

# **Kewill plc- Anti-Bribery and Corruption Policy**

## ***1-Executive Summary***

This policy explains the procedures through which Kewill can maintain its high ethical standards and protect its reputation against any allegations of bribery and corruption. Its successful implementation requires pro active adoption and compliance by each of its employees.

It will be communicated to all employees of Kewill plc and its subsidiaries worldwide (together 'Kewill' or the 'Company'), as well as relevant business partners and other necessary individuals and entities. Those who work in areas within our business identified as being particularly high risk will receive additional training and support in identifying and preventing corrupt activities.

## ***2-Introduction***

It is Kewill's policy to conduct business in a legal, honest and ethical way and without the use of corrupt practices or acts of bribery to obtain an unfair advantage. Bribery and corruption harms the societies in which these acts are committed and prevents economic growth and development.

Bribery is a criminal offence in most countries in which Kewill operates and corrupt acts expose us and our employees to a risk of prosecution, fines and imprisonment, as well as endangering our corporate reputation.

This policy has been adopted by Kewill plc main board and is to be communicated to everyone involved in our business to ensure their commitment to it. The board attaches the utmost importance to this policy and will apply a "zero tolerance" approach to acts of bribery and corruption by any of our employees or by business partners working on our behalf. Any breach of this policy will be regarded as a serious matter by the Company and is likely to result in serious disciplinary sanctions, which could lead to dismissal.

## ***3-What is 'bribery and corruption'?***

Broadly, bribery is the offer, promise, giving, demanding or acceptance of a financial or other advantage as an inducement or reward for an action which is illegal, unethical or a breach of trust. For example, a bribe could be a promise of anything of value, the offer or receipt of any kickback, loan, fee, reward or other advantage or even the giving of donations or charitable aid – in any case where it is designed to exert improper influence (e.g. in the award of a sales contract).

Corruption, broadly, is the misuse of public office or power for private gain; or misuse of private power in relation to business outside the realm of government.

Acts of bribery or corruption are designed to influence the individual in the performance of their duty and incline them to act dishonestly. For the purposes of this policy, whether the payee or recipient of the act of bribery or corruption works in the public or private sector is irrelevant.

The person being bribed is generally someone who will be able to obtain, retain or direct business. This may involve sales initiatives or promotions (e.g. in the award of a sales contract); or, it may simply involve the handling of administrative tasks such as licenses, customs, taxes or import/export matters by a public official. It does not matter whether the act of bribery is committed before or after the tendering or award of a contract or the completion of administrative task by a public official.

#### ***4-What does the law say about bribery and corruption?***

Bribery and corrupt behaviour can be committed by:

- (a) an employee, officer or director;
- (b) any person acting on behalf of Kewill (e.g. our business partners, agents or associates); or
- (c) individuals and/or organisations where they authorise someone else to carry out these acts.

Bribery is a criminal offence in most countries in which Kewill operates and penalties can be severe. In the UK the Bribery Act 2010 not only makes bribery and corruption illegal, but also holds UK companies liable for failing to implement adequate procedures to prevent such acts by those working for the company or on its behalf, no matter where in the world the act takes place. In addition, current US legislation offers similar prohibitions and potential penalties and is enforced with vigor by the US authorities. It is therefore in your interests, as well as those of Kewill, that you act with propriety at all times. Corrupt acts committed abroad, including those by business partners or associates working on our behalf, may well result in a prosecution at home.

#### ***5-What steps can be taken to prevent bribery and corruption?***

We can take the following steps to assist in the prevention of bribery and corruption:

##### ***A-Risk Assessment***

Effective risk assessment lies at the very core of the success or failure of this policy. Risk identification pinpoints the specific areas in which we face bribery and corruption risks and allows us to better evaluate and mitigate these risks and thereby protect ourselves. Local management through the responsible GEC member must assess the vulnerability of each business unit to these risks on an ongoing basis, subject to review by the Group Finance Director and Company Secretary. Risk assessment is intended to be an ongoing process with continuous communication between local management and the Group Finance Director and Company Secretary.

##### ***B- Accurate books and record-keeping***

Many serious global bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. We must ensure that we maintain accurate books, records and financial reporting within all Kewill business units and for significant business partners working on our behalf. Our books, records and overall financial reporting must also be transparent i.e.

they must accurately reflect each of the underlying transactions. False, misleading or inaccurate records of any kind could potentially damage the Company.

### *C- Effective monitoring and internal control*

Our businesses must all maintain an effective system of internal control and monitoring of our transactions. Once bribery and corruption risks have been identified and highlighted via the risk assessment process, procedures can be developed in order to help mitigate these risks on an ongoing basis.

Each GEC member must ensure that the business for which he/she is responsible engages in effective risk assessment and implements the necessary steps to prevent bribery and corruption. As these steps will vary by geography and business unit, such members should consult with the Group Financial Director and/or Company Secretary who will provide guidelines and principles for the identification, mitigation and monitoring of these risks.

## **6-Where do the bribery and corruption risks typically arise?**

### *A-Use of Business Partners*

The definition of a business partner is broad, and could include suppliers, resellers, strategic or channel partners or others who act on behalf of all who provide services to the Company. Whilst the use of business partners can help us reach our goals, we need to be aware that these arrangements can potentially present Kewill with significant risks.

Risks can be identified where a business partner conducts activities on Kewill's behalf, so that the result of their actions can be seen as benefiting Kewill. Business partners who act on our behalf must be advised of the existence of and operate at all times in accordance with this policy. Local management is responsible for the evaluation of each relationship and determines whether or not it falls into this category.

Where special risk regarding a business partner or arrangement has been identified, [the relevant GEC member, in conjunction with support from the Company Secretary], must:

- evaluate the background, experience and reputation of the business partner;
- understand the services to be provided, and methods of compensation payment;
- evaluate the business rationale for engaging the business partner;
- take reasonable steps to monitor the transactions of business partners appropriately;
- ensure there is a written agreement in place which acknowledges the business partners understanding and compliance with this policy.

### *B-Gifts, entertainment and hospitality*

Gifts, entertainment and hospitality includes the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business. These activities are acceptable provided they fall within reasonable bounds of value and occurrence.

In order to evaluate what is "acceptable" it is worth asking yourself the following:

- what is the intent? Is it to build a relationship or is it something else?
- how would this look if these details were on the front of the newspaper?
- what if the situation were to be reversed – would there be a double standard?

If you find it difficult to answer one of these questions, there may be a risk involved which could potentially damage our reputation and business and the action could well be unlawful.

Although no two situations are the same circumstances which are never permissible include examples that involve:

- a 'quid pro quo' (offered for something in return);
- gifts in the form of cash or cash equivalent vouchers;
- entertainment of a sexual or similarly inappropriate nature.

As a general rule, Kewill employees and business partners should not provide gifts to or receive them from any government official (or their close families and business associates). However, we do understand that in certain countries gift giving and receiving with these individuals is a cultural norm. If you are faced with such a situation please consult the Company Secretary before proceeding.

Circumstances that are usually acceptable include:

- modest/occasional meals with someone with whom we do business;
- occasional attendance at ordinary sports, theatre and other cultural events;
- gifts of nominal value, such as pens, or small promotional items.

A variety of cultural factors such as customs, currency and expectations may influence the level of acceptability. If you feel uncertain at any time regarding cultural acceptability of gifts, entertainment or hospitality, please consult the Company Secretary. In addition, if an example does not fall under the above categories, please in the first instance seek guidance from the Company Secretary. Generally, such examples would not be permissible without prior approval.

Each business division will be required to maintain and monitor its gifts, entertainment and hospitality register. Any form of gift, entertainment or hospitality given, received or offered – which meets or exceeds the equivalent of £200 in value (or, if less individually, exceeds £500 in aggregate from the same or related source in any 12 month period) – must be appropriately recorded in the register. In the event that an impermissible form of gift, entertainment or hospitality has been accepted, you must appropriately record the transaction within the register and contact the Company Secretary immediately.

### *C- Facilitation payments*

In many countries, it is customary business practice to make payments or gifts of small value to junior government officials in order to speed up or facilitate a routine action or process.

Although such payments are unlikely to arise given the nature of our business, we take the view that such facilitation payments are against this Kewill policy and take the view that they are illegal within the UK as well as within those countries in which we operate. In particular, the UK Bribery Act 2010 makes no distinction between facilitation payments and bribes – regardless of size or local cultural expectations and even if that is “how business is done here”.

If you are unsure whether certain payments which resemble the definition of facilitation payments are permissible, please contact the Company Secretary.

### **7-Local adaptation**

In order for this policy to be effective, it is necessary for it to be applied across the group worldwide, taking into consideration the diverse cultural environments in which we operate. This may require each business unit to adapt certain sections of this policy – such as gifts, entertainment and hospitality – to ensure they are fair, appropriate and applicable. GEC members are responsible for reporting and confirming any local adaptations to this global policy with the Company Secretary.

### **8-How to raise a concern**

As individuals who work on behalf of Kewill, we all have a responsibility to help protect, prevent and report instances not only bribery, but also of any other suspicious activity or wrongdoing. Kewill is absolutely committed to ensuring that all of us have a safe, reliable and confidential way of reporting any suspicious activity. We want each and everyone to know how they can “speak up”.

If you have a concern regarding a suspected instance of bribery or corruption, please speak up – your information and assistance can only help. The sooner you act the better for you and for the Company. To help, we have created several ways to allow you to do this.

If you are concerned that a corrupt act of some kind is being considered or carried out – either within Kewill, by any of our business partners or by any of our competitors – you must report the issue/concern to the GEC member responsible for your business division or unit in Kewill or the Company Secretary or Chief Executive Officer.

If you're not comfortable with speaking directly to a colleague or anyone mentioned above, Kewill has an online reporting (i.e. 'whistle blowing') facility for all employees to use. This facility has the capacity to handle complaints anonymously.

In the event that an incident of bribery, corruption, or wrongdoing is reported, we will act as soon as possible to evaluate the situation.

### ***9-Conclusion***

It is the ultimate responsibility of the main board of Kewill plc to refresh and reinforce this policy and its underlying principles and guidelines. Members of the GEC, under the overview of the Group Financial Director and Company Secretary, are responsible for the establishment and ongoing monitoring of compliance with sections 5, 6 and 7 of this policy.

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