

James Fisher and Sons plc

ANTI- BRIBERY AND CORRUPTION POLICY

CONTENTS

CLAUSE

1.	Policy statement.....	1
2.	Who is covered by the policy?	1
3.	What is bribery?	1
4.	Gifts and hospitality – what can you do?.....	2
5.	Gifts and hospitality - what is not acceptable?	3
6.	Facilitation payments and kickbacks	4
7.	Donations.....	5
8.	Your responsibilities	5
9.	Record-keeping.....	5
10.	How to raise a concern	6
11.	What to do if you are a victim of bribery or corruption.....	6
12.	Protection.....	6
13.	Awareness training and communication.....	7
14.	Who is responsible for the policy?	7
15.	Monitoring and review	7

SCHEDULE

SCHEDULE	A. POTENTIAL RISK SCENARIOS: "RED FLAGS"	9
SCHEDULE	B. HIGHER RISK TRAVEL LOCATIONS.....	12

1. POLICY STATEMENT

- 1.1 It is our policy to conduct all of our business to the highest standards and in a wholly ethical manner, free from any form of bribery or corruption.
- 1.2 We will comply with all applicable 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.
- 1.3 The purpose of this policy is to:
- (a) set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
 - (b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 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.
- 1.5 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, politicians and political parties.

2. WHO IS COVERED BY THE POLICY?

This policy applies to all individuals working within the James Fisher Group of Companies 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).

3. 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 clearing our goods through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

4. GIFTS AND HOSPITALITY – WHAT CAN YOU DO?

- 4.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties, and should be read in conjunction with the Group's Code of Ethics Policy.
- 4.2 The giving or receipt of gifts is not prohibited, if the following requirements are met:
- (a) it is 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;
 - (b) it complies with local law;
 - (c) it is given in our name, not in your name;

- (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- (f) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (g) it is given openly, not secretly;
- (h) gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of your manager; and
- (i) you comply with the Group's Code of Ethics Policy.

4.3 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.

5. GIFTS AND HOSPITALITY - WHAT IS NOT ACCEPTABLE?

5.1 It is not acceptable for you (or someone on your behalf) to:

- (a) 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;
- (b) 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;
- (c) 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;
- (d) 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;
- (e) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (f) engage in any activity that might lead to a breach of this policy.

5.2 The Compliance Manager for each business is responsible for ensuring that those workers processing expenses claims have been provided with a copy of this policy, and have received training on the kind of red flags to identify in expenses claims that may indicate inappropriate gifts or hospitality.

6. FACILITATION PAYMENTS AND KICKBACKS

6.1 Facilitation payments and kickbacks are not acceptable and must not be made or accepted. 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.

6.2 Making a payment or a gift to an official to encourage or induce them to act more swiftly may appear to be an acceptable practice, or customary in some parts of the world. However, such payments or gifts, often known as 'facilitation payments', are illegal in many countries. Common circumstances in which facilitation payments are requested are:

- when obtaining permits, licences or other official documents to qualify a person to do business in a foreign country;
- when processing government papers such as visas or work orders;
- to provide security services for company people or assets; and
- to provide access to utilities such as water or power.

The company does not condone the making of facilitation payments.

If, however, you are faced with a situation in which a payment is demanded by an official and the demand is accompanied by a threat to your personal safety, you may pay. However, you must report this to your local senior manager as soon as possible, who must in turn notify the Compliance Manager responsible for your business (usually the finance director of the business unit). Any such facilitation payments must be appropriately and accurately recorded.

6.3 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 the Compliance Manager.

6.4 The Compliance Manager for each business is responsible for:

- (a) ensuring that all workers travelling to any locations perceived to have a higher risk of bribery and facilitation payments have:
 - (i) received a copy of this policy; and
 - (ii) undertaken the e-learning bribery course available via the Group Learning & Development e-learning tool.

- (b) maintaining an up to date record of the names of those workers, the acknowledgement of the policy and their bribery training.
- (c) assessing and identifying which locations are perceived to have a higher risk of bribery and facilitation payments for the purposes of this policy. For guidance purposes only, Schedule B sets out a list of top 100 countries considered by Transparency International to carry a higher risk of bribery and facilitation payments in their most recent list. This is updated on an annual basis.

7. DONATIONS

Generally, we do not make contributions to political parties but if we do they will never be made in an attempt to influence any decision or gain a business advantage and will be disclosed in our Annual Report. Generally we do not make charitable donations but if we do any such donations will be legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Board.

8. YOUR RESPONSIBILITIES

- 8.1 You must ensure that you read, understand and comply with this policy.
- 8.2 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.
- 8.3 You must notify your 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 a client or potential client 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. Further "red flags" that may indicate bribery or corruption are set out in Schedule A.
- 8.4 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.

9. RECORD-KEEPING

- 9.1 Managers are responsible for ensuring that they keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
-

- 9.2 You must declare and keep a written record of all hospitality with value over £500 or gifts accepted or offered, which will be subject to managerial review.
- 9.3 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.
- 9.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, 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.

10. HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your line manager. Concerns may also be reported by following the procedure set out in our Whistle Blowing Policy. A copy of our Whistle Blowing Policy can be obtained from your line manager, Group HR or the Compliance Manager.

11. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell your line manager 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. Managers must report any such matters to the Compliance Manager immediately.

12. PROTECTION

- 12.1 Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 12.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other

unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Compliance Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Policy and Procedure, which can be found in the Group HR Manual. The Manual is available on line or from the Group Head of HR.

13. AWARENESS TRAINING AND COMMUNICATION

Managers are expected to ensure that:

- 13.1 Awareness Training on this policy forms part of the induction process for all new workers.
- 13.2 Staff receive an appropriate level of training on this policy.
- 13.3 Our zero-tolerance approach to bribery and corruption is communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

14. WHO IS RESPONSIBLE FOR THE POLICY?

- 14.1 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.
- 14.2 The Group Compliance Manager has primary responsibility for implementing this policy, and for monitoring its use and effectiveness and for reporting any issues raised to the Chairman and to the Board. Each Trading Company will appoint its own Compliance Manager who must be a director of the Company concerned. Local Compliance Managers have primary and day to day responsibility within their respective businesses for implementing its policy, monitoring its use and effectiveness, undertaking risk assessments, maintaining all required records and identifying and reporting any incidents which may contravene the Group Statement or Policy to their local Board and to the Group Compliance Manager. Managers at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and, where appropriate, are given training on it.

15. MONITORING AND REVIEW

- 15.1 Trading company Managing Directors will monitor the implementation and effectiveness of this Policy in their respective businesses. The Group

Compliance Manager will monitor the overall 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 risk management and control systems will be subject to audit to provide assurance that they are effective in countering bribery and corruption.

- 15.2 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 15.3 Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Group or Local Compliance Manager.
- 15.4 This policy does not form part of any employee's contract of employment and it may be amended at any time.

Schedule A. Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly using the procedure set out in the Whistle Blowing policy:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;

- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party.

Schedule B. Perceived Higher Risk Travel Locations

The list below is provided for guidance only, and is updated on an annual basis. Compliance officers should assess themselves whether a business location should be considered “high risk”.

Americas	Africa	Central Asia	Asia Pacific	Europe
Bolivia	Algeria	Afghanistan	Cambodia	Moldova
Dominican Republic	Angola	Armenia	Korea (North)	
Ecuador	Burundi	Azerbaijan	Laos	
Guatemala	Cameroon	Bangladesh	Myanmar	
Haiti	Central African Republic	Iran	Papua New Guinea	
Honduras	Chad	Iraq	Philippines	
Mexico	Comoros	Kazakhstan	Thailand	
Nicaragua	Côte d'Ivoire	Kyrgyzstan	Timor-Leste	
Paraguay	Djibouti	Lebanon	Vietnam	
Peru	Egypt	Nepal		
Trinidad and Tobago	Eritrea	Pakistan		
Venezuela	Ethiopia	Russia		
	Gabon	Syria		
	Gambia	Tajikistan		
	Guinea	Turkmenistan		
	Guinea-Bissau	Ukraine		
	Guyana	Uzbekistan		
	Kenya	Yemen		
	Libya			
	Madagascar			
	Malawi			
	Mali			
	Mauritania			
	Mozambique			
	Niger			
	Nigeria			
	Republic of Congo			
	Sierra Leone			
	Somalia			
	South Sudan			
	Sudan			
	Tanzania			
	The Democratic Republic of Congo			
	Togo			
	Uganda			
	Zimbabwe			