

# **Anti-corruption and Bribery**

## **Policy and Procedures**

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## 1.0 Introduction

It is NeoBytes' policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to corruption & bribery, and are committed to acting professionally, fairly and with integrity in all our business relationships and dealings, wherever we operate. We are committed to implementing and enforcing effective systems to counter bribery and corruption at any level.

We will uphold all laws relevant to countering bribery and corruption. We remain bound by the laws of the US, India and UK, including the Bribery Act 2010, with respect to our conduct both at home and abroad.

## 2.0 Purpose

The purpose of this policy is to:

- set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- provide information and guidance to those working for us on how to recognize and deal with bribery and corruption issues

## 3.0 Policy Details

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if anyone is found to have taken part in corruption, they could face an unlimited fine and result in damaging our Company's reputation. We therefore take our legal responsibilities very seriously.

We have identified that certain activities create particular risks for our organization, in particular:

- Overseas collaborations, joint ventures and partnerships (whether formal or informal);
- Recruitment of employees;
- Receipt of gifts and donations;
- Procurement activities

## 4.0 Who does the policy apply to?

This policy applies to all individuals working at all levels and grades, including the president, directors, vice presidents, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, volunteers, interns or any other person associated with NeoBytes, or any of our subsidiaries or their employees, wherever located (collectively referred to as **workers** in this policy).

## 5.0 What is Bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

### Offering a bribe

You offer a potential business partner tickets to a major sporting event, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for NeoBytes. It may also be an offence for the potential client to accept your offer.

### Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in NeoBytes to ensure we continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

### Bribing a foreign official

You arrange for the organization to pay an additional payment to a foreign official to speed up an administrative process, such as clearing items through customs. The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage. The company may also be found to have committed an offence.

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## 6.0 Hospitality and Gifts

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties and the giving or receipt of gifts, provided that this is done in accordance with NeoBytes' Financial Regulations.

### 6.1 Normal and acceptable

Normal and appropriate hospitality and gifts would include where the hospitality or gift:

- is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- complies with local law;
- is given in the Company's name, not in your name;
- does not include cash or a cash equivalent (such as gift certificates or vouchers);
- is appropriate in the circumstances. For example, in the US and UK it is customary for small gifts to be given at Christmas time and in India at Diwali time.
- taking into account the reason for the gift, is of an appropriate type and value and given at an appropriate time;
- is given openly, not secretly; and
- is not offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Compliance Manager.

### 6.2 Not Acceptable

It is not acceptable for you (or someone on your behalf) to:

- 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;
- give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;

- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy.

## 7.0 Facilitation payments and kickbacks

NeoBytes and its employees do not make, and will not accept, facilitation payments or "kickbacks" of any kind whatsoever. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the US or UK, but are common in some other jurisdictions such as India.

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 a payment, you should raise these with the Compliance Manager.

Kickbacks are typically payments made in return for a business favor or advantage. All staff must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by anyone affiliated with the Company.

## 8.0 Donations

NeoBytes does not make charitable donations or contributions to political parties whatsoever. It does support various non-profit organizations as part of its corporate responsibility to local charities in various geographies. Any such payments are audited and reported as part of Tax filings.

## 9.0 Employee responsibilities

- Employee must ensure that they have read, understand and comply with this policy.
- 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 employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- Employee must notify their manager and/or the Compliance 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 employee that a gift or payment is required to secure their business.
- Any employee, who participates in such activities or violates any mandates of this policy, will be subject to strict corrective action, up to and including termination of employment or severance of contractual relations when appropriate.

## 10.0 Record-keeping

The company will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policies and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.



## 11.0 How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage, in accordance with NeoBytes' Disclosure Policy. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your immediate supervisor and/or the Compliance Manager.

## 12.0 What to do if you are a victim of bribery or corruption

It is important that you tell the Compliance Manager as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

## 13.0 Protection

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.

We are committed to ensuring no one suffers any detrimental 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, in accordance with the NeoBytes' Disclosure Policy. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Compliance Manager immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our HR Grievance Procedure.

## 14.0 Training and Communication

- All existing workers operating in areas that are perceived as high risk as far as the Bribery Act is concerned will receive regular, relevant training on how to implement and adhere to this policy.
- Our zero-tolerance approach to bribery and corruption must be communicated to all clients, suppliers, contractors, agents and business and other partners at the outset of our relationship with them and as appropriate thereafter.

## 15.0 Who is responsible for the policy?

- The Director and Senior Management Team have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those affiliated with the company, comply with it.
- The HR Manager has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness while dealing with any queries on its interpretation. Management at all levels are responsible for ensuring all direct reports are made aware of and understand this policy, are given adequate and regular training.

## 16.0 Monitoring and Review

- The HR Manager 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.
- NeoBytes staff members are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- NeoBytes staff members are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Manager.
- This policy does not form part of any employee's contract of employment and it may be amended at any time.