

Policy on Dealings with Third Parties

Cobra Resources plc

1. GENERAL PRINCIPLES

The Company is committed to conducting its business with complete integrity, and in a manner which ensures compliance with all applicable laws, including the Anti-Bribery Laws and with the highest ethical standards. As a company, we use our best endeavours to ensure that all those acting on our behalf, whether they are employees, contractors, third party intermediaries or agents, are aware of and share our commitment to conducting business ethically.

We will not use third parties or intermediaries to engage on our behalf in unethical practices that would be prohibited under applicable laws, including the Anti-Bribery Laws – if undertaken by us. We expect that all parties and intermediaries that we engage will act with integrity and undertake their business without bribery when acting on our behalf or for our benefit.

The Company may become criminally liable (and/or suffer damage to its reputation) as a result of an act of bribery by an associated person, i.e. a person which performs services for or on behalf of the Company. This Policy therefore provides guidance on engaging associated persons, and on reviewing/renewing a contract, or a relationship, with associated persons, including the performance of due diligence proportionate to the circumstances. In addition, it provides guidance on the anti-bribery measures that should be taken in relation to associated persons, in particular, sample anti-bribery representations and warranties.

This Policy is designed primarily to address the increased risks presented by the appointment of Service Providers. The procurement of goods and services where the third party is a Supplier typically presents different risks; in particular, the risks that Company employees will be offered bribes are more likely to be relevant than the risks that the Supplier will make a bribe for the benefit of the Company. The *Anti-Bribery and Corruption Policy* and the *Policy on Gifts and Hospitality* both specifically address the receipt or acceptance of benefits by Company employees, and have effect as regards dealings with all Suppliers and Service Providers. If you think that a Supplier presents increased risk, you are advised to apply some or all of the anti-bribery measures contained in this Policy, as appropriate. If you have any queries, assistance is available from the Compliance Officer.

This Policy is intended as a guide to best practice only, but employees deviating from this best practice will be expected to be able to explain their reasons for doing so. It is intended to supplement other Company policies, including the *Anti-Bribery and Corruption Policy* and the *Policy on Gifts and Hospitality*. The Company has produced this Policy because relationships with Service Providers may present increased risks to the Company's business and in these circumstances it is appropriate to implement requirements and procedures designed to reduce such risks. This Policy applies to all Company offices and all agreements entered into with Service Providers after this Policy comes into effect (this includes amendments or variations to agreements entered into prior to the Policy coming into effect). In some jurisdictions there may also be other legal or regulatory requirements that need to be complied with. Further information relating to this Policy is available from the Compliance Officer.

If you are uncertain as to the procedure for appointment of any Service Provider or Supplier, or as to the propriety of any payment or other arrangement associated with such appointment, you should notify the Compliance Officer immediately.

Please keep this Policy in a convenient place so you can refer to it in the future.

If you think that a Service Provider or a Supplier is involved in bribery in relation to the Company's business you should immediately notify the Compliance Officer.

This Policy applies to all the Company's employees and workers, including directors, non-executive directors and other corporate officers, staff of any subsidiary in which the Company has a controlling interest, as well as agency workers, secondees, consultants and contractors, irrespective of their location, function, grade or standing, engaged by the Company on its behalf and under its effective control. However, it is only likely to be relevant to those who have a direct involvement in engaging third parties, reviewing or renewing contracts, or dealing with third parties on an ongoing basis.

A list of the definitions used in this Policy can be found at paragraph 6.

2. ENGAGEMENT OF A SERVICE PROVIDER

Before a Service Provider is engaged the following steps should be taken. It should be made clear to the Service Provider that any commercial approval given is subject to satisfactory completion of this procedure.

2.1 Due diligence

A Service Provider due diligence questionnaire (see Annex A) should be completed by the Service Provider and sent to the Compliance Officer. Any issues identified on completion of the questionnaire should be promptly brought to the attention of the Compliance Officer. Any other information known about the Service Provider should also be provided to the Compliance Officer.

2.2 Declaration of interest

Any Company personnel who has a commercial interest in the Service Provider (business or personal) should disclose that relationship to the Compliance Officer in accordance with the requirements in the *Anti-Bribery and Corruption Policy* on conflicts of interest.

2.3 Approval of Compliance Officer

A new arrangement with a Service Provider may not be entered into without the approval of the Compliance Officer, which will be based on the Service Provider due diligence questionnaire, any declarations of interest, and information provided by the business unit, in accordance with Annex B. The Compliance Officer will also take into account the requirements of any other Company policies that may be relevant.

If the Compliance Officer believes for any reason that the Company should not enter arrangements with the Service Provider they will discuss this with the Chief Executive Officer and, if the Chief Executive Officer agrees, the Company will not enter into the arrangements.

2.4 Enhanced due diligence

If, on analysis of the responses to the Service Provider due diligence questionnaire, the Compliance Officer has identified the existence of three or more red flags, using the list of 'red flags' set out in Annex E, or if for any other reason the Compliance Officer considers that the engagement of the Service Provider will present higher risks to the Company, the Compliance Officer (if they have not already, in conjunction with the Chief Executive Officer, decided the Company should not go ahead) will carry out enhanced due diligence as described at Annex C.

If, on the basis of the enhanced due diligence, the Compliance Officer believes for any reason that the Company should not enter arrangements with the Service Provider the Compliance Officer will discuss this with the Chief Executive Officer and, if the Chief Executive Officer agrees, the Company will not enter into the arrangements. If, however, as a result of the enhanced due diligence (and, as necessary, further enquiries) the Compliance Officer is able to identify satisfactorily mitigating factors for the presence of the red flags and, as a result, considers the risks to be reduced, the Compliance Officer, with the agreement of the Chief Executive Officer, may give approval to the arrangement with the Service Provider.

2.5 Written representations and warranties

Once the Compliance Officer has given their approval, a contract or engagement letter should be drawn up and reviewed by the Chief Executive Officer and/ or appropriate legal counsel. Standard wording should be included to ensure:

- the Service Provider undertakes to comply with all applicable laws, including the Anti-Bribery Laws and the Company is indemnified by the Service Provider against any losses resulting from any unlawful payments or arrangements made in connection with the Company business by the Service Provider or in connection with any related representation made by the Service Provider;
- (if appropriate) the Service Provider warrants that it is authorised/registered with the appropriate regulatory bodies in each jurisdiction in which it operates and is required to be regulated (e.g. the Financial Conduct Authority in the UK);
- the Service Provider undertakes not to engage in any activity which would lead the Company to be in breach of any laws applicable to the Company (including the Anti-Bribery Laws);
- the Service Provider should adopt a transparent policy in respect of any relevant political donations;
- any material breach of the above should result in the immediate termination of the Service Provider's engagement; and
- the Service Provider shall not delegate the performance of the services to be provided under the contract unless the party to which such services are delegated makes undertakings and warranties to the same effect.

3. **RECORDS**

Any diligence materials gathered from a Service Provider should be kept on file with a copy of the signed contract or engagement letter of such Service Provider.

4. **ONGOING COMPLIANCE**

In respect of obligations entered into by the Service Provider as above, care should be taken to ensure on an ongoing basis that the obligations on the Company as regards its policies, the disclosure of any information, or otherwise continue to be complied with.

On an annual basis following the entering into of any engagement letter with any Service Provider, the Service Provider due diligence questionnaire should be reviewed. If necessary, the Service Provider should be approached to provide additional information. Any issues identified, either following such a review or on a day to day basis, should be promptly brought to the attention of the Compliance Officer. The Compliance Officer will report on ongoing compliance to the Chief Executive Officer, who will include a section of dealings with third parties in the annual report on anti-bribery compliance to be submitted to the audit committee under the *Anti-Bribery and Corruption Policy*. The Compliance Officer will also monitor the arrangements with Service Providers as part of the Company's current compliance policies.

General Counsel has discretion to amend the practice set out in this Policy or to authorise different actions in particular cases where he believes it is appropriate and any such circumstances will be recorded and available for review by the audit committee.

5. **DISPENSATION**

The procedures set out in this Policy, or some of them, may be waived at the absolute discretion of the Chief Executive Officer in circumstances where the Service Provider is deemed to present a low risk to the Company because:

- the services to be provided are of such a nature that they present low risks;
- the value of the contract is under **£100,000**;

- the jurisdiction in which the services are to be provided is low risk; or
- due diligence has already been performed on the Service Provider within the previous twelve months, this did not disclose any significant risks and relevant staff confirm that they are not aware of any further circumstances since the previous due diligence which would give rise to concerns.

6. DEFINITIONS

“Anti-Bribery Laws” means the UK Bribery Act 2010, as if Third Party was a company incorporated under the laws of any part of the United Kingdom, US Foreign Corrupt Practices Act 1977 and any other applicable law or regulation in any applicable jurisdiction.

“Bribery” means offering, promising or giving any financial or other advantage to:

- any Third Party (1) to induce or reward the Third Party in connection with the improper performance of any activity connected with their business or employment or of their public functions; or (2) if the acceptance of the financial or other advantage by the Third Party would constitute the improper performance of any activity connected with their business or employment or of their public functions; or
- any Public Official, or to any person at the request, or with the assent, of a Public Official, unless the Public Official is permitted or required to receive the financial or other advantage by any written law applicable to the Public Official;
- in order (in either case) to retain business for the Company or some advantage in the conduct of the Company’s business.

“Company” means Cobra Resources plc.

“Compliance Officer” means [●] contactable at [●].

“Principal” means an officer, director, legal or beneficial owner of Third Party and their immediate family members.

“Public Official” means:

- an employee, officer or representative of, or any person otherwise acting in an official capacity for or on behalf of, a government authority;
- a person holding a legislative, administrative or judicial position of any kind, regardless of whether elected or appointed;
- an officer of, or individual who holds a position in, a political party;
- a candidate for political office;
- an individual who holds any other official, ceremonial or other appointed or inherited position with a government or any of its agencies;
- an individual who exercises a public function for or on behalf of a country or territory or for any public agency or public enterprise of that country or territory; or
- an official or agent of a public international organisation (such as the World Health Organisation).

“Service Providers” means agents, advisers, brokers, consultants or other intermediaries and any other appointment of such individuals or entities to perform services for or on behalf of the Company with a view to winning business or obtaining or retaining business advantages for the Company.

“Suppliers” means third parties that are not in a position to win business or to obtain or retain business advantages for the Company.

“Third Party” includes, without limitation, any customer, supplier, or competitor, any potential customer, supplier or competitor, any employee or representative of the foregoing, or any other person at the request of the foregoing.

POLICY OWNER	The Company owns this Policy
APPROVAL	This Policy has been approved by the board of directors of the Company
IMPLEMENTATION	The Compliance Officer is responsible for ensuring that their governance structures and procedures are adequate to meet the requirements of this Policy
DATE APPROVED	November 2018
EFFECTIVE DATE	November 2018

Annex A
Service Provider Due Diligence Questionnaire
(To be sent to and completed by the proposed Service Provider)

These questions are intended to be broadly suitable for a wide range of third parties, including agents, advisers, joint venture partners, and target companies in an acquisition. A shorter version of this Questionnaire could be used in relation to third parties which present low risks. Where third parties present high risks, external verification of the responses may be sought (see below).

Service Provider details

Name: _____

Name of principal contact: _____

Email: _____

Telephone: _____

Website (if applicable): _____

Corporate structure and business activities

1. What is the legal structure of Third Party (e.g. limited company, partnership)?
2. Date and place of incorporation (if applicable).
3. Who owns and/or controls [Third Party]?
 - (a) If the owner is a corporate entity (or more than one), please give the date and place of incorporation, the legal structure of the entity and the type and location of its business.
 - (b) If the owner is an individual (or more than one), please give the full name, address and nationality.
4. How many years has [Third Party] been in business?
5. Give full name, address and nationality of principal contact (if different from Third Party). How many years has the principal contact been with [Third Party]?
6. Please list any entities, whether for-profit or not-for-profit, in which you hold an interest, directly or indirectly, whether in whole or in part. Please indicate the date and nature of your involvement, and the type and location of business carried out by the entity.
7. Please list any subsidiaries, joint venture entities and other affiliates that are owned, directly or indirectly, in whole or in part, by [Third Party], and any companies that are owned, directly or indirectly, wholly or in part, by the legal or beneficial owner of [Third Party] ("**Affiliates**"). Please indicate the legal structure of such Affiliate, the date and nature of your involvement, and the type and location of business carried out by the Affiliate.

Compliance with law, litigation, etc

8. Has [Third Party], any of its employees, Principals (as defined below) or Affiliates, directly or indirectly, made any payments to, or conferred benefits on, or promised to make payments to, or confer benefits on, a Public Official in connection with any business or anticipated business of [the Company]?
 - If so, please explain and provide details.

9. Has [Third Party], any of its employees, Principals or Affiliates, directly or indirectly, made any payments to, or conferred benefits on, or promised to make payments to, or confer benefits on, any person (whether a Public Official or not) in order to influence him / her in the performance of his or her duties?
- If so, please explain and provide details.
10. Has [Third Party], any of its employees, Principals or Affiliates, ever been accused of, or convicted for violations of Anti-Bribery Laws (as defined below)?
- If so, please provide details.
11. Please provide details of any circumstance, event, act or omission which might give rise to an assertion that [Third Party] or any of its employees, Principals or Affiliates has not complied with any material obligation under any law applicable to [Third Party], including, but not limited to, any law relating to money laundering, anti-bribery, corruption, fraud, trading in influence or political donations.
12. Please provide details of any actual or threatened litigation or arbitration proceedings in which [Third Party] or its employees, Principals or Affiliates is or may become involved, including, but not limited to, proceedings in respect of money laundering, anti-bribery, corruption, fraud, trading in influence or political donations.
13. Please provide details of any actual or threatened inspections, proceedings, investigations, enquiries or regulatory actions by or before administrative or governmental authorities in which [Third Party] or its employees, Principals or Affiliates is or may become involved, including, but not limited to, proceedings in respect of money laundering, anti-bribery, corruption, fraud, trading in influence or political donations. Please provide copies of relevant documents, including correspondence.

Internal controls

14. Please state whether you have a code of conduct/code of ethics.
- If so, please provide a copy.
15. Please state whether you have an Anti-Bribery and Corruption Policy.
- If so:
 - (i) please provide a copy;
 - (ii) state when it was adopted;
 - (iii) state when it was last updated; and
 - (iv) state how it is communicated to employees.
16. Please state who is responsible for compliance issues generally, and for anti-bribery compliance in particular (is there a designated Compliance Officer)?
17. Are there anti-bribery audits performed by external auditors or consultants?
- If so, please state name of auditor / consultant.
 - If not, please indicate what internal processes [Third Party] has in place to monitor incidents internally and to ensure accurate financial record-keeping.

18. Does [Third Party] have a whistle blowing policy?
- If so, please provide a copy.
19. Are employees required / enjoined to report instances of illegal or improper conduct?
20. Has [Third Party] received any internal reports, either through the audit process or other reporting mechanisms which would indicate, or tend to indicate, illegal or improper conduct?
21. Does [Third Party] provide training for your employees on anti-bribery?
- If so:
 - (i) please provide details of how many employees have received training;
 - (ii) please indicate the nature of the training (e.g. face-to-face, computer-based, tailored for your business risks); and
 - (iii) please provide copies of any training materials used in such training.
22. Does [Third Party] have processes to monitor compliance with the Anti-Bribery and Corruption Policy?
- If so, please describe the form the monitoring takes.
23. Has [Third Party] ever taken disciplinary action against an employee because of a failure to comply with the Anti-Bribery Laws, or the Anti-Bribery and Corruption Policy?
- If so, please provide details.
24. Does [Third Party] have internal controls and/or a policy on gifts and entertainment / hospitality as regards (a) Public Officials (as defined below) and (b) private sector individuals?
- If so, please provide details or a copy of the policy.
25. Does [Third Party] maintain a Register of gifts and entertainment/hospitality?
26. Does [Third Party] have a monetary cap(s) or limit(s) on the amount that can be spent on gifts and entertainment / hospitality?
- If so, please state the amount of the cap(s) or limit(s).

Dealing with public officials

27. To what extent do the business activities of [Third Party] depend on:
- (a) interaction with Public Officials;
 - (b) procurement of permits and licences; and/or
 - (c) discretionary acts by Public Officials?

Please provide details.

28. During the past five years has [Third Party], its Principals or Affiliates, made any payments to Public Officials in order to secure permits, obtain licences visas, or other government action except as permitted or required by law?

- If so, please explain.
29. Is a Public Official, or a relative of a Public Official, a director, senior officer, or beneficial owner of [Third Party], its Affiliates, or parent company?
- If so, please give details.
30. During the past five years has [Third Party], its Principals or Affiliates made any political contribution (including, but not limited to gifts of money, discounted loans, the provision of free or discounted services, sponsorship or the provision of facilities at no, or discounted, cost) to a Public Official?
- If so, please give details of the amount(s) and date(s) of such contributions, and the name of the recipient.

Charitable donations

31. Does [Third Party] or its Affiliates make contributions to charities?
- If so, please indicate the names of the charities and the amount of the contributions.
 - Are there ongoing commitments to make such contributions in the future?
32. Do you carry out checks to ascertain whether the charities to which you contribute are:
- (a) *bona fide* charities;
 - (b) not connected to a Public Official; and
 - (c) not used as conduits for the channelling of bribes or improper payments.
- If so, please indicate what checks you carry out.

Annex B

(To be completed by the business unit and submitted to the Compliance Officer)

1. How has the Service Provider been identified?
2. Has the Service Provider previously been engaged by the Company to perform similar services?
3. If yes,
 - (a) please give details of engagements (dates, length of appointment(s), nature of services); and
 - (b) please indicate whether there were any complaints, or reports or allegations of misconduct or improper behaviour in relation to such previous engagement(s).

Completed by:

Position:

Dated:.....

Annex C Enhanced Due Diligence

Where factors indicate that the appointment should be treated as high risk in a bribery context (because e.g. of the location, nature of services and/or method of payment), external checks should be carried out in addition to the completion of the Questionnaire by the Service Provider. These checks could be carried out either by the business unit (and submitted to the Compliance Officer) or by the Compliance Officer. The checks are as follows:

- Check relevant company registers to ensure accuracy of information provided on incorporation, Affiliates, and ownership (where applicable).
- Check details of authorisations.
- Using an anti-bribery reference tool (such as “World-Check”) check names of individuals and entities.
- Carry out press and internet searches on names of individuals and entities.
- Pursue references.
- If Service Provider states that Anti-Bribery and Corruption Policy has been audited by an external third party, confirm with third party to the extent possible.
- Check relevant registers of political donations (to the extent possible).
- Examine Anti-Bribery and Corruption Policy, training materials, policy on gifts and entertainment, monitoring processes and procedures for checking charitable donations, to the extent that these have been provided.
- Where policies and procedures are not present, the Company may wish to require the Service Provider to warrant compliance with relevant Company policies.

Annex D
Standard Clauses for inclusion in Service Provider Agreements

- [] The Service Provider represents and warrants:
 - [] .1 that it does not engage in Bribery (as defined below), does not direct, authorise or knowingly permit any person who acts on its behalf or provides services to it, to engage in Bribery and that it will not, during the term of this agreement, or, if different, during the period of time from the date on which this agreement is signed until this agreement is terminated, engage in, or direct, authorise, or knowingly permit a person acting on its behalf or providing services to it, to engage in, Bribery;
 - [] .2 that it agrees to indemnify the Company against any and all losses resulting from any Bribery by the Service Provider made in connection with the services under this agreement;
 - [] .3 that it has received a copy of the Company's *Anti-Bribery and Corruption Policy*, and that it is aware of the Company's policy of zero tolerance towards Bribery and corruption;
 - [] .4 that it has provided a copy of its Anti-Bribery and Corruption Policy to the Company and that it has procedures in place to implement the provisions of this policy which the Service Provider reasonably believes will ensure compliance by the Service Provider and any persons acting for the Service Provider in connection with this agreement;
 - [] .5 that it is aware that the Company is subject to the provisions of the UK Bribery Act 2010 prohibiting improper payments and bribes to private sector persons and to Public Officials and that neither it, nor any persons acting for the Service Provider in connection with this agreement, has taken, or will take any action or engage in any activity which would lead to the Company being in violation of the UK Bribery Act 2010;
 - [] .6 that it does not, and will not, make any political donations for the benefit of, or on behalf of the Company, or in relation to the services under this agreement;
 - [] .7 that any material breach of any of these representations and warranties will entitle the Company to terminate the Service Provider's engagement with immediate effect; and
 - [] .8 that it will not delegate the performance of the services under this agreement or otherwise engage any sub-adviser or agent in relation to the services, without the prior written approval of the Company, and will ensure that any such engagement is set out in a written agreement which incorporates all material terms of this agreement regarding conduct, compliance, confidentiality and representations and warranties, and that the Company shall be a third party beneficiary of, and entitled to enforce, such provisions.

Annex E
Associated Persons – Red Flags

1. The country or industry in which the third party operates has a history of widespread corruption, Bribery and violations of Anti-Bribery Law and conventions;
2. the third party behaves unusually (e.g. refuses to certify in writing that they will operate within Anti-Bribery Law, insists on operating in anonymity, or does not appear to have the expertise or appropriate resources to carry out the duties for which they have been engaged);
3. an inappropriate payment request, where the size and/or method of payment to a third party seems unduly large or out of place, e.g. requests for indirect payments, payments made to cash or bearer, or payable in a country other than that in which the third party operates;
4. reputational research identifies past allegations or incidents of corruption or illegality;
5. Public Officials (or their immediate family members) serve as directors, officers, employees or agents of the third party, or otherwise receive compensation or other benefits, directly or indirectly, from the third party;
6. Public Officials are known or suspected to be shareholders or beneficial owners of the third party entity;
7. the third party is or was previously a Public Official;
8. a Public Official recommended the third party;
9. the third party is new to the business, unable to provide references, or unable to document their claimed experience;
10. there are parties involved in the transaction that do not have a substantive commercial role;
11. the third party appears to be in significant financial difficulties or have a history of insolvency;
12. unusually high amounts are spent on hospitality or gifts; and/or
13. there is poor control of agents.

BRIBERY RISK ASSESSMENT QUESTIONNAIRE

WHY THIS QUESTIONNAIRE IS IMPORTANT

Cobra Resources plc is committed to ensuring that its business operations are carried out in accordance with the highest ethical standards. As part of Cobra Resources' efforts to ensure compliance with the UK Bribery Act 2010, Cobra Resources plc is reviewing and updating its anti-bribery policies and procedures. To do so, Cobra Resources plc needs to assess its potential exposure to bribery and corruption risk. This Questionnaire is part of Cobra Resources' risk assessment, and the responses will be used to inform Cobra Resources' anti-bribery controls.

THIS QUESTIONNAIRE MUST BE COMPLETED AND RETURNED TO [] BY [] 20[]. Thank you for your assistance.

TO: [COMPLIANCE OFFICER]

Addressee:

Position:

Address

.....

1. A. Please list all the countries in which you operate.

.....

B. Do you think that bribery is common in the region(s) in which you operate?

YES / NO

2. A. Are you aware of any incidents or allegations of bribery in the [] industry sector in the countries in which the Group operates? Please elaborate.

.....

.....

B. How do you think it compares with other industry sectors?

.....

3. A. What part of the Group's operations creates the greatest risk of criminal liability for the Group or its employees?

.....

B. What part of the Group's operations creates the greatest risk of reputational harm for the Group or its employees?

.....

C. As far as you know, is there any aspect of the Group's activities that you think would harm the Group's reputation if it were to become public?

-
4. What bribery risk do you think the following aspects of the Group's business pose:
- (i) relations with customers; HIGH/ MEDIUM / LOW
 - (ii) relations with suppliers; HIGH/ MEDIUM / LOW
 - (iii) relations with financial institutions; HIGH/ MEDIUM / LOW
 - (iv) relations with governmental and institutional bodies.....HIGH/ MEDIUM / LOW
 - (v) relations with other related parties HIGH/ MEDIUM / LOW

Please explain

.....

5. A. Does the Group, or any person on the Group's behalf, as far as you know, make political donations, sponsor political events or otherwise contribute to political party expenditure?

YES / NO

- B. If so, are there procedures in place to make sure that all such donations comply with relevant law, and that they are not intended to influence politicians or party officials improperly?

YES / NO

(Give details of procedures and supply a copy of any written procedures)

.....

6. A. Are you aware of any charitable donations the Group has made, or regularly makes?

YES / NO

- B. If so, are there procedures in place to check whether the recipient is a bona fide charity, and whether there are any improper reasons for giving the donation (for example, the request is from a public official, or business customer, and the donation is a condition of obtaining a government consent, or a new contract)?

YES / NO (please supply a copy of any written procedures)

7. A. Do your transactions involve commitments in community investments or the provision of offset benefits, following a request, or with the consent of, a public official (employees of state-owned companies should be included when considering questions about public officials)?

YES / NO

- B. If so, are there procedures in place to check whether such investments or offsets are legally permitted?

YES / NO

(Give details of procedures and supply a copy of any written procedures)

.....
8. A. What licences or permits does your business require (list as many as you are aware of)?

.....
.....
B. Who is responsible for obtaining such licences or permits, and how often?

.....
.....
C. Are there procedures in place to ensure that such licences or permits are obtained ethically, and not as a result of bribery, and/or to identify potential links between gifts and/ or hospitality provided or received by employees and the award of such permits or licences (including, but not limited to, local land use permits, building and zoning permits, work authorisations and health and safety permits)?

YES / NO

(Give details of procedures and supply a copy of any written procedures)

.....
9. A. Do you participate in public procurement tenders?

YES / NO

B. If so, are there procedures in place to ensure compliance with all rules that may be applicable to the tender process, and that your engagement in the process is fair?

YES / NO(please supply a copy of any written procedures)

10. A. Do you use third parties (e.g. agents or consultants) to:

(i) help win new business, or retain contracts?YES/NO

(ii) or to engage with public officials on your behalf?YES / NO

(Give details)

.....
B. If so, are there procedures in place to:

(i) check that the third party is reputable and ethical;YES/NO

(ii) check who the beneficial owner of the third party is;YES/NO

(iii) formalise the contract in writing;YES/NO

(iv) understand the third party's own anti-bribery commitment and procedures;YES/NO

(v) track payments to the third party; andYES/NO

(vi) enable disengagement from the contract in the event of bribery or alleged bribery coming to light?.....YES/NO

C. Do you use agents or other intermediaries that are public officials, or are owned or controlled by public officials or a public authority? If so, please provide details.

.....
.....

11. A. Are you aware of any internal corporate policy, procedures or rules that would help to identify and prevent bribery (including, e.g. controls on expenditure)? Please describe and supply a copy of any written procedures.

.....
.....

B. Are you and your Group's employees familiar with the relevant laws prohibiting bribery?
YES / NO.....

C. Has any training been provided to employees on ethical behaviour, and/or bribery or corruption or on anti-corruption law more generally?

YES / NO.....

(Give details).....

D. Do you have a Compliance Officer (or other individual responsible for ensuring anti-bribery compliance)?

YES / NO.....

12. A. As far as you are aware, do you, your employees, or any third parties acting on your behalf, regularly receive requests from public officials for facilitation payments (small, irregular payments paid to officials to persuade them to carry out a routine action, or to do so more quickly)?

YES / NO.....

B. Do you have a procedure for identifying and preventing such payments?

YES / NO.....

(Give details).....

13. A. Are you aware of internal controls and/or a policy on gifts and entertainment / hospitality as regards (a) Public Officials and (b) private sector individuals or companies??

YES / NO.....

(Give details).....

B. Is a record kept of gifts and entertainment / hospitality (a) offered to public officials; (b) offered to private sector individuals; (c) received by employees?

YES / NO.....

C. Is there a value limit on the amount that can be spent on gifts and entertainment / hospitality? If so, please describe how this works.

YES / NO

(Give details)

14. Are there procedures in place to identify and prevent the receipt of bribes, or inappropriate / lavish gifts and/or entertainment by employees, particularly those involved in procuring goods or services on the Division's behalf?

YES / NO

(Give details)

15. Do you consider the Division's internal financial controls to be robust / effective?

YES / NO

16. A. Do you have a procedure for employees to report suspicions or incidents of bribery?

(Give details)

B. If so, has it been used for this purpose, and is it possible for reports to be made either in confidence or anonymously?.....YES/NO

C. Are there proper systems for reporting to Board/Audit Committee?YES/NO

17. A. Are internal procedures regularly reviewed and updated?.....YES/NO

B. Are they communicated effectively to employees?YES/NO

Please use this space to give any other information you think is relevant to an assessment of bribery risks facing the Group.

Signed Date

Name (printed)

Position/Title.....

NOTES

1. Under section 7 of the UK Bribery Act 2010 (which came into force on 1 July 2011), commercial organisations may commit an offence if they fail to prevent persons associated with them committing bribery on their behalf. It is a defence for the organisation to show that it has in place "adequate procedures" to prevent such bribery. The preparation and implementation of an Anti-Bribery and Corruption Policy and associated policies by a company will be key to any such defence.
2. The Ministry of Justice has published guidance, "[Guidance about procedures which relevant commercial organisations can put in place to prevent persons associated with them from bribing \(Section 9 of the UK Bribery Act 2010\)](#)" (the "**Guidance**"). This Guidance sets out six principles which are intended to inform the procedures which a commercial organisation puts in place to prevent bribery being committed on their behalf. These principles are set out below:

Principle 1: Proportionate procedures. A commercial organisation's procedures to prevent bribery by persons associated with it are proportionate to the bribery risks it faces and to the nature, scale and complexity of the commercial organisation's activities. They are also clear, practical, accessible, effectively implemented and enforced.

Principle 2: Top-level commitment. The top level management of a commercial organisation (be it a board of directors, the owners or any other equivalent body or person) are committed to preventing bribery by persons associated with it. They foster a culture within the organisation in which bribery is never acceptable.

Principle 3: Risk assessment. The commercial organisation assesses the nature and extent of its exposure to the potential external and internal risks of bribery on its behalf by persons associated with it. The assessment is periodic, informed and documented.

Principle 4: Due diligence. The commercial organisation applies due diligence procedures, taking a proportionate and risk based approach, in respect of persons who perform or will perform services for or on behalf of the organisation, in order to mitigate identified bribery risks.

Principle 5: Communication (including training.) The commercial organisation seeks to ensure that its bribery prevention policies and procedures are embedded and understood throughout the organisation through internal and external communication, including training, that is proportionate to the risks it faces.

Principle 6: Monitoring and review. The commercial organisation monitors and reviews procedures designed to prevent bribery by persons associated with it and makes improvements where necessary.

3. The following table shows how the principles are to be effected in an organisation's policies and procedures.

Policies should cover:	Procedures should cover:
<ul style="list-style-type: none"> • Commitment to bribery prevention • Approach to bribery risks e.g. <ul style="list-style-type: none"> • conduct of intermediaries and agents; • hospitality and promotional expenditure; 	<ul style="list-style-type: none"> • Top level commitment • Risk assessment procedures • Due diligence of associated persons • Gifts, hospitality, promotional expenditure, charitable and

<ul style="list-style-type: none"> • facilitation payments; • political donations; and • charitable donations. <ul style="list-style-type: none"> • Strategy to implement bribery prevention policies 	<ul style="list-style-type: none"> political donations, facilitation payments • Employment (recruitment, terms and conditions, disciplinary actions and remuneration) • Relations with associated persons • Financial controls • Transparency of transactions and disclosure of information • Decision-making (e.g. delegation of authority, conflicts of interest) • Enforcement/disciplinary processes • Reporting/whistle blowing • Application to projects and to different parts of the organisation • Communication and training • Monitoring, review and evaluation
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