

ANTI-BRIBERY POLICY

Last Updated: Jan 2019

Message from the CEO

At John Hogg we are committed to running our business both legally and ethically. Our Code of Conduct outlines the behaviours that John Hogg upholds as a company, to ensure that the highest standards of honesty and integrity are maintained. We are proud of the way we do business and want to ensure that integrity underpins everything we do.

We specifically do not tolerate, permit, or engage in bribery, corruption, improper payments, or unethical practices of any kind in our business dealings, anywhere in the world.

We have introduced this policy to reinforce our stance on bribery and corruption and to give clear guidance to our employees and business partners in order that they may do the right thing when they are carrying out our business.

William Webb, CEO

1. About this policy

This policy sets out what we all must do to help prevent all forms of bribery and corruption.

Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.

Bribery includes offering, promising, giving, accepting or seeking a bribe.

All forms of bribery and corruption are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your manager or a Director.

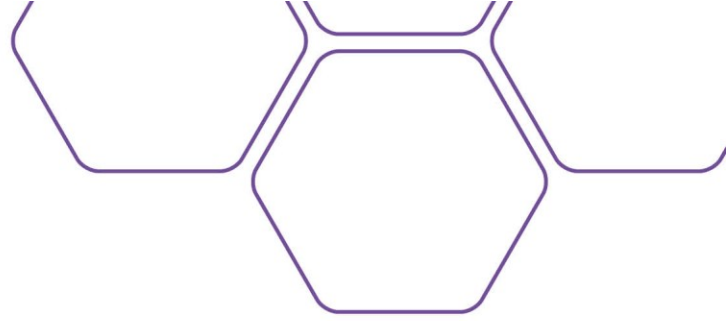
2. Who must comply with this policy

This policy is mandatory for all of our employees and acts as a clear guide to all the agents, distributors, suppliers, contractors, consultants and others working with us or on our behalf anywhere in the world, collectively referred to in this policy as “business partners”.

It is important that you take time to familiarise yourself with this policy and comply with its provisions.

The prevention, detection and reporting of bribery in any form is the responsibility of all John Hogg employees.

The channels for reporting any suspicion of bribery are detailed later in this policy.



We take a zero-tolerance approach to bribery and corruption and any failure to comply with this policy will be treated seriously and will result in disciplinary action and/or the termination of your contract with us.

3. How do you comply

You must read and abide by the terms of this policy together with our Code of Conduct. Training will also be provided for all employees where this subject is relevant to their role in the company.

4. What happens if you don't comply

For employees:

Bribery and corruption, in whatever form is unacceptable and we will take disciplinary action against anyone who fails to comply with this policy up to and including dismissal. Failure to comply with the policy may also leave you open to a criminal prosecution. An offence under the Bribery Act 2010 can result in a fine and/or up to a maximum of 10 years imprisonment.

For John Hogg:

A breach of this policy by an employee or business partner could result in criminal liability for the Company under the Bribery Act 2010. An offence under the Act can result in the business being fined, which would lead to negative publicity and reputational damage as well as impacting the Company financially.

5. What you cannot do

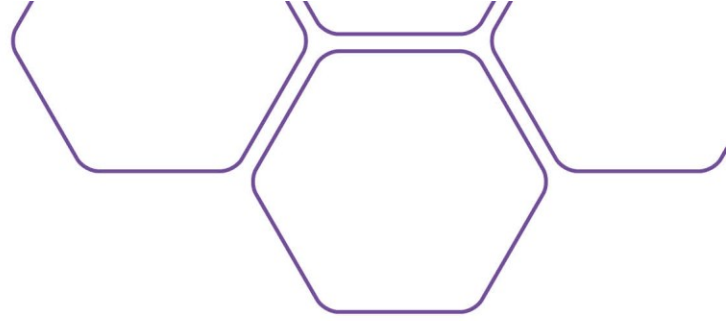
Prohibited behaviour

The following conduct is absolutely prohibited under this policy:

- Giving or offering any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received in return, or to reward any business received.
- Accepting 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.
- Making or offering unofficial payments to government officials in any country for any reason, including to facilitate or speed up a routine procedure.
- Making improper or undisclosed payments to any third party to be a 'fixer' to open doors or make connections for us.
- Appointing any third party to act on the Company's behalf where you know or have reason to believe they have engaged or are likely to engage in corrupt or unlawful conduct including any breach of the Bribery Act 2010 or the equivalent laws of another country.
- Threatening or retaliating against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

Facilitation payments and kickbacks

We do not make and will not accept facilitation payment or kickbacks of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government official. Kickbacks are typically payments made in return for a business favour or advantage.



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 and ensure that you obtain a receipt that details the reason for the payment.

6. Gifts and hospitality

This policy does not prohibit the giving and receiving of gifts or hospitality, subject to the following key points:

- Any gifts or hospitality received or given should be recorded on the Gift & Hospitality Register stored on the information drive.
- Gifts or hospitality are not unduly lavish or extravagant and are given or accepted for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing our products and services.
- Gifts or hospitality are given and received in the Company's and not the employee's name.
- The total value of the gift does not exceed £30.
- The gift does not include cash, gift vouchers or vouchers.
- Hospitality in the form of reasonable refreshments, working lunches (where the intention is to continue working) are allowed. Hospitality which goes further, such as formal dinners, can be accepted but should be recorded on the Register.
- Any gift or hospitality to or from government officials or political parties is approved in advance by a Director.

Where gifts are accepted we encourage employees to submit them to the Company Christmas Raffle or share within the department. Where this is not possible and the gift is consumed by the employee then it should be marked as such on the Register.

Gifts or hospitality received as a reward, inducement or encouragement for preferential treatment are strictly prohibited and all John Hogg employees' actions must be able to withstand scrutiny and not cause embarrassment to the Company, the individual or any third party. If the employee is in any doubt they should contact their Line Manager before accepting the gift or hospitality.

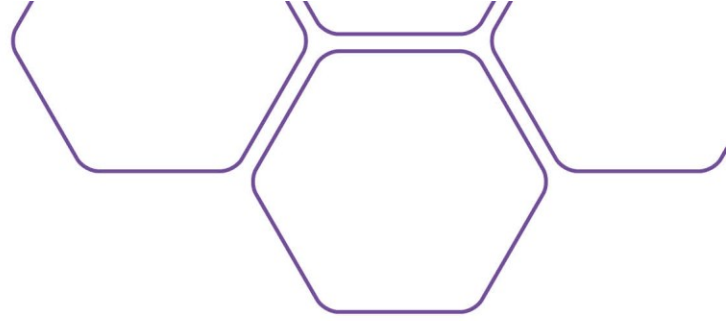
7. Political and charitable donations

We do not make contributions to political parties and we only make charitable donations that are legal and ethical under local laws and practices and which have been approved in advance by the CEO.

8. Speaking up

Any employee who is concerned about any form of improper action or malpractice must raise their concerns as soon as possible with their line manager.

There will be no retaliation from any concern raised in good faith – we believe that it is essential that all employees feel able to raise genuine matters of concern. In the event



that they feel they are unable to resolve issues raised with their manager, then the individual is encouraged to discuss the matter in strictest confidence with either one of the Directors or the Company Secretary.

A list of potential areas of concern - 'red flags' is contained in the appendix to this policy, these are provided by way of example and this is not an exhaustive list.

9. Policy compliance, monitoring and review

The Board has overall responsibility for ensuring that the Company maintains adequate procedures to prevent bribery and will monitor and review the effectiveness of this policy on an ongoing basis.

This policy does not form part of the employee's Contract of Employment and can be amended at any time.

10. Further information

Further information on the Anti-Bribery Act can be found by following the links below:

<https://www.gov.uk/anti-bribery-policy>

<https://www.legislation.gov.uk/ukpga/2010/23/contents>

<https://www.justice.gov.uk/>

<https://www.businesslink.gov.uk><https://www.bis.gov.uk/>

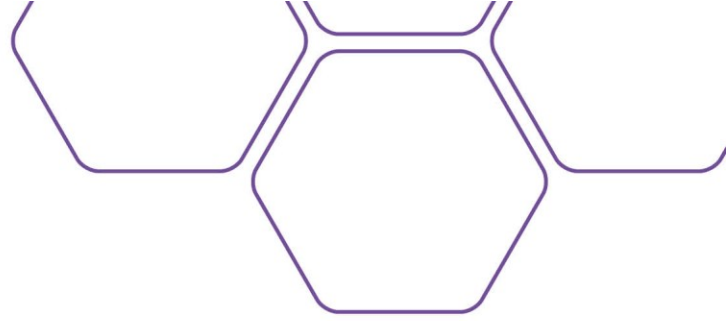
APPENDIX 1

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 to your Manager:

1. you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
2. 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;
3. 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;
4. 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;
5. a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;



6. a third party requests an unexpected additional fee or commission to “facilitate” a service;
7. a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provisions of services;
8. a third party requests that a payment is made to “overlook” potential legal violations;
9. a third party requests that you provide employment or some other advantage to a friend or relative, such as an internship or holiday job;
10. you receive an invoice from a third party that appears to be non-standard or customised;
11. a third party insists on the use of side letters or refuses to put terms agreed in writing;
12. you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
13. a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or know to us;
14. you are offered an unusually generous gift or offered lavish hospitality by a third party. Consider if the gift/hospitality is disproportional to anything that is request in return.