



Anti-Bribery and Corruption
Policy Statement



Anti-Bribery and Corruption Policy Statement

Table of Contents

<i>Preface</i>	3
1. <i>Introduction</i>	4
2. <i>What are bribery and corruption?</i>	4
3. <i>Who can be involved in bribery and in what circumstances?</i>	5
4. <i>The legal position on bribery</i>	5
5. <i>The TCT's position on bribery</i>	5
6. <i>Risks of not acting with integrity</i>	6
7. <i>Benefits of integrity</i>	6
8. <i>What are indicators of bribery and corruption?</i>	6
9. <i>Areas of specific risk</i>	7
10. <i>Local circumstances</i>	7
11. <i>Records</i>	8
12. <i>Monitoring</i>	8
13. <i>Your responsibility</i>	8
14. <i>What to do if you think something is wrong</i>	8
15. <i>Reporting and record keeping</i>	9
16. <i>Compliance with this policy</i>	9



Anti-Bribery and Corruption Policy Statement

Preface

Tilgent Capital Trust ("TCT") is committed to acting professionally, fairly and with the highest standards of integrity in all its business dealings and relationships.

We will not tolerate any form of bribery by, or of, our employees or any persons or companies acting on our behalf.

The TCT Board of Directors is committed to good governance and to implementing and enforcing effective systems throughout the organisation to prevent any improper or unethical conduct arising out of the TCT's business dealings.

Any instance of suspected illegal, corrupt or unethical behaviour will be rigorously investigated and dealt with firmly.

TCT agrees with the words of Kofi Annan, former UN Secretary General:

"Corruption... undermines democracy and the rule of law, leads to violations of human rights, distorts markets, erodes the quality of life and allows organised crime, terrorism and other threats to human security to flourish".

Further, TCT is committed to following the laws of the countries that TCT does business in and with, including their laws and policies regarding anti-bribery and corruption.

To demonstrate our commitment, we have made our anti-bribery and corruption policy available.

The Directors of Tilgent Capital Trust

Anti-Bribery and Corruption Policy Statement

1. Introduction

- 1.1. Bribery and corruption remain major issues in world trade, despite the many dedicated efforts to prevent them. Our legal obligations are primarily governed by the USA Foreign Corrupt Practices Act of 1977 (FCPA). This Act affects TCT, if bribery occurs anywhere in our business.
- 1.2. Corruption and bribery are very damaging to the societies in which they occur. They divert money and other resources from those who need them most and hinder economic and social development. They damage business, not least by increasing the cost of goods and services.
- 1.3. Tilgent Capital Trust ("TCT") runs its business with integrity and in an honest and ethical manner. All of us must work together to ensure that our business remains untainted by bribery or corruption. This policy is a crucial element of that effort. The Board of Directors of TCT collectively commit to implementing, monitoring and enforcing this policy. Overall responsibility for this policy lies with Curt Barnes, President and CEO.
- 1.4. This policy applies equally to all individuals engaged by the TCT. For the avoidance of doubt, this includes employees, directors, contractors, consultants, temporary and contract staff.
- 1.5. This policy sets out the steps all of us must take to prevent bribery and corruption within the TCT in order to comply with relevant legislation. It does not form part of any employee's contract of employment and the TCT may amend it at any time.

2. What are bribery and corruption?

- 2.1. A '**bribe**' is a financial or other advantage offered, promised, requested or given to induce a person to perform a relevant function or activity improperly, or to reward them for doing so. In this context, a 'financial or other advantage' is likely to include cash or cash equivalent, gifts, hospitality and entertainment, services, loans, preferential treatment in a tendering process, discounts etc. The timing of the bribe is irrelevant and payments made after the relevant event will still be caught, as will bribes that are given or received unknowingly. It is not necessary for the individual or organisation actually to receive any benefit as a result of the bribe.
- 2.2. '**Bribery**' includes offering, promising, giving, accepting or seeking a bribe.
- 2.3. '**Corruption**' is the misuse of office or power for private gain.
- 2.4. All forms of bribery and corruption are strictly prohibited.
- 2.5. This means that no person may:
 - 2.5.1. give, offer or receive any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received, or to reward any business received;
 - 2.5.2. 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;

Anti-Bribery and Corruption Policy Statement

- 2.5.3. give, offer or receive any payment (sometimes known as a 'facilitation payment') to a government official in any country to facilitate or speed up a routine or necessary procedure;
- 2.6. No person may 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.
- 2.7. If you are unsure whether a particular act constitutes bribery, then you should raise this query with Tony Baldry or in his absence, another Director of TCT.

3. Who can be involved in bribery and in what circumstances?

- 3.1. Bribery and corruption may be committed by:
 - 3.1.1. the TCT's employees, officers or directors;
 - 3.1.2. anyone they authorise to conduct business on their behalf;
 - 3.1.3. the TCT's representatives and other third parties who act on its behalf;
 - 3.1.4. the TCT's suppliers; and
 - 3.1.5. even the TCT's clients or business contacts (for example, a client might try to induce one of the TCT's employees to give that customer more favourable terms).
- 3.2. Bribery can occur in both the public and private sectors. The person receiving the bribe is usually in a position to influence the award or the progress of business. This often (though not exclusively) includes a government or other public official.

4. The legal position on bribery

- 4.1. Bribery and corruption are criminal offences in most countries where the TCT conducts business.
 - 4.1.1. to pay or offer to pay a bribe;
 - 4.1.2. to receive or agree to receive a bribe;
 - 4.1.3. to bribe a foreign public official; and/or
 - 4.1.4. for a commercial organisation, to fail to have adequate procedures in place to prevent bribery.
- 4.2. It does not matter whether the bribery occurs in any country. A corrupt act committed in any country may well result in a prosecution; it does not matter whether the act is done directly or indirectly.

5. The TCT's position on bribery

- 5.1. The TCT's position is simple: the TCT conducts its business to the highest legal and ethical standards. The TCT will not be party to corruption or bribery in any form. Such acts would damage the TCT's reputation and expose the TCT, and its employees and representatives,

Anti-Bribery and Corruption Policy Statement

to the risk of fines and imprisonment. The TCT takes a zero-tolerance approach to bribery and corruption by its employees and its third-party representatives.

- 5.2. Bribery may be more widespread in some countries, and business sectors, than others. In some cases, you may be told that unless the TCT pay bribes it will not win business or be able to complete contracts. That does not matter. If the TCT was to be involved in even one instance of bribery, it would have shown that it engages in such conduct. It does not.

6. Risks of not acting with integrity

- 6.1. Involvement in bribery or corruption carries many risks, such as:
- 6.2. if the TCT is found guilty of bribery—or even of failing to have adequate procedures in place to prevent bribery—it will be subject to large fines;
- 6.3. any person guilty of bribery will be liable to a substantial fine and/or imprisonment;
- 6.4. public exposure, or even an allegation, of bribery would entail severe reputational damage.

7. Benefits of integrity

- 7.1. Equally, there are very clear benefits to acting with propriety. These include:
 - 7.1.1. the TCT increases its chances of being engaged by prospective organisations in both the public and private sectors;
 - 7.1.2. the TCT remains in good standing with its banks and suppliers, and they will want to keep doing business with the TCT; and
 - 7.1.3. a business with high ethical standards is a good place to work. It promotes clear communication and lets the TCT act with confidence.

8. What are indicators of bribery and corruption?

- 8.1. Common indicators of bribery and corruption include those listed below but there may well be others. Examples include:
 - 8.1.1. Payments are for abnormal amounts or purposes (eg 'commission'), or made in an unusual way (eg what would normally be a single payment is made in stages, through a bank account never previously used, and/or in a currency or via a country which has no connection with the transaction);
 - 8.1.2. Process is bypassed for approval or sign-off of terms or submission of tender documents, payments, or other commercial matters;
 - 8.1.3. Individuals are secretive about certain matters or relationships and/or insist on dealing with particular customers or contacts personally; they may make trips at short notice without explanation, or have a more lavish lifestyle than expected;
 - 8.1.4. Decisions are taken for which there is no clear rationale; and/or
 - 8.1.5. Records are incomplete or missing.

Anti-Bribery and Corruption Policy Statement

9. Areas of specific risk

9.1. Certain areas of business are often at higher risk than others. These include:

- 9.1.1. **Gifts and hospitality:** These are covered separately in the TCT's Gifts and Hospitality Policy. You are required to familiarise yourself with this policy.
- 9.1.2. **Facilitation payments:** These are also sometimes known as 'grease' payments. Usually they are small amounts paid to officials to provide goods or services to which the TCT is entitled, eg speeding up the grant of a licence or permit, or delivering goods which the TCT has ordered and paid for. In some cases they may be larger, eg a significant amount is demanded to complete a project. Facilitation payments are common in many countries, particularly those where public officials are poorly paid. You may be told that this is normal practice and that the TCT will be disadvantaged unless we do the same. Notwithstanding this, such payments are illegal under the USA Foreign Corrupt Practices Act of 1977 (FCPA) and in many other countries where the TCT does business. Whatever their size, the TCT does not offer or pay them. If you are faced with a request, or a demand, for such a payment, please contact the Board of Directors immediately.
- 9.1.3. **Third parties:** The TCT uses external parties to help it achieve its business objectives. Whilst that use is important, and in some cases essential, it can involve significant risks. It is essential that when entering in to a relationship with third parties, this relationship is entered in to transparently and that the third party has adequate anti-bribery and corruption policies in place, which must be evidenced prior to entering in to such a relationship.
- 9.1.4. **Political contributions:** You should be aware that such contributions can be (or be seen as) bribes in disguise. The TCT does not plan to make donations to political parties. In the event such a donation is made, this can only be done by resolution of the Board of Directors and recorded in the minutes as such. No individual is to make a donation stated to be, or which could be taken to be, on the TCT's behalf without the prior approval of the Board. You may, of course, make political donations in a personal capacity but please be sensitive to how such contributions could be perceived, especially by those who are aware of your connection with the TCT.
- 9.1.5. **Charitable donations:** Bribes can be disguised as charitable donations. For that reason, donations are approved by resolution of the TCT Board of Directors and recorded. Whilst individuals may of course make personal donations to charity, they should not do so on behalf of the TCT without prior approval from the Board.

10. Local circumstances

- 10.1. The TCT understands that different parts of the world have different social and cultural customs. This does not affect the TCT's stance that it does not pay or accept bribes or act corruptly: it does not and will not. However, subject to that position, the TCT understands the need to be sensitive to local customs. For example, there are cultures in which refusing (or even failing to offer) a gift is considered impolite, and could alienate a key

Anti-Bribery and Corruption Policy Statement

contact. In such cases, please refer to the Board of Directors for approval to take appropriate and legal action.

11. Records

- 11.1. It is essential that the TCT keeps full and accurate records of all its financial dealings. Transparency is vital; false or misleading records could be very damaging to the TCT. Under money laundering regulations the TCT's lawyers and accountants are obliged to report anything which appears to be irregular.
- 11.2. All staff must therefore declare and properly record (in writing) all hospitality and gifts given or received in accordance with the TCT's Gifts and Hospitality Policy.
- 11.3. All accounts, invoices, credit notes, purchase orders and other records relating to dealing with third parties (including suppliers and customers) must be properly prepared in accordance with the TCT's prevailing practices and requirements and with accuracy and completeness. No account may be kept 'off book'.

12. Monitoring

- 12.1. Everyone in the TCT must observe the requirements of this policy. The Board of Directors will monitor the policy regularly to make sure it is being adhered to.

13. Your responsibility

- 13.1. Everyone in the TCT is responsible:
 - 13.1.1. for reading and being aware of the contents of this policy and complying with it;
 - 13.1.2. for reading and being aware of the contents of the TCT's Gifts and Hospitality Policy and complying with it;
 - 13.1.3. for keeping full and accurate records of all cases where bribery is suspected; and
 - 13.1.4. for reporting cases where the individual knows, or has a reasonable suspicion, that bribery has occurred or is likely to occur in the TCT

14. What to do if you think something is wrong

- 14.1. Everyone has a responsibility to speak out if they discover anything corrupt or otherwise improper occurring in relation to the business. If you are offered a bribe, or are asked to make one, or if you discover or suspect that any bribery or corruption has occurred or may occur, whether:
 - 14.1.1. by another member of staff;
 - 14.1.2. by a third party who represents the TCT;
 - 14.1.3. by one of the TCT's suppliers or competitors; or by anyone else—perhaps even a customer seeking to get better terms from the TCT.

Anti-Bribery and Corruption Policy Statement

14.1.4. you must report it to the Board of Directors as soon as possible and at the latest within two working days of the incident.

15. Reporting and record keeping

15.1. A report made in accordance with paragraph 14 shall be kept by the TCT for six years.

15.2. A central register of gifts and hospitality offered and received shall be kept centrally by the TCT and reviewed annually.

15.3. Upon the giving or receipt of gifts or hospitality to third parties, everyone must follow the appropriate reporting procedure as described in the TCT's Gifts and Hospitality Policy.

16. Compliance with this policy

16.1. The TCT takes this policy very seriously. The TCT's reputation comes from the way we act. Anyone who pays bribes on the TCT's behalf or otherwise breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Any non-employee who breaches this policy is liable to have their contract terminated with immediate effect. Equally, the TCT will not penalise someone who loses business through not paying a bribe.

16.2. If you are in doubt about anything in this policy, do not hesitate to contact the Board of Directors.