



# **Anti-Bribery and Corruption Policy**

## **1. INTRODUCTION**

Myzone Holdings Limited and its subsidiaries (“the Company”) has a zero tolerance approach to all forms of bribery and corruption. As a means of ensuring compliance with bribery legislation, Myzone assesses the risks we face within our business and implements control measures that are both reasonable and proportionate to the level of risk identified. In doing so, we ensure that all staff and management understand that it is illegal to offer or accept bribes and we require them to be vigilant in order to prevent and report all forms of bribery and corruption. As part of our internal procedures, we have established a method by which all staff and other persons undertaking work on behalf of the Company are able to report any suspicions of bribery safely and confidentially should the need arise. As the risks posed by bribery and corruption are ongoing, the board is committed to combatting these by monitoring, reviewing and, where necessary, updating our policies and procedures on a regular basis.

This Anti-Bribery & Corruption Policy (the "Policy") supersedes any other existing Myzone policies relating to bribery and corruption.

## **2. DEFINITIONS**

Myzone operates across many jurisdictions and their bribery and corruption legislation is applied through this Policy to all Myzone group companies.

A generally accepted definition of bribery is “A financial or other advantage given or promised in order to influence the judgement or conduct of a person in a position of trust or reward the improper performance of a function or activity; something that serves to induce or influence.” Bribery does not always involve a financial reward; it may be behaviour designed to influence or the exertion of pressure on a person in charge of a public or legal duty to perform that duty improperly. Bribery is not limited to the act of offering a bribe (an ‘active’ bribe). If an individual is on the receiving end of a bribe and they accept it or act on the expectation of receiving a bribe (a ‘passive’ bribe), they are also breaking the law.

“Corruption” is defined as: “The abuse of entrusted power by a person or organisation for private gain, financial or otherwise.” Corruption includes bribery as well as other offences such as tax evasion, fraud, embezzlement and extortion or intimidation and can facilitate crimes such as money laundering, the financing of terrorism, environmental crimes and drugs or people trafficking.

“Kickbacks” are payment of any portion of a contract made to employees of another contracting party or the utilisation of other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payment to public officials, political parties, party officials or political candidates, to employees of another contracting party, or their relatives or business associates.

“Extortion” means to directly or indirectly demand or accept a bribe, facilitation payment or kickback.

Bribery is defined in the UK Bribery Act 2010 as “a financial or other advantage given, offered, or promised to another person in order to induce that person to perform a “relevant function or activity” improperly OR to reward that person for performing a “relevant function or activity” improperly.”

Bribery also includes a situation where a person has given, offered, or promised a financial or other advantage to another person and that person knows or believes that the acceptance of that financial or other advantage would itself constitute the improper performance of a “relevant function or activity.”

A “relevant function or activity” includes any function of a public nature, any activity connected with a business, any activity performed in the course of a person’s employment, or any activity performed by or on behalf of a body of persons **AND** any one of the following apply;

- i) the person performing the function or activity is expected to perform it in good faith
- ii) the person performing the function or activity is expected to perform it impartially
- iii) the person performing the function or activity is in a position of trust by virtue of performing it.

The question of whether a relevant function or activity is performed improperly is determined by whether or not it is performed in breach of a “relevant expectation” where points (i) – (iii) above are concerned.

When assessing whether there has been a breach of a “relevant expectation,” it is necessary to consider what a reasonable person in the United Kingdom would expect in relation to the performance of the function or activity in question.

### **3. SCOPE**

This policy applies to all staff within the Company along with any other “associated person” of the Company, regardless of their location. Associated persons are any persons who perform services for or behalf of the Company and includes, for example, any employee, agent, or other person acting on behalf of the Company.

The term ‘third party’ refers to any individual or organisation our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties. Integrity and transparency are of utmost importance to us and we have a zero-tolerance attitude towards corrupt activities of any

kind, whether committed by the Company's employees or by third parties acting for or on behalf of the Company.

#### **4 OFFENCES**

It is a criminal offence to offer or provide a bribe, to request or accept a bribe, to bribe an official, and to fail to prevent bribery.

Any employee or other associated person of the Company who commits an offence faces up to 10 years in prison (21 years in prison if the offence is within scope of Australian legislation) and/or an unlimited fine if convicted. In those circumstances, the Company is also liable to be prosecuted and, if convicted, faces an unlimited fine.

We will uphold laws relating to bribery and take disciplinary action, and/or any other action considered appropriate, against any employee or other associated person of the Company, should we find that bribery, or attempted bribery, has taken place.

#### **5 OBJECTIVE**

The purpose of this policy is to raise awareness of the risk of bribes throughout our business. We must acknowledge the need to maintain and enhance our corporate reputation and ensure compliance with the Company's ethical values and all applicable legislation. Whilst the risk of bribery cannot be eliminated, we will adopt a reasonable and proportionate approach to reducing this risk by implementing adequate procedures which will be recorded in the Company's Anti-Bribery and Corruption Risk Assessment.

#### **6 POLICY**

##### **GIFTS AND HOSPITALITY**

We recognise that the giving and receiving of gifts and hospitality where nothing is expected in return helps form positive relationships with third parties where such gifts and hospitality is reasonable, proportionate, and properly recorded. This does not constitute bribery and, consequently, such actions are not considered a breach of this policy. Gifts should be made openly, not secretly, and be of an appropriate type and value and should not be cash or a cash equivalent. Any gifts, or offers of gifts, which exceed a value of USD 25.00 (or equivalent) both given and received, should be disclosed immediately to the Group Managing Director, and entered on the Register of Gifts.

Occasional business meals are not problematic and are sometimes even important for business relationships. All business meals should be reported through the Company's expenses policy and include details of attendees.

It is prohibited for Myzone or its directors, officers, employees, consultants, or contractors to:

(a) give, promise to give, or offer, a payment, gift, or hospitality to a third party or otherwise engage in or permit a bribery offence to occur, with the expectation or hope that an advantage in business will be received, or to reward a business advantage already given.

(b) give, promise to give, or offer, a payment, gift, or hospitality to a third party to "facilitate" or expedite a routine procedure.

(c) accept a payment, 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 the Company in return.

(d) threaten or retaliate against another employee or worker who has refused to commit a bribery offence or who has raised concerns under this Policy or Myzone's Whistle Blowing Policy.

(e) engage in any activity that might lead to a breach of this Policy.

## FACILITATION PAYMENTS

Facilitation payments, which are payments to induce officials to perform routine functions they are otherwise obligated to perform, are bribes. A common example is where a government official is given money or goods to perform (or speed up the performance of) an existing duty. As such, the Company strictly prohibits the making of any facilitation payments.

## KICKBACKS

The Company understands that kickbacks tend to be made in exchange for business favour or advantage and therefore does not allow them to be made or accepted.

## POLITICAL CONTRIBUTIONS

The Company will not make donations of any kind to support any political party or candidate, acknowledging that this may be perceived as an attempt to gain an improper business advantage.

## CHARITABLE CONTRIBUTIONS AND SPONSORING

A charitable donation is a gift made by an individual or company to a non-profit organisation or charity. It can include giving or providing cash, venues, equipment, personnel time, or other benefit to a charity or to an individual or organisation nominated by or connected with a charity.

Charitable donations (which should not be in connection with a business transaction) and sponsoring carry risk in that they can be a conduit for corrupt payments. For example, a government official in negotiations with a business may disclose that they are on the board of a charitable organisation and request that a donation be made to the charity in breach of anti-bribery legislation.

Whilst charitable donations and sponsoring are not prohibited, they must be legal, ethical, and approved by the Group Managing Director beforehand.

## CONFLICTS OF INTEREST

A conflict of interest occurs when personal interests or relationships conflict with business interests. All personal interests must be disclosed to the Group Managing Director. All processes must be transparent, and someone other than the conflicted party must be involved in any decision making.

## 7 RISK ASSESSMENT

All management and staff should be familiar with the Anti-Bribery and Corruption Risk Assessment and be made aware of any changes thereto.

## 8 DUE DILIGENCE

We must complete satisfactory due diligence on all suppliers to ensure we are aware of who we are dealing with, thereby reducing the risk of taking on less trustworthy parties. This should include the location of the supplier in terms of their country's risk (see the Corruptions Perceptions Index) and the value and complexity of the contract.

## 9 ACTION

We are all responsible for the prevention, detection, and reporting of bribery and corruption and we must avoid any activities that contravene this policy or circumvent the control measures which the Company has put in place. If you have reason to believe or suspect that bribery or corruption has occurred, is ongoing, or if you have been offered a bribe or asked to make one, you must inform the regional CEO or Group Managing Director immediately. This can be done by contacting them directly or reporting your concerns via the Company's confidential email address – [confidential@myzone.org](mailto:confidential@myzone.org). In order to assist any internal investigation, you may be asked to give a written account of events. In line with our whistleblowing procedures, any such disclosure will remain confidential and be taken extremely seriously.

The following is a list of "red flags" that may indicate the possible existence of corrupt practices and should be kept in mind by all those subject to this Policy:

- (a) Use of an agent with a poor reputation or with links to a foreign government.
- (b) Unusually large commission payments or commission payments where the agent does not appear to have provided significant services.
- (c) Cash payments, or payments made without a paper trail or without compliance with normal internal controls.
- (d) Unusual bonuses to foreign personnel for which there is little supporting documentation.
- (e) Payments to be made through third party countries or to offshore accounts.
- (f) Private meetings requested by public contractors or companies hoping to tender for contracts.
- (g) Not following Myzone policies or procedures – abusing the decision-making process.

(h) Unexplained preferences for certain sub-contractors.

(i) Invoices rendered or paid in excess of contractual amounts.

This list is not exhaustive and you should be alert to other indicators that may raise a suspicion of corrupt activity.

## **10 RECORD-KEEPING**

Myzone considers it of paramount importance that detailed and accurate financial records are kept by the company which adequately explains all payments made and received by it. This extends to all gifts and hospitality which is recorded in the Company's Register of Gifts.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties should be prepared and maintained with strict accuracy and completeness. No accounts or cash funds may be kept "off-book" to facilitate or conceal improper payments. The use of false documents and invoices is prohibited, as is the making of inadequate, ambiguous, or deceptive bookkeeping entries and any other accounting procedure, technique or device that would hide or otherwise disguise illegal payments.

To ensure the effectiveness of internal controls, business and finance personnel of the Company will review transactions and expense/payment requests for warning signs that signal an inadequate commercial basis or present excessive risks.

## **11 MONITORING AND REVIEWING**

The Board of Directors will constantly monitor this policy and the procedures which are in place to prevent bribery and corruption and, where necessary, these will be updated when required. As we are all responsible for the prevention, detection, and reporting of bribery and corruption, the Company will always welcome and consider any suggestions from its staff as to how it can manage this risk.

## **12 TRAINING AND COMMUNICATION**

All new employees will be made aware of this policy at their induction and they will receive regular training on how to comply with it and the procedures which are implemented by the Company to control the risks posed by bribery and corruption. Our policy will also be clearly communicated to all suppliers and any other third parties at the commencement of a business relationship.

Myzone Holdings Limited - September 2022.

Group Managing Director – Phil Whittam [phil@myzone.org](mailto:phil@myzone.org)