MOORHOUSE
AN EXPLEO COMPANY

Moorhouse Anti-Corruption and Bribery Policy

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1. Introduction

Moorhouse is committed to the highest standards of ethical conduct and integrity in its business activities. This policy outlines the Company's position on preventing and prohibiting bribery in accordance with the Bribery Act 2010. Moorhouse will not tolerate any form of bribery.

This policy applies to all employees and officers of Moorhouse, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company ("associated persons"). Every employee and associated person acting for, or on behalf of, the Company is responsible for maintaining the highest standards of business conduct.

Any breach of this policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned.

This policy should be read in conjunction with the Gifts and Hospitality Policy.

2. Bribery Act 2010

Moorhouse is committed to complying with the Bribery Act 2010 in all its business activities.

A bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; or
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A criminal offence will be committed under the Bribery Act 2010 if

- an employee or associated person acting for, or on behalf of, the Company offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, the Company offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and
- the Company does not have adequate procedures in place to prevent bribery by its employees or associated persons.

3. Guiding Principles

The Moorhouse approach to anti-corruption and bribery is governed by the following key principles:

a) Legal: always act within the law
b) Compete fairly: be honest and transparent when competing for new work

c) Inducements: neither offer or accept gifts, hospitality or other inducements which encourage or reward a decision, or engage in any form of bribery
d) Conflicts: avoid or declare conflicts of interest that may lead (or be seen to lead) to divided personal loyalties.
e) Commitments: ensure others have confidence in the commitments we make on behalf of Moorhouse, and that any agreements are approved and authorised in the appropriate way.

4. Policy

The principles stated above should be adhered to at all times, including during periods of leave or absence.

The Company prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe.

The bribe might be cash, a gift or other inducement to, or from, any person or company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the employee or associated person is situated in the UK, Ireland or overseas.

The bribe might be made to ensure that a person or company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the Company in either obtaining or maintaining Company business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors, agents, sponsors, advisors or other third parties.

5. Records

Employees and, where applicable, associated persons, must ensure that all company records are accurately maintained in relation to any contracts or business activities.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship.

Employees and associated persons are required to keep accurate, detailed and up- to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

6. Reporting

If an employee suspects or are concerned that acts of corruption and bribery are occurring in Moorhouse s/he must inform their Talent Lead Group Partner, the Finance & Operations Director or a member of the P&T team immediately.

While any suspicious circumstances should be reported, employees and associated persons are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees;
- a history of corruption in the country in which the business is being undertaken;
- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices within the law.

Employees or associated persons who report instances of bribery in good faith will be supported by the Company. The Company will ensure that the individual is not subjected to detrimental treatment as a consequence of his/her report.

Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should still report the matter.

The Company will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out.

The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal.

The Company may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Company who are found to have breached this policy.

The Company may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

7. Charitable and Political Donations

Moorhouse considers that charitable giving can form part of its wider commitment and responsibility to the community. The Company may also support fundraising events involving employees.

8. Permitted Practices

This policy does not prohibit:

- normal and appropriate hospitality and entertainment with clients (please see the Gifts and Hospitality Policy); and
- the use of any recognised fast-track process that is publicly available on payment of a fee.

Any such practices must be proportionate, reasonable and made in good faith. Clear records must be kept.

9. Risk Management

Moorhouse will conduct risk assessments for each of its key business activities on a regular basis and, where relevant, will identify employees or officers of the Company who are in positions where they may be exposed to bribery.