



# Anti-Bribery & Corruption Policy

## 1. Policy statement

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1.1 This anti-bribery policy exists to set out the responsibilities of Metador and those who work for us with regards to observing and upholding our zero-tolerance position on bribery and corruption. It also exists to act as a source of information and guidance for those working for Metador. It helps them recognise and deal with bribery and corruption issues, as well as understand their responsibilities.

1.2 Metador is committed to conducting business in an ethical and honest manner and is committed to implementing and enforcing systems that ensure bribery is prevented. Metador has zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the country we operate.

1.3 Metador will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. We are bound by the laws of the UK, including the Bribery Act 2010, in regards to our conduct both at home and abroad.

1.4 Metador recognises that bribery and corruption are punishable by up to ten years of imprisonment and a fine. If our company is discovered to have taken part in corrupt activities, we may be subjected to an unlimited fine, be excluded from tendering for public contracts, and face serious damage to our reputation. It is with this in mind that we commit to preventing bribery and corruption in our business and take our legal responsibilities seriously.

1.5 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. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.



## 2. Definitions

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2.1 “Agent”: Any individual acting as an agent, paid by the company, acting on the company’s behalf in negotiating with Third Parties.

2.2 “Bribery” / “Corruption”: Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties.

2.3 “Company”: All subsidiaries and affiliated companies.

2.4 “Conflict of Interest”: Occurs when an individual or organisation is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.

2.5 “Donation”: A Donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organisations that serve business interests are not necessarily considered Donations.

2.6 “Employee”: For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or joint ventures or their employees, wherever they are located.

2.7 “Facilitation Payments”: A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low-income Public Officials in exchange for providing services to which one is legally entitled without such payments.

2.8 “Gifts, Invitations & Hospitality”: Invitations given or received to social functions, sporting events, meals and entertainment, gifts, or customary tokens of appreciation.

2.9 “Intermediary”: Includes but is not limited to Agents, distributors, consultants, sales representatives, implementation partners, sales partners.

2.10 “Kickback”: A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.

2.11 “Public Official”: Officials or employees of any government or other public body, agency, or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.

2.12 “Sponsorship”: Sponsorship is about partnering with external organisations to deliver mutual benefits through an exchange of monies, products, services, content, or other intellectual property.

2.13 “Third Party”: Any individual or organisation you come into contact with during the course of your work for us. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.



### 3. Who is covered by this policy?

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3.1 This anti-bribery policy applies to all employees (whether temporary, fixed term, or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person or persons associated with us (including third parties), or any of our subsidiaries or their employees, no matter where they are located (within or outside of the UK). The policy also applies to Officers, Trustees, Board, and/or Committee members at any level.

3.2 Third-party refers to any individual or organisation our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.

3.3 Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

### 4. Definition of Bribery

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4.1 Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so as to induce or influence an action or decision.

4.2 A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.

4.3 Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

4.4 Bribery is illegal. Employees must not engage in any form of bribery, or through a third party such as an agent or distributor. They must not bribe a foreign public official anywhere in the world. They must not accept bribes in any form and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the company's compliance manager.



## 5. What is and what is NOT acceptable

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5.1 This section of the policy refers to 4 areas:

- Gifts and hospitality
- Facilitation payments
- Political contributions
- Charitable contributions

5.2 Gifts and hospitality Metador accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- a. It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- b. It is not made with the suggestion that a return favour is expected.
- c. It is in compliance with local law.
- d. It is given in the name of the company, not in an individual's name.
- e. It does not include cash or a cash equivalent, e.g. a voucher or gift certificate.
- f. It is appropriate for the circumstances, e.g. giving small gifts around a holiday or as a small thank you to a company for helping with a large project upon completion.
- g. It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- h. It is given or received openly, not secretly.
- i. It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- j. It is not above a certain excessive value, as pre-determined by the company's compliance manager, i.e. in excess of £40.
- k. It is not an offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the company's compliance manager.

5.3 Where it is inappropriate to decline the offer of a gift (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the compliance manager, who will assess the circumstances.

5.4 Metador recognises that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.

5.5 As good practice, gifts given and received should always be disclosed to the compliance manager. Gifts from suppliers should always be disclosed.

5.6 The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the compliance manager should be sought.

5.7 Facilitation Payments and Kickbacks: Metador does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action.



5.8 Metador does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.

5.9 Metador recognises that, despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their/their family's personal security at risk. Under these circumstances, the following steps must be taken:

- a. Keep any amount to the minimum.
- b. Ask for a receipt, detailing the amount and reason for the payment.
- c. Create a record concerning the payment.
- d. Report this incident to your line manager.

5.10 Political Contributions: Metador will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

5.11 Charitable Contributions: Metador accepts (and indeed encourages) the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes.

5.12 Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

5.13 We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the compliance manager.

## 6. Rules for giving gifts and hospitality

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6.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties.

6.2 You are prohibited from accepting a gift or giving a gift to a third party in the following situations:

- a. It is made with the intention of influencing a Third Party to obtain or retain business, to gain 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 is given in your name and not in the name of the Metador.
- c. It includes cash or a cash equivalent such as gift certificates or vouchers.
- d. It is of an inappropriate type and value and given at an inappropriate time e.g. during a tender process).
- e. It is given secretly and not openly.

6.3 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, justifiable and is proportionate. The intention behind the gift should always be considered.

## 7. Rules for giving gifts and hospitality

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7.1 As an employee of Metador, you must ensure that you read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and corruption information you are given.



7.2 All employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.

7.3 If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify the compliance manager.

7.4 If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. Metador has the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy.

7.5 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 Public Official or Third Party 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 Employee who has refused to commit a bribery offence or who has raised concerns under this policy.
- f. Engage in any activity that might lead to a breach of this policy or perceived breach of this policy.

7.8 It is your responsibility to ensure that 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 may be kept 'off-book'.

7.9 You must declare and keep a written record of all Gifts, Invitations & Hospitality. Any which are accepted or offered are subject to managerial review.

7.10 You must ensure all expense claims relating to Gifts, Invitations & Hospitality or expenses incurred to Third Parties are submitted in accordance with the Metador expenses policy and specifically record the reason for the expenditure.

7.11 The prevention, detection and reporting of any form of Bribery & Corruption are the responsibility of all Employees. You must notify [E.G. COMPLIANCE MANAGER] as soon as possible if you are offered a bribe, 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.

7.12 All Employees have the responsibility to read, understand and comply with this policy. You should, at all times, avoid any activity that might lead to, or suggest, a breach of this policy.

7.13 Any Employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

7.14 Employees are encouraged to raise concerns about any instance, or suspicion, of malpractice at the earliest possible stage through their line manager or other available reporting mechanisms.





## 8. What happens if I have a concern?

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8.1 This section of the policy covers 3 areas:

- a. How to raise a concern.
- b. What to do if you are a victim of bribery or corruption.
- c. Protection.

8.2 How to raise a concern: If you suspect that there is an instance of bribery or corrupt activities occurring in relation to Metador, you are encouraged to raise your concerns at as early a stage as possible. If you're uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should speak to your line manager, the compliance manager, the managing director, or the Head of Governance and Legal.

8.3 Metador will familiarise all employees with its whistleblowing procedures so employees can vocalise their concerns swiftly and confidentially.

8.4 What to do if you are a victim of bribery or corruption: You must tell your compliance manager as soon as possible if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe in the near future, or if you have reason to believe that you are a victim of another corrupt activity.

8.5 Protection: If you refuse to accept or offer a bribe or you report a concern relating to potential act(s) of bribery or corruption, Metador understands that you may feel worried about potential repercussions. Metador will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

8.6 Metador will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption.

8.7 Detrimental treatment refers to dismissal, disciplinary action, treats, or unfavourable treatment in relation to the concern the individual raised.

8.8 If you have reason to believe you've been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should inform your line manager or the compliance manager immediately.



## 9. Training and communication

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9.1 Metador will provide training on this policy as part of the induction process for all new employees. Employees will also receive regular, relevant training on how to adhere to this policy, and will be asked annually to formally accept that they will comply with this policy.

9.2 Metador's anti-bribery and corruption policy and zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any third-parties at the outset of business relations, and as appropriate thereafter.

9.3 Metador will provide relevant anti-bribery and corruption training to employees etc. where we feel their knowledge of how to comply with the Bribery Act needs to be enhanced. As good practice, all businesses should provide their employees with anti-bribery training where there is a potential risk of facing bribery or corruption during work activities.

## 10. Record keeping

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10.1 Metador will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence for all payments made. We will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given, and understand that gifts and acts of hospitality are subject to managerial review.

## 11. Monitoring and reviewing

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11.1 Metador's compliance manager is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. They will assess its suitability, adequacy, and effectiveness.

11.2 Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.

11.3 Any need for improvements will be applied as soon as possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions for how it may be improved. Feedback of this nature should be addressed to the compliance manager.

11.4 This policy does not form part of an employee's contract of employment and Metador may amend it at any time so as to improve its effectiveness at combatting bribery and corruption.





## Appendix I: Red flags

The following is a list of possible red flags that may arise during the course of your work 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 one of the company directors:

1. You become aware that a Third Party engages in, or has been accused of engaging in, improper business practices.
2. If the Third Party refuses to divulge adequate information during due diligence procedure.
3. 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 Public Officials.
4. 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.
5. 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.
6. A Third Party requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business.
7. A Third Party requests an unexpected additional fee or commission to 'facilitate' a service.
8. A Third Party demands lavish Gifts, Invitations or Hospitality before commencing or continuing contractual negotiations or provision of service.
9. A Third Party requests that a payment is made to 'overlook' potential legal violations.
10. A Third Party requests that you provide employment or some other advantage to a friend or relative.
11. A Third Party requests that you make a political contribution or donation to the party or charity of their choice before agreeing to undertake a business relationship with the Metador.
12. You receive an invoice from a Third Party that appears to be non-standard or customised.
13. A Third Party refuses to put terms agreed in writing.
14. You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided.
15. 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.
16. You are offered an unusually generous gift or offered lavish hospitality by a Third Party.

Dated: 14<sup>th</sup> November 2023

Signed:

Name: Tristan Mallinson

Position: Operations Director

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