



Anti-Bribery Policy

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1. Purpose

This policy is intended to ensure that Visive Group Ltd (Visive) and all its employees and selling agents/distributors (service providers) comply with the Bribery Act 2010, the Prevention of Corruption Acts 1889-1916 and the Anti-Terrorism Crime and Security Act 2001.

2. Scope

This policy applies to all Visive employees. Any queries on the application or interpretation of this policy must be discussed with any Visive director prior to any action being taken.

All employees are required to adhere strictly to the terms and conditions of this policy.

3. Introduction

Individuals face up to 10 years imprisonment and/or an unlimited fine if they engage in bribery and Visive commits a criminal offence if it does not take steps to prevent bribery by our employees and service providers.

The Visive Anti-Bribery Policy applies to all Visive businesses, all Visive Directors, officers and other employees (referred to collectively in this Procedure as "Employees").

We will endeavour to ensure that people and businesses who perform services for us, for example, agents, contractors, consultants and advisers (referred to in this Procedure as "service providers" – see paragraph 6 on page 2) when acting on behalf of Visive, and all companies or entities with whom we enter into a joint venture, consortium or similar relationship with (referred to as "Joint Venture Partners" – see paragraph 9 on page 5) when conducting business in partnership with Visive comply with our Anti-Bribery principles.

4. What is bribery and corruption?

“Bribery” is defined as:

“The offer, promise, giving, requesting or acceptance of a thing of value as an inducement for doing something improper in carrying out work or performing a public function.”

“Corruption” is defined as:

“The misuse of public office or a business position for private gain.”

Acts of bribery or corruption are designed to influence an individual in the performance of their duties and to act in a way contrary to how their employer, their organisation or the public would expect them to act.

The person being bribed is generally someone who will be able to obtain, retain or direct business; or who can help Visive with an administrative or legal process. This may involve securing contracts, machinery or land; or the handling of legal or administrative tasks such as payments, licenses, planning, customs or taxes.

5. What is a bribe?

A bribe is anything of value which is given to get someone to do something wrong. Bribes usually take the form of improper payments or personal “commissions”. They can, however, take on many different shapes and forms, such as gifts, loans, holidays, reimbursement of travel and other expenses, secret rebates, charitable or political donations, job offers, scholarships, and excessive hospitality.

6. Why are the policy and procedure important?

Bribery is a criminal offence, and the penalties can be severe.

The UK has the toughest anti-bribery laws of any country in the world. The UK anti-bribery laws apply to British companies, citizens, foreign people and businesses if they do any business in or out-with the UK. As a result, a British citizen or company could be found guilty of bribery or corruption even if the bribe took place outside the UK and/or had no connection with the UK.

Individuals risk up to 10 years imprisonment and/or an unlimited fine if they breach the UK’s bribery laws. Visive may commit an offence and risks having to pay significant fines if it does not have in place adequate procedures to prevent bribery by employees and service providers.

Visive wish to guard against deliberate and accidental breaches of bribery laws.

7. What is expected of you?

All employees must read and observe the requirements of the Visive Anti-Bribery Policy and this Procedure. All employees must also act with honesty and integrity and comply with all applicable laws, whether or not specifically covered by the Visive Anti-Bribery Policy and this Procedure or any other Visive policy.

The Directors of Visive are together responsible for the day-to-day oversight of the Visive Anti-Bribery Policy and this Procedure.

Managers should work to create an environment that encourages compliance with the Visive Anti-Bribery Policy and this Procedure. Supervision of responsible business practices is as important as supervision of performance. You should encourage those you manage to report any concerns and to ask any questions they have regarding bribery or corruption issues.

Service providers and Joint Venture Partners must act with honesty and integrity and comply with all applicable laws, whether or not specifically covered by the Visive Anti-Bribery Policy and this Procedure or any other Visive policy.

This Procedure cannot address every conceivable situation. In many circumstances, the law or the Visive Anti-Bribery Policy and Procedure will clearly dictate what you should do, but on other occasions the situation will require you to exercise judgement. If you are in any doubt about a particular situation you should speak to any of the Visive Directors.

8. Service providers

- Service providers are people and businesses who perform services for us, for example, agents, distributors, contractors, consultants and advisers;
- Visive could be criminally liable if a service provider engages in bribery;
- Service providers must be carefully selected, subject to a written contract and monitored;
- We do not, and our service providers should not, pay consultancy fees to public officials and we do not pay employees/contractors of private sector businesses or public bodies to whom we are tendering or with whom we are seeking to do business;
- All service providers should be made aware of the Visive Anti-Bribery Policy and this Procedure and asked to comply with them.

8.1 Selection and Verification of service providers

All fees and commissions paid to service providers who act for or on behalf of Visive must be legal, proportionate and objectively justified.

Visive adopts a “risk based” approach to the selection and verification of service providers. Please refer to any of the Visive Directors for further assistance.

8.2 Contractual Controls for service providers

A written contract must be agreed in advance of the commencement of the services which specifies the nature of the services to be provided and the basis for payment for those services and address anti-bribery.

8.3 Monitoring of service providers

A receipt or invoice should be provided by the service provider, which should set out in reasonable detail the goods, services or expenses for which payment is requested. All receipts and invoices should be scrutinised by the employee who receives the receipt or invoice and by the person who approves the payment.

Staff should look out for bribery “red flags”. Please refer to any of the Visive Directors for further assistance. Service providers should be subject to a regular anti-bribery compliance reviews.

The review will include monitoring continued compliance with the Visive Anti-Bribery Policy and this Procedure; and ensuring that appropriate contractual safeguards are incorporated in all contractual arrangements with service providers and that such contractual provisions are strictly adhered to.

Visive will carry out anti-bribery audits on a periodic basis. Should any audit identify non-compliance with the Visive Anti-Bribery Policy and this Procedure, then Visive may take the appropriate disciplinary action against the relevant employees.

9. Joint venture partners

- Joint Venture Partners are all companies or entities with whom we enter into a joint venture, consortium or similar relationship;
- Visive could be criminally liable if a Joint Venture Partner engages in bribery;
- Joint Venture Partners must be carefully selected, subject to contractual controls and monitored;
- We do not, and our Joint Venture Partners should not, pay consultancy fees to public officials and we do not pay employees/contractors of private sector businesses or public bodies to whom we are tendering or who we are seeking to do business with;
- All Joint Venture Partners should be made aware of the Visive Anti-Bribery Policy and this Procedure and asked to confirm in writing that they will comply with them.

It is important that we only work with Joint Venture Partners who we are confident will not engage in bribery.

Before entering into a Joint Venture, due diligence must be conducted on any prospective partner. You should contact any of the Visive Directors for assistance with what form of risk assessment to use and the level of due diligence to conduct.

Any agreement entered into with a Joint Venture Partner must address anti-corruption. You should contact any of the Visive Directors for help with appropriate wording to use/drawing up the contract.

10. Gifts and hospitality

Gifts and hospitality given or received by employees and service providers must:

- be within the bounds of recognised business practice;
- not be intended to influence improperly a business relationship or transaction;
and
- not be in cash.

We need to be careful with the gifts and hospitality given by employees and service providers in connection with Visive's business, whether to people in the public or private sector. It is crucially important that any suggestion of impropriety is avoided.

In the public sector, for example, any money, gift or other consideration paid, given or received by a public-sector employee in connection with the award of a Government contract is deemed to be corrupt as an inducement or reward, unless the contrary is proven. As a result, it is critical to avoid even the suggestion or appearance of impropriety in dealing with any public body or official (or any other person).

10.1 Gifts

Employees and service providers are generally not permitted to accept gifts in connection with Visive's business. If, under extraordinary circumstances, it is not practical or would cause embarrassment to refuse to accept a gift, the gift may be accepted, but must be reported and delivered to any of Visive's director for a raffle at Christmas, the proceeds of which will go to Visive's nominated charities.

Gifts may be given by employees or service providers as a token of goodwill, a courtesy, or to promote Visive's brand. Such gifts should generally bear Visive's logo or trademark and should be nominal in value. Cash gifts are not acceptable.

It is extremely important that a gift or payment must not be given to influence any business decision or act or decision of a government or public official in his or her official capacity. Therefore, these must be reasonable depending on the circumstances, the context of the relationship and the work undertaken.

10.2 Hospitality

Hospitality may be defined as anything beyond the offer of non-alcoholic drinks and light refreshment. Hospitality given by employees or service providers in connection with Visive's business must:

- be reasonable: it should not be excessive or lavish;
- not be intended to influence a business transaction: the hospitality should not place the recipient under any obligation and should not be capable of being misconstrued;
- be allowed by law: governments and public authorities often have laws or Codes of Practice which prohibit the receipt of hospitality by public officials. The provision of lunch or refreshments ancillary to a meeting should not contravene such a prohibition, but the provision of entertainment or attending a sporting event may do;
- be approved by any of the Visive Directors and be recorded in the Visive Hospitality Register held by the Company Secretary.

Should any employee have any concerns or queries in relation to the status of any perceived gifts or hospitality then the employee should discuss with any of the Visive Directors.

11. Travel and business expenses

There may be times when a business person or public official is required to travel to attend a meeting relating to Visive or in connection with Visive's business. In certain circumstances, it may be appropriate for Visive or a service provider to pay for the individual's reasonable travel, accommodation, food and refreshment expenses.

Employees and service providers may pay for the reasonable costs of an individual's travel, accommodation, food and refreshment expenses if the expenses are necessary and ancillary to a meeting, the execution or performance of a contract, or some other legitimate business purpose. The expense must not be capable of being construed as influencing the individual in his or her decision making.

If possible, expenses should be paid directly from Visive or the service provider to the organisation which the business contact or public official works for, or Visive should arrange the travel and accommodation, rather than reimbursing the individual directly. The amount of the expenses should be reasonable and based upon receipts. Cash payments should not be made.

12. Facilitation payments

Employees and service providers must not make facilitation payments in connection with Visive's business. The only exception to this would be in circumstances where there is a real and imminent threat to the health, safety, personal security or welfare of any employee or service provider or a member of his or her family.

13. Political contributions and events

- Visive does not support individual politicians or officials.
- Visive does not make contributions to political parties, organisations or individuals engaged in politics as a way of obtaining an advantage in business.

14. Charitable donations

- Charitable contributions and sponsorships must not be used as a means for bribery;
- All charitable donations and sponsorships must be approved in line with Visive's procedures;
- Service providers are not permitted to make any charitable contributions in connection with Visive's business.

While Visive is keen to support charities, particularly those in the communities it operates, donations to charity can be used as a means of paying bribes. Donations should only be given to reputable, legitimate and registered charities.

15. Bookkeeping and accounting

- Books, records and accounts must be kept which accurately and fairly reflect all domestic and foreign transactions;
- If any employee has knowledge of any unrecorded transaction or any mis-characterised record or accounting, register or bookkeeping entry, they must report it as soon as possible to any of the Visive Directors.

Employees and service providers must not make, approve, or process any payment which relates to Visive's business with the intention, understanding or suspicion that any part of the payment is to be used for any purpose other than that described by the documents supporting the payment.

Examples of prohibited record keeping activities include:

- making records appearing to show a payment to one person when, in fact the payment was made to, or intended for, someone else;
- submitting inaccurate expenses;
- records that inaccurately characterise or inaccurately describe the true nature of transactions or payments (for example, recording a bribe as a "commission" or "marketing expense", or a payment as an "overhead expense" instead of a "commission");
- claims for services, products or equipment not received;
- creating or maintaining any unrecorded funds or assets of the company, including unrecorded "petty cash".

16. Reporting suspected non-compliance

Employees must report immediately any breaches or potential breaches of the Visive Anti-Bribery Policy or this Procedure. Employees can report their concerns to any of the Visive Directors, or in accordance with the steps outlined in the Visive Whistleblowing Procedure.

17. Consequences of non-compliance

Visive may take appropriate disciplinary action, up to and including termination of employment, against any employee who fails to comply with the Visive Anti-Bribery Policy or this Procedure, or any applicable laws. In addition, an employee who breaks the law may be reported to the police and may face criminal proceedings, fines or imprisonment.

For service providers and Joint Venture Partners, non-compliance with the Visive Anti-Bribery Policy or this Procedure and any applicable laws will be considered to be a material breach of contract and may result in the termination of any relationship with Visive and the matter being reported to the police.

18. Effective monitoring

Visive will establish and maintain an effective system for monitoring compliance with the Visive Anti-Bribery Policy and this Procedure, involving:

- Project auditing (without notice); and
- Recording of gifts, hospitality and expenses

19. Who can I contact if I have any questions?

If you have any questions about anything in the Visive Anti-Bribery Policy or this Procedure or about any bribery or corruption issue which is not covered in the Visive Anti-Bribery Policy or this Procedure, you can contact any of the Visive Directors at any time.