



Document Number

PM007

Document Title

Anti-corruption and Bribery Policy

Control Record

Rev	Date	Change Description	Author	Checked By	Owner Approval
00	Nov 2011	Inception	R. Maxwell	N/A	R. Maxwell
01	Mar 2015	Reformat	R. Maxwell	H Gray	E. Colver
02	June 2022	Reviewed	R. Maxwell	N. Cordiner	E. Colver

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STATEMENT OF COMPANY ETHICS

Metrol condemns corruption in all its forms and will neither tolerate it from within nor in those with whom it does business. From the confines of a working environment, it is sometimes difficult to grasp the scale of the damage that bribery does. It is not a victimless crime; far from it:

"Corruption ... undermines democracy and the rule of law, leads to violations of human rights, distorts markets, erodes the quality of life and allows organised crime, terrorism and other threats to human security to flourish. This... phenomenon is found in all countries - big and small, rich and poor... corruption hurts the poor disproportionately by diverting funds intended for development, undermining a government's ability to provide basic services, feeding inequality and injustice and discouraging foreign aid and investment. Corruption is a key element in economic under-performance and a major obstacle to poverty alleviation and development."
(Kofi Annan, former UN Secretary General)"

Metrol's Anti-corruption & Bribery sets out in detail how you, the employee, should behave and what you should do if you are confronted by corruption. Metrol expects that you will embrace the Policy and its values and use them in all aspects of your day-to-day work.

The Policy is for your benefit as much as for Metrol's. If convicted of a bribery offence, Metrol might get a significant fine and suffer lasting reputational damage. If you are convicted of a bribery offence, you could face up to ten years in prison. The potential harm done by bribery, both to Metrol and to you, is long term and hugely outweighs any potential short term gain.

As a British company, Metrol is bound by the laws of the UK including the UK Anti-bribery Act 2010. Where Metrol's overseas operations impact the USA or the interests of a USA company or agency, Metrol is additionally bound by the USA Foreign Corrupt Practices Act and any other applicable act of legislation within the country of operations. Your nationality does not protect you from prosecution. **Bribery is just not worth the risk.**

If you have any doubts about anything at all, refer to the Policy or you may speak to your Manager in complete confidence. Metrol is committed to eradicating corruption and stands by you in acting ethically.

Remember, take the RIGHT approach, and we can eradicate corruption together:

- **Responsibility.** You are responsible for your actions. If you break the law, you will have to face the consequences - which could mean a fine, imprisonment, or both.
- **Integrity.** Don't compromise your integrity. If you think something is wrong, ALWAYS report it. If you aren't sure, consult the Policy. Don't ever let yourself be forced into doing something you know or suspect is wrong.
- **Genuineness.** Always pay genuine prices for genuine goods and services. Never pay over the odds. Agents who ask for especially large fees or commissions may do so in order to pay bribes on your behalf. If this happens, you will be responsible. Excessive payments are obvious and will always be uncovered.
- **Honesty.** Act honestly and in good faith at all times and in all aspects of your work.
- **Transparency.** Keep accurate records (including all invoices and receipts) of everything that you do, especially in relation to the payments you make and what they are for. Full and accurate records demonstrate complete transparency and that you have nothing to hide.

Don't bribe. Do the **RIGHT** thing.

ANTI-CORRUPTION & BRIBERY POLICY CONTENTS

STATEMENT OF COMPANY ETHICS.....2

1. POLICY STATEMENT5

2. WHO IS COVERED BY THE POLICY?5

3. WHAT IS BRIBERY?6

4. GIFTS AND HOSPITALITY.....6

5. WHAT IS NOT ACCEPTABLE?7

6. FACILITATION PAYMENTS AND KICKBACKS.....7

7. DONATIONS.....7

8. YOUR RESPONSIBILITIES.....8

9. RECORD-KEEPING.....8

10. HOW TO RAISE A CONCERN8

11. PROTECTION9

12. TRAINING AND COMMUNICATION9

13. WHO IS RESPONSIBLE FOR THE POLICY?.....9

14. MONITORING AND REVIEW9

Potential risk scenarios: "red flags"10

1. POLICY STATEMENT

- 1.1 It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption, and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships. Wherever we operate we strive to implement and enforce effective systems to counter bribery.
- 1.2 Bribery is a criminal offence in most countries in which Metrol 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, **the Foreign Corrupt Practices Act 1977 (FCPA) is enforced by the US authorities with vigour** and there are very few of our clients not subject to either or both UK & USA legislation. Corrupt acts committed abroad, including those by business partners working on our behalf, may well result in a prosecution at home. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.
- 1.3 The purpose of this policy is to:
- set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
 - provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 Under the UK Act, bribery and corruption are punishable for individuals by up to ten years' imprisonment if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. (FCPA offers similar prohibitions and penalties.) We therefore take our legal responsibilities very seriously.
- 1.5 In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, 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.

2. WHO IS COVERED BY THE POLICY?

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, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as **workers** in this policy).

3. WHAT IS BRIBERY?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Examples:

Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

4. GIFTS AND HOSPITALITY

4.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

4.2 The giving or receipt of gifts is not prohibited, if the following requirements are met:

- it 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
- it complies with local law
- it is given in our name, not in your name
- it does not include cash or a cash equivalent (such as gift certificates or vouchers)
- it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time
- it is given openly, not secretly
- gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of your manager

- gifts over the value of £75 or equivalent currency, given or received, shall be approved by your manager and any over £20 shall be recorded

4.3 We appreciate that 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. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

5. WHAT IS NOT ACCEPTABLE?

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

- 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
- 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
- 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
- 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 us in return
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy
- engage in any activity that might lead to a breach of this policy

6. FACILITATION PAYMENTS AND KICKBACKS

6.1 We do 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 in which we operate.

6.2 If you are asked to make any payment on our behalf, your first consideration shall be is this lawful, is it within Metrol's rules. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your manager. You should always ask for a receipt which details the reason for any payment.

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 us.

6.4 In the event that a kick-back or facilitation payment is being extorted, or if you are forced to pay under duress or faced with potential safety issues or harm, such a payment may be made. If you are ever placed in such a situation you must contact your manager as soon as possible, and you must record the payment appropriately with your manager to reflect the substance of the underlying transaction.

7. DONATIONS

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of your manager.

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 us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 8.3 You must notify your 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 with which to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. This should be seen as a red flag warning of corruption. Further "red flags" that may indicate bribery or corruption are set out on the final page of this document.
- 8.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

9. RECORD-KEEPING

- 9.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 9.2 You must declare and keep a written record of all hospitality or gifts with a value more than £20, accepted or offered, which will be subject to managerial review.
- 9.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policies and specifically, and in detail, record the reason for the expenditure and the names and functions of any recipients
- 9.4 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. HOW TO RAISE A CONCERN

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 your line manager or his or her superior.

What to do if you are a victim of bribery or corruption?

It is important that you tell your manager as soon as possible if you are:

- offered a bribe by a third party, are asked to make one;
- suspect that this may happen in the future; or
- believe that you are a victim of another form of unlawful activity.

11. PROTECTION

- 11.1 Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 11.2 We are 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 your manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance and Discipline Procedure M:HR/Public/PM002.

12. TRAINING AND COMMUNICATION

- 12.1 This policy forms part of the induction process for all new workers. All existing workers will receive, this policy and updates as appropriate.
- 12.2 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.

13. WHO IS RESPONSIBLE FOR THE POLICY?

- 13.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 13.2 Senior management 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 is responsible for ensuring those reporting to them are made aware of and understand this policy.

14. MONITORING AND REVIEW

- 14.1 Senior management will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made 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.
- 14.2 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 14.3 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 senior management or your line manager.
- 14.4 **This policy does not form part of any employee's contract of employment and it may be amended at any time.**

Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of your working for Metrol and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your manager:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices
- 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
- you learn that a third party with whom you may be considering to have a business relationship has a "special relationship" with clients with whom we are doing or work or are tendering for work
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business
- a third party requests an unexpected additional fee or commission to "facilitate" a service
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services
- a third party requests that a payment is made to "overlook" potential legal violations
- a third party requests that you provide employment or some other advantage to a friend or relative
- you receive an invoice from a third party that appears to be non-standard or customised
- a third party insists on the use of side letters or refuses to put terms agreed in writing
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided
- 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 us
- you are offered an unusually generous gift or offered lavish hospitality by a third party