

Purpose

To outline Matrix Networks Group Limited's (MNGL) policy explaining the procedures through which the company can maintain its high ethical standards and protect its reputation against any allegations of bribery and corruption in accordance with the Bribery Act 2010.

Scope

This policy applies to all individuals working at all levels and grades, including directors, senior managers, employees, consultants, contractors, and any other person providing services to it.

Policy Statement

The Company is committed to the highest standards of ethical conduct and integrity in its business activities in the UK.

It takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its dealings wherever it operates. It is also committed to implementing and enforcing effective systems to counter bribery and corruption.

Policy content	
1.	What is Bribery and Corruption? For the purpose of this policy: “Anything of Value” includes any direct or indirect benefit, including cash, gifts, hospitality, expenses, reciprocal favours, business or employment opportunities, political, charitable or community contributions, sponsorships, or offsetting arrangements. “Bribery” or a “Bribe” is Anything of Value given, offered, promised, accepted, requested or authorised (in each case, directly or indirectly) with the intent that a person who is trusted or expected to act in good faith or with impartiality, performs that function improperly or in order to obtain or retain an advantage in the course of business. “Corruption” is the misuse of public office or power for private gain; or misuse of private power in relation to business outside the realm of government. “Public Official” is a government official, whether elected or appointed; an officer or employee of a government agency or state-owned or state-controlled entity; a person performing a public service on behalf of government or government agency; a political party or party official; a candidate for political office; or an officer or employee of a public international organisation. Family members and close associates of any Public Official are also considered Public Officials for purposes of this Policy. Bribery is a criminal offence under the Bribery Act 2010 creating 4 criminal offences: 1. Bribing another person; 2. Being bribed; 3. Bribing a foreign public official; or 4. Failure to prevent bribery taking place.

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1.1 Who can engage in Bribery or Corruption?

In the eyes of the law, bribery and corruption behaviour can be committed by:

- An employee, officer or director;
- Any person acting on behalf of the company;
- Individuals and organisations where they authorise someone else to carry out these acts.

Acts of bribery and corruption will commonly, but not always, involve public or government officials (or their close families and business associates).

1.2 Types of Bribery and Corruption

When giving, offering, promising, accepting, requesting or authorising Anything of Value, certain key principles apply, namely each item must:

- be lawful and appropriate;
- not be intended to, or perceived to, improperly influence the recipient;
- not give rise to any perceived or actual conflict of interest between MNGL, MNGL employees, Third-Party Partners or its counterparties;
- not involve cash or cash equivalents, such as stored value cards or gift certificates;
- not be excessive or repetitive; and
- be properly authorised and recorded.

1.3 Gifts and Hospitality

Value	Pre-Approval Requirement	Recording Requirements	Pre-Approval and Recording Requirements for Public Officials
Up to £20	No	• Expense must be accurately recorded in MNGL's expense system.	Yes. Written pre-approval from Corporate Governance Director is required before offering or receiving gifts or hospitality.
£20- £100	No	• Expense must be accurately recorded in MNGL's expense system and include: the MNGL employee(s) offering the gift or hospitality and the recipients' name and organisation (if applicable). • Gifts or hospitality received must be recorded in the Gifts and Hospitality Register, including when MNGL employee(s) refuse an offer of Anything of Value.	Not permitted.
Over £100	Yes. Written pre-approval from Managing Director is required before	• Expense must be accurately recorded in MNGL's expense system and include: the MNGL employee(s) offering the gift or hospitality and the recipients' name and	Not permitted.



	offering or receiving gifts or entertainment.	organisation (if applicable), and documentation of pre-approval. • Gifts or hospitality received must be recorded in the Gifts and Hospitality Register, including when MNGL employee(s) refuse an offer of Anything of Value.	
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1.4 Other Categories:

Item	Requirements
Cash or Cash equivalent	• Strictly prohibited.
Travel or Accommodation	• Giving or receiving Travel or Accommodations requires written pre-approval from the Corporate Governance Director.
Charitable Donation	• Charitable Donations by or on behalf of MNGL require written pre-approval from the Corporate Governance Director.
Political Donation	• MNGL prohibits political donations made on its behalf.

If you have any questions about whether you may offer or accept a gift, entertainment, or other item, you must consult the Corporate Governance Director.

2.	Third-Party Service Providers When MNGL engages Third-Parties, appropriate steps must be taken to ensure the parties' actions and behaviour will not reflect poorly on MNGL or expose MNGL to potential criminal or other liability. This means undertaking due diligence to assess whether they are suitable to be associated with MNGL; and implementing appropriate controls to prevent and detect Bribery and Corruption associated with the third-party.
3.	Facilitation payments and kickbacks MNGL does not make, and will not accept, Facilitation Payments or "kickbacks" of any kind. Facilitation Payments typically small payments made to Public Officials for their personal benefit to encourage them to expedite a routine or common government tasks that the official is otherwise required to undertake even if the payment were not made, such as issuing permits or licenses. Kickbacks are typically payments made in return for a business favour or advantage. All employees must avoid any activity that might lead to, or suggest, that a Facilitation Payment or kickback will be made or accepted by MNGL.
4.	Record Keeping The Company will keep financial records and have appropriate internal controls in place which will evidence the business reason for making any payments to third parties. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, must be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.



5.	Raising concern Employees will be encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage to the Corporate Governance Director. It is important that employees tell the Corporate Governance Director as soon as possible if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity. Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. MNGL aims to encourage openness and will support anyone who raises genuine concerns in good faith under its anti-bribery policies, even if they turn out to be mistaken. To ensure the application of the highest standards of ethical conduct and integrity in MNGL business activities, employees are asked to read this policy in conjunction with the Whistleblowing Policy.
6.	Training and Other Activities MNGL employees must complete anti-bribery and corruption training when required to do so and may, from time to time, be requested to participate in risk assessments designed to identify bribery and corruption risks across the business and the appropriate procedures to manage them.
7.	Responsibilities of MNGL employees and Third-Parties The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for MNGL or under MNGL's control. All employees are required to avoid any activity that might lead to, or suggest, a breach of MNGL's anti-bribery policies. Any employee who breaches MNGL's anti-bribery policy will face disciplinary action, which could result in dismissal for gross misconduct.
8.	Monitoring The effectiveness of this policy will be regularly reviewed. Internal control systems and procedures will be subject to audit under the internal audit process. The policy itself is subject to annual review.