

## Anti Bribery & Anti Corruption policy February 2022

### About this policy

This policy applies to everyone who works for Digital Modus, or who acts on behalf of Digital Modus. All team members have a role in promoting and ensuring we meet our obligations. They are, to uphold the law and to deal equitably and ethically with our Customers, Suppliers and Partners. We all have a personal responsibility to comply with the policy and to ensure, as far as possible, that others inside and outside of our organisation do the same.

Digital Modus is responsible for this policy, and for ensuring that all our staff understand their obligations as detailed within it, and for any necessary training on the policy

This policy forms part of your contract of employment. We may amend it at any time.

1. It is our policy to conduct all of our business in an honest and ethical manner. We are legally bound to comply with the provisions of the Bribery Act 2010 (“the Act”) and to uphold laws relevant to countering bribery and corruption in all jurisdictions in which 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.
2. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Any non-employee who breaches this policy may have their contract terminated with immediate effect.
3. This policy will be periodically reviewed by the Company and updated when appropriate. We will assess those relevant workers who are more likely to be exposed to situations covered by the Act, and provide appropriate training where necessary on how to implement and adhere to this policy.
4. We will communicate our anti-bribery and corruption stance to all customers, suppliers and contractors at the outset of our relationship with them, and as appropriate thereafter.

## Who must comply with this policy?

1. This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners. Everyone in the Company must therefore take the time to read this policy and understand how they must act and how the policy affects them.

## Responsibility for the policy

1. This policy has been implemented to prevent or detect any potential bribery or corruption issues for the Company.
2. The board of directors of the Company will have overall responsibility for ensuring compliance with this policy.
3. The Chief Operating Officer has been nominated by the board to specifically monitor compliance and effectiveness of this policy. The Chief Operating Officer will therefore be the point of contact for any queries or concerns in respect of the matters set out in this policy, or concerns under the Bribery Act 2010.

## What is bribery?

1. The Bribery Act 2010 (“the Act”) came into force on 1 July 2011.
2. Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.
3. Bribery includes offering, promising, giving, accepting or seeking a bribe. It does not matter whether the advantage is given directly or through a third party.
4. Payments referred to as “facilitation payments” also fall foul of the Act. These are small payments typically made to public officials to secure or speed up routine actions, and may be classified as “inspection fees” or “licence fees”. Careful consideration should be given as to whether any such request is genuine and a proper request, or a facilitation payment. Genuine payments should be accompanied by a receipt which sets out the reason for the payment.
5. All forms of bribery are strictly prohibited, and breaching the Act is a criminal offence. If you are unsure about whether a particular act constitutes bribery, or

if you have any suspicions, concerns or queries, raise it with your manager or a member of the leadership team.

6. Specifically, you must not:
  - a. give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received in return, or to reward any business received;
  - b. accept any offer from a third party that you know or suspect is made with the expectation that we will provide a business advantage for them or anyone else;
  - c. give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure
7. You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.
8. The Company has a zero tolerance policy when it comes to Bribery. This could lead to sanctions in your role and ultimately dismissal for Gross Misconduct.

## What is Corruption?

1. Corruption according to [Transparency.org](https://www.transparency.org) is We “the abuse of entrusted power for private gain”. Corruption erodes trust, weakens democracy, hampers economic development and further exacerbates inequality, poverty, social division and the environmental crisis.
2. In short, Corruption is doing or attempting to do anything unethical. Examples
  - a. Falsifying information whether verbally or in written form for any purpose
  - b. Failing to include all the information relevant to any given situation
  - c. Providing deliberately misleading information
  - d. Acting on information that would give an inequitable advantage
3. This list is not exhaustive and serves to illustrate areas where corruption may happen. We ask you to make regular checks with your moral compass to make sure you are acting in an ethical and equitable way. Not just in your working life with Digital Modus but across all areas.
4. As with bribery, the company has a zero tolerance policy to corruption.

## Gifts and hospitality

1. This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services.

2. A gift or hospitality will not be appropriate if it is unduly lavish or extravagant, or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).
3. Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers), or be given in secret. Gifts must be given in our name, not your name.
4. Promotional gifts of low value such as branded stationery may be given to or accepted from existing customers, suppliers and business partners.
5. Gifts of a value less than £100 may be accepted with the approval of a director. No gifts of a value exceeding £100 should be accepted, and you should politely refuse the gift and advise the offerer of our policy in respect of this. If this places you in a difficult position you should refer to r for guidance.

## Record-keeping

1. You must keep a written record of all hospitality or gifts given or received.
2. You must also submit all expense claims relating to any gifts or hospitality if you offer hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.
3. All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

## Donations and sponsorship

1. The board will make any decisions in respect of the choice of the charities which the Company may support.
2. Charitable donations include not only direct payments to a charity, but also the sponsorship of individuals undertaking activities to raise money for charities. It is therefore important to give consideration when you are asked for sponsorship.
3. The Group does not make donations to political parties or political organisations.

## How to raise a concern

1. If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must report it in accordance with our Whistleblowing Policy as soon as

possible. This includes notifications of another person’s wrongdoing, or suspected wrongdoing.

2. Any notification will be treated in confidence and there will be no adverse consequences to any employee who refuses to pay a bribe (even if such a refusal may result in the Company losing business) or makes such a notification.
3. If you let us know as soon as you are aware of any breach or potential breach, then we can take action to protect you and the Company.

## Document Information

### Document Control

Version	Date	Author	Comments
0.1	1st February 2022	Nick Howes	Initial Draft
0.2	7th February 2022	Nick Howes	Changes following HR Consulting review
x.x	31st January 2023	TBD	Annual Review

### Distribution List

Name	Role
Staff	All Staff employed by Digital Modus must-read.
Contractors	All people involved on behalf of a subcontractor contracting with Digital Modus must-read.
Suppliers	Shared with Suppliers as part of Digital Modus supplier onboarding.
Customers	Shared with all Customers on request.