

## **Anti-Bribery & Corruption Policy**

### **Introduction**

Acuris is committed to conducting its business ethically in every country where we do business, as well as complying with all applicable laws. This includes compliance with anti-bribery and anti-corruption ("ABC") laws such as the USA's Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act 2010.

The purpose of this document is to provide guidance to Acuris employees concerning compliance with ABC.

### **Acuris Policy on Bribery and Corruption**

Acuris has a zero tolerance policy towards bribery and corruption.

Acuris employees and others working on its behalf may not offer, promise or give a bribe to anyone, and may not request, agree to accept, or take a bribe from anyone.

Acuris has in place anti-corruption measures to maintain its high ethical standards and protect its reputation against any allegations of bribery and corruption.

It is an Acuris policy to compete fairly. We want to win business because of the quality and competitiveness of our products and services. We will not attempt to win on any other basis.

Senior management is committed to implementing effective measures to prevent, monitor and eliminate bribery.

Any concerns should be raised to the CFO of Acuris.

### **Scope of this Policy**

This policy applies to all employees and officers of the Company, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company ("associated persons"). Every employee and associated person acting for, or on behalf of, the Company is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the Company.

### **Bribery is Illegal**

Bribery is a crime in most countries where Acuris operates, and penalties can be severe, including prison sentences and large financial penalties. Legislation in the UK (the Bribery Act 2010) not only makes paying or taking a bribe illegal, i.e., the person who pays or takes a bribe has committed a crime, but also holds UK companies liable for failing to prevent bribery by those working on its behalf, even indirectly (such as through non-UK subsidiaries, agents, contractors, suppliers and intermediaries), no matter who is bribed or where the bribe takes place. The only defence a company has to the crime of failing to prevent bribery is if the company can prove that it had in

place adequate procedures designed to prevent bribery by those performing services on its behalf (which includes third parties). The Bribery Act 2010 applies to Acuris and its employees worldwide.

In addition, under the US Foreign Corrupt Practices Act (“FCPA”) it is a crime to bribe a foreign official for the purpose of obtaining or retaining business or to secure an improper advantage. The FCPA applies to Acuris and its employees worldwide.

### **Recognizing Bribery and Corruption**

Bribery means giving or receiving an undue reward (or offering to do so) to influence the behaviour of someone in government or business, in order to obtain business or financial or commercial advantage in a way which breaches an expectation of good faith or impartiality.

Corruption means the abuse of an entrusted power for private gain.

The Company prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or organisation, regardless of whether the employee or associated person is situated in the UK or overseas. The bribe might be made to ensure that a person or organisation improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the Company in either obtaining or maintaining Company business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

It does not matter whether the act of bribery is committed before or after the tendering of a contract or the completion of an administrative task.

### **Records**

Employees and, where applicable, associated persons, are required to take particular care to ensure that all organisation records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with subscribers, clients, suppliers and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

Employees and associated persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

## Nominal Values

Nominal values are an amount that is considered appropriate and reasonable in a particular country. It is an amount where hospitality, entertainment and gifts below that amount will not cause any concern under ABC laws of this policy.

The policy does not prohibit spending over the nominal value, it just requires that all entertainment and gifts above the nominal value be logged and approved by the CFO.

We have a Nominal Value Table on the Intranet under policies, which will give you the value for your country.

	Hospitality/ Entertainment per head	Gift made/ received or promotional goods	Premium Items/ Promotional Goods for Marketing
	Local currency	Local currency	Local currency
<b>UK</b>	250	75	75
<b>USA</b>	330	100	100
<b>HK</b>	1850	550	550

## Corporate Entertainment, Gifts, Hospitality and Promotional Expenditure

### *Principle*

The Company permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the Company; or
- to present the Company's services effectively;

provided that it is:

- arranged in good faith, and
- not offered, promised or accepted to secure an advantage for the Company or any of its employees or associated persons or to influence the impartiality of the recipient.

The Company will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

### Hospitality and promotional expenditure

Employees and, where relevant, associated persons should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to their line manager. If the value of the entertainment is above the "Nominal Value" (please refer to Nominal Value Table) for the region it will also need to be sent to the CFO for approval.

Employees are required to set out in writing:

- the objective of the proposed client entertainment or expenditure;
- the identity of those who will be attending;
- the organisation that they represent; and
- details and rationale of the proposed activity.

#### Gifts and entertainment

The Company will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. The Company will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example, prior to a tendering exercise).

Any gifts, rewards or entertainment received or offered from subscribers, clients, public officials, suppliers or other business contacts should be reported immediately to the line manager. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example, where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees. If the value of the gift or entertainment is above the “Nominal Value” (please refer to Nominal Value Table) for the region it will also need to be sent to the CFO for approval.

If an employee or associated person wishes to provide gifts to suppliers, subscribers, clients or other business contacts, prior written approval from their line manager is required, together with details of the intended recipients, reasons for the gift and business objective. If the value of the is above the “Nominal Value” (please refer to Nominal Value Table) for the region it will also need to be sent to the CFO for approval.

Employees and, where applicable, associated persons must supply records and receipts, in accordance with the Company's expenses policy.

#### Charitable donations

Acuris donates to chosen charities. To ensure that charitable contributions, donations and sponsorships made on behalf of Mergermarket are not used to circumvent Acuris anti- bribery policies all charitable contributions, donations and sponsorships require the prior written approval of the CFO. The following will not be reimbursed by Acuris:

- direct or indirect contributions by employees or agents to political parties at any level of government, party officials or organizations or individuals engaged in politics
- direct or indirect contributions by employees or agents to parties seeking election to political office (as above)

### Marketing events

Distribution of marketing or promotional materials, in accordance with industry customs and practices is permitted, such as the following:

- trials, samples or of Acuris products
- promotional events open to a wide audience
- premium items/promotion goods of nominal value such as t-shirts, bags, etc., are allowable if they are clearly connected to Acuris promotions and marketing efforts and items clearly carry irremovable Acuris branding.

Where joint promotional activities are carried out, there should be a proper written arrangement, approved by the CFO, with full details and supporting documentation for any of the costs being reimbursed.

### *What practices are permitted?*

This policy does not prohibit:

- normal and appropriate hospitality and entertainment with subscribers and clients (please see the Company's expenses policy); and
- the use of any recognised fast-track process that is publicly available on payment of a fee.

Any such practices must be proportionate, reasonable and made in good faith. Clear records must be kept.

### **Working overseas**

#### *Principle*

Employees and associated persons conducting business on behalf of the Company outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. Employees and associated persons owe a duty to the Company to be extra vigilant when conducting international business.

#### *Procedure*

Employees and associated persons are required to cooperate with the Company's risk management procedures and to report suspicions of bribery to the CFO. While any suspicious circumstances should be reported, employees and associated persons are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees;
- a history of corruption in the country in which the business is being undertaken;
- requests for cash payments;

- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

If an employee or associated person is in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to the CFO.

## **Facilitation payments**

### *Principle*

The Company prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the Company under the Bribery Act 2010, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

### *Procedure*

Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to the CFO.

If the public official provides written details, the CFO will consider the nature of the payment. Local legal advice may be sought by the Company.

If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, the Company will authorise the employee to make the payment.

Where the CFO considers that the request is for a facilitation payment, the employee or associated person will be instructed to refuse to make the payment and notify the public official that the employee or associated person is required to report the matter to the Company and the UK embassy.

The Company will seek the assistance of the relevant employee in its investigation and may determine that the matter should be referred to the prosecution authorities.

If an employee or associated person has any other concerns about the nature of a request for payment, he/she should report it to the CFO using the reporting procedure set out in this policy and in accordance with the Company's Whistleblowing Policy.

## **Risk management**

### *Principle*

The Company has established risk management procedures to prevent, detect and prohibit bribery. The Company will conduct risk assessments for each of its key business activities on a regular basis and, where relevant, will identify employees or officers of the Company who are in positions where they may be exposed to bribery.

### *Procedure*

The Company will identify high-risk areas, for example projects undertaken in high-risk countries, tenders for work and those working on high-value projects.

The Company will:

- regularly monitor "at risk" employees and associated persons;
- regularly communicate with "at risk" employees and associated persons;
- undertake due diligence of third parties and associated persons; and
- communicate its zero-tolerance approach to bribery to third parties, including actual and prospective customers, suppliers and joint-venture partners.

## **Reporting suspected bribery**

### *Principle*

The Company depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to the CFO as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as subscribers, clients or government officials.

### *Procedure*

Once an employee has made a report, it will be thoroughly and promptly investigated by the CFO in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

If the employee does not wish to report suspected wrongdoing internally, they may use the Whistleblowing Hotline.

UK: 0800 374199

US: 1877 533 5310

HK: 800 930770

Employees or associated persons who report instances of bribery in good faith will be supported by the Company. The Company will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to the CFO.

### **Action by the Company**

The Company will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. The Company may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Company who are found to have breached this policy.

The Company may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

### **Review of procedures and training**

The Company will regularly communicate its anti-bribery measures to employees. The Company will set up training sessions where applicable.

The CFO will monitor and review the implementation of this policy and related procedures on a regular basis.

Employees and those working for, or on behalf of, the Company are encouraged to contact the CFO with any suggestions, comments or feedback that they may have on how these procedures may be improved.

The Company reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.