

DATED

2019

BRANDON MEDICAL CO LIMITED

ANTI-CORRUPTION POLICY

19 May 2023

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1. ABOUT THIS POLICY

1.1 In this policy:

1.1.1 the "**Company**" means Brandon Medical Company Limited;

1.1.2 the "**Board**" means the Directors of the Company from time to time present at a meeting of the Directors or of a committee of the Directors duly convened and held;

1.1.3 the "**Directors**" mean the directors of the Company from time to time who are registered as directors at Companies House;

1.1.4 "**Third Party**" means any individual or organisation you come into contact with during the course of your work for the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

1.2 This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with the Company, or any of its subsidiaries or their employees, wherever located (collectively referred to as "**workers**" in this policy).

2. OUR COMMITMENT

2.1 The Company is committed to conducting all of its business in an honest and ethical manner. This commitment involves taking a zero-tolerance approach to bribery and corruption, acting fairly, professionally and with integrity in all our business dealings and relationships and implementing and enforcing effective systems to counter bribery.

2.2 The Board are committed to complying with all laws relevant to countering bribery and corruption in each of the countries in which the Company operates.

2.3 This policy is intended to:

- 2.3.1 set out the Company's responsibilities, and the responsibilities of those working for the Company, in observing and upholding the Company's position on bribery and corruption; and
 - 2.3.2 provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.
- 2.4 Pursuant to the Bribery Act 2010, individuals found guilty of bribery and corruption can be sentenced to up to ten years' imprisonment. Additionally, if the Company is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. The Board therefore takes the Company's legal responsibilities very seriously.
- 2.5 The Board has identified that the following are particular risks for the Company and its business:-
 - 2.5.1 jurisdiction risks – the Company operates in countries where the risk of corruption is perceived to be high, such as Iraq, Nigeria and Libya;
 - 2.5.2 sector risks – the Company operates in the healthcare sector which is not known to be a high risk of corruption;
 - 2.5.3 partnership risks – the Company routinely makes use of distributors whereby the Company may be liable for the actions of its outside partners;
 - 2.5.4 public office and governmental risks – The Company deals with public officials in the UK and abroad and works on government sponsored projects;
 - 2.5.5 transactional risks – The Company routinely requires permits, licences or other approvals to be granted in order to carry on in business and engages in high value projects and public procurement
- 2.6 To address those risks the Board has:- .
 - 2.6.1 established and implemented this policy to prevent bribery and corruption;
 - 2.6.2 appointed **Andrew Law** as compliance manager to oversee and monitor the Company's ongoing anti-corruption commitment;
 - 2.6.3 put in place a training programme to ensure that the Company's workers understand the risks of corruption to which the Company is subject and how incidents of bribery and corruption should be dealt with when they arise.

3. WHAT IS BRIBERY?

3.1 A bribe is an inducement or reward (financial or otherwise) that is offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage, either for the offeror or for a third party.

3.2 Practical Examples:

3.2.1 Offering a bribe:

Where you offer a potential client tickets to the opera, but only if they agree to do business with the Company.

You would have committed an offence as you would be making the offer to gain a commercial advantage for the Company. The Company might also have committed an offence because the offer has been made to obtain business for the Company.

3.2.2 Receiving a bribe:

Where you accept a piece of jewellery from a supplier who makes it clear that in return they expect you to use your influence to ensure the Company continues to do business with them.

The supplier would have committed an offence in offering the bribe, but you would also have committed an offence by accepting the bribe, as you would be doing so to gain a personal advantage. The Company might also have committed an offence because the gift has been made to obtain business for the Company.

3.2.3 Bribing a foreign official:

Where you arrange for the Company to make an additional payment to a foreign official to speed up the processing of some export papers.

You would have committed an offence of bribing a foreign public official as soon as the offer is made. This is because it is made to gain a business advantage for the Company. The Company might also have committed an offence, because the payment has been made to gain a commercial advantage for the Company.

4. GIFTS AND HOSPITALITY

- 4.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties but if you are in any doubt as to whether hospitality is appropriate in the circumstances you should speak to the compliance manager without delay.
- 4.2 The giving or receipt of gifts is not prohibited, if the following requirements are met:
- 4.2.1 the gift is not made with the intention of influencing a Third Party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - 4.2.2 gifts received are for the benefit of all Company staff or where gifts are to be pooled for the enjoyment of all our staff
 - 4.2.3 workers may accept corporate gifts that are to be used in the business of the Company (e.g. branded stationary items)
 - 4.2.4 workers may accept gifts from small, customary gifts from overseas customers and suppliers where refusal to do so may cause offence
 - 4.2.5 workers may accept small customary gifts and entertainment from customers of the Company
 - 4.2.6 the gift complies with local law;
 - 4.2.7 the gift is given in the Company's name, not in your name;
 - 4.2.8 the gift does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - 4.2.9 the gift is appropriate in the circumstances, for example, in the UK it is customary for small gifts to be given at Christmas time;
 - 4.2.10 taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
 - 4.2.11 it is given openly, not secretly;

- 4.3 Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the compliance manager.
- 4.4 The practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. You should always consider whether in all the circumstances the gift or hospitality is reasonable and justifiable, bearing in mind the intention behind the gift.

5. WHAT IS NOT ACCEPTABLE?

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

- 5.1 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;
- 5.2 give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- 5.3 accept payment from a Third Party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- 5.4 accept 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 the Company in return;
- 5.5 threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- 5.6 engage in any activity that might lead to a breach of this policy.

6. FACILITATION PAYMENTS AND KICKBACKS

- 6.1 The Company does not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK, but are common in some other jurisdictions.
- 6.2 If you are asked to make a payment on the Company's behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Always ask for a receipt which

details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the compliance manager.

- 6.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by the Company.

7. DONATIONS

- 7.1 We do not make contributions to political parties.
- 7.2 We only make charitable donations that are legal and ethical under local laws and practices.
- 7.3 Decisions as to whether to make particular contributions are always taken by the Board and no donation must be offered or made without the prior approval of The Board.

8. YOUR RESPONSIBILITIES

- 8.1 You must ensure that you read, understand and comply with this policy.
- 8.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under our control.
- 8.3 You must notify the compliance manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with the Company, 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 below.
- 8.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. The Company also reserves the right to terminate its contractual relationship with other workers if they breach this policy.

9. RED FLAGS TO LOOK OUT FOR

If you encounter any of these red flags while working for the Company, you must report them promptly to the compliance manager:

- 9.1 you become aware that a Third Party engages in, or has been accused of engaging in, improper business practices;

- 9.2 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;
- 9.3 a Third Party requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business;
- 9.4 a Third Party requests payment in cash and/or refuses to sign a formal commission or fee agreement;
- 9.5 a Third Party refuses to provide an invoice or receipt for a payment made;
- 9.6 a Third Party insists on receiving a commission or fee payment before committing to sign up to a contract with the Company, or carrying out a government function or process for the Company;
- 9.7 a Third Party requests an unexpected additional fee or commission to "facilitate" a service they provide for the Company;
- 9.8 a Third Party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- 9.9 a Third Party requests that a payment is made to "overlook" potential legal violations;
- 9.10 a Third Party requests that you provide employment or some other advantage to a friend or relative;
- 9.11 you receive a non-standard customised or unusual invoice from a Third Party;
- 9.12 a Third Party insists on the use of side letters or refuses or seems reluctant to put terms agreed in writing;
- 9.13 you notice that the Company has been invoiced for a commission or fee payment that appears disproportionately large given the service stated to have been provided;
- 9.14 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 the Company; and
- 9.15 you are offered an unusually generous gift or offered lavish hospitality by a Third Party.

Please note that the "red flags" outlined above are not intended to be exhaustive and are for illustration purposes only.

10. RECORD-KEEPING

- 10.1 The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to Third Parties.
- 10.2 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.
- 10.3 You must ensure all expenses and claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure.
- 10.4 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 must be kept "off-book" to facilitate or conceal improper payments.
- 10.5 If you require any help or guidance in how best to set out your record keeping you should speak to the compliance manager.

11. NOTIFYING YOUR CONCERNS

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the compliance manager at the earliest possible stage.

12. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell the compliance manager as soon as possible if a Third Party offers you a bribe, asks you to make one, or if you suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

13. PROTECTION

- 13.1 You should not be worried about the employment consequences of refusing to accept or offer a bribe, or raising concerns or reporting another's wrong doing. The Company encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

- 13.2 The Company is 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 you believe that you have suffered any such treatment, you should inform the compliance manager immediately.

14. TRAINING

- 14.1 Issuing of this policy forms part of the induction process for all new workers. All existing workers will receive a copy of this policy. Anyone who does not understand any aspects of this policy will receive relevant training on how to implement and adhere to this policy.
- 14.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

15. WHO IS RESPONSIBLE FOR THE POLICY?

- 15.1 The Board has overall responsibility for ensuring this policy complies with the Company's legal and ethical obligations, and that all those under the Company's control comply with it.
- 15.2 The compliance manager has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

16. MONITORING AND REVIEW

- 16.1 The compliance manager will monitor the effectiveness and review the implementation of this policy, and will regularly consider whether it is still suitable, adequate and effective in promoting the Company's anti corruption commitment. Any improvements identified will be made and communicated to you as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

- 16.2 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 16.3 Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the compliance manager.
- 16.4 This policy does not form part of any employee's contract of employment and it may be amended at any time.