

ANTI-BRIBERY AND CORRUPTION POLICY

Cubiks Group Limited

Ranger House
Walnut Tree Close
Guildford
GU1 4UL
United Kingdom

Registered Office as above, registered number 4999756

1. WHY WORRY ABOUT BRIBERY AND CORRUPTION?

- ❖ In 2011, the Bribery Act 2010 (“Bribery Act”) came into force in the UK. There have been similar laws in other countries, for example the US Foreign Corrupt Practices Act 1977. However the Bribery Act is a tough, zero tolerance piece of legislation which has the potential to hold companies to the highest standards;
- ❖ Individuals may be sent to prison for up to ten years under the Bribery Act and companies can face unlimited fines;
- ❖ Companies convicted under the Bribery Act may be barred from bidding for public sector contracts.
- ❖ Contracts obtained by bribery may be void;
- ❖ All our UK companies are subject to it wherever in the world they do business;
- ❖ Additionally, any non-UK company doing business in the UK is subject to the Bribery Act. Therefore any of our operating companies could be affected, not just our UK companies; and
- ❖ We may be at risk because we do business on a global basis and some territories have a different culture regarding – for example – facilitation payments.

2. WHAT IS A BRIBE?

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

Examples:

2.1 Offering a bribe

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

You have committed a criminal offence as you are making the offer to gain a commercial and contractual advantage. Cubiks 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.

2.2 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 Cubiks 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.

2.3 Bribing a foreign government official

You arrange for the business to pay an additional “facilitation” payment to a foreign official to speed up an administrative process, such as obtaining a visa. It would be an offence to make such a facilitation payment as well as to receive one.

3 CUBIKS POLICY STATEMENT

- 3.1 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. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, wherever we operate and implementing and enforcing effective systems to counter bribery.
- 3.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. This includes the Bribery Act 2010.

4 WHO IS COVERED BY THE POLICY?

- 4.1 This policy applies to all individuals working at all levels and grades, including Executive Directors, Regional Directors, Country Managers, consultants, administrative staff and all other employees (whether permanent, fixed-term or temporary including trainees and interns) and all suppliers, distributors, delivery partners, associates and any other person associated with us or any of our subsidiaries or their employees, wherever located (collectively referred to as “workers” in this policy).
- 4.2 In this policy, “third party” means any other individual or organisation that workers come into contact with during the course of work for Cubiks, and includes actual and potential customers and suppliers.

5 GIFTS AND HOSPITALITY

- 5.1 This policy does not prohibit normal and appropriate small items or hospitality (given and received) to or from third parties, for example
- (a) Low value gifts such as key rings and pens or occasional working lunches in the office or
 - (b) Subject to prior approval by a Cubiks Executive Director, Regional Manager or Country Manager, modest occasional meals with someone that we do business with, occasional attendance at ordinary sports events, industry awards ceremonies and theatre and other cultural events.
- 5.2 The following conditions should always apply to the giving or receiving of gifts or hospitality:
- (a) 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;
 - (b) it complies with local law;
 - (c) it is given or received in the name of the company, not in your name;
 - (d) it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
 - (e) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
 - (f) it is given openly, not secretly; and
 - (g) each gift or instance of hospitality does not exceed a value equivalent to GBP £150 and
 - (h) There is no series of gifts or hospitality involving any company or third party adding up to GBP £500 in aggregate in any calendar year.
- 5.3 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.

6 WHAT IS NOT ACCEPTABLE?

It is **NEVER** acceptable for you (or someone on your behalf) to:

- (a) give or accept cash or a cash equivalent (such as gift certificates or vouchers);
- (b) to offer a gift to a government official or accept a gift from a government official including a payment. to "facilitate" or expedite a routine procedure;

- (c) give or accept gifts or entertainment involving parties engaged in a tender or competitive bid process.
- (d) 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;
- (e) 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;
- (f) 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;
- (g) accept a gift or entertainment that is indecent, sexually orientated or may adversely affect the good reputation of Cubiks or third parties.
- (h) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (i) engage in any activity that might lead to a breach of this policy.

7 FACILITATION PAYMENTS AND KICKBACKS

- 7.1 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.
- 7.2 If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your Country Manager, your Regional Director or an Executive Director.
- 7.3 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.

8 DONATIONS

As an employee owned business, we do not as a company make contributions to political parties or charitable donations.

9 YOUR RESPONSIBILITIES

- 9.1 You must ensure that you read, understand and comply with this policy.
- 9.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all workers. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 9.3 Each worker should ensure that any contract for which s/he is responsible, whether with a customer, supplier or employee draws the attention of the other party to this policy.
- 10 Any hospitality or gift provided by workers must be approved by his/her line manager and re-claimed on expenses except for low value items mentioned at 5.1.(a) above. You must notify your Country Manager, your Regional Director or an Executive Director 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 to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out below at the end of this policy.

11 RECORD-KEEPING

- 11.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 11.2 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- 11.3 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.

12 MAKING A REPORT

It is important that you make a report as soon as possible if you are offered a bribe by a third party, are asked to make one or suspect that this may happen in the future

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption by others at the earliest possible stage

In both cases, you should make the report to your Cubiks Country Manager, Regional Director or an Executive Director.

13 PROTECTION

- 13.1 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.
- 13.2 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 Country Manager, Regional Director or an Executive Director immediately.

14 TRAINING AND COMMUNICATION

- 14.1 All workers – both existing and new – should be made aware of this policy.
- 14.2 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.

15 WHO IS RESPONSIBLE FOR THE POLICY?

The board of directors of Cubiks Group Limited ("the Board") has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

16 NON COMPLIANCE

Any Cubiks 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.

17 MONITORING AND REVIEW

- 17.1 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 17.2 A committee appointed by the Board 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.

17.3 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 the Legal Director.

17.4 This policy may be amended from time to time. The current version will be located at <W:\Employee Information\Policies\Anti Bribery and Corruption Policy.pdf> and <http://www.cubiks.com/SiteCollectionDocuments/Files%20all/ABP.pdf>

Potential risk scenarios or "red flags"

The following is a list of possible red flags that may arise during the course of you working for Cubiks 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 Country Manager, Regional Director or an Executive Director:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) 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;
- (c) 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;
- (d) a third party requests payment in cash and/or refuses to sign a contract or issue a purchase order, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party requests or demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a payment that appears larger than usual given the service stated to have been provided;
- (m) 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;
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party.

End

© 2012 Cubiks Intellectual Property Limited