



STAFF ETHICS AND CONDUCT POLICY

1. Policy Statement

- 1.1 It is our policy to conduct all of our business in an honest and ethical manner. We will uphold all laws that may be relevant to such ethics and are bound by UK laws including the Bribery Act 2010 in relation to conduct. We take a zero tolerance approach to bribery and/or corruption and 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 and corruption.
- 1.2 The purpose of this policy is to:
 - (a) set out our responsibilities, and 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.
- 1.3 It is a criminal offence to offer, promise, give, request or accept a bribe. Individuals found guilty can be punished by up to 10 years imprisonment and/or a fine. As an employer, if we fail to prevent bribery, we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We, therefore, take our legal responsibilities very seriously.
- 1.4 In this policy the third party means any individual or organisation you come into contact with during the course of your work for us, and include actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers and government and public bodies, including their advisers, representatives and officials, politicians and political parties.

2. Who Must Comply With This Policy

- 2.1 This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third party representatives, sub-contractors and business partners, sponsors, or any other person associated with us, wherever located (collectively referred to as workers in this policy).

3. What are Bribery and Corruption?

- 3.1 Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the "advantage".
- 3.2 An "advantage" includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- 3.3 A person acts "improperly" where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. Improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.
- 3.4 Corruption is the abuse of trust, power or position for private gain.

4. What You Must Not Do

- 4.1 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 or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that workers know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- (d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- (e) offer or accept a gift to or from Government Officials or representatives, politicians or political parties without the prior approval of your manager;
- (f) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (g) engage in any other activity that might lead to a breach of this policy.

5. Facilitation Payments and Kick-Backs

- 5.1 We do not make, and we will not accept, facilitation payments or “kick-backs” of any kind.
- 5.2 Facilitation payments also known as “back-handers” or “grease payments”, are typically, small, unofficial payments made to secure or expediate a routine or necessary action (for example by a Government Official).
- 5.3 Kick-backs are typically payments made in return for a business favour or advantage.
- 5.4 All workers must avoid any activity that might lead to a facilitation payment or a kick-back being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. 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 the payment, you should raise these with your manager.

6. Gifts, Hospitality and Expenses

- 6.1 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties subject to compliance with clause 19 of the ABPI Code of Practice for the Pharmaceutical Industry (ABPI Code of Practice), for the purposes of:-
 - (a) establishing or maintaining good business relationships;
 - (b) improving or maintaining our image or reputation; or
 - (c) marketing or presenting our products and/services effectively
- 6.2 You are prohibited from accepting a gift from or giving a gift to a third party.
- 6.3 Promotional gifts of low value, such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.
- 6.4 Reimbursing a third party’s expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the costs of an extended hotel stay) is not acceptable.
- 6.5 We appreciate that practice varies between countries and regions and what may be normally acceptable in one region, may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

7. Donations

- 7.1 We only make chargeable donations that are legal and ethical under local laws and practices. No donation must be offered or made without prior approval of a Director.

8. ABPI Code of Practice

- 8.1 You must ensure that you read, understand and comply with the ABPI Code of Practice and, in particular, familiarise yourself with clause 19. A copy of the ABPI Code of Practice can be downloaded from this website link:

http://www.abpi.org.uk/_layouts/download.aspx?sourceurl=/our-work/library/guidelines/Documents/ABPI_Code_2012.pdf

9. Your Responsibilities

- 9.1 You must ensure that you read, understand and comply with this policy.

- 9.2 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.
- 9.3 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 the Schedule to this policy. You must familiarise yourself with this non-exhaustive list.
- 9.4 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.
10. **Record Keeping**
- 10.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 10.2 You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to your manager’s review.
- 10.3 You must submit all expenses, claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.
- 10.4 All accounts, invoices and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept “off book” to facilitate or conceal improper payments.
11. **How to Raise a Concern**
- 11.1 You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- 11.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your manager as soon as possible.
- 11.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your manager.
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 detriment or 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. Any worker that believes that they have suffered any such treatment should inform their manager immediately. If the matter is not remedied and the worker is an employee, the employee should raise it formally using the company’s grievance procedure which can be found within the Employee’s contract of employment.
13. **Communication**
- 13.1 Our zero tolerance approach to bribery and corruption must be 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 This 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 Stephen Lunn has primary and day to day responsibility for implementing this policy and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

15. Monitoring and Review

- 15.1 Stephen Lunn will monitor the 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 control systems and procedures will be subject to regular audits 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 and suggestions and queries should be addressed to your manager.

SCHEDULE

Potential Risk Scenarios: “red flags”

The following is a list of possible red flags that may arise during the course of a worker 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 whilst working for us, you must report them promptly to your manager:

- (a) You become aware that the 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 governmental workers;
- (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 geographical 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 provisions 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 customized;
- (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;
- (n) You are offered an unusually generous gift or offered lavish hospitality by a third party; or
- (o) You become aware that clause 19 of the ABPI Code of Practice entitled “meetings, hospitality and sponsorship” of pharmaceutical industries has been breached in any way.

