



ANTI-CORRUPTION AND BRIBERY POLICY

About This Policy

It is our policy to conduct all of our business in an honest and ethical manner. 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.

Bribery and corruption, no matter how minor, is illegal. Acts of bribery or corruption would expose Metreel and its employees to the risk of prosecution, fines and imprisonment, as well as endangering our reputation. Alleged offenders who are UK Citizens can be prosecuted in the UK, no matter where the offence is committed, pursuant to Bribery Act 2010. This act consolidates existing bribery law and creates four bribery offences

- Active bribery (bribing someone)
- Passive bribery (being bribed)
- Bribery of a foreign public official
- Corporate failure to prevent bribery

In the eyes of the law bribery and corrupt behaviour can be committed by

- An employee, officer or director
- Any person acting on behalf of the company (e.g. our agents and distributors)
- Individuals and organisations who authorise someone else to carry out these acts.

In order to provide consistency through all of Metreel's facilities the requirements under UK law will be applied to all areas of Metreel's business.

Policy

Bribery and corruption in all forms is prohibited. No person to whom this procedure applies may commit, or knowingly assist another person to commit, a breach of this procedure.

Metreel will apply a "zero tolerance" approach to acts of bribery and corruption by any of its employees or by any third party working on its behalf. Any breach of this procedure by a member of Metreel staff will be regarded as gross misconduct and will result in action being taken under the company's disciplinary rules and procedures.

What constitutes a Bribe?

A bribe can take many different shapes or forms, but will typically involve corrupt intent, and often benefit both parties, for example:

- A direct or indirect promise, offering or authorisation of anything of value in return for something else
- Offer or receipt of any loan, payment, reward or other advantage
- Giving of aid, donations or voting designed to exert improper influence

Gifts and Hospitality

Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, invitations to events, functions or other social gatherings in connection with business related matters. These activities are acceptable provided that they fall within reasonable bounds of value and occurrence.

The following guidelines shall be used to determine if a situation is acceptable or not:

Never acceptable

Example of circumstances that are never permissible are

- A 'quid pro quo' – offered for something in return
- Gifts in the form of cash/or cash equivalent vouchers
- Entertainment of a sexual or similarly inappropriate nature

Usually acceptable

Example of circumstances that re usually acceptable are

- Modest/occasional meals with someone with whom we do business
- Occasional attendance at sports, theatre and other cultural events
- Gifts of nominal value such as pens, small promotional items etc.

Action taken by Metreel in order to prevent bribery & corruption?

Risk Assessment

The Management team shall review the risk register at least twice a year. This shall include risks relating to bribery and corruption.

Education and Training

Members of Metreel staff shall be provided with training on anti-bribery and corruption as part of their induction process.

All representatives/sales agents, suppliers and distributors, shall be provided with a copy of the policy and are required to sign to confirm their agreement to comply with us.

Record Keeping

All accounts, invoices and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. All records and financial reporting must be transparent, and accurately reflect each and every transaction.

Raising a Concern

If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur you must report it. Employees are encouraged to report or discuss any concerns they may have with their immediate line manager in the first instance. Should this not be appropriate employees are advised to follow the procedures as detailed in Metreel's "Whistle Blowing "policy.