



Anti-Bribery and Anti-Corruption

ProcedureETL Anti-Bribery and Anti-Corruption Policy

1. Introduction

It is the policy of ETL Systems Ltd to conduct all of its business in an honest and ethical manner. ETL Systems Ltd takes a zero-tolerance approach to bribery and corruption in whatever form it may be encountered including, without limitation to:

- a) bribery (whether in cash or in kind);
- b) embezzlement;
- c) fraud; or
- d) extortion.

2. Scope

This Policy applies to anyone associated with ETL Systems Ltd and this includes all employees (whether permanent, fixed-term or temporary), officers, directors, consultants, contractors, trainees, seconded staff, homeworkers, casual workers, agency staff, volunteers and interns (collectively referred to as personnel) and to any agents, business or joint venture partners, sponsors or any other person associated with ETL Systems Ltd (collectively referred to as agents), wherever located.

Where a Member of the ETL Systems Ltd has a minority interest only in a company, it will encourage the application of this policy amongst its business partners, including its joint venture partners. As a minimum requirement, all such business partners shall be required to act at all times in a professional and ethical manner and be in compliance with all applicable laws

3. Content

ETL Systems Ltd is committed to ensuring that representatives of ETL Systems Ltd act responsibly in the territories in which they operate.

ETL Systems Ltd representatives shall comply with all applicable laws, including those relevant to countering bribery and corruption in the jurisdictions in which they operate. For the avoidance of doubt this will include compliance with UK Bribery Act 2010.

It is not acceptable for ETL Systems Ltd representatives, to arrange for, approve or require that any activity that may be a breach of this policy (be it done by a third party); or engage in any activity that might lead to a breach of this policy.

3.1 Law on Anti-Bribery and Corruption

Bribery is a criminal offence in most countries. Corrupt acts expose the Company and its employees to the risk of prosecution as well as endangering the Company's reputation.

Employees (whether temporary, fixed-term, or permanent) or any persons who perform services on behalf of the ETL Systems (such as representatives, distributors, consultants, contractors,



Anti-Bribery and Anti-Corruption

ProcedureETL Anti-Bribery and Anti-Corruption Policy

trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns or agents), whether in the UK or overseas, can be held personally liable, and may risk prosecution if found to be involved in an act of bribery. The policy also applies to Officers, Trustees, Board, and/or Committee members at any level.

All individuals and third party companies (e.g. distributors) are required to sign a declaration on a regular basis. For employees this should be annually, and for external third parties this should be at the point of engagement, or in line with distribution agreement frequency. This includes all third parties, including cases where the order is received directly by ETL but an agent/distributor has assisted.

Individuals charged with serious offences carry maximum penalties of 10 years imprisonment and unlimited fines.

Under existing legislation in the UK, (the Bribery Act 2010), bribery is a criminal offence. A “bribe” is defined in the Act as a financial or other advantage offered or given to another person which induces that person to perform improperly a relevant function or activity.

The three principle offences which can be committed by individuals are:

- Offering, promising, or giving a bribe
- Accepting or receiving a bribe
- Bribing a foreign public official

Bribery is illegal. Employees must not engage in any form of bribery, whether it be directly, passively (as described above), 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 degree 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.

3.2 Procedure

Managers are also responsible for the effective operation of this Policy and to actively monitor the procedures and processes put in place by the Company.

All employees must: -

- Observe their contractual duty to disclose to the Company any ‘out of work interests’.
- Assist the Company in identifying and preventing corrupt activities, be vigilant and report any suspicious activity or any instances of bribery or attempted bribery (whether affecting themselves, another employee or an external contractor or consultant) immediately to 2 members of the Board of Directors, including the Finance Director.
- Acts of bribery and corruption, or failure by any of the Company's employees to report suspected acts of bribery or corruption, are disciplinary offences and will be dealt with under the Company's disciplinary procedure. Serious offences may be regarded as gross misconduct which could result in immediate dismissal.



3.3 Gifts and Corporate Hospitality

It is extremely important that the acceptance of gifts or corporate hospitality from third parties is not misconstrued either internally or externally. The Company accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) as long as the giving or receiving of gifts:

- 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.
- is not made with the suggestion that a return favour is expected.
- is in compliance with local law.
- is given in the name of the company, not in an individual's name.
- does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion)
- is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- is given/received openly, not secretly.
- is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- is not above a certain excessive value, as pre-determined by the Board of Directors and notified by the Finance Director (usually in excess of £50).
- is not offered to, or accepted from, a government official or representative or politician or political party, without the prior approval of at least 2 members of the Board of Directors, including the Finance Director.

If you are offered a gift which seems of disproportionate value and it is inappropriate to decline the gift (e.g. 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 at least 2 members of the Board of Directors, including the Finance Director, who will assess the circumstances (and decide what should happen to the gift).

We recognise 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.

You must report any gifts that you give or receive from customers or suppliers with an estimated value more than £50 per annum, together with an estimate of the value of the gift, to the at least 2 members of the Board of Directors, including the Finance Director who will keep a register of such gifts.

The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of at least 2 members of the Board of Directors, including the Finance Director should be sought.



Anti-Bribery and Anti-Corruption

ProcedureETL Anti-Bribery and Anti-Corruption Policy

If you are invited to attend a corporate hospitality event you must obtain approval, in advance, from at least 2 members of the Board of Directors, including the Finance Director.

3.4 Facilitation Payments & Kickbacks

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. Kickbacks are typically payments made in return for a business favour or advantage.

No ETL Systems Ltd representative shall offer or accept any inducement or reward (including facilitation payments, 'kickbacks', and direct or indirect contributions to political parties) in order to gain any commercial, contractual, regulatory or personal advantage, whether for ETL Systems Ltd or another party. ETL Systems Ltd representatives are required to avoid any activities that might lead to, or suggest, such an inducement or payment, or a conflict of interest with the business of ETL Systems Ltd.

If asked to make a payment on behalf of ETL Systems Ltd, representatives should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. A receipt should be requested which details the reason for the payment. In the case of any suspicions, concerns or queries regarding a payment, these should be raised with the Financial Director.

It is expressly forbidden for any ETL Systems Ltd representative to establish accounts or internal budgets for the purpose of facilitating bribes or influencing transactions.

3.5 Political Contributions

ETL Systems 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.

3.6 Anti-Money Laundering

No ETL Systems Ltd representative shall use its relationship with the Company to attempt to disguise the sources of illegally obtained funds.

3.7 Charitable Contributions

ETL Systems accepts and encourages the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – these are disclosed on the ETL SharePoint intranet.

3.8 Exceptional Circumstances

Such cases are rare, but if one of our people is faced with a threat to their personal safety or that of another person if a payment is not made, they should pay it without fear of recrimination.

Reporting all details regarding the payment and circumstances to at least 2 members of the Board of Directors, including the Finance Director as soon as possible.



Anti-Bribery and Anti-Corruption

ProcedureETL Anti-Bribery and Anti-Corruption Policy

3.9 Employee Responsibilities

As an employee of ETL Systems, 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.

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.

If you suspect that there is an instance of bribery or corrupt activities occurring in relation to ETL Systems, you are encouraged to raise your concerns at as early a stage as possible to at least 2 members of the Board of Directors, including the Finance Director .

For guidance, the following is a potentially a list of reportable red flags that may arise 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:

- a) you become aware that a 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 government officials.
- c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with the Company, or carrying out a government function or process for the Company.
- 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 geographic 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 provision 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 customised.
- k) a third party insists on the use of side letters or refuses to put terms agreed in writing.
- l) you notice that you 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 ETL Systems Ltd.
- n) you are offered an unusually generous gift or offered lavish hospitality by a third party.

You must tell at least 2 members of the Board of Directors, including the Finance Director 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.



Anti-Bribery and Anti-Corruption

ProcedureETL Anti-Bribery and Anti-Corruption Policy

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

We 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. It is not acceptable to threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy.

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

3.10 Mitigating Measures

ETL Systems implements several measures to help mitigate risk of Bribery and Corruption;

- Expenses policy, pricing and discounts policy – defined at company level
- Third party commission procedures including director level signoff, and before third party commission we require evidence of signed and in date distributor agreement.
- CAPEX process (including multiple quotes, and director level review over a certain cutoff)
- Authorisation limits for purchasing, payments, sign off (and systems set up to enforce this)
- Dual Authentication for payments
- Data Loss Prevention Software and access limited where necessary
- Project Management decisions involving board members, with Dual authentication of payments.

3.11 Training

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

For further information and training videos please go to
<https://etlsystems.sharepoint.com/sites/LearningLounge>

3.12 Record Keeping

The Company Secretary / Finance Director will keep detailed and accurate financial records and will have appropriate internal controls in place to act as evidence for all payments made.

3.13 Monitor and Review

This policy will be reviewed periodically by the Company and updated in accordance with changes in the law.



Anti-Bribery and Anti-Corruption

ProcedureETL Anti-Bribery and Anti-Corruption Policy

We will identify high-risk areas, for example high-value enquiries or project tenders located in high-risk countries and regularly monitor “at risk” employees and agents.

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