

ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT

Optilan group (referred to as “we”, “us”, or “our” or the “Company” as the context requires) is committed to conducting business transparently, honestly, fairly, ethically and with integrity. Therefore, it is essential that we comply with all applicable anti-bribery and anti-corruption laws. Optilan Group for the purpose of this policy covers all business units operating under the Group umbrella.

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 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.

PURPOSE OF THE POLICY

To set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption. To 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.

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, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials,

WHO IS COVERED BY THE POLICY

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as “workers” in this policy).

WHO IS RESPONSIBLE FOR THE POLICY?

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

WHAT IS BRIBERY

Bribery is the most common form of corruption and can be broadly defined as the offering, promising, giving, accepting or soliciting of any commercial, contractual, regulatory or personal advantage as an inducement for an action which is illegal or a breach of trust.

Although many people think of bribery as involving giving someone cash, it can take many other forms including non-cash gifts, lavish entertainment or hospitality or even simply doing someone a favour.

It is important to understand that in most cases it will be irrelevant whether the bribe was accepted or not, merely offering the bribe will usually be sufficient for an offence to be committed.

Bribery can be direct (eg you give a bribe to someone) or indirect (eg you get someone else to give a bribe to another person).

GIFTS AND HOSPITALITY

This policy does not prohibit normal and appropriate hospitality (given and received) to or from our current or potential partners, agents or other third parties. However, there are some general rules that you should always have regard to:

- never accept, give or offer anything that is not proportionate and reasonable in the circumstances. The more lavish the entertainment or the higher the expenditure, the greater the inference that it is intended to influence the recipient;
- always ask yourself whether what you are proposing to do is necessary;
- never accept anything if you think that the other person is trying to get you to do something improper;
- if you are giving or offering something to someone else, never give the recipient the impression that they are under an obligation to confer any business advantage or that the recipient's independence will be affected;
- never give or offer anything of value to a public official without first speaking to a Director;
- the fact that something is normal for the sector is not of itself evidence that it is not a bribe or intended to be a bribe; and
- local custom and practice is no defence to a charge of bribery. 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.

DONATIONS

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

FACILITATION PAYMENTS AND KICKBACKS

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 in which we operate.

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

We do not make, and will not accept, facilitation payments or “kickbacks” of any kind. 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 your Manager.

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 that 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 that might lead to a breach of this policy.

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 ensure all expenses claims relating to hospitality, gifts or expenses incurred to 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 customers, 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.

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 that might lead to, or suggest, a breach of this policy.

You must notify your manager, ~~or your Branch 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 an agent or a contractor or potential business partner 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.

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.

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TRAINING AND COMMUNICATION

Training on this policy forms part of the induction process for all new workers. All existing workers will receive 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.

MONITORING AND REVIEW

The Company 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 as part of the HR function audit regime 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.

This policy may be amended at any time.

