

Brand-Rex Anti-Bribery Policy & Procedure

Brand-Rex
Anti-Bribery
Policy & Procedure

Brand-Rex Anti-Bribery Policy & Procedure

Policy Statement by the Board of Directors of Brand-Rex Holdings Ltd

The Board of Directors of Brand-Rex Holdings Ltd is committed to and believes in conducting business to the highest possible standards.

This policy applies to Brand-Rex Holdings Ltd and its subsidiaries ("Brand-Rex").

We do not tolerate, permit, or engage in bribery, corruption, or improper payments of any kind in our business dealings both with public officials and people in the private sector. This applies to our operations anywhere in the world and wherever business is operated on our behalf by our partners or associates.

We are committed to the following principles:

- We will carry out business fairly, honestly and openly.
- We will not give or offer any money, gift, hospitality or other advantage to any person carrying out a business or public role, or to a third party associated with that person, to induce them to do something improper.
- We will not give or offer any money, gift, hospitality or other advantage to any public official or third party connected to a public official with the intention of influencing the public official to our business advantage.
- Our sales representatives, distributors, installers and contractors must not bribe in connection with our business.
- We do not allow employees to accept money, gifts, hospitality and/or other advantages from business associates, actual or potential suppliers, service providers or business partners which are intended to influence a business decision or transaction in some improper way.
- Any employee found to be in breach of these principles will face disciplinary action.
- No employee will suffer demotion, penalty, or other adverse consequence for refusing to pay bribes, even if it may result in us losing business.
- We will avoid doing business with others who do not commit to doing business without bribery.
- We are committed to a programme to counter the risk of us being involved in bribery.

Before business is conducted, we will undertake appropriate risk assessments and due diligence of companies and individuals who wish to work with us. All employees are individually accountable to conduct our business with integrity and to recognise and report issues of concern in accordance with our Ethical Concerns Policy and to undertake our business in an honest, fair and legally compliant manner at all times. This policy and procedures will be issued to all employees and reinforced through communication, the personal appraisal system, induction and training where necessary.

On-going business relationships are regularly monitored and reviewed by management to ensure we continue to work only with those who share our commitment to lawful business.

This statement and the following anti-bribery procedures are designed to be a practical guide to how we conduct day to day business and what we value as an organisation. It highlights our integrity in conducting ethical business interactions that meet with both the spirit and letter of what is right.

We treat this subject very seriously and to underline that commitment the Chief Administration Officer is the responsible champion for driving all aspects of this compliance.

Issued by the Board of Directors of Brand-Rex Holdings Ltd

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Anti-Bribery Procedures

1. Introduction

- **These procedures are intended to ensure that our businesses, employees, service providers and business partners do not breach the UK's Bribery Act 2010, the US' Foreign Corrupt Practices Act and internationally established anti-bribery principles.**

The Anti-Bribery Policy & Procedures apply to Brand-Rex and it must be followed by our directors; officers; employees and anyone else working for us (referred to as "Employees").

We encourage people and businesses that perform services for us, for example agents, contractors, consultants, advisers and freight forwarders (referred to as "Service Providers") when acting on our behalf or when conducting business in partnership with us and distributors and installers who are involved in the sale of our products ("Business Partners") to comply with the principles of our anti-bribery policy.

The Anti-Bribery Policy & Procedures apply irrespective of the country in which business is being conducted. Where there are differences between the local law and the Anti-Bribery Policy & Procedures, you must apply either the Anti-Bribery Policy & Procedures or the local law, whichever sets the highest standard of behaviour.

2. What is Bribery and Corruption?

- **Bribery is the offer, promise, giving, requesting or acceptance of a thing of value as an inducement for doing something improper in carrying out work or performing a public function.**
- **Corruption is the misuse of public office or a business position for private gain.**

Acts of bribery or corruption are designed to influence an individual in the performance of their duties and to act in a way contrary to how their employer, their organisation or the public would expect them to act.

The person being bribed is generally someone who will be able to obtain, retain or direct business; or who can help us with an administrative or legal process. This may involve securing contracts, machinery or land; or the handling of legal or administrative tasks such as licences, planning, customs, taxes, or import/export matters.

3. What is a Bribe?

A bribe is anything of value which is given to get someone, directly or via a third party, to do something wrong or contrary to the expectations of their employer; or, in respect of public officials, to influence them to our business advantage. Bribes usually take the form of improper payments or personal "commissions". They can, however, take on many different shapes and forms, such as gifts, loans, holidays, reimbursement of travel and other expenses, secret rebates, charitable or political donations, job offers, scholarships, and excessive hospitality. Bribes can be direct personal benefits or indirect benefits, for example, a job given to a relative of a person who can place an order with us when the intention in giving the job is to influence the placing of the order; or a gift given to a spouse.

In respect of public officials, a bribe can be anything of value that is offered or given with the intention of influencing the public official to obtain or retain a business advantage. This is a low threshold as it does not require an intention that the official exercises his role improperly; it is sufficient that the offer is made to influence and to obtain or retain business or a business advantage.

A "public official" is any person who exercises a public function for or on behalf of a government, a government agency, or a local or public authority of any country or territory; a politician or a candidate for political office in any country or territory; a person who works for a public international organisation (for example, the United Nations, World Bank or World Food Programme); an official exercising any public function in a state-owned company in any country or territory; and any person, whether elected or appointed, who holds a legislative, administrative or judicial position of any kind in a country or territory.

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4. Why are the Anti-Bribery Policy & Procedures Important?

Bribery is a criminal offence in most countries in which we operate and the penalties can be severe.

The UK's Bribery Act applies to British companies and citizens and also to foreign people and businesses if they do any business in or with the UK. Individuals risk up to **10 years imprisonment** and/or an unlimited fine if they breach the UK's bribery laws. Companies may commit an offence and risk having to pay significant fines if bribery occurs and they do not have in place **adequate procedures** to prevent bribery by Employees and "Associated Persons".

The US' Foreign Corrupt Practices Act or FCPA also bans bribery and corruption anywhere in the world. The US laws are robustly enforced by the US authorities. Individuals face significant jail terms and companies are often fined several millions of dollars.

We wish to guard against deliberate and also accidental breaches of bribery laws.

5. What is expected of you?

All appropriate Employees must read and observe the requirements of the Anti-Bribery Policy & Procedures. Employees must also act with honesty and integrity and comply with all applicable laws, whether or not specifically covered by the Anti-Bribery Policy & Procedures, or any of our other policies.

The Governance and Ethics Committee of the Board of Brand-Rex Holdings Ltd have overall responsibility for the oversight of the Anti-Bribery Policy & Procedures. The Governance and Ethics Committee will receive reports from the Chief Administration Officer and will conduct sample reviews of decisions escalated to the CAO.

The Chief Administration Officer ("CAO") has day-to-day responsibility for oversight of our Anti-Bribery Policy & Procedures.

Managers should work to create an environment that encourages compliance with the Anti-Bribery Policy & Procedures. Supervision of responsible business practices is as important as supervision of performance. They should encourage those they manage to report any concerns directly to them, the CAO or through the intranet based system Issues of Ethical Concern. They should also encourage their staff to ask any questions they have regarding bribery or corruption issues.

Employees are responsible for complying with our Anti-Bribery Policy & Procedures. It is important that Employees attend our compliance training (where requested) and that any ethical concerns are escalated to their line manager, to the CAO or another director or through the intranet based system, Issues of Ethical Concern.

Service Providers and Business partners are expected and encouraged to adhere to the principles of our Anti-Bribery Policy and to act with honesty and integrity and comply with all applicable laws, whether or not specifically covered by these Anti-Bribery Policy & Procedures or any of our other policies.

These Procedures cannot address every conceivable situation. In many circumstances, the law or the Anti-Bribery Policy & Procedures will clearly dictate what you should do, but on other occasions the situation will require you to exercise judgement. Always err on the side of caution.

6. Service Providers and Business Partners

- **Service Providers are people and businesses who perform services for us, for example, agents, contractors, consultants, advisers and freight forwarders.**
- **Business Partners are Brand-Rex's distributors and installers who are involved in the sale of our products.**

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- **Brand-Rex could be criminally liable if a Service Provider / Business Partner engages in bribery.**
- **Service Providers and Business Partners must be carefully selected and monitored.**
- **Any fees, commissions or other payments paid to Service Providers who act for or on our behalf must be legal, proportionate and objectively justified.**

6.1 Selection and Verification of Service Providers

We adopt a "risk based" approach to the selection and verification of Service Providers and Business partners. For example, we will complete anti-bribery due diligence on Service Providers and Business Partners on a periodic basis and will seek more regular compliance assurance from them. For lower risk service providers / business partners, little or no due diligence may be required. The approach to be adopted will be determined in our periodic risk assessment exercise.

6.2 Informing Service Providers and Business Partners about our Anti-Bribery Policy & Procedures

All Service Providers and Business Partners should be notified of our Anti-Bribery Policy & Procedures and where we consider it necessary may be asked to complete a training course and/or a compliance certificate.

6.3 Contractual Controls for Service Providers and Business Partners

All new Service Providers and Business Partners instructed directly by Brand-Rex should enter into a written agreement with us which contains appropriate anti-bribery wording. This will form part of the account opening procedure managed by the Finance Function. Existing Service Providers and Business Partners may be asked, where they have not already done so, to complete a compliance certificate.

6.4 Monitoring of Service Providers and Business Partners

Invoices and receipts - services provided and payments made to and by Service Providers should be monitored. Any receipt or invoice should be provided by the Service Provider, which should set out in reasonable detail the goods, services or expenses for which payment is requested. All receipts and invoices should be scrutinised by the Employee who receives the receipt or invoice and by the person who approves the payment.

Red flags - Employees should look out for bribery "red flags" (see **6.6 below**) connected to Service Providers and Business Partners. Any red flags should be reported immediately to the CAO.

Reviews - Higher Risk Service Providers and Business Partners will be reviewed for anti-bribery compliance annually and lower risk service providers will be reviewed not less than every 5 years.

6.5 Records of Service Providers and Business Partners

Each department must keep a record of all its Service Providers and Business Partners; the date when due diligence was last conducted; the nature of the due diligence conducted; and a copy of any certifications completed.

6.6 Red Flags

There are certain things which you may discover while gathering information on a current or prospective Service Provider or Business Partner, or which you may come across in the course of working with a Service Provider or Business Partner, which are recognised warning signs of bribery. These are called "red flags". Red flags may in themselves not be sufficient grounds for suspicion of wrongful activities but must be investigated further.

Any "red flags" should be reported immediately to the CAO.

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Red flags include:

- requests that an employee of an end-user receives hospitality or that we meet their travel and accommodation expenses;
- requests by a public official or business decision maker for us to use the services of a specific Service Provider / Business Partner;
- apparent lack of qualifications, resources or experience on the part of the Service Provider to perform the proposed services;
- a person employed by a government or public body involved in issuing a licence, consent or approval also works for the Service Provider / Business Partner;
- the Service Provider / Business Partner is, or is related to, an active or retired public official;
- the Service Provider / Business Partner is owned in whole or in part by a public official or a relative of a public official;
- the Service Provider / Business Partner, or a director, shareholder or employee of the Service Provider / Business Partner, has a personal, family or business relationship with a public or government official;
- the Service Provider / Business Partner refuses to confirm that it will comply with the principles of our Anti-Bribery Policy, refuses to accept an anti-bribery clause in its contract with us or confirm that not committed any offences under the Bribery Act 2010 or any applicable local written laws;
- the Service Provider / Business Partner makes reference to political or charitable contributions as a way of influencing the action of public officials, public bodies or others;
- the Service Provider has an undisclosed principal, or undisclosed associates or subcontractors with whom it splits fees;
- a request by a Service Provider for an unusual or substantial commission or payment;
- unusual payments made by a Service Provider / Business Partner;
- remuneration of a Service Provider that is substantially in excess of the going market rate, or not justifiable or commensurate with the work done;
- the Service Provider requests the payment of "administration" or "consultancy" fees or a "commission" to another third party, or something similar;
- an invoiced amount from a Service Provider that exceeds the agreed amount or reflects undocumented expenses or expenses of an unreasonable amount or kind;
- the Service Provider refuses to give us access to its books and records when this is reasonably requested; and
- requests for payments to a Service Provider to be:
 - in cash;
 - paid to or through another entity;
 - paid to bank accounts in countries other than the country where services are performed;
 - paid to offshore bank accounts;
 - paid in a currency other than the local currency; or
 - paid in advance of the services being performed.

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7. Conflicts of interest

All Employees of Brand-Rex must act in the best interests of the group and take appropriate steps to avoid situations that may create or appear to create conflicts of interest.

7.1 What is a conflict of interest?

A conflict of interest is an activity, working relationship or situation, which could influence decisions you make and interfere with your loyalty to Brand-Rex. Conflicts of interest can happen when people's personal, social, financial or political activities interfere with the way they carry out their work and influence the decisions they take, in particular their ability to make impartial decisions that are in Brand-Rex's best interests. Wherever possible conflicts of interest should be avoided but where they do arise it is important that they are disclosed as soon as is possible and managed appropriately.

Examples of conflicts of interests include:

- having a financial interest in a company which does business with, or is a competitor of Brand-Rex;
- having a close relative employed by a competitor or supplier of Brand-Rex;
- having a personal interest in any transaction with Brand-Rex, including the purchase, sale or lease of any property; and/or
- offering employment at Brand-Rex to a close friend or relative.

7.2 What is expected of you?

Conflicts of interests can normally be resolved but if an actual or potential conflict of interest does arise, the CAO must be notified in writing. The CAO will decide how to proceed, including if required by isolating the conflicted Employee from any operation, influence and/or decision-making process associated with the subject of the conflict.

In order to avoid conflicts of interests, Employees must observe the requirements of this procedure and should take account of the following:

- Employees must not participate in any transactions or other business arrangements on behalf of Brand-Rex, where they directly or indirectly have, or could reasonably be suspected to have, a personal interest, financial or otherwise, or that could otherwise reasonably be considered to harm Brand-Rex's reputation.
- Business transactions must be entered into solely for the best interests of Brand-Rex. No person subject to the Anti-Bribery Policy & Procedures shall, directly or indirectly, benefit from his/her position as Employees or from any sale, purchase, or other activity of the company. Persons subject to the Anti-Bribery Policy & Procedures must avoid situations involving a conflict or the appearance of a conflict between their duty to act in the best interests of Brand-Rex and self-interest.
- Employees must not have interests outside the company in any business that competes with or provides services to Brand-Rex, and/or in a manner that would affect their objectivity in carrying out their company responsibilities.
- Employees should avoid doing business on behalf of Brand-Rex with a close personal friend or relative. It is, however, recognised that from time to time such transactions do happen and in those circumstances, any such conflict or potential conflict of interest must be made reported immediately as set out above.

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8. Gifts, Hospitality, Travel & Business Expenses

Gifts and hospitality given or received by Employees and Service Providers / Business Partners in connection with business dealings with Brand-Rex must:

- **Be reasonable** - it should not be excessive or lavish and be within the bounds of recognised business practice.
- **Not be intended to influence improperly a business transaction** - the gift / hospitality should not place the recipient under any obligation and should not be capable of being misconstrued.
- **Be allowed by law and the policies of the recipient's employer** - governments and public authorities often have laws or Codes of Practice which prohibit the receipt of gifts / hospitality by public officials. The provision of lunch or refreshments ancillary to a meeting should not contravene such a prohibition, but the provision of entertainment or attending a social event (covered at section 8.3 below) may do.
- **Be recorded and approved in advance where appropriate** - in our CRM Event Request when outside the limits below. The expense system (Concur) records all hospitality costs expended by individuals and is used for monitoring purposes. Any hospitality associated with a visit to our UK factory sites must be recorded in our CRM CEC Visit Request system and subject to approval.

We need to be careful with the gifts and hospitality given and received by Employees and Service Providers / Business Partners in connection with our business, whether to people in the public or private sector. It is important that any suggestion of impropriety is avoided. The Procedures below are intended to protect our Employees and Service Providers / Business Partners from any allegation of giving improper gifts or hospitality.

8.1 Gifts

Receiving

Employees and Service providers / Business Partners are generally not permitted to accept gifts in connection with our business. If, under extraordinary circumstances, it is not practical or would cause embarrassment to refuse to accept a gift, the gift may be accepted, but it must be reported to the CAO who will either approve the gift's retention or decide on what action was appropriate. The gift must also be recorded in the CRM Event Request.

Giving

No gift should be given to any public official without the prior approval in writing of the CAO and the CEO. It is extremely important that a gift or payment must not be given to influence any business decision or act or decision of a public official in his or her official capacity.

For non-public officials, gifts may be given as a token of goodwill, a courtesy, or to promote our brand. Such gifts should generally bear our logo or trademark and should be nominal in value. Cash gifts are **not** acceptable, including in Asia so called "red envelopes".

Any single gift greater than £10 in value, or any gift which takes the value of all gifts given to the individual or their organisation to more than £50 in aggregate in the preceding 12 months must be recorded in our CRM Event Request and approved in advance.

8.2 Hospitality

Hospitality is anything beyond the offer of non-alcoholic drinks and light refreshment connected to a business meeting. Social events are covered at section 8.3 below.

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Public Officials

No breakfast, lunches or dinners should be given to a public official without the prior written approval of the CAO and CEO. Any approved breakfast, lunches or dinners should be recorded in CRM Event Request.

Private Sector

There are no set financial thresholds for breakfast, lunches or dinners to individuals in the private sector as what is reasonable will depend on the circumstances, the context of the relationship and the work being undertaken. You should, however, err on the side of caution in deciding what is reasonable.

The following does not require to be pre-approved nor registered in the CRM Event Request, when received or given, so long as it does not involve a public official:

- (a) Business breakfast and lunches up to the value of £25 per person and for 4 people or less
- (b) Dinners up to the value of £50 per person and for 4 people or less.

Where the parameters in (a) and (b) above are exceeded the detail must be recorded on the CRM Event Request and pre-approved.

In addition any hospitality that takes the value of all hospitality given to an individual to more than £1000 in aggregate in the preceding 12 months, any hospitality event provided that involves five people or more and any hospitality which takes the value of all hospitality given to any customer/client group to more than £1,500 in aggregate in the preceding 12 months, must be recorded on the CRM Event Request and pre-approved. The Finance Department will issue regular reports of expenditure on individuals and organisations. The thresholds for social events are covered at section 8.3 below.

8.3 Social Events

Sporting events, concerts, theatrical and other social events can be a good way to get to know a business person better or to thank someone for their hard work, and are within the bounds of recognised business practice as long as:

- the cost is not excessive;
- it is not intended as an inducement for a contract, work, or some other benefit;
- the entertainment is permitted by any rules imposed on the recipient by their employer;
- the hospitality or entertainment is not illegal, immoral or of a sort which could damage our reputation;
- an Employee or Service Provider / Business Partner is present during the hospitality event
- the CAO and CEO have given prior written approval if a recipient is a public official; and
- Social Events of greater than £100 in value per event per person, and any Social Events which takes the value of all Social Events given to an individual to more than £1000 in aggregate in the preceding 12 months, any social events provided to five people or more; and any hospitality which takes the value of all Social Events given to any customer/client group or received by Employees to more than £1,500 in aggregate in the preceding 12 months, must be recorded on the Event Register and pre-approved. These thresholds apply to Employees receiving or providing hospitality involving a social event.

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8.4 Supplier Events

Attendance at supplier exhibitions and trade fairs is permissible as long as you can evidence that it is a genuine event and there is a good business reason to attend. These may be ancillary leisure activities or entertainment. You should ensure that the balance is right between the work purpose and the leisure activity. All supplier events must be recorded in the Event Request and approved.

8.5 Travel and Business Expenses

- **Brand-Rex Employees and Service Providers / Business Partners may reimburse third parties for reasonable travel, accommodation, food and refreshment expenses which are directly related to a meeting, the execution or performance of a contract, or some other legitimate business purpose**
- **Brand-Rex, Employees and Service Providers / Business Partners should not pay excessive expenses or the expenses of a third party's relative, spouse or partner**
- **All travel and business expenditure needs to be fully and accurately described in the company's expenses system**

There may be times when a business person or public official is required to travel to attend a meeting relating to Brand-Rex or in connection with our business and example of this would be customers or prospects visiting our Customer Experience Centre. In certain circumstances it may be appropriate for us or a Service Provider / Business Partner to pay for the individual's reasonable travel, accommodation, food and refreshment expenses.

Brand-Rex, Employees and Service Providers / Business Partners may pay for the reasonable costs of an individual's travel, accommodation, food and refreshment expenses if, and only if, the expenses are necessary and ancillary to a meeting, the execution or performance of a contract, or some other legitimate business purpose. The expense must not be capable of being construed as influencing the individual in his or her decision making. For example, it will generally be acceptable to pay train fares and flight costs and a regular business hotel in Edinburgh for a representative of a customer or prospective customer to visit the Customer Experience Centre in Glenrothes. If the person has travelled from overseas, it may be reasonable to pay for more than one nights accommodation and an evening meal and permissible entertainment, but it will not be acceptable to pay for the person to stay for extra days and effectively to have a holiday at our expense.

It will generally be unacceptable to meet the travel expenses of a business contact's spouse, partner, relative or friend. Any exception to this should be approved by the CAO and CEO.

If possible, expenses should be paid directly from us or the Service Provider / Business Partners to the organisation which the business contact or public official works for, or we should arrange the travel and accommodation, rather than reimbursing the individual directly. The amount of the expenses should be reasonable and based upon receipts. **Cash payments should not be made.**

All expenses reimbursed in connection with our business must be accurately recorded in our expenses system. Where expenses relate to a customer, end user or Service Provider / Business Partners visit then the details must be recorded in our CRM CEC Visit Request system in advance and pre-approved.

Public Officials

The CAO and CEO must give their approval in writing before expenses can be paid for a public official to visit our Customer Experience Centre or another site.

It may be appropriate for a public official to visit our Centre or a site and for travel, accommodation and subsistence expenses to be met by us but it is important to ensure that the public official is entitled to have his or her expenses met. The public official's department or agency must be notified in advance that we intend to

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pay for the official's travel, accommodation, food or refreshment expenses, and the official's employer must give their approval.

As set out above, it will generally be unacceptable to meet the travel expenses of a public official's spouse, partner, relative or friend. Any exception to this should be approved by the CAO and CEO **and** the public official's department or agency must give their approval in advance.

Travel

What amounts to "reasonable" expense will vary according to the circumstances and to the country in question. It will generally be reasonable to pay for economy class travel. Travel above this level will need to be objectively justified (for example, due to the length of distance to be travelled or lack of availability of economy seats).

All travel arrangements must be in line with our Travel Policy and recorded in the CEC Visit Request or Event Request as appropriate.

Accommodation

What amounts to "reasonable" expense will vary according to the circumstances and to the country in question. Clean, comfortable, secure and convenient accommodation should be provided. In some countries this may mean providing accommodation in a five star hotel, although usually a three or four star hotel should suffice. Renowned or extravagant hotels or hotels known for their luxurious entertainment should be avoided.

You should also not pay for accommodation for more than one night before or after the meeting, unless exceptional circumstances arise such as the individual's flight being delayed or cancelled.

All accommodation arrangements must be in line with our Travel Policy and recorded in the CEC Visit Request or Event Request as appropriate.

Food and refreshments

What amounts to "reasonable" foods and refreshment expenses in connection with travel and business expenses will vary according to the circumstances and to the country in question. However, these expenses must comply with our International Expense Policy that is:

- Business breakfast and lunches up to the value of £25 per person
- Dinners up to the value of £50 per person.

In no circumstances should you offer to pay for meals or refreshments to a relative, spouse or partner of a public official.

9. Facilitation Payments

We make no distinction between bribes and so-called "facilitation", "grease", "speed" or "dash" payments. Facilitation payments are typically small unofficial payments paid to public officials personally to speed up an administration process or to secure a routine government action by an official (e.g. customs clearance).

Employees and Service Providers / Business Partners must not make facilitation payments in connection with our business. The **only exception** to this would be in circumstances where there is a **real and imminent threat to the health, safety, personal security or welfare** of any member of Employees or Service Provider / Business Partners or a member of his or her family. An example of this would be where a Customs Official makes a demand for payment together with a threat that if payment is not made, the person may be detained. If your personal safety is threatened we would not expect you to refuse to make payment.

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If you decide to make a payment due to such a threat, this exceptional circumstance must be reported immediately and followed up in writing to your Manager / the CAO. The payment must be accurately recorded as an "Extortion Payment". The Manager should report the payment to the CAO so that remedial action can be taken.

Legitimate fast track payments to a public body for which a receipt is provided are not considered to be facilitation payments.

10. Political Contributions and Events

Brand-Rex does not make contributions to political parties, organisations or individuals engaged in politics or public life as a way of obtaining an advantage in business.

This policy does not prevent any individual from choosing, in a personal capacity, to join, support or make a donation to a political party provided that it is done in such a way that there is no connection with our business, and that in the circumstances it could not reasonably be perceived by others as being a donation or involvement by Brand- Rex or for any business advantage.

11. Charitable Donations

While Brand-Rex wishes to support charities, particularly those in the communities it operates in, proposed donations to charity can be used as a front for paying bribes. Donations should only be given to reputable, legitimate and registered charities.

Charitable donations should not be made in the following circumstances:

- (c) the charity refuses to issue a receipt, or suggests that the donation be made anonymously;
- (d) the account for the proposed donation is in a different country from where the charity is located;
- (e) an officer, director, or employee of the charity has family or other ties to a public official who is or may be involved in the issuing of a licence, consent, approval, or contract to us; or
- (f) the donation and intended recipient are suggested by a public official.

All requests for charitable donations must be made to Brand-Rex's Charity Committee who will pre- approve and make recommendations to the CAO whose decision will be final.

12. Bookkeeping and Accounting

Books, records and accounts must be kept which accurately and fairly reflect all transactions.

Employees and Service Providers / Business Partners must not make, approve, or process any payment which relates to our business with the intention, understanding or suspicion that any part of the payment is to be used for any purpose other than that described by the documents supporting the payment. No "off the books" or unrecorded funds or accounts are permitted.

Examples of prohibited record keeping activities include:

- making records appearing to show a payment to one person when, in fact the payment was made to, or intended for, someone else;
- submitting inaccurate expenses;

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- records that inaccurately characterise or inaccurately describe the true nature of transactions or payments (for example, recording a bribe as a "commission" or "marketing expense", or a payment as an "overhead expense" instead of a "commission");
- claims for services, products or equipment not received; and
- creating or maintaining any unrecorded funds or assets of the company, including unrecorded "petty cash".

13. **Reporting Suspected Non-Compliance**

Employees must report any breaches or potential breaches of the Anti-Bribery Policy & Procedures as soon as possible and in accordance with our Ethical Concerns Policy.

Any Service Provider / Business Partners who suspects or is aware of any breaches of our Anti-Bribery Policy & Procedures must immediately notify the CAO or another Brand-Rex director.

We will take all reported concerns seriously and will confidentially investigate to determine if the law or the Anti-Bribery Policy & Procedures have been contravened.

14. **Consequences of Non-Compliance**

We may take appropriate disciplinary action, up to and including termination of employment, against any Employee who fails to comply with the Anti-Bribery Policy & Procedures, or applicable laws. In addition, Employees who breaks the law may be reported to the police and may face criminal proceedings, fines or imprisonment.

For Service Providers / Business Partners non-compliance with the Anti-Bribery Policy & Procedures and any applicable laws will be considered to be a material breach of contract and may result in the termination of any relationship with us and the matter being reported to the police.

15. **Effective Monitoring**

Brand-Rex has established and will maintain an effective system for monitoring compliance with our Anti-Bribery Policy & Procedures. This is not meant to be exhaustive and should be read in association with Brand-Rex policies.

In conjunction with this policy, an employee who is customer facing, interacts with suppliers or external organisations, control budgets, engages services or controls finance, will be required to complete the Brand-Rex online training module and assessment. This will form part of the induction process and be refreshed for all relevant employees every 2 years.

16. **Who can I contact if I have any questions?**

If you have any questions or queries about anything in our Anti-Bribery Policy & Procedures or about any bribery or corruption issue which is not covered in our Anti-Bribery Policy & Procedures, please contact the CAO.

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17. **Acknowledgment**

Specified individuals are requested, to acknowledge the statement below electronically via Q-Pulse.

Acknowledgement Statement

"I acknowledge that I have read, understood and agree to comply with the Anti-Bribery Policy & Procedures, POL-HR-0005 V5".