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1. Policy Statement of the Group

It is our policy to conduct our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, and to implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

The Purpose of the Policy is to:

- Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- Provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

Of course we frequently tender or bid for substantial contracts, in competition with others, and, in turn, we are able to place substantial orders for the supply to us of goods or services. We acknowledge that, in these scenarios, risks arise of inducements being offered, given or received, in order to "get ahead of the competition".

In this policy, '**third party**' means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, contractors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

In this policy, 'we' and/or 'us' means Freedom.

2. Who is covered by the Policy?

The policy applies to all individuals working at all levels and grades, including directors, senior managers, employees (whether permanent, fixed-term or temporary), consultants, contractors, sub-contractors, agents, joint venture partners, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, sponsors, or any other person associated with us, wherever located (collectively referred to as '**workers**' in this policy).

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3. Who is responsible for the Policy?

The board of directors of Freedom has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

Freedom Group has an appointed Compliance Manager, who has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate training on it.

Regarding this policy, or any queries or concerns, you should refer to the Compliance Manager. Please see Appendix one below.

4. What is bribery?

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

Examples:

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.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We 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. 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 our organisation 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.

3. Bribing a foreign official

You arrange for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

5. Gifts and Hospitality

This policy does not prohibit normal and appropriate (and proportionate) hospitality (given and received) to or from third parties, provided that such hospitality is properly recorded.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

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- the gift 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;
- it complies with local law;
- it is given in our name, not in your name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- it is given openly, not secretly; and
- gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Compliance Manager.

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.

The business is required to maintain a gift and hospitality register (for which the Compliance Manager is responsible). Any form of gift or hospitality that has been given, received or offered (even when it has been refused) must be recorded in the register.

6. What is not acceptable?

It is not acceptable for you (or someone on your behalf) to:

- 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;
- give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- accept payment from a third party which you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- 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;
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity which might lead to a breach of this policy.

7. Facilitation payments and kickbacks

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.

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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 the Compliance Manager.

Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity which might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

8. Donations

We do not make contributions to political parties. We only make charitable donations which are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Compliance Manager.

9. Your responsibilities

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity which might lead to, or suggest, a breach of this policy.

You must notify the Compliance Manager 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 in the Schedule – "Potential risk scenarios: "red flags"".

Any 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.

10. Record Keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred in respect of third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

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.

11. How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised in the first instance with the Compliance Manager. If that is not possible, for whatever reason, you should then report to the Group Chief Executive.

12. What to do if you are a victim of corruption or bribery

It is important that you tell the Compliance Manager as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

13. Protection

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.

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 the Compliance Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

14. Training and communication

Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

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. Penalties

On conviction of bribery offence, individuals can be liable on conviction to up to ten years' imprisonment, an unlimited fine, or both.

An offence committed by a corporate body is punishable by a fine (which is unlimited if the company is convicted on indictment). Conviction for the corporate offence may also lead to discretionary disbarment from public procurement. It may also be subject to confiscation orders. Such orders as well as the reputational damage will have no doubt the greatest impact on companies. A director convicted of a bribery offence may also be subject to a director disqualification order for up to 15 years.

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16. Monitoring and Review

The Compliance Manager 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.

All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

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 Compliance Manager.

This policy does not form part of any employee's contract of employment and it may be amended at any time.

17. Cross References

Employee Relations, Disciplinary Procedure (GP-HR-302)

Employee Relations, Grievance procedure (GP-HR-303)

Employee Relations, Whistle Blowing Procedure (GP-HR-308)

The Schedule – Potential risk scenarios: “red flags”

The following is a list of possible red flags which may arise during the course of your working for us 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 the Compliance Manager:

- 1.1 you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- 1.2 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;
- 1.3 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;
- 1.4 a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- 1.5 a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- 1.6 a third party requests an unexpected additional fee or commission to “facilitate” a service;
- 1.7 a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- 1.8 a third party requests that a payment is made to “overlook” potential legal violations;
- 1.9 a third party requests that you provide employment or some other advantage to a friend or relative;
- 1.10 you receive an invoice from a third party that appears to be non-standard or customised;
- 1.11 a third party insists on the use of side letters or refuses to put terms agreed in writing;
- 1.12 you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- 1.13 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; or
- 1.14 you are offered an unusually generous gift or offered lavish hospitality by a third party.

Appendix one – Compliance Manager by Business Unit

Business Unit	Compliance Manager	Job Title
Freedom	Darrell Fox	Chief Finance Officer

I confirm I have read this document and I understand and accept the terms of this policy.

Print name

Division

Signature of Employee

Date