

ELUXI Ltd

ANTI-BRIBERY POLICY

The Directors, Senior Management and Staff of ELUXI consider a wholly ethical approach to the way the Company undertakes its business activities as essential to the continued success and reputation of the Company.

To this end, ELUXI is committed to establishing and maintaining an effective Anti-Bribery Policy (ABS).

1) POLICY STATEMENT

- a. The Company conducts all of its business in an honest and ethical manner. The Company takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever the Company operates and to implementing and enforcing effective systems to counter bribery.
- b. The Company will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it operates. The Company remains bound by the laws of the United Kingdom, including the Bribery Act 2010, in respect of its conduct both at home and abroad.
- c. The purpose of this policy is to:
 - i. Set out the Company's responsibilities, and of those working for it, in observing and upholding our position on bribery and corruption; and
 - ii. Provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues
- d. Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if the Company is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. The Company therefore takes its legal responsibilities very seriously.

2) WHO IS COVERED BY THE POLICY?

- a. This policy applies directly to all individuals and personnel working at all levels within ELUXI as employees or agents and any subsidiaries and their employees and agents, wherever located (collectively referred to as Direct Associates in this policy). The policy is provided to other associates of ELUXI, including its suppliers, who will be required to comply with those provisions of the policy which apply to them (excluding for example any disciplinary sanctions) by the inclusion of relevant provisions in all contractual arrangements with ELUXI.
- b. In this policy, "third party" means any individual or organisation that all personnel may come into contact with during the course of your role.

3) WHAT IS BRIBERY?

- a. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

4) GIFTS AND HOSPITALITY

- a. This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.
- b. The giving or receipt of gifts is not prohibited if all of the following requirements are met:
 - i. 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;
 - ii. it complies with local law;
 - iii. it is given in the Company name, not in an individual's name;
 - iv. it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - v. it is appropriate in the circumstances. For example, it is given as a ceremonial gift on a festival or at another special time (e.g. Christmas);
 - vi. taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
 - vii. it is given openly, not secretly; and
 - viii. gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of your line manager.
- b. The Company appreciates that the practice of giving business gifts 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 and justifiable. The intention behind the gift should always be considered.
- c. All gifts and hospitality to a value of more than £100 (in the UK and such other values as notified for other countries), accepted by any employee (including Directors) should be entered on the central corporate gifts register.

5) WHAT IS NOT ACCEPTABLE?

- a. It is not acceptable for anyone (or for someone else's behalf) to:
 - i. 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; or
 - ii. 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; or
 - iii. accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them; or
 - iv. accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return; or
 - v. threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
 - vi. engage in any activity that might lead to a breach of this policy.

6) FACILITATION PAYMENTS

- a. The Company does not make, and will not accept, facilitation payments or "kickbacks" 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 United Kingdom, but are common in some other jurisdictions.

- b. If asked to make a payment on the Company's behalf, everyone 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 your line manager.
- c. Kickbacks are typically payments made in return for a business favour or advantage. All Direct Associates must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

7) DONATIONS

- a. The Company does not make contributions to political parties. The Company will only make charitable donations that are legal and ethical under local laws and practices. No donations may be offered or made without the prior approval of a Director.

8) EMPLOYEE RESPONSIBILITIES

- a. All employees must ensure that they read, understand and comply with this policy.
- b. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for ELUXI or under the Company's control. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- c. All employees must notify their line manager as soon as possible if they 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 something to gain a business advantage with the Company, or indicates that a gift or payment is required to secure their business.
- d. Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. The Company reserve its right to terminate its contractual relationship with other Direct Associates if they breach this policy.

9) RECORD-KEEPING

- a. The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- b. All employees must declare and keep a written record of all hospitality or gifts to a value of more than £100 (in the UK and such other values as notified for other countries), accepted or offered on the central corporate gifts register, which will be subject to managerial review.
- d. All employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure.
- e. 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.

10) HOW TO RAISE A CONCERN

- a. All personnel are encouraged to raise any concerns they may have about any issues or suspicions of malpractice at the earliest possible stage. If anyone is unsure whether a particular act constitutes bribery or corruption, or in the event of any other queries, these should be raised with the appropriate line manager. Concerns should be reported as a protected disclosure to the line manager or to a Director.

11) PROTECTION

- a. Direct Associates who refuse to accept or to offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company aims 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.
- b. The Company is 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. Should anyone believe that they have suffered any such treatment, they should inform the Company Secretary immediately at admin@eluxi.co.uk. If the matter is not remedied, and if an employee, this should be raised formally using the Company's Grievance Procedure, which can also be found in the Employee Handbook.

12) TRAINING AND COMMUNICATION

- a. Training on this policy forms part of the induction process for all new employees. All existing employees will receive, relevant training on how to implement and adhere to this policy.
- b. 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.

13) WHO IS RESPONSIBLE FOR THE POLICY?

- a. 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.
- b. The Company Secretary has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

14) MONITORING AND REVIEW

- a. The Company Secretary and any Internal Auditor will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any 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.
- b. All Direct Associates are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing
- c. Direct Associates 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 Company Secretary at admin@eluxi.co.uk
- d. This policy does not form part of any employee's contract of employment and it may be amended at any time.