Anti Bribery Policy

Introduction

This policy outlines our position on preventing and prohibiting bribery. The Focus Cloud Group is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. Everyone acting for, or on behalf of, our organisation is responsible for maintaining the highest standards of business conduct.

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, our organisation; and
- the consequences of any breaches of this policy.

This policy applies to employees employed by us. The policy also applies to workers, contractors, consultants or any self-employed individuals working for our organisation acting for, or on behalf of, us ("associated persons") within the UK and overseas.

The policy does not form part of your contract of employment and we reserve the right to amend or withdraw it at any time.

Scope

This policy applies to employees employed by us. The policy also applies to workers, contractors, consultants or any self-employed individuals working for our organisation acting for, or on behalf of, us ("associated persons") within the UK and overseas.

Bribery Act 2010

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

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 organisation 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 if:

- an employee or associated person acting for, or on behalf of, our organisation offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, our organisation offers, promises or gives a bribe to a foreign public official with the intention of influencing that

official in the performance of their duties (where local law does not permit or require such influence); and

- our organisation does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

What is prohibited?

Employees or associated persons are prohibited 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 organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or organisation, 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 organisation 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 a:

- commercial, contractual or regulatory advantage for our organisation in either obtaining or maintaining organisation business, or
- 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 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 [in accordance with our procurement and risk management procedures].

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 our organisation 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 our organisation to be extra vigilant when conducting international business.

Procedure

Employees and associated persons are required to cooperate with our risk management procedures and to report suspicions of bribery to Mark Heath. 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;
- a history of corruption in the country in which the business is being undertaken;
- 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 Mark Heath.

Facilitation payments

Principle

Employees or associated persons are prohibited from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. 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 our organisation, 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 [name of individual/the line manager/the compliance officer].

If the public official provides written details, Mark Heath will consider the nature of the payment. Local legal advice may be sought.

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

Where Mark Heath 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 our organisation and the UK embassy.

We 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, they should report it to Mark Heath using the reporting procedure set out in this policy [and in accordance with our whistleblowing policy].

Corporate entertainment, gifts, hospitality and promotional expenditure

Principle

Our organisation permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of our organisation; or
- to present our [goods/services] effectively;

provided that it is:

- arranged in good faith; and
- not offered, promised or accepted to secure an advantage for our organisation or any of its employees or associated persons or to influence the impartiality of the recipient.

We will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

This principle applies to employees and associated persons, whether based in the UK or overseas. However, those with remits overseas will be given further training on the specific procedures that they are required to follow.

Procedure

Employees and, where relevant, associated persons should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to Mark Heath.

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.

We will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. We 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).

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to Mark Heath. 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, such as flowers or a bottle of wine, may be retained by employees.

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from Mark Heath 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 [£50] per recipient].

Employees and, where applicable, associated persons must supply records and receipts, in accordance with our expenses policy.

Charitable and political donations

The Focus Cloud Group considers that charitable giving can form part of its wider commitment and responsibility to the community. We support a number of charities that are selected in accordance with objective criteria, following a risk assessment. We 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 our expenses policy); 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

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

Procedure

Our organisation will identify high-risk areas, for example projects undertaken in high-risk countries, tenders for work and those working on high-value projects. [Employees and associated persons are required to complete a bribery risk assessment form with Mark Heath and the line manager when commencing a new project.

We 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

Our organisation 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 our organisation 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 Mark Heath 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 from the People department to allow employees to record any incidents of suspected bribery. Any such reports will be thoroughly and promptly investigated by Mark Heath in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

Employees will also be required to comply with our whistleblowing policy.

Employees or associated persons who report instances of bribery in good faith will be supported. We will ensure that the individual is not subjected to detrimental treatment as a consequence of their 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 Mark Heath.

When an individual reports suspected instances of bribery, we will process any personal data collected in accordance with our data protection policy. Data collected from the point at which the individual makes the report is held securely and accessed by, and disclosed to, individuals only for the purposes of dealing with the report of bribery.

Action by the Focus Cloud Group

We 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. We 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. We may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, our organisation who are found to have breached this policy.

We may also report any matter to the relevant authorities, including the Serious Fraud Office and the police. We will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Review of procedures and training

The Focus Cloud Group will regularly communicate its anti-bribery measures to employees and associated persons. We will set up annual training sessions where applicable. Mark Heath is responsible for the implementation of this policy.

Mark Heath 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, our organisation are encouraged to contact Mark Heath any suggestions, comments or feedback that they may have on how these procedures may be improved.