

## Anti-Corruption & Bribery Policy

Proeon Systems is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. Proeon Systems takes a zero-tolerance approach to bribery and corruption and does not tolerate, permit, or engage in bribery, corruption, or improper payments of any kind in all our business dealings and relationships.

### Policy Objective

Proeon Systems Anti Bribery and Corruption Policy ('the Policy') sets out the key Anti-Bribery and Corruption principles which Proeon Systems is committed to and identifies what Proeon Systems actively does to prevent and prohibit bribery and corruption in accordance with the Bribery Act 2010 ("the Act"). To view in full please click [here](#).

### Policy Scope

All Proeon Systems employees, contractors and suppliers must comply with the Policy. The policy also extends to all of Proeon Systems majority owned business dealings and transactions in the UK and in all countries in which Proeon Systems and subsidiaries and associates operate. The Policy extends to Proeon Systems having proportionate procedures to ensure that all service providers (including contractors and suppliers) comply with Proeon Systems anti bribery and corruption policies.

Any breach of the Policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of Proeon Systems.

### Anti-Bribery and Corruption Policy

Through the zero-tolerance approach that Proeon Systems takes to bribery and corruption and does not tolerate, permit, or engage in bribery, corruption.

Proeon Systems is committed to the following key Anti Bribery and Corruption principles:

- We will carry out business fairly, honestly and ethically.
- We will not give or offer any money, gift, hospitality or other advantage to any person carrying out a business or public role, or to a third party associated with that person, to get them to do something improper.
- We will not give or offer any money, gift, hospitality or other advantages to any foreign or local public official with the intention of influencing them to our business advantage.
- We will not use intermediaries or contractors for the purpose of committing acts of bribery.
- We do not allow employees to accept money, gifts, hospitality and other advantages from business associates, actual or potential suppliers, or service providers which are intended to influence a business decision or transaction in some improper way.
- Any employee found to be in breach of these principles will face disciplinary action.
- No employee will suffer demotion, penalty, or other adverse consequence for refusing to pay bribes, even if it may result in Proeon Systems losing business.
- We avoid doing business with others who do not commit to conducting business without bribery.

## Anti-Corruption & Bribery Policy

- We are committed to counter the risk of Proeon Systems being involved in bribery. We have adequate procedures in place to ensure that all employees understand the implications of the Act and our procedures.

Any concerns relating to a breach of the Policy should be reported in accordance with Proeon Systems Whistleblowing policy to a Director and / or Human Resources.

### Implementation, Monitoring and Compliance

Proeon Systems will conduct regular risk assessments across its business and identify employees of Proeon Systems who are in positions where they may be exposed to bribery.

Further information and training on the Act and what it means for Proeon Systems will be issued to such staff as identified in the risk assessment. This training will be mandatory for those individuals identified in these risk areas.

General guidance will be cascaded through the management team and will be made available to all employees.

Internal Audits will monitor the adequacy of this Policy together with associated processes and procedures on an annual basis and the Proeon Systems' Management Team will meet to monitor performance of this policy and this will be documented.

### Further information and guidance

This policy set outs the key principles which Proeon Systems must adhere to and further relevant information and guidance about this policy can be found in:

- **Proeon Systems Company Social Responsibility Statement** - available on the Proeon Data Share (P:)
- **UK Ministry of Justice website** - <http://www.justice.gov.uk/guidance/making-and-reviewing-the-law/bribery.htm>
- **Proeon Systems Whistleblowing Policy** – available on the Proeon Data Share (P:)

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