**ANTI-BRIBERY AND OTHER CORRUPT BEHAVIOUR POLICY**

Munro’s expect everyone to demonstrate honesty, integrity and fairness in all aspects of their business dealings and exercise appropriate standards of professionalism and ethical conduct in all their activities.  We expect the same behaviours from our employees, business partners and suppliers.

As a business, we take appropriate steps to ensure we do not, directly or indirectly, offer, promise, give, accept or demand a bribe or other undue advantage (including excessive gifts and hospitality) in order to obtain or retain business. We recognise that bribery and corruption are punishable by fines or up to ten years of imprisonment. It is with this in mind that we commit to preventing bribery and corruption in our business, and take our legal responsibilities seriously.

**WHO IS COVERED BY THIS POLICY?**

This anti-bribery policy applies to all employees (whether temporary, fixed-term, or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person or persons associated with us (including third parties), or any of our subsidiaries or their employees, no matter where they are located (within or outside of the UK). In the context of this policy, third-party refers to any individual or organisation our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies. Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

**WHAT IS BRIBERY?**

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision. Under the Act, this includes:

* Giving or offering a bribe;
* Receiving or requesting a bribe; or
* Bribing a foreign public official.

**WHAT IS ACCEPTABLE AND NOT ACCEPTABLE?**

This section of the policy refers to 4 areas:

* Gifts and hospitality.
* Facilitation payments.
* Political contributions.
* Charitable contributions.

**GIFTS AND HOSPITALITY**

You (or someone on their behalf) can accept goodwill so long as the giving or receiving of gifts or hospitality meets the following requirements:

* It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
* It is not made with the suggestion that a return favour is expected.
* It is in compliance with local law.
* It is given in the name of the company, not in an individual’s name.
* It does not include cash or a cash equivalent (*e.g.* a voucher or gift certificate).
* It is appropriate for the circumstances (*e.g.* giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion). It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.

You must not:

* Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that you or the Company will improperly be given a business advantage, or as a reward for a business advantage already improperly 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 a gift or hospitality from a Third Party where it is known or suspected that it is offered or provided with an expectation that a business advantage will be improperly provided by the Company in return;
* Threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this policy; or
* Engage in any activity that might lead to a breach of this policy

**FACILITATION PAYMENTS AND KICKBACKS**

You must not accept or make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action. Kickbacks are not to be made or accepted. Kickbacks are illicit payments made to someone in return for facilitating a transaction or appointment. We recognise that kickbacks are typically made in exchange for a business favour or advantage.

**POLITICAL CONTRIBUTIONS**

The policy specifies that you must not make donations, whether in cash, kind, or by any other means, to support any **political** parties or candidates as we recognise this may be perceived as an attempt to gain an improper business advantage.

**CHARITABLE CONTRIBUTIONS**

Munro’s actively support charities and have a nominated charity each year howeverthe act of donating to charities, whether through services, knowledge, time, or direct financial contributions should not be used to facilitate and conceal acts of bribery. We will ensure that all charitable donations made are legal and ethical under local laws and practices.

**WHO IS RESPONSIBLE FOR ANTI-BRIBERY PROCEDURES?**

The Ministry of Justice Bribery Act guidance is clear that top-level management must be committed to preventing bribery. Appropriate Senior Managers will receive specialised training on the anti- corruption laws of the countries and businesses for which they have legal and/or compliance responsibilities and they have been given the responsibility for advising employees on anti-corruption issues.

**EMPLOYEE RESPONSIBILITIES**

As an employee, you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given. All employees and those under our control are equally responsible for the prevention,

detection and reporting of bribery and other forms of corruption. You are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.

If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future, you must notify a Senior Manager. If any employee breaches this policy, you will face disciplinary action and could face dismissal for gross misconduct. NAME]

**RECORD KEEPING**

We keep appropriate financial records and have appropriate internal controls in place which evidence the business reason for gifts, hospitality and payments made and received. All gifts, meals etc. over the value of £50 should be recorded on the spreadsheet which is contained in the Intranet/Human Resources/HR forms.

**DUE DILLIGENCE**

The Company may be held responsible for the conduct of those whom we hire to conduct business on our behalf or with whom we join to conduct business. Therefore, appropriate due diligence will be performed to

determine that everyone understands our anti-corruption policies and have policies and procedures that are consistent with our own. Due diligence also should be performed to determine whether these entities are owned by or affiliated with any government entity.

Company employees are required to take steps to ensure that any third party, including any agent, consultant, intermediary, business partner, joint venture, subcontractor, distributor, or any other individuals

or companies hired to conduct business on behalf of the Company and over which the Company has direct control, develop and implement anti-corruption policies consistent with the general principles of this Policy.

Before engaging, and at the discretion of management, Munro’s get third parties to sign their terms and conditions where companies confirm that they are aware of anti-bribery rules, understand that Munro’s have a zero-tolerance approach and will not engage in any bribery or corruption behaviours. At discretion of management third parties may be required to complete a due diligence questionnaire.

**MERGER AND ACQUISITION ACTIVITY**

Merger and acquisition activity is an extraordinary activity that is undertaken only after approval by the Company's board of directors, and is usually undertaken with the assistance of outside legal counsel. No merger and acquisition activity may be undertaken without appropriate anti-corruption due diligence. The Company obtains in the negotiations for acquisition of a business or a part of a business; representations, warranties, indemnities, and exit rights that protect the Company in the event anti­ corruption liabilities are discovered at the target company or other business.

**TRAINING**

Training on this policy is provided and our zero-tolerance approach to bribery and corruption. Training will be provided as part of the induction process for all new employees. Employees will also receive regular, relevant training on how to adhere to this policy.

The Anti-bribery and Corruption policy and zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any third-parties at the outset of business relations, and as appropriate thereafter.

**RAISING CONCERNS**

If you are concerned that acts of bribery are occurring within Munro’s or that you have been offered a bribe, you should inform your line manager in the first instance. If this course of action is inappropriate, you should inform your Head of Department or another senior manager.

If you refuse to accept or offer a bribe or you report a concern relating to potential acts of

bribery or corruption, we understand that you may feel worried about potential repercussions but you will be supported and concerns are treated in good faith under this policy.

**MONITORING AND REVIEWING**

The Technical team are responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. They will assess its suitability, adequacy, and effectiveness.

Internal control systems and procedures designed to prevent bribery and corruption are

subject to regular audits to ensure that they are effective in practice.

Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions for how it may be improved. This policy does not form part of an employee’s contract of employment and may amend it at any time so to improve its effectiveness at combatting bribery and corruption.

**Anti-Corruption Third Party Due Diligence Questionnaire**

**Company Details.**

Legal Name of your company:

Country or countries where the company is organised, registered or incorporated:

Address of Principal Place of Business:

Address in country or countries relating to our Company:

Telephone:

E-mail:

Website:

**1.** Has your company been known by any other name? If yes, please state previous full legal name.

**2.** Is your company publicly-listed, or a wholly owned subsidiary of a publicly-listed company? If yes, please identify.

Entity/Parent Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Exchange: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Symbol: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**3.** Provide a brief description of your company’s activities, including its business operations and facilities relevant to the proposed agreement (or attach a copy of a current brochure or other publication that provides such a description).

**4.** Has there been any incident, investigation or allegation of bribery, corruption, fraud, money laundering, misrepresentation or other similar activities related to your company or any associated persons? If yes, provide details.

**5.** Please provide the names, dates of birth, nationalities, and positions of *all* **directors**, **officers**, and **“Key Employees”** including a member of executive management, a general manager, or any employee who has day-to-day management of the proposed or existing engagement.

|  |  |  |  |
| --- | --- | --- | --- |
| Name | Date of Birth | Nationality | Position/Title |
|  |  |  |  |

**6.** Please provide the names, dates of birth, nationalities, and positions of all “**Beneficial Owners**.” The phrase “Beneficial Owner” includes two independent prongs: (1) ownership and (2) control.

1. **Under the ownershipprong, identify each individual, if any, who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, owns 25 percent or more of the equity interests of your company.**  Under the ownership prong, no more than four individuals are required.  If no individual meets the ownership prong, please write “Not Applicable.”

|  |  |  |
| --- | --- | --- |
|  Name | Nationality | Position/Title and Percent Ownership |
| (1) |  |  |
| (2) |  |  |
| (3) |  |  |

1. **Under the controlprong, identify a single individual with responsibility to control, manage, or direct your company** such as your Chief Executive Officer or equivalent; Chief Financial Officer or equivalent; and Chief Legal Officer or equivalent. Under the control prong, one individual is required to be identified.  If appropriate, the same individual(s) may be identified as a beneficial owner under both prongs.

|  |  |  |  |
| --- | --- | --- | --- |
| Name | Date of Birth | Nationality | Position/Title |
| (1) |  |  |  |

**7.** **Company relationships with Governments and Government Officials**

Please indicate if any person listed in above, or any of their immediate family members (defined as parents, grandparents, siblings, spouse and children), is now or in the last two years has been:

**A.** A Government Official or employee (including, e.g., an employee of any government ministry, department, agency, instrumentality, or state-owned or controlled entity)?

**B.** An official of a political party (not just a regular member but occupying an official position), or candidate for political office? (Political party affiliation need not be identified.)

**C.** An officer or employee of a public international organisation, such as the World Bank or IMF?

**D.** Involved in a business relationship with a Government Official (or close family member) of a government ministry, department, agency or instrumentality, including any state-owned or controlled entity? (“Business relationship” includes acting as an agent or consultant for or holding common ownership of any business enterprise or partnership).

**E.** An owner or employee of a company with which you interact or intend to interact on behalf of our Company? If yes, give the name of each company or entity and the relevant position or ownership stake.

**8.** Other than the relationships described above, will any Government Official or employee receive a direct or indirect benefit as a result of our Company’s relationship with your company?

**9.** Does any Key Employee hold director, officer or other management positions, or own or control 25% or more of the equity or stock of any other companies or entities? If yes, give the name of each company or entity and the relevant position or ownership stake:

**10.** Has your company or any associated person made a donation of more than £1,000 (or local equivalent) to any political party, political official or candidates for political office who may be in a position to influence obtaining or retaining business for our Company? (Political party affiliation need not be identified.)

**11.** Will your company employ any additional Third Parties (e.g., agents, consultants, representatives, intermediaries, subcontractors) who are Government Officials or employees in connection with the Company? If yes, please identify such individuals and explain the terms of the contract or agreement.

**12.** Will your company interact with any government body or employee (including any Government Official) in connection with our Company? If yes, please describe in detail the government bodies or

employees at issue (including the names of any Government Officials), and the nature and purpose of such government interactions relating to our Company.

**13. Compliance**

Does your company have its own anti-corruption policies and ethics compliance programme? Please provide details.

Have your employees been trained in anti-corruption practices? If yes, please detail.

**Certification**

**I certify that the information set forth in this response is correct and complete.**

Signed for and on behalf of <insert Name of Company>

Authorised Signatory <insert Name and title of Authorised Signatory>

Dated