries and demands for facilitation payments to the Ethics & Compliance Committee via ethics@vysusgroup.com and refuse to make such payments. The Ethics & Compliance Committee will monitor these to detect any patterns of demands that should be reported to local enforcement authorities.
- Public officials who refuse to co-operate without facilitation payments should be reported to any superiors they may have and to local enforcement authorities.

9 Use of agents

9.1 What is an agent?

An agent is defined as an individual or company which acts for and on behalf of another commercial organisation, and which will be deemed an associated person of that organisation. Agents will sometimes be involved in facilitating a contract between the principal (Vysus) and that principal's client. Agency or intermediary agreements of any type (including sales, purchase, marketing, and introduction) must include reference to this Standard.

9.2 Vysus use of agents

Vysus will minimise the use of agents wherever possible. However there are certain situations, sometimes geography driven where the use of an agent must be considered. If the use of agents are unavoidable for one reason or another then appropriate due diligence must be instigated with approval in line with the Group Delegation of Authority Standard VMS-LGL-STD-001.

9.3 How are agents affected by ABC issues?

The UK Bribery Act 2010 (the "Act") came into force on 1 July 2011, bringing in significant changes in UK anti-corruption law. Under section 7 of the Act, a commercial organisation (such as Vysus Group and its subsidiaries) will be guilty of an offence if a person associated with it bribes another person intending to obtain or retain

business for the commercial organisation, or to obtain or retain an advantage in the conduct of business for the commercial organisation.

Under the Bribery Act 2010, the term "associated person" is very wide. It includes any person associated with the Company if they perform services for or on behalf of the Company. Determining who is an associated person is a question of fact, determined by reference to all the circumstances and not merely the legal relationship between the two parties. The definition will include employees and subsidiaries, but also people who the Company would have little control over, such as agents, intermediaries, subcontractors, suppliers, and other people acting on the Company's behalf.

Section 7 "Failure to Prevent Bribery" of the Bribery Act 2010 is a strict liability offence. Vysus could be held criminally liable for the acts of agents, representatives and other intermediaries who are involved in bribery when they are acting on our behalf, even if Vysus was not aware of the bribe. However, it is a defence for Vysus to show that it has in place adequate procedures designed to prevent bribery by its associated persons. We need to ensure we have adequate procedures in place designed to prevent bribery by our agents. Therefore, we need to take the Act's provisions into account when drafting and negotiating commercial agreements with agents, and be able to determine the risk profiles of commercial agreements.

Jurisdictional reach of the Bribery Act

The Bribery Act has extra-territorial reach both for UK companies operating abroad and for overseas companies with a presence in the UK.

A foreign subsidiary of a UK company can cause the parent company to become liable under Section 7 of the Bribery Act 2010 when the subsidiary commits an act of bribery in the context of performing services for the UK parent. If the foreign subsidiary were acting entirely on its own account, it would not cause the UK parent to be liable for failure to prevent bribery under Section 7 of the Bribery Act 2010 as it would not then be performing services for the UK parent. However, the UK parent and individuals might still be liable for the actions of its subsidiary in other ways such as false accounting offences or under the Proceeds of Crime Act 2002.

Therefore, it is important that any Vysus company or representative, wherever it is has been founded or is based in the world, takes heed of the guidance contained in this document.

What steps should you take before engaging an agent?

The following steps do not in themselves constitute a complete adequate procedures regime, but they are important, because (unlike with employees or subsidiaries) the only effective way in which Vysus can exercise control over an associated person such as an agent in a commercial context is through its contractual arrangements

Business units & service lines are responsible for assessing the risk level and applying the relevant procedures set out below prior to and during the appointment of an agent.

Before engaging an agent, you should consider:

- Is the use of such an agent really necessary?
- Is the proposed agent appropriate for the role? (Including by reference to their expertise and any possible conflict of interest)
- Is the proposed remuneration appropriate?

Identify the nature of the agreement - will it give rise to a commercial organisation / associated person relationship? The main determining factor for this is whether the other party will be providing services to Vysus. Sometimes it will not be clear whether a party could be classified as an associated person of Vysus, and advice should be sought from the Legal and Compliance Director. As a reiteration, the use of agents will be sparingly, and appropriate due diligence must be instigated with approval in line with the Group Delegation of Authority Standard VMS-LGL-STD-001.

Assess external risks - Consider the overall risk profile of the commercial arrangement. This will determine how extensive our due diligence should be, and how extensive the anti-bribery provisions in the agreement should be. Consider the following external risks:

- Country risk. Are the services being provided in a high, medium, or low-risk country? Broadly, high-risk countries are those where there are perceived high levels of corruption and no effectively implemented anti-bribery legislation or promotion of transparent procurement and investment policies.
- Sector risk. Is the arrangement in a sector associated with bribery and corruption? Sectors that are generally perceived to be more susceptible to bribery and corruption include the oil and gas industries.
- Transaction risk. Is the arrangement the type of transaction which could give rise to potential bribery situations, such as public procurement contracts? Or does the arrangement require certain pre-conditions to be satisfied which could give rise to potential bribery situations, such as obtaining licences or permits?
- Business opportunity risk. Is the transaction unusually lucrative, or unusually important? Does it lack a clear objective? These may be factors that increase a transaction's bribery risk profile. Conversely, if the transaction is of low value, this could reduce its risk profile.

Organisations such as Transparency International are useful sources of information, in particular in relation to country and sector risk. See its website for more detail: <http://www.transparency.org>

The World Bank also provides data on corruption risks in countries on its Worldwide Governance Indicators website.

Assess the other party - what is the reputation of the other party? Have there been any previous allegations or reports of bribery or corruption? Does it operate its business through agents, intermediaries, subsidiaries or other third parties or joint venture parties?

Carry out an appropriate due diligence investigation - Vysus must carry out appropriate due diligence on the other party when entering into new business arrangements. These processes and the level of seniority of the decision maker should also be appropriate for the value of the transaction and the perceived risk of corruption.

For example, more extensive due diligence should be carried out when appointing an agent to procure licences in a high-risk jurisdiction than when appointing a person to provide IT support services in a low-risk country. Due diligence could begin with web searches of the agent's name and could go on to include commissioning third-party risk assessments in high-risk areas. In particular you need to find out who they are (including details of the ultimate owners of any company); what their business history is (including whether there has ever been any allegation or report of their involvement in any wrongful business conduct); and examples of companies for whom they have previously worked. Appropriate references should also be obtained. Other practical steps that can be taken to carry out due diligence include:

- Requesting CVs and references for those involved in performing the service.
- Having a clear statement of the precise nature of the services offered, costs, commissions and fees.
- Making enquiries if appropriate with the relevant authorities.
- Following up references and clarifying any matters arising from the questionnaire.
- Requesting information from the agent on the general approach to reducing bribery risks and asking for sight or evidence of anti-bribery policies.

Where corruption risks are identified during the due diligence process, Vysus has a very limited range of options:

- Require the other party to resolve identified corrupt practices or risks prior to signing, as a condition to proceeding with the transaction.
- Seek warranty and/or indemnity protection in the agreement. Note that this may not in itself constitute watertight protection.
- Increase monitoring efforts of the other party during the contract's lifetime.

- Be prepared to walk away from the deal. This could result in wasted costs (for example, costs of due diligence and negotiations).

Upon completion of the due diligence process:

Seek and obtain approval to enter into a commercial agency agreement in line with the Group Delegation of Authority Standard VMS-LGL-STD-001.

Communicate Vysus anti-bribery policies - all potential business partners should be sent a copy of Vysus ABC Standard before any dealings with them commence. Managers are responsible for ensuring that Vysus expectations in this regard are communicated to and followed by the agent. Vysus ABC Standard must be part of any agreement facilitated by or through the agent.

In addition, the inclusion of additional appropriate anti-bribery provisions may be required. The outcome of the risk analysis exercise should be communicated to the Legal and Compliance Director who will then determine if the introduction of additional language in the commercial agreement with the agent or the client that the agent represents, as the case may be is needed to ensure that appropriate contractual protections and safeguards are in place.

Business unit & service line management shall be responsible for ongoing monitoring and review of agents used by Vysus. Specifically, they should ensure that commission and other payments to any agents, representatives or intermediaries under an approved intermediary (or equivalent) agreement are properly recorded, approved and paid in accordance with the agreement and any other legal requirements. All payments to an agent, representative or intermediary must be made by direct bank transfer (not to any third party) into the country in which the agent, representative or intermediary has its principal place of business or performs substantial services on behalf of Vysus. Any request for payment to a third party of a commission, service fee or other fees in a manner that is not in accordance with this policy must be approved in advance by the Ethics and Compliance Committee.

We remain committed to our policy of not making facilitation payments. The only limited exception to this is in circumstances where you are left with no alternative but to make payments in order to protect against loss of life, limb or possibility of unjustified imprisonment. If you experience such circumstances and must make such a payment, it is your responsibility to contact your line manager and the Ethics & Compliance Committee via ethics@vysusgroup.com as soon as possible after the event, so that the incident can be properly recorded, reviewed and accounted for.

10 Donations

Vysus is politically neutral therefore we do not make contributions to political parties, political party officials or candidates for political office. We only make charitable donations that are legal and ethical in compliance with all applicable laws. All charitable donations must be made in accordance with our Donations procedure which requires the approval of the Chief Executive Officer. Refer to Vysus Management System (VMS) for further details.

11 Responsibilities and record keeping

11.1 Your responsibilities

- You must ensure that you read, understand and comply with this policy. If you have doubts or concerns, contact your line manager or the Ethics & Compliance Committee.

- The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- You must notify your line manager, and the Ethics & Compliance Committee via ethics@vysusgroup.com as soon as possible if you believe or suspect that a breach of or conflict with this policy has occurred or may occur in the future. An example would be if a client or potential client offers you something to gain a business advantage with us or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in the Section 12 at the end of this Standard.
- Any employee who breaches this policy will face disciplinary action, which could result in dismissal. In addition, if you are not an employee we reserve the right to terminate our contractual relationship with you immediately if you breach this policy.

11.2 Management responsibilities for reported and suspected fraud

The Chief Financial Officer is responsible for ensuring that:

- investigations are carried out by suitably competent person(s) who are sufficiently independent.
- all cases of reported fraud are investigated thoroughly, objectively and;
- reports are issued to the Ethics & Compliance Committee and others as appropriate.

The Legal and Compliance Director is responsible for ensuring that:

- all fraud cases are reported as soon as practicably possible to the Chief Financial officer and to Vysus insurers.
- Vysus Group Senior Leadership Team (SLT) are made aware and consulted, as appropriate.
- HR are consulted in suspected cases where it may be necessary to suspend or take action against an employee
- Outside legal advice is obtained where it may be necessary to take action against a supplier or an agent.

The Finance Director is responsible for ensuring that:

- a suitable risk assessment is developed for all the business activities to identify fraud risks and define suitable and sufficient controls to prevent fraud so far as practicably possible.
- measures identified in the risk assessment are implemented and maintained.
- All fraud cases are reported as soon as practicably possible to the Legal and Compliance Director.

11.3 Record keeping

For all hospitality or gifts accepted or given, other than token gifts and/or token hospitality, you must obtain prior written approval of your line manager and record the hospitality or gift in the Gift and Hospitality register in accordance with Section 7 above. If you are in any doubt whether an item should be recorded, you should err on the side of caution and record it anyway. You should also always feel comfortable to discuss any doubts with your line manager.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments.

You must follow the procedures set forth in the VMS regarding anti-bribery, corruption and fraud due diligence on all suppliers, potential joint venture parties and clients.

For bribery, corruption and fraud investigations the additional record-keeping requirements apply to all investigations and people involved in the investigation:

- All information relevant to the case is treated as confidential.
- All records in relation to the case are retained for a minimum of 3 years in accordance with the control of records procedure.
- Evidence relevant to the case and any Vysus assets are protected from people and suppliers involved in suspected fraudulent activities.

11.4 How to raise a concern

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

If you are unsure whether a particular act constitutes bribery, corruption or fraud, or if you have any other queries, these should be raised with your line manager in the first instance. If this is not possible or in their absence you can raise bribery and corruption or fraud concerns via email at ethics@vysusgroup.com.

11.5 What to do if you are a victim of bribery or corruption

It is your responsibility to tell your line manager and the Ethics & Compliance Committee as soon as possible if you are offered a bribe by a third party, you are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of corruption or other unlawful activity. Any instance of an offer of a bribe, or a suspected offer of a bribe, must be reported to: ethics@vysusgroup.com without delay, in addition to filing a corresponding report on the Vysus Gift and Hospitality register.

You must politely refuse to accept or make the payment from or to a third party, explaining that our policy against accepting or making such payment, and make clear that the refusal is non-negotiable because of our Anti-bribery, Corruption & Fraud Standard. If you encounter any difficulty making this refusal, you should seek assistance from your line manager.

11.6 Protection

Those 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 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 consequence 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, discrimination, disciplinary action, threats, any retaliatory acts, or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform your line manager or HR immediately. If the matter is not remedied, and you are an employee, you should raise it formally using your local Grievance Procedure.

11.7 Training and communication

Training on this policy forms part of the induction process for all new employees. All existing employees are required to undertake the relevant training on how to implement and adhere to this policy.

Our zero-tolerance approach to bribery, corruption and fraud must be communicated to all suppliers, contractors and business contacts at the outset of our business relationship with them and as appropriate thereafter.

11.8 Monitoring and review

The Ethics & Compliance Committee will monitor the effectiveness and review the implementation of this policy regularly to confirm its suitability, adequacy and effectiveness. Any improvements identified will be implemented as soon as practicably possible. Internal control systems and procedures will be subject to audits to provide assurance that they are effective in countering bribery and corruption.

Vysus is always open to suggestions and comments that might be helpful in improving this Standard and You can address these to the Ethics & Compliance Committee via ethics@vysusgroup.com.

This Standard does not form part of any employee's contract of employment, and it may be amended at any time without prior notice.

11.9 Who is responsible for the Standard?

The Chief Executive Officer has overall responsibility for ensuring this Standard complies with our legal and ethical obligations, and that all those under our control comply with it.

Line managers at all levels are responsible for ensuring those reporting to them are made aware of and understand this Standard and undertake training on how to implement and adhere to it.

The Ethics & Compliance Committee has responsibility for this Standard, and for monitoring its use and effectiveness (and dealing with any queries on its interpretation).

You are part of the group of people that are responsible for making this Standard successful and as such you should take personal accountability. Educate yourself on this Standard, be mindful of any suspicious activities or red flags around yourself and others and do the right thing to ensure compliance is achieved.

12 Appendix

12.1 Schedule: potential risk scenarios “Red Flags”

The following is a list of possible red flags that may arise during the course of you working for Vysus and which may raise concerns under anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you have responsibility to report them promptly to your line manager and the Ethics & Compliance Committee as set out in the previous section on “How to Raise a Concern”:

- you suspect or become aware that a third party engages in, or has been accused of engaging in, improper business practices.
- you 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 Vysus.
- a third party requests payment in cash and/or refuses to sign a formal contract, 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, hospitality or gifts before commencing or continuing contractual negotiations or provision of services.
- a third party requests that a payment be made to "overlook" potential legal violations.
- a third party requests that you provide employment or some other advantage to a friend or relative.
- you receive an invoice from a third party that appears to be non-standard or customized.
- a third party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the written contract between the parties) or refuses to put the agreed terms in a written contract.
- you notice that we have been invoiced for a commission or fee payment that appears large given the services 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.
- you are offered an unusually generous gift or offered lavish hospitality by a third party.
- you become aware that a colleague, other employee or contractor working on our behalf requests a payment from a third party (such as a client) to expedite an activity (such as an inspection or paperwork) or to "overlook" potential legal or regulatory violations.
- You notice that a fellow co-worker is a constant recipient of lavish gifts, lunches, and other hospitalities from certain clients or suppliers especially those which may be currently involved in a bid process with you.

Other considerations that may point more specifically to potential fraud include:

- financial hardship,
- financial flamboyance and lifestyle changes,
- over-protective behaviour towards area of responsibility,
- not taking leave entitlement,
- too close to suppliers or customers.