

Agile on the Beach Ltd. (AOTB, we, us, the Company) Anti-Bribery Policy

Introduction

The Company is committed to the highest standards of ethical conduct and integrity in our business activities. This policy outlines our position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. We will not tolerate any form of bribery by, or of, our employees, agents or consultants or any person or body acting on our behalf. We are committed to implementing effective measures to prevent, monitor and eliminate bribery.

Where new markets or large new customers are being sought we will undertake a risk assessment and management appraisal prior to conducting any business.

Scope of this policy

This policy applies to all our employees and officers, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, us ("associated persons"). Every employee and associated person acting for, or on behalf of, us 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 our reputation and standing.

We may also face criminal liability for unlawful actions taken by our employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that we may issue from time to time.

The Bribery Act 2010 is in force from 1 July 2011. This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of employees and associated persons acting for, or on behalf of, the Company; and
- the consequences of any breaches of this policy.

Bribery Act 2010

We are committed to complying with the Bribery Act 2010 in our business activities. Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; or
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

- an employee or associated person acting for, or on behalf of, us offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, us offers, promises or gives a bribe to a third party with the intention of influencing that party in the performance of his/her duties; and
- we do not have the defence that it has adequate procedures in place to prevent bribery by our employees or associated persons.

All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

What is prohibited?

We prohibit 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 company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, 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 company 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 us 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.

Records

You are required to take particular care to ensure that all company records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

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

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

Facilitation payments

Principle

The Company prohibits its employees or associated persons from making or accepting any facilitation payments. Such payments made may be sought by individuals to carry out or speed 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 us 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, you 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 Executive Director.

If the public official provides written details, the Executive Director 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, we will authorise you to make the payment.

Where the Executive Director considers that the request is for a facilitation payment, you will be instructed to refuse to make the payment and notify the individual that you or associated person is required to report the matter to the us and the UK embassy.

We will seek your assistance in our investigation and may determine that the matter should be referred to the prosecution authorities.

If you have any other concerns about the nature of a request for payment, you should report it to the Executive Director using the reporting procedure set out in this policy and in accordance with our whistle-blowing policy.

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 our image and reputation; or
- to present our services and products effectively;

Provided that it is:

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

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

Procedure

You should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to your Line Manager.

You 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.

We will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship. We will not approve business entertainment where we consider 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 clients, public officials, suppliers or other business contacts should be reported immediately to the Executive Director. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and you 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 you.

If you wish to provide gifts to suppliers, clients or other business contacts, prior written approval from the Executive Director is required, together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in limited circumstances.

You must supply records and receipts, in accordance with our expenses policy.

Charitable and political donations

The Company considers that charitable giving can form part of its wider commitment and responsibility to the community. We may choose to support a number of charities that are selected in accordance with objective criteria, following a risk assessment. We may also support fundraising events involving employees. You are not permitted to make any charitable and political donations to organisations on our behalf without the written authorisation of the Executive Director.

What practices are permitted?

This policy does not prohibit:

- normal and appropriate hospitality and entertainment with clients; 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.

Reporting suspected bribery

Principle

We depend on you to ensure that the highest standards of ethical conduct are maintained in all our business dealings. You are requested to assist us and to remain vigilant in preventing, detecting and reporting bribery.

You are encouraged to report any concerns that they may have to the Executive Director 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 clients or government officials.

Procedure

Where you suspect any incidents of bribery, please submit written details to the Executive Director. Any such reports will be thoroughly and promptly investigated by in the strictest confidence. You will be required to assist in any investigation into possible or suspected bribery.

You will also be required to comply with our whistle-blowing policy.

Employees or associated persons who report instances of bribery in good faith will be supported by us and we will not subject you to detrimental treatment as a consequence of your report. Any instances of detrimental treatment by a fellow employee because you have 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, you should not agree to remain silent. You should report the matter to the Executive Director.

Action by the Company

We 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. We will invoke our disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. We may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of us, who are found to have breached this policy.

We 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. We will provide all necessary assistance to the relevant authorities in any subsequent prosecution.