



Anti-Bribery, Anti-Corruption & Fraud Policy

This document defines the policy on the avoidance of bribery, corruption and fraud for Warm Dynamo Limited (the “**Company**”). It has the endorsement of the Board of Directors and will be regularly reviewed by the Board to ensure that it reflects any changes in applicable laws and developments in acceptable standards for the conduct of business. Our Company is committed to maintaining the highest ethical standards and vigorously enforces the integrity of its business practices wherever it operates throughout the world. The Company will not engage in bribery, corruption or fraud and will ensure its partners, in so far as it is practically possible abide by these rules.

Adherence to the clear guidelines set out in this policy will ensure that the Company and its employees comply with anti-bribery, anti-corruption, fraud laws and governmental guidance. The policy reflects the Board’s wish to embed a culture of best practice in anti-bribery, anti-corruption and fraud measures, and enforcement of the policy will reduce the risk that the Company its employee and its partners will incur any criminal liability or reputational damage. The Company’s employees are expected to use their judgement not just to avoid malpractice but to promote good practice.

1. Scope

This policy applies to all those employed by and associated with the Company.

2. Definitions

Business Integrity	Business integrity involves the application of the Company’s core values. The opposite of integrity is dishonest behaviour, including corruption that could undermine the Company’s reputation for fair dealing.
Bribery	Bribery, in broad terms, is the receiving or offering of undue reward or anything of value and includes payments to secure a business advantage, financial or otherwise, to which the Company is not entitled. Anything of value can be a bribe, including a gift in kind or some other favour such as an offer of employment to a relative of the person being bribed. It will involve the giver and the receiver in the improper performance of a personal, Company or official responsibility.
Corruption	Corruption can include graft, bribery, facilitation payments or other forms of improper business practice. It has the same attributes as set out under Bribery above. It can be summarised as the misuse of entrusted power or office, whether in the public or private sector, for private gain.
Kickbacks	Kickbacks arise when suppliers or service providers pay part of their fees to the individuals who give them the contract or some other business advantage.



Facilitation Payments Facilitation payments are small bribes to officials with a view to speeding up routine governmental transactions to which the payer is already entitled. Examples include payments to speed up customs clearances and extra fees to officials to secure electricity connections.

Fraud Suspected or actual fraudulent activities conducted by an employee or third party to the detriment or for the benefit of the organisation.

- Violations of laws, regulations, policies, plans, and procedures.
- Misrepresentation of information in correspondence to or from clients, suppliers or third parties

3. Bribes & Kickbacks

The Company does not take part in acts of corruption, or pay bribes or receive kickbacks either directly or indirectly.

The Company prohibits its employees from engaging in acts of corruption, and from paying bribes or kickbacks to, or accepting bribes or kickbacks from, public officials and private individuals such as the personnel of companies with which the Company does business.

A typical example of indirect bribery would be a case where a Company employs a commercial agent to help it win a government contract. The agent is paid by commission based on a percentage of the contract fee, and part of that commission is passed on to a government official. The Company does not tolerate such practices in any form or wherever paid.

4. Facilitation Payments

The Company and its employees will not make facilitation. If Company employees encounter a demand for a facilitation payment, or think they are likely to do so, they should report the situation to their line manager without delay. Line managers will then ensure that the Directors are informed at the earliest possible opportunity.

5. Public Officials

Bribing or corrupting a public official is a serious offence can carry severe penalties and can cause significant reputational damage. This policy provides detailed guidelines on gifts and hospitality. Approval must be secured in advance in relation to gifts or benefits received from or offered to public officials, particularly the giving of anything of value to a public official.

6. Fraud



This policy defines the responsibility of the Board of Directors and staff of the organisation regarding the establishment and maintenance of an effective system of internal controls and defines responsibilities when impropriety, including fraud, is suspected or detected.

- The Board of Directors will develop and maintain an appropriate system of antifraud measures and will integrate adequate internal controls into organisational processes to protect the assets and resources for which they are responsible. The system should ensure that all transactions are appropriately authorised and properly recorded, that assets are properly safeguarded, and that actions can be accurately traced with originators identified.
- the Board of Directors will be responsible for evaluating and testing anti-fraud controls on a periodic basis and will develop the policies, guidelines, and procedures.

An effective system of internal control.

- all staff will maintain an understanding of the risks of irregularities or violations of internal controls and will be alert for any indicators of the potential existence of fraud.
- all staff will escalate and report any suspected employee or contractual party fraud directly to the appropriate corporate authorities.
- it is the duty of management to ensure that all employees, suppliers, and customers are aware of the organization's attitude to fraud and that all stakeholders are encouraged to report known or suspected incidences of fraudulent behaviour.
- as part of this policy, any allegations of fraud will be investigated objectively, fairly, and promptly by the Board of Directors or Shareholders, whichever is appropriate. Following their investigation appropriate action will be taken against the individual or organisation if there has been a breach of this policy or associated laws.

7. Gifts, Hospitality & Expenses

Company employees may not offer to, or accept from, third parties, gifts, hospitality, rewards, benefits or other incentives that could affect either party's impartiality, influence a business decision or lead to the improper performance of an official duty. Similarly, they may not offer or accept cash donations.

Company employees may offer and accept 'reasonable' and 'proportionate' gifts and entertainment, such as dinner, theatre parties or sporting events. In determining what are 'reasonable' and 'proportionate', employees should consider the value of the gift or benefit (see below), as well as the frequency with which the same or similar gift or benefit is offered. In all cases they must ensure that the gift or benefit:

- is being given as an expression of goodwill and not in expectation of a return favour (a gift designed to secure a return favour could be seen as a bribe).
- is commensurate with generally accepted standards for hospitality taking into account the norms for the industry/professional sector in which it is offered.
- is being provided openly and transparently, and is of a nature that will not cause the Company embarrassment if publicly reported.



- complies with laws and regulations, including the recipient's own rules (bearing in mind that government rules on offering and receiving gifts or benefit are often particularly tight).
- meets the value limits set by the Company and has all required approvals. In cases of uncertainty, employees must seek advice from their line managers.

Employees must seek prior approval from their office/function heads for all gifts or benefits received or offered with a value of more than £50 (or equivalent) prior to final acceptance.

8. Personal Conflicts of Interest

Company employees must avoid situations or transactions in which their personal interests could conflict or might be seen to conflict with the interests of the Company. This includes: acting on any client information gained through their employment with the Company for personal gain; passing such information to a third party; or acting in any way that could be construed as insider trading.

Conflicts of interest can arise if individuals have a personal interest in business dealings involving the Company.

Personal interest can be direct or indirect, and refers not only to personal interests but to those of family members and friends. If there is a potential for conflict, the interests of the Company must take priority.

Employees must disclose any personal conflict of interest or perceived conflict to their line manager.

9. Charitable Donations

As part of its activities, the Company may support local charities or provide sponsorship, for example, to sporting or cultural events. Any such sponsorship must be transparent and properly documented. The Company will only provide donations to organisations that serve a legitimate public purpose, and which are themselves subject to high standards of transparency and accountability. Appropriate due diligence must be conducted on the proposed recipient charity and a full understanding obtained as to its bona fides.

10. Political Activities

The Company has a policy of strict political neutrality; it does not make donations to any political parties, organisations, or individuals engaged in politics. The Company will co-operate with governments and other official bodies in the development of policy and legislation that may affect its legitimate business interests, or where it has specialist expertise.

Employees are entitled to their own political views and activities, but they may not use Company premises or equipment to promote those views or associate their views with those of the Company.



11. Business Relationships

The Company expects its business partners to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this policy. This requirement applies to agents, subcontractors and joint venture partners. In cases where the Company is unable to ensure these standards, it will reconsider the business relationship.

12. Suppliers & Contractors

The Company will ensure that the procurement procedure for appointing suppliers and contractors is open, fair and transparent. The selection of contractors will be based on an evaluation of professional merit, and not on personal recommendations.

The Company will communicate its Anti-Bribery and Anti-Corruption policy to its suppliers and contractors, and it will expect them to abide by the principles set out in the policy when working on the Company's behalf. If those principles are breached, the Company will reserve the right to terminate the contract.

13. Authority & Responsibility

All members of staff have a responsibility to prevent, detect and report ALL instances of bribery, corruption and fraud, including the possibility of bribery, and any concerns should be reported to the Managing Director. Employees should:

- Seek advice from their line manager in cases of uncertainty about how to apply this policy;
- Consult their line manager if they suspect that a Company employee is engaged in bribery, corruption, fraud or any other unacceptable or unethical conduct; or
- Consult a Director in confidence if they suspect that a Company employee is engaged in bribery, corruption, fraud or any other unacceptable or unethical conduct and are unable to speak to their line manager.

14. Training

A copy of the policy will be published on the Company's shared drive and will be included in the staff handbook. All staff are expected to familiarise themselves with the Anti-Bribery, Anti-Corruption and Fraud Policy.

Changes to the policy and procedures will be communicated to staff in an appropriate manner.



This policy is not confidential; staff are encouraged to disclose and refer to the Company's Anti-Bribery, Anti-Corruption and Fraud Policy in their dealings with other parties, especially dealing with potential new businesses.

15. Non-Compliance

The Company

Failure to ensure compliance with this policy could lead to the following consequences for the Company:

- Criminal or civil liabilities for the Company including unlimited fines and imprisonment;
- Serious reputational damage including media comment;
- Debarment from tendering for public sector contracts, and
- The unenforceability of contracts entered into as a result of acts of bribery, fraud or other illegality

Employees

Failure to ensure compliance with this policy could lead to the following consequences for employees:

- Personal criminal liability followed by fines or imprisonment;
- Disciplinary action initiated by the Company, including dismissal.

Suppliers of other 3rd Parties

Failure to ensure compliance with this policy could lead to the following consequences for employees:

- Criminal or civil liabilities for the organisation;
- Permanently removed from the Company's approved supplier list and barred from working with the Company in future.

16. Monitoring

Relevant Legislation

All national laws relating to bribery, corruption and fraud, especially such laws that are in place in jurisdictions where the Company has an office(s) or carries out its work, are of importance to the Company. In setting out the principles included in this policy particular attention has been paid to the requirements of:

- The UK Bribery Act 2010 which entered into effect on 1 July 2011.



17. Summary

The Company and its employees are:

- Prohibited from offering, promising or paying a bribe of any kind;
- Prohibited from soliciting, accepting or receiving a bribe of any kind;
- Prohibited from giving or offering anything of value to a public official;
- Required to identify and report any instances of fraud;
- Required to comply with the Company's guidelines and authorisation levels in relation to the giving and receipt of gifts and hospitality;
- Prohibited from making facilitation payments; and
- Required to complete due diligence into all agents, representatives, suppliers, contractors, joint venture partners and all those with whom a business relationship is established in order to enable the Company to offer its services to its clients.