

ANTI-CORRUPTION AND BRIBERY POLICY OF
KESTREL LINER AGENCIES LIMITED

(CONSIDER GROUP SUBJECT TO FORMATION THOUGH THIS IS DRAFTED FROM THE PERSPECTIVE OF COMPANIES OPERATING FROM OR WITHIN THE UK. Consideration musty also be given to the Foreign Corrupt Practices Act 1977 - and the impacts therein. We are not US lawyers thus cannot advise on action taken in the US for any additional requirements or potential alleged breaches therein). Consideration is also to be given to the position regarding Northern Ireland.

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1. POLICY STATEMENT:

- 1.1 Bribery, corruption, and corrupt activity causes poverty, prevents economic growth, and damages business. It is our policy to conduct all of our 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 and corruption.
- 1.2 We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by UK laws, including the Bribery Act 2010, in respect of our conduct both at home and abroad.
- 1.3 This policy has a dual purpose, namely to:
- a) set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
 - b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 It is a criminal offence to participate in any form of bribery and or corruption. For such an offence to have been committed it does not matter whether or not such a bribe is actually received or made. Therefore, it is a criminal offence to offer, promise, give, request or accept a bribe. Bribery and corruption are punishable for individuals, on conviction, to a term of imprisonment up to ten years and or a fine. As an employer if we fail to prevent bribery we too can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously.
- 1.5 We have identified that certain of our activities create particular risks for our organisation, in particular:
- a) Overseas collaborations and counterparts, joint ventures and partnerships (whether formal or informal);
 - b) The giving or receiving of gifts and donations, and in particular when dealing with customs officials, ports, port workers, stevedores or pilots in respect of clearance procedures;
 - c) Public procurement and public officials; and
 - d) Recruitment of services from third party suppliers, agents, distributors and counterparts, particularly overseas.
- 1.6 To address these risks we have taken the following steps
- a) Implemented an effective anti-bribery and corruption policy that is clear and practical;
 - b) Undertaken a risk assessment exercise, which will be subject to ongoing review;
 - c) Undertaken a training programme of senior management;
 - d) Taken steps to implement a training programme for all individuals operating in areas of the organisation that are perceived as high risk;
 - e) Appointed a '**Compliance Manager**' to ensure ongoing compliance with Bribery Act matters;
 - f) Implemented a due diligence process for using overseas consultants and agents; and
 - g) Prepared standard clauses relating to Bribery Act issues for inclusion in key contractual documentation.

- 1.7 In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, 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.
- 1.8 This policy does not form part of any employee's contract of employment and we may amend it at any time.

2. WHO IS RESPONSIBLE FOR THIS POLICY?

- 2.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 2.2 The Compliance Manager has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.
- 2.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.
- 2.4 You 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.

3. SCOPE OF THIS POLICY:

- 3.1 This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person associated with our organisation in any way, including subsidiaries or their employees, wherever located (and collectively referred to as 'workers')

4. WHAT IS BRIBERY AND CORRUPTION?

- 4.1 Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.
- 4.2 An advantage includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- 4.3 A person acts improperly where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.
- 4.4 Corruption is the abuse of entrusted power or position for private gain.

Examples:

Offering a bribe

You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe

A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official

You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

5. GIFTS, HOSPITALITY AND EXPENSES:

- 5.1 The provision of gifts and hospitality are relatively common when doing business, and are not themselves unlawful. Neither is the reimbursement of reasonable and genuine business expenses incurred by a third party (such as a travel accommodation). However, these may amount to bribery if offered, given, received or promised with the intention of improperly influencing or inciting business or regulatory decisions.
- 5.2 Therefore, this policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purpose of:
 - a) establishing or maintaining good business relationships;
 - b) improving or maintaining our image or reputation; and or
 - c) marketing or presenting our products and/or services effectively.
- 5.3 The giving and accepting of gifts is allowed if the following requirements are met:
 - a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of

business or a business advantage, or in explicit or implicit exchange for favours or benefits;

- b) it is given in our name, not in your name;
 - c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;
 - e) it is given openly, not secretly; and
 - f) it complies with any applicable local law.
- 5.4 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.
- 5.5 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- 5.6 We appreciate that practice 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, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

6. DONATIONS:

- 6.1 We only make charitable and political 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.

7. WHAT YOU MUST NOT DO:

- 7.1 Our organisation has a zero tolerance policy to bribery and corruption. It is not acceptable for you (or someone on your behalf) to:
- a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
 - b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
 - c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;
 - d) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.
 - e) offer or accept a gift to or from government officials or representatives, or politicians or political parties;
 - f) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
 - g) engage in any other activity that might lead to a breach of this policy.

8. FACILITATION PAYMENTS AND KICKBACKS:

- 8.1 We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.
- 8.2 'Facilitation payments', also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the UK, but are common in some other jurisdictions in which we operate.
- 8.3 'Kickbacks' are typically payments made in return for a business favour or advantage.
- 8.4 You must avoid any activity that might lead to a 'facilitation payment' or 'kickback' being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our 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.
- 8.5 The company may on occasion enter into contractual agreements at a negotiated, or discounted, rate and or with a rebate fee to promote sales. However, such agreements and fees must only be made if done so transparently with a legitimate and justifiable commercial purpose. Therefore, it shall be expressly stipulated within relevant documents, and each party will accurately and completely record such rate, discount or rebate.

9. YOUR RESPONSIBILITIES:

- 9.1 You must ensure that you read, understand and comply with this policy.
- 9.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 9.3 You must notify the Compliance Manager and or report via the company's Whistleblowing Policy as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business.
- 9.4 Further "red flags" that may indicate bribery or corruption are set out in the attached schedule.
- 9.5 Any employee who breaches this policy will face disciplinary action in accordance with our disciplinary procedure, which could result in dismissal of gross misconduct.

10. RECORD KEEPING:

- 10.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making or receiving payments to and from third parties.

- 10.2 You must at all times declare and keep a written record of all hospitality or gifts given or received, including the amount and frequency, which will be subject to managerial review.
- 10.3 You must receive prior approval from a member of the company's management team for any payments made or received in the sum of £100.00 or more (or equivalent). For any payments or alike in the sum of less than £100.00 (or equivalent), it must be declared as soon as possible and in any event within 7 calendar days.
- 10.4 You must use and submit the company's Gifts, Hospitality and Expense Form for all claims and declarations relating to hospitality, gifts or payments to and from third parties, which requires you to specifically record the reason for expenditure.
- 10.5 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

11. HOW TO RAISE A CONCERN:

- 11.1 You are actively encouraged to raise concerns about any issue or suspicion of bribery or corruption, and or breach of this policy, at the earliest possible stage.
- 11.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify the Compliance Manager and or report it in accordance with the company's Whistleblowing Policy as soon as possible.
- 11.3 If you are unsure about whether a particular act constitutes bribery or corruption, or is in breach of this policy, raise it with the Compliance Manager and or report it in accordance with our Whistleblowing Policy.

12. PROTECTION:

- 12.1 Individuals who refuse to accept or offer a bribe, or 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 our Grievance Procedure, which can be found in the Employee Handbook.

13. TRAINING AND COMMUNICATION:

- 13.1 Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary.

- 13.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

14. BREACHES OF THIS POLICY:

- 14.1 Any employee who breaches this policy will face disciplinary action in accordance with our Disciplinary Procedure as specified in the Employee Handbook, which could result in dismissal for misconduct or gross misconduct.
- 14.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

Schedule 1

15. POTENTIAL RISK SCENARIOS: "RED FLAGS"

- 15.1 The following is non-exhaustive list of possible red flags that may arise during the course of you working for us 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.
- 15.2 If you encounter any of these red flags while working for us, you must report them promptly to the Compliance Manager or using the procedure as set out in the company's Whistleblowing Policy:
- a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
 - b) you learn that a third party 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;
 - c) a third party insists on receiving an unlawful commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
 - d) 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;
 - e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
 - f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
 - g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
 - h) a third party requests that a payment is made to "overlook" potential legal violations;
 - i) a third party requests that you provide employment or some other advantage to a friend or relative;
 - j) you receive an invoice from a third party that appears to be non-standard or customised;
 - k) a third party insists on the use of side letters or refuses to put terms agreed in writing;

- l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m) 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 us; or
- n) you are offered an unusually generous gift or offered lavish hospitality by a third party.