

The Bribery Act 2010 came into force on 1st July 2011. It creates various new offences, including an offence which can be committed by commercial organisations that fail to prevent persons associated with that organisation from committing bribery on their behalf. This applies regardless of whether the person works or commits the offence in the UK or any other country in which the organisation operates. However, it is a full defence for an organisation if it can prove that despite the bribery occurring, it has adequate procedures in place to prevent those persons associated with it from committing bribery. The organisation's procedures must be proportionate to the bribery risks that it faces in relation to the nature, scale and complexity of the organisation.

The Stepnell Group and its Directors are committed to the prevention of bribery by those employed and associated with it. The Group is committed to carrying out business fairly, honestly and openly, with zero-tolerance towards bribery.

This is achieved by:

- Carrying out a risk assessment to ascertain the risk of bribery.
- Instigating procedures proportionate to that risk.
- Having good internal controls and record-keeping.
- Securing the commitment of Directors, Managers and all employees to the prevention and detection of bribery.
- Developing a culture in which bribery is unacceptable.
- Undertaking due diligence procedures proportionate to the assessed risk of bribery.
- Effectively communicating the anti-bribery policy to all employees.
- Training employees to recognise bribery so that they can avoid it and be alert to possible instances of bribery.
- Having clear procedures on what to do should bribery be suspected.
- Training employees so that they are aware of what to do should they discover a possible instance of bribery.
- Monitoring and reviewing the effectiveness of the bribery procedures and updating them as necessary to ensure that they remain effective.

Scope

This policy applies to all those employed by and associated (including the supply chain) with The Group.

Offering Bribes

The Group expressly prohibits any person employed by or associated with it from offering, promising or giving any financial or other advantage to another person where it is intended that the advantage will bring about improper performance by another person of a relevant function or activity, or that the advantage will reward such improper performance.

The Group prohibits any person employed by or associated with it from offering, promising or giving any financial or other advantage to another person where it is believed that the acceptance of the advantage offered, promised or given in itself constitutes the improper performance of a relevant function or activity.

Accepting Bribes

The Group expressly prohibits any person employed by or associated with it from requesting, agreeing to receive or receiving any financial or other advantage with the intention that a relevant function should be performed improperly as a result of the advantage or as a reward for performing the relevant function improperly.

The improper performance of a relevant function in anticipation of receiving financial or other advantage is also prohibited.

Bribing a Public Official

The Group expressly prohibits the bribing of a UK or foreign public official in order to obtain or retain business or an advantage in the conduct of business.

Relevant Functions and Activities

Relevant functions and activities are any function of a public nature, any activity connected with the business, any activity performed in the course of a person's employment and activity performed by or on behalf of a body of persons where the person performing that function or activity is expected to perform it impartially, in good faith, or is in a position of trust by virtue of performing it.

Hospitality and Business Gifts

The Bribery Act 2010 does not seek to prohibit reasonable and proportionate hospitality, advertising, sponsorship and promotional or other similar business expenditure, as it is recognised that this constitutes an established and important part of doing business.

However, hospitality, promotional and similar business expenditure can be used as bribes.

The Group expressly prohibits the giving and receiving of hospitality/business gifts and similar where the intention in doing so is to receive or confer an advantage in return for giving or receiving the hospitality/business gift or similar.

The following procedures should be adopted in relation to hospitality and business gifts above fifty pounds in value.

1. All offers of business gifts should be referred to a Director and should only be accepted if clearance has been received from him or her.
2. Business gifts should not be made without the permission of a Director.
3. A record of all business gifts made and received and the reason for the gift will be retained by the company making or receiving a gift.
4. All hospitality must be proportionate and reasonable and in line with the individual Group company's commercial requirements. Guidance should be sought from a Director as to whether the planned hospitality is proportionate and reasonable.
5. Records should be maintained of all hospitality provided and accepted, including cost and reason for providing or accepting the hospitality.
6. Quid pro quo arrangements of any value are expressly prohibited.
7. Cash gifts of any value are expressly prohibited.

8. The provision or acceptance of any entertainment of a sexual nature is expressly prohibited.
9. Acceptable hospitality and entertaining may include modest meals with people with whom we do business (such as providing a modest lunch after a meeting) or the occasional provision of or attendance at sporting or cultural events, provided that the intention is to build business relationships rather than to receive or confer an advantage.
10. The provision of small promotional gifts, such as diaries, pens or similar, will generally be regarded as acceptable.
11. Employees reviewing expense claims should be alert to the provision of hospitality/business gifts that may be construed as a bribe.
12. All concerns should be reported to a Director.

New Business, Change in Business and Contracts with External Parties

Where you develop or seek to develop new avenues for business or new contracts, or where the nature of the business changes, you should inform your line manager of this in order that due diligence and a risk assessment of the circumstances can be undertaken.

Where a business relationship with an external party is sought or newly established, or the nature of the relationship is changed, appropriate due diligence must be exercised to ensure that there are no circumstances giving rise to a concern. That external party must also be made aware of this anti-bribery policy.

Facilitation Payments

Facilitation payments are small bribes that are paid to speed up or facilitate government action. Although they are commonplace in some foreign countries, they are regarded as bribes and are illegal under the Bribery Act 2010.

The Group expressly prohibits facilitation payments of any sort.

Any employee placed under pressure to make a facilitation payment should refer the matter to a Director immediately.

Donations

The Group expressly prohibits the giving of donations to political parties.

Any charitable donation must be consistent with the individual company's policy on charitable giving and with the knowledge and consent of a Director.

The Group expressly prohibits the making of charitable donations where the purpose of the donation is to secure an advantage. All charitable donations must be made without expectation of reward.

Reporting Concerns

All employees have a responsibility to prevent, detect and report all instances of bribery. Employees should therefore be alert to the possibility of bribery.

Anyone who has concerns regarding acts or potential acts of bribery should speak to their Line Manager in the first

instance. If for any reason a person is not able to speak to his or her Line Manager, he or she should contact a Director.

All reports will be treated with the utmost confidentiality. However, concerns can be reported anonymously to a Director.

Training and Communication

Employees will receive training on the anti-bribery policy to ensure that they understand both the policy and the procedures that they need to follow in order to comply with it.

A copy of the policy will be published on Stepnell's website.

Managers are expected to familiarise themselves with the anti-bribery policy and to sign a copy of the policy to confirm that they have read and understood it.

Changes to the policy and procedures will be communicated to all employees in an appropriate manner.

Sanctions

The Group treats breaches of the anti-bribery policy with maximum seriousness and will investigate any potential breach in accordance with the disciplinary policy. The ultimate sanction for a breach of the policy will be summary dismissal for gross misconduct.

Signed:



Tom Wakeford
Joint Managing Director

January 2022