

Anti-Corruption Policy Statement

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 and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and will implement and enforce effective systems to counter bribery.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if the Company is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. Because of the global nature of Northgate, a single act of bribery or corruption can lead to criminal charges and fines for individuals and the Company in multiple countries. We therefore take our legal responsibilities very seriously.

We will abide by the anti-corruption laws in every country in which we operate and in particular the Bribery Act 2010 that covers the Group's activities in every country where it operates and not just in the UK. The second most important legislation for the Company to be aware of is the Foreign Corrupt Practice (15 U.S.C. §§ 78dd-1, et seq). The FCPA makes it illegal for any person or a corporation established in United States or acting within the United States to influence, bribe or seek an advantage from a foreign official. (Federal and State Laws also prohibit bribery and corruption of any state, local or federal official.)

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:

- **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.
- **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.
- **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 a request for a visa or work permit. Because this offer is made to gain a business advantage for us, the offence of bribing a foreign public official has been committed as soon as the offer is made.

Gifts and hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties provided that such hospitality is given or received in accordance with the Company's Travel and Expenses Policy and Hospitality Policy and provided that the following requirements are met:

- 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;
- complies with local law;

- given in the Company's name, not in your name;
- does not include cash or a cash equivalent (such as gift certificates or vouchers);
- appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- takes into account the reason for the gift, of an appropriate type and value and given at an appropriate time; and
- given openly, not secretly.

In the United States, Federal, State and local government employees are subject to rules that may prohibit such employee from receiving any gifts or hospitality of value.

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 or US, but are common in some other jurisdictions in which we operate.

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.

Protection money

In some parts of the world 'protection' is offered. This is a form of extortion which may involve physical threats. We will not pay protection money and you must report any such requests immediately. We have an obligation to ensure the safety and wellbeing of our employees, partners and agents and in certain circumstances may cease business in that territory or country.

Political donations

We do permit contributions from the Company to political parties in certain circumstances upon prior approval of the Board but these are never made in an attempt to influence any decision or gain a business advantage and will always be publicly disclosed. Such political donations will be subject to the laws of the country or State in which such donations are made, and subject to any financial limits contained in those laws. Individuals that desire to make political contributions are free to do so, but such contribution must comply with Federal and State Laws, and must be made in the individual's, and not the company's, name.

Charitable donations

We do permit charitable donations but these must not be offered to gain a business advantage. In some jurisdictions we permit our employees to volunteer for participation in community days.

Actions you should take

- **Record keeping and reporting.** It is important that you keep records of any actions that could potentially be interpreted as bribery. This ensures that there is an appropriate paper trail to refer to in the event of prosecution. Likewise, report any actions to your manager and/or to the Anti-Corruption Compliance Team.
- **Responsibilities for enforcement.** Managers are responsible for ensuring their teams are fully informed of policy requirements. Managers are also responsible for

adopting and enforcing appropriate controls and taking the steps necessary to ensure compliance with this policy by all employees, distributors, and consultants.

How to raise a concern

If you have any doubt or concern about any situation relating to the policy, seek guidance from your manager before doing or omitting to do anything that could compromise your position within the Company.

If any manager should require further guidance on a specific case then this should be referred to a member of the Anti-Corruption Compliance Team.

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

It is important that you tell a member of the Anti-Corruption Compliance Team 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.