

Anti-Bribery and Corruption Policy

Purpose

The purpose of this policy is to set out the responsibilities of Tru7 Group in observing and upholding our position on bribery and corruption.

All Company personnel are expected to conduct company business in a legal and ethical manner. The Company should not use illegal payments, bribes, kickbacks or other questionable inducements to influence government policy or any business transaction. The use of Company funds or assets for any unlawful, improper or unethical purpose is prohibited. In the conduct of business, all employees must avoid making payments that may be or may be perceived to be improper. Specifically, the Company prohibits bribery by any of its employees or agents.

Scope

This policy applies to Tru7 Group employees (staff, contract and temporary). Where we have a minority interest we will encourage the application of this policy amongst our business partners including contractors, suppliers and joint venture partners.

Responsibilities

The Chief Financial Officer is the main board director with primary responsibility for implementing this policy.

The Board of Directors will regularly risk assess the Company's position in relation to bribery through consideration of such matters as the location of where their business is taking place, their current commercial contracts, accounting and Company expenditure.

Introduction

The Company values its reputation for ethical behaviour and for financial integrity and reliability. It recognises that over and above the commission of any crime, any involvement in bribery will also reflect adversely on its image and reputation. Its aim therefore is to limit its exposure to bribery by:

- Setting out a clear anti-bribery policy;
- Encouraging its employees to be vigilant and to report any suspicion of bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately;
- Requiring all employees to act honestly and with integrity at all times and to safeguard the Company resources for which they are responsible;
- Ensuring transactions are properly and accurately recorded;
- Rigorously investigating instances of alleged bribery and assisting the police and other appropriate authorities in any resultant prosecution;
- Taking firm and vigorous action against any individual(s) involved in bribery.

The Policy

The Company prohibits:

the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement

to or from

any person or company, wherever they are situated and whether they are a public official or body or private person or company

by

any individual employee, agent or other person or body acting on the Company's behalf

in order to

gain any commercial, contractual or regulatory advantage for the Company in a way which is unethical

or in order to

gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual

Further Clarification

This policy prohibits any inducement which results in a personal gain or advantage to the recipient or any person or body associated with them, and which is intended to influence them to take action which may not be solely in the interests of the Company or of the person or body employing them or whom they represent.

This policy is not meant to prohibit the following practices providing they are customary proportionate and are properly recorded:

- normal and appropriate hospitality
- the giving of a ceremonial gift on a festival or at another special time

Inevitably, decisions as to what is acceptable may not always be easy. If anyone is in doubt as to whether a potential act constitutes bribery, the matter should be referred to the Directors before proceeding.

Employee Responsibility

The prevention, detection and reporting of bribery is the responsibility of all employees within the Company. Suitable channels of communication by which employees or others can report in confidence any suspicion of bribery will be maintained. A breach of this policy may result in disciplinary action being taken.

Training and Communications

We will communicate this policy and relevant guidance to employees within the Company through our established internal communication channels. We will also communicate this policy to our suppliers, contractors and business partners and wider stakeholders.

Raising Concerns and Seeking Guidance

Employees are encouraged to raise concerns about any instance of malpractice at the earliest possible stage through their Line Manager.

Monitoring and Review

The Directors will review the risk of bribery regularly by looking at where their business is taking place, their current commercial contracts, accounting and Company expenditure.

The Directors will also review the implementation of this policy in respect of its suitability, adequacy and effectiveness and make improvements as appropriate.

Key Legislation

The key legislation and/or sources of Global best practice that input into this policy are:

- Bribery Act 2010
- UK Fraud Act 2006
- UK Anti-Terrorism, Crime & Security Act 2001
- UK Corporate Governance Code (2010)
- UK Money Laundering Regulations 2007
- UN Convention Against Corruption (2003)
- Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (OECD)
- Council of Europe Criminal Law Convention on Corruption (1998) and additional Protocol (2005)

Definitions

Fraud: Intentional misrepresentation or concealment of the truth in order to secure something of value from another. The Fraud Act 2006 includes fraud by false representation, by failing to disclose information and by abuse of position.

Corruption: Illegal, immoral or dishonest behaviour.

Bribery: One person giving or promising some sort of advantage to another person either to get that person to do something improper or to reward them for having already done so.

- A person gives, promises, or offers an advantage, financial or otherwise, to a second person while knowing or believing that it constitutes the “improper performance of a relevant function or activity”.