

ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT

Afan Group is committed to applying the highest standards of ethical conduct and integrity in its business activities. Every employee and individual acting on Pertemps' behalf is responsible for conducting company business honestly and professionally.

We consider that bribery and corruption has a detrimental impact on business by undermining good governance and distorting free markets.

Afan Group benefits from carrying out business in a transparent and ethical way and by helping to ensure that there is honest, open and fair competition in our sector.

We will not tolerate any form of bribery by, or of, its employees or any persons or companies acting for it or on its behalf. The Board and senior management are committed to implementing and enforcing effective systems to prevent, monitor and eliminate bribery, in accordance with the Bribery Act 2010.

Afan Group has issued an Anti-Bribery Policy. The Anti-Bribery policy applies to all employees and they are required to familiarise themselves and comply with the policy.

A bribe is a financial advantage or other reward that is offered to, given to, or received by an individual or company (whether directly or indirectly) to induce or influence that individual or company to perform public or corporate functions or duties improperly.

Employees and others acting for or on behalf of Afan Group are strictly prohibited from making, soliciting or receiving any bribes or unauthorised payments. As part of its anti-bribery measures, Afan Group is committed to engage only in transparent, proportionate, reasonable and bona fide hospitality and promotional expenditure.

A breach of our Anti-Bribery policy by an employee will be treated as grounds for disciplinary action, which may result in a finding of gross misconduct and immediate dismissal. Employees and other individuals acting for us should note that bribery is a criminal offence that may result in up to 10 years' imprisonment and/or an unlimited fine for the individual and an unlimited fine for Pertemps.

Afan Group will not conduct business with service providers, agents or representatives that do not support our anti-bribery objectives.

The success of our anti-bribery measures depends on everyone playing their part in helping to detect and eradicate bribery. Therefore, all employees and others acting for, or on behalf of, Afan Group are encouraged to report any suspicious activity to the Compliance Officer (the Company Secretary). The Board will support any individuals who make such a report in good faith.

Signed:

A handwritten signature in blue ink, appearing to read 'D. Smith', is written over a faint, illegible printed name.

Andrew Williams
Managing Director

Date: January 2020

ANTI-BRIBERY POLICY

Message from the Managing Director

At Afan Group we are committed to doing the right thing, the right way. Our Code of Ethics and Behaviours outlines the standards and behaviours that we uphold as a company, to ensure that the highest standards of honesty and integrity are maintained. This is more important than ever because of the strict new rules brought in by the new Bribery Act.

We operate a zero tolerance approach to the making or receiving of bribes or corrupt payments, in any form. This type of conduct is absolutely prohibited, whether committed by employees or anyone else acting on the Company's behalf.

This policy sets out what is and is not acceptable in general terms, but if you are in any doubt as to whether any conduct could amount to bribery, the matter should be referred to the Company Secretary, who is the Chief Compliance Officer for this policy. It is essential that you read and comply with this policy.

Andrew Williams
Managing Director

Statement from the Company Secretary

As Chief Compliance Officer for Afan Group in respect of bribery and corruption matters I have overall responsibility for our compliance in this area.

The Board considers bribery and corruption risks on a regular basis and is provided with ad hoc updates when necessary.

Stephen Young
Company Secretary

CONTENTS

1. About this Policy
2. Who must comply?
3. How do you comply?
4. What happens if you don't comply?
5. What you cannot do
6. Checking out suppliers and partners: Due Diligence
7. Gifts, Hospitality and Entertainment
8. Speaking up – Reporting Issues or Bribery
9. If in Doubt/Advice

1. ABOUT THIS POLICY

This policy sets out what we must all do to help prevent bribery in all its forms. A bribe may include any payment, benefit or gift offered or given with the purpose of influencing a decision or outcome. The bribe may not always be of a large value. It could be a lunch or an invitation to a sporting event.

Afan Group is fully committed to complying with its obligations under applicable legislation, including the Bribery Act 2010 (the "Act"), and ensuring that no bribes or corrupt payments are made, offered, sought or obtained by anyone acting on its behalf, to anyone.

If you are ever in doubt about a situation with which you are presented, always seek advice. You should contact the Company Secretary on 01639 885130 or e-mail: stephen.young@afanlandscapes.co.uk in the first instance.

2. WHO MUST COMPLY?

The Afan Group Anti-Bribery policy is mandatory for all employees, agents, intermediaries, consultants, sub-contractors, suppliers working on the Company's behalf (Business Partners).

It is important that you take the time to read and comply with this Policy. The prevention, detection and reporting of any bribery in any form is the responsibility of all employees across the Company. Appropriate confidential channels for employees and Business Partners are in place to report any suspicion of bribery, these are described later in this Policy. Any failure to comply with this Policy will be treated seriously and may result in disciplinary action.

3. HOW DO YOU COMPLY?

You must read and abide by the terms of this Policy. You may also be required to provide written confirmation that you will comply with this policy.

4. WHAT HAPPENS IF YOU DON'T COMPLY?

For Employees:

Any act of bribery, in whatever form is unacceptable. We will consider taking disciplinary action against anyone who fails to comply with the anti-bribery policy up to and including dismissal. Failure to comply with this policy may also leave you open to a criminal prosecution under the Act. An offence under the Act can result in a fine and/or up to a maximum of 10 years imprisonment.

For the Company:

A breach of this Policy by an employee or business partner could result in the Company breaching the Act. An offence under the Act can result in the business being fined and

would likely lead to negative publicity and serious damage to the reputation of the Afan Group brand.

5. WHAT YOU CANNOT DO

Prohibited Conduct

The following conduct is absolutely prohibited under this Policy:

- Making unofficial payments to officials in order to obtain any permission or permit;
- Appointing any third party or supplier to act on behalf of Afan Group who you know or have good reason to believe to have engaged in any corrupt or unlawful conduct including any offences under the Act; or
- Paying any third party for the purposes of being a 'fixer' to open doors.

Facilitation Payments

Facilitation payments ('facilitating', 'speed', 'back-hander' or 'grease' payments) are any payments, usually small cash payments made to low-level officials, as a bribe to secure or expedite the performance of a routine or necessary action or level of service.

Employees or Business Partners must never offer, pay, solicit or accept bribes in any form, including facilitation payments.

Exception: The only exception to paying a facilitation payment is where your life is in danger. If a facilitation payment is made in such circumstances, it must be reported as soon as practicable or possible to the Company Secretary, as the Chief Compliance Officer, in order that it can be recorded.

Employees, and Business Partners should report, any instance where a facilitation payment is alleged to have been paid on the Company's behalf.

6. CHECKING OUT SUPPLIERS AND PARTNERS: DUE DILIGENCE

Where there is a Significant Bribery Risk all Departments must consult the Company Secretary in relation to appropriate anti-bribery compliance measures **before**:

- Appointing a new supplier;
- Entering into a partnership;
- Appointing an agent to work on the Company's behalf; or
- Entering into a new contract/or amending the terms of an existing contract

A Significant Bribery Risk will arise if:-

1. The services being provided involve work being undertaken, directly or indirectly on our behalf, in any High Risk Jurisdiction;
2. The services involve goods passing through borders between High Risk Jurisdictions;

3. The services involve business partners paying fees, taxes or payments on behalf of Pertemps in relation to the import or export of goods;
4. The services involves business partners obtaining official permits, permissions or agreement from public officials or agencies; or
5. There are any particular reasons to suspect that the risk of corruption or bribery is higher than normal.

The Company Secretary will advise on the level of due diligence required and the form of any anti-bribery clauses required in relation to an agreement or contract. Any due diligence must be completed **before**:

- ❖ The contract with an agent or partner is signed or renewed;
- ❖ The agent does any work;
- ❖ The partnership undertakes any activities;

If the Department and Company Secretary cannot agree on whether due diligence is required or the due diligence to be undertaken, then the matter must be referred for determination to the Managing Director of Afan Group .

7. **GIFTS, HOSPITALITY AND ENTERTAINMENT**

All employees are expected to conduct themselves with integrity, impartiality and honesty at all times. Accordingly, **all employees are required to follow these rules on Gifts, Hospitality and Entertainment..**

You must maintain a high standard of professionalism and not open yourself up to suspicion of dishonesty or put yourself in a position of conflict between your work and your private interests. Gifts and entertainment given and received as a reward, inducement or encouragement for preferential treatment or inappropriate or dishonest conduct are strictly prohibited. In particular, no gifts, hospitality or entertainment may be given or accepted during a tender process or during contractual negotiations if there is any realistic risk that such gifts or entertainment could influence the outcome of such processes or negotiations.

It is important that all employees' actions are able to withstand scrutiny, and not cause any embarrassment to the Company, yourself or any third party, including contractors or suppliers.

Receiving and Giving Gifts

You may accept low value token gifts such as branded pens, stationery and mouse mats produced for the purpose of being given away, if given by an existing supplier. Occasional boxes of confectionary, etc, may be given to a department as opposed to an individual. Otherwise you must refuse personal gifts such as Christmas, wedding or birthday gifts, including vouchers or cash equivalents, received from suppliers, clients and other third parties.

Any gifts offered must be acceptable within the policy of the receiver's company/organisation and if you are in any doubts about acceptability no gift should be provided.

Hospitality/Entertainment

Employees may occasionally receive invitations from suppliers or others to corporate hospitality or entertainment events.

Hospitality or entertainment may only be accepted if:-

- Employees or personnel from the supplier are in attendance;
- The entertainment and/or acceptance of it could not be interpreted as a reward, inducement or encouragement for a favour or preferential treatment; and
- It is not unduly lavish or extravagant.

Reciprocal hospitality may be offered but needs to be approved by a Director.

8. SPEAKING UP – REPORTING BRIBERY

The Company aims to conduct business with the highest standards of ethics, honesty and integrity, and recognises that you have an important role to play in maintaining this aim. Any employee concerned about any form of malpractice, improper action, or wrongdoing by the Company, its employees or other stakeholders are strongly encouraged to report the matter.

We believe it is essential to create an environment in which you feel able to raise any matters of genuine concern internally without fear of disciplinary action being taken against you, that you will be taken seriously, and that the matters will be investigated appropriately and as far as practicable be kept confidential.

The Company believes that any employee with knowledge of bribery in any form should not remain silent. We take all matters of malpractice, improper action or wrongdoing very seriously and you are strongly encouraged to raise incidents or behaviours that are not in accordance with the policy, by following the procedure set out below:-

Supervisor

In the first instance, you should consider raising your concerns with your supervisor. He has a responsibility to listen and respond to any matter that is of concern to you. Concerns can be raised verbally or in writing.

If your supervisor is unable to resolve the issue he will escalate the concern to the Company Secretary.

Manager

If you feel that you cannot raise your concern with your line manager, for whatever reason, you should contact the Company Secretary.

Board of Directors Review

The Board of Directors review arrangements by which employees may, in confidence, raise concerns about possible inappropriate activity. The Board reviews concerns raised through this policy to make sure that any significant matters receive independent investigation and appropriate follow up action. The Company Secretary reports any information on allegations and investigation results to the Board of Directors at least once a year.

9. IF IN DOUBT/ADVICE

If you have any questions you should contact the Company Secretary on 01636 885130 or e-mail: Stephen.young@afanlandscapes.co.uk .