

ZENOVA GROUP PLC

ANTI-BRIBERY AND CORRUPTION POLICY

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One of Zenova Group Plcs (the “Company”) core values is to uphold responsible and fair business practices. The Company is committed to promoting and maintaining the highest level of ethical standards in relation to all of its business activities. The Company’s reputation for maintaining lawful business practices is of paramount importance and this Policy is designed to preserve these values. Zenova Group Plc therefore has a zero-tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all of its business dealings and relationships and implementing and enforcing effective systems to counter bribery.

1. Purpose

- 1.1 The purpose of this policy is to set out Company’s responsibilities and to provide guidance on how to recognise and deal with bribery and corruption issues.

It is important that you read, understand and act in accordance with this policy.

2. To whom does this policy apply?

- 2.1 This Policy applies to all permanent and temporary employees of the Company (including any of its intermediaries, subsidiaries or associated companies). It also applies to any individual or corporate entity associated with the Company or who performs functions in relation to, or for and on behalf of, the Company, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers and sponsors, wherever located (collectively referred to as “Workers” in this policy). All employees and associated persons are expected to adhere to the principles set out in this policy.
- 2.2 This policy does not form part of any employee's contract of employment and it may be amended at any time.

3. Principles

- 3.1 It is the Company’s policy to conduct all 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 business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.
- 3.2 It is the Company’s objective that those we do business with take a similar zero-tolerance approach to bribery and corruption.
- 3.3 The Company will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of Company’s conduct both at home and abroad.
- 3.4 Bribery and corruption are criminal offences and are punishable for individuals by up to ten years' imprisonment in the UK. If the Company are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to the Company’s reputation. We therefore take the Company’s legal responsibilities very seriously and expect you to do the same.
- 3.5 In this policy "third party" means any individual or organisation you come into contact with during the course of your work for the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- 3.6 This policy should be read in conjunction with the Employee Handbook.

4. Responsibility for the policy?

- 4.1 This policy is endorsed by the Company's Chief Executive Officer. The Company's board of directors has overall responsibility for ensuring this policy complies with the Company's legal and ethical obligations, and that all those under the Company's control comply with it.
- 4.2 The role of Compliance Manager has been assigned to the Finance Director.
- 4.3 The Compliance Manager has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness.
- 4.4 Management and senior staff at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate training on an annual basis.

5. Risks for the business

- 5.1 We have identified some particular risks for the Company following a Risk Assessment conducted by the Compliance officer.

6. What are bribery and corruption?

- 6.1 Corruption is the abuse of public or private office for personal gain.
- 6.2 In general terms, bribery is committed where a person (A) offers or gives some benefit to another person (B) as an inducement for that person (B) or another person (C) to act dishonestly in relation to his principal's or employer's business. In such case, all those persons (A, B and C), as well as other persons who were complicit in the offence, may be guilty of bribery.
- 6.3 Remember:
 - a bribe does not have to be cash;
 - the person who receives the bribe is as guilty as the person who offers it even if it is unsolicited;
 - the bribe will still be an offence under UK law if it is committed overseas, irrespective of whether it would be illegal under local law; and accepting any kind of is a criminal offence.

7. Gifts and hospitality

- 7.1 This policy does not prohibit reasonable and proportionate hospitality (given and received) to or from third parties.
- 7.2 Hospitality received with a value of £20.00 or greater should be disclosed to the line manager or the Compliance Manager in writing.
- 7.3 Hospitality given to a third party with a value of £20.00 or greater should be disclosed in advance to the Compliance Manager in writing.
- 7.4 Where it is an accepted part of your role (you should ask your line manager if you are unsure about this) you can offer and accept a reasonable amount of moderate hospitality for the purposes of business and client development, having regard to the list in paragraph 7.5 below.

7.5 The giving or receipt of gifts and hospitality is not prohibited, if the following requirements are met:

- it is not made as a condition of a third party obtaining or retaining business or a business advantage, or to reward the provision of a business advantage, or in explicit exchange for favours or benefits;
- it complies with local law;
- it is given in the Company's name, not in your name;
- it does not include cash or a cash equivalent such as gift certificates or vouchers;
- taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time; and
- it is given openly, not secretly;

7.6 We appreciate that the practice of giving business gifts and or hospitality varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, proportionate and justifiable. The intention behind the gift or hospitality should always be considered.

7.7 Subject to 7.4 above, workers are permitted to keep small gifts with a monetary value of £20 or less provided that the gift has been declared and a record made in the Company's gifts register.

8. What is not acceptable?

8.1 In addition to the above, it is not acceptable for you (or someone on your behalf) to:

- give promise to give, or offer, a payment, gift or hospitality on the condition 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 (where the payment is not a legitimate payment pursuant to local written law);
- accept payment from a third party that is intended to obtain a business advantage for them;
- accept a gift or hospitality from a third party if it is offered or provided on the condition that a business advantage will be provided by the Company 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 will breach this policy.

9. Facilitation payments

- 9.1 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 are common in some other jurisdictions in which we occasionally operate.
- 9.2 Kickbacks are typically payments made in return for a business favour or advantage.
- 9.3 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. All Workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.
- 9.4 If you are asked to make a payment on the Company's 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.

10. Donations

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Compliance Manager. Obviously this policy only applies to business, not personal, donations.

11. Your responsibilities

- 11.1 You are required to read, understand and comply with this policy, and to notify your manager or the Compliance Manager as soon as possible if you believe or suspect that a conflict with this policy has, or may occur. For example, if a client or potential client indicates to you that a gift or payment is required to secure their business. Further indicators that may point towards bribery or corruption are set out in Schedule 2.
- 11.2 Such concerns will be treated in the utmost confidence and should be raised with the Compliance Manager.
- 11.3 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.
- 11.4 We reserve the right to terminate the contractual relationship with other Workers if they breach this policy.

12. Protection

- 12.1 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.
- 12.2 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. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable 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 the Company's Grievance Procedure, which can be found in the Employee Handbook.

13. Record-keeping

- 13.1 We are required to keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 13.2 You should seek line manager approval and declare and keep a written record of all hospitality or gifts accepted or offered above £20, which will be subject to managerial review. HR maintains the Corporate Gifts register.
- 13.3 All expenses claims relating to hospitality, gifts or expenses incurred to third parties should be submitted in accordance with the Company's Expenses Policy for your relevant jurisdiction, which can be found in the Employee Handbook, and specifically record the reason for the expenditure.
- 13.4 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.

14. How to raise a concern

- 14.1 You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. 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 line manager or the Compliance Manager.
- 14.2 Concerns should be reported in accordance with the Company's Whistleblowing Policy

15. What to do if you are a victim of bribery or corruption

- 15.1 It is important that you tell the Compliance Manager as soon as possible if you are offered a bribe, 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.

16. Training and communication

- 16.1 All new Workers will be given a copy of this policy and training on this policy forms part of the induction process for all new Workers.
- 16.2 All existing Workers will receive annual training on how to implement and adhere to this policy. Such training will be relevant to the worker's roles and some Workers will be given more detailed training.
- 16.3 the Company's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of the Company's business relationship with them and as appropriate thereafter.

17. Monitoring and review

- 17.1 The Compliance Manager will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. 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.
- 17.2 Workers 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.

SCHEDULE 1: THE COMPANY GROUP – ANTI-BRIBERY AND CORRUPTION POLICY RISK ASSESSMENT

Having considered the jurisdictions and sectors in which the Company operates and the transactions which it carries on, the risks we have identified are as follows:

EXTERNAL

the Company does not generally apply for licences and permits to do business or make political donations. Charitable donations are minimal and require strict financial approvals.

INTERNAL

the Company operates bonus schemes, sales commission schemes and sales promotion schemes within its normal operating practices. These schemes are common in the fire safety industry and are not likely to encourage the taking of unacceptable risks. Close supervision of these schemes is maintained by senior management and finance.

The company has clear and strictly enforced financial controls including independent authorisation of expenses and payments. All forms in relation to payments and expenses are correctly authorised and retained. Regular checks are made of all expense claims to ensure compliance with policy.

Well-documented HR and recruitment processes along with effective systems are maintained to maintain fairness and transparency. All employees are vetted for the right to work for the company.

On-going measures

These risks will be reviewed on a regular basis by the Compliance Manager in conjunction with the Board of Directors and updated to reflect any changes in our business or perceptions of the risks faced. To address the risks identified the senior management have determined to take the following measures:

- Implement a rigorous policy of zero tolerance of bribery and corruption and a detailed policy to cover this area.
- Establish the role of Compliance Manager to oversee the implementation and effectiveness of the policy, details are included in the policy.
- Communicate the policy to all relevant parties, including on our intranet.
- Train employees and contractors on this policy and related policies such as hospitality and gifts and business ethics and require acceptance of the policy by all employees and contractors. Training will be repeated annually.
- Place reference to this policy in our code of conduct signed up to by all employees and make compliance with it mandatory.
- Carry out due diligence of our existing activities – considering the jurisdiction, sector, party and transaction risks involved and for this due diligence to be on-going for existing business and all new

business. We will include wording in standard terms and conditions requiring business partners to conform to the standards of the Bribery Act 2010.

SCHEDULE 2: POTENTIAL RISK SCENARIOS: BRIBERY AND CORRUPTION INDICATORS

The following is a list of possible scenarios that may arise during the course of you working for the Company and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only to help you in your compliance with this policy.

If you encounter any of the following scenarios (or similar) while working for the Company, you must report them promptly to your manager or to the Compliance Manager or using the procedure set out in the Confidential Reporting Policy:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- you learn that a third party you are or intend to be involved with has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third-party requests that a payment is made to "overlook" potential legal violations;
- you receive an invoice from a third party that appears to be non-standard or customised;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that the Company has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Company;
- you are offered an unusually generous gift or offered lavish hospitality by a third party;

- you are asked to give hospitality at which you are requested not to attend;
- you are offered hospitality at which the giver is not going to be in attendance; or
- you are asked to give hospitality to persons who are not associated with the organisation (for example, family members) or are offered hospitality which extends to persons beyond the Company (for example, family members).