



Anti- Bribery Policy

1. Introduction

The UK Bribery Act 2010 (the “Act”) applies to Gemma International as a company as well as to its employees and business partners. The Act requires all to businesses ensure that proportionate procedures and clear easy to read policies are in place to reduce the risk of bribery and prevent the company from becoming involved in bribery.

The board of directors of Gemma International Limited (the “Company”) has formally adopted the Anti-Bribery Policy set out below and has appointed William Harris, Chairman of the Company as the senior director responsible for the Company’s Policy.

The main offences under the Act are:

1. Bribing another person
2. Accepting a bribe from another person
3. Bribery of a foreign official
4. Failure of a commercial organisation to prevent bribery by an ‘associated person’ for its’ benefit

The penalties are severe. Individuals who commit or are involved with the commission of the offence can be imprisoned for up to 10 years and employers can be liable to unlimited fines.

2. The Policy

We promote a culture where bribery is unacceptable by all. Any person involved or associated within the Company that is believed to be bribing another person, is bribed, or fails to prevent bribery will be dealt with seriously and immediately in line with our disciplinary policies and/or those sanctions as stated in The Bribery Act 2010.

The Company’s Policy **prohibits** the offering, giving, solicitation or acceptance of any bribe, whether in cash or other form of inducement:

- *to or from* any person or company, wherever situated and whether they are a public official or body or private person or company
- *by* any individual director, employee, agent or other person or body acting on the Company’s behalf
- *in order for* the Company, or any other body, to gain any commercial, contractual or regulatory advantage in a way that is unethical or
- *in order for* any individual or anyone connected with the individual to gain any personal advantage, financially or otherwise

3. Guidance

The Company recognises that market practice varies across areas in which it does business and what is normal and acceptable in one place may not be in another.

Inevitably, decisions as to what is acceptable may not always be easy. If anyone is in doubt as to whether a potential act constitutes bribery, then the matter should be referred to the Senior Director responsible for the Company’s Anti Bribery Policy (William Harris) to provide guidance before proceeding.

4. Application

This Policy applies to all individuals working for the Company, including directors, employees, contractors, consultants, home-workers, part-time and fixed-term employees and agency staff.

5. Responsibility

The prevention, detection and reporting of bribery is the responsibility of all employees and associated partners throughout the Company. All Directors are openly committed to establishing a zero tolerance culture of preventing bribery.

6. Company Procedures

The Company's code of conduct and procedures to reduce the risk of bribery are, but not limited to, the following:

6.1 *Expenses, gifts and corporate hospitality*

All expenses associated with any corporate hospitality or gifts (including meals, drinks and entertainment etc) incurred to or from business partners, as well as gifts provided must be notified to the Company's Finance Director and this will include the cost and nature of such items if their value exceeds £100 per person.

Similarly corporate hospitality provided to any employee or associate of the Company must also be notified to the Finance Director.

The Finance Director shall be responsible for maintaining the log of all such expenses.

6.2 *Facilitation payments*

Facilitation payments i.e. small bribes paid to facilitate routine action by Government officials are not permitted.

6.3 *Political, sponsorships and charitable donations*

Are permitted but must be agreed by the CEO and logged with the Finance Director. Sponsorship excludes sponsorships of trade shows, conferences and industry publications.

6.4. *Recruitment, training, referencing and disciplinary procedures*

The Company's Anti Bribery Policy will be incorporated into the Staff Handbook and terms and conditions. Any misconduct within this policy will be dealt with seriously and immediately in line with our disciplinary policies. Training in anti-bribery issues will be part of our induction processes.

6.5 *Risk assessment and due diligence on business partners*

Potential business partners for the Company that are believed unlikely to comply with the standards expressed in this document will not be selected.

Any new contracts with partners will make it clear that any form of bribery is unacceptable to the Company.

6.6 *How allegations of bribery may be reported and how these will be investigated and dealt with*

If any person suspects any act of bribery has been carried out, whether offering or receiving a bribe, then they must report this to their manager and/or senior director responsible for the Company's Anti Bribery Policy or to the CEO.

7. Summary

Gemma International promotes a culture that does not tolerate bribery. Any breach of the Company's policy will be treated seriously in accordance with the Company's disciplinary procedures. The Company's anti-bribery policy and procedures will be monitored and reviewed on an ongoing basis.