

Anti Bribery and Corruption

It is the Company's policy to conduct all of its business in an honest and ethical manner and is committed to implementing and enforcing systems that ensure bribery is prevented. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

The Company will strive to constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. We are bound by the laws of the UK, including the Bribery Act 2010, in regards to our conduct both at home and abroad.

We therefore are fully committed to ensuring the prevention of bribery and corruption in our business, and take our legal responsibilities with high regard.

ANTI BRIBERY & CORRUPTION POLICY

PROAV LIMITED

(the "Company")

1 INTRODUCTION

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

1.2 This Code of Conduct applies to all Third Parties with which we do business. A “Third Party” means a person (other than an employee) who “performs services” for or on behalf of the Company. This person can be an individual or an incorporated or unincorporated body. It includes actual and potential consultants, professional advisors, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, and those they are involved with to provide services for or on behalf of the Company.

1.3 The Company does not tolerate any form of bribery, corruption, extortion or embezzlement and takes a zero tolerance approach to bribery and corruption.

2 WHAT IS BRIBERY?

A bribe is a financial or other advantage that is offered, promised, given, requested, agreed to be received, or accepted with the intention of inducing, rewarding or otherwise resulting in improper performance.

3 GIFTS AND HOSPITALITY

3.1 This Code of Conduct does not prohibit normal and appropriate hospitality. If by giving or receiving hospitality a real or perceived conflict of interest will be created, Third Parties must refuse to give or receive the gift or hospitality.

3.2 Third Parties are prohibited from accepting and giving a gift

3.3 The giving or receiving of hospitality is not prohibited, if the following requirements are met:

3.3.1 it is not made with the intention of inducing, rewarding or otherwise resulting in improper performance in order to obtain or retain a business or other advantage to the Company;

3.3.2 is not offered, promised or given to a foreign public official if the Third Party intends to influence the foreign public official in his or her official capacity to obtain or retain business or an advantage in the conduct of business for the Company;

3.3.3 it is appropriate in the circumstances;

3.3.4 taking into account the reason, it is of an appropriate type and value and given at an appropriate time and is not to be lavish;

3.3.5 it is given or received openly, not secretly.

3.4 Third Parties are prohibited from accepting from or offering gifts or hospitality to any public officials or representatives, or politicians or political parties, without the prior written approval by a duly authorised representative of the Company.

4 FACILITATION PAYMENTS

4.1 The Company does not make, and will not accept, facilitation payments of any kind. 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 UK, but can be found in some other jurisdictions.

4.2 It is not acceptable for Third Parties to:

4.2.1 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;

4.2.2 engage in any activity that might lead to a breach of this Code of Conduct.

5 DONATIONS

Third Parties must not make contributions to political parties or charitable donations for or on behalf of the Company.

6 RESPONSIBILITIES

6.1 Third Parties are required to avoid any activity that might lead to, or suggest, a breach of this Code of Conduct and procure that those they are involved with to provide services for or on behalf of the Company comply with this Code of Conduct.

6.2 Third Parties are required to ensure that they and those they are involved with to provide services for or on behalf of the Company:

6.2.1 have in place appropriate policies to implement this Code of Conduct;

6.2.2 allow the Company rights of audit of internal control systems financial records and procedures for compliance;

6.2.3 immediately report any suspicion or act of bribery or corruption;

6.2.4 keep financial records and have appropriate internal controls in place which evidence the business reason for making payment;

6.2.5 ensure all expenses claims relating to the hospitality, gifts or expenses incurred are kept and specifically record the reason for the expenditure ; and

6.2.6 keep proper books and accounts, training and communication

6.3 Third Parties are required to implement appropriate training and communicate to ensure compliance with these anti bribery and corruption standards to at least the same standard as this Code of Conduct.

6.4 Our zero-tolerance approach to bribery and corruption must be communicated to all employees, suppliers, contractors and business

partners of Third Parties and those they are involved with to provide services for or on behalf of the Company at the outset of any business relationship with them and as appropriate thereafter.

7 MONITORING AND REVIEW

7.1 The Company reserves the right to monitor the effectiveness and review the implementation of this Code of Conduct and update it from time to time.

8 REPORTING

8.1 Third Parties are responsible for the prevention, detection and reporting of bribery and other forms of corruption. Third Parties should report any concerns to the board of the Company.

This policy was last updated on 15th May 2017.