

A stack of Euro banknotes, including 10 and 20 Euro notes, fanned out and placed inside a brown paper envelope. The 20 Euro note is the most prominent, showing the Queen Elizabeth II portrait and the number "20".

Bribery Policy

Overall Statement of Principles

It is the policy of The Ogilvie Group to conduct all of its business in an honest and ethical manner. In doing business neither the Ogilvie Group nor any person or entity associated with The Ogilvie Group, shall offer, pay, promise, authorise or receive any bribe, kickback or other illicit payment or benefit in violation anti-corruption laws. We will at all times comply with the Bribery Act 2010.

This Policy applies to The Ogilvie Group, to all subsidiaries and to all joint ventures and other entities controlled by the Ogilvie Group and to all officers, directors and employees of The Ogilvie Group or of any affiliate, wherever located. The Policy prohibits corrupt payments directly, as well as any indirect payments through sales agents, vendors, representatives, advisors and any other third party acting on behalf of The Ogilvie Group or any affiliate ("Third Parties").



Under UK law, bribery and corruption is punishable for individuals by up to seven years imprisonment and if a company is found to have taken part in corruption it would be excluded from tendering for Government contracts and face untold damage to its reputation.

The Ogilvie Group's Company Secretary shall be responsible for administering and interpreting this Policy under the oversight of the Ogilvie Group Board of Directors for each of the Companies in the Group. The Company Secretary and his designees shall give directions and maintain procedures to implement this Policy as necessary.

It is the policy of the Company that all Ogilvie Group Personnel and Third Parties are to comply with all applicable anti-corruption/bribery laws.

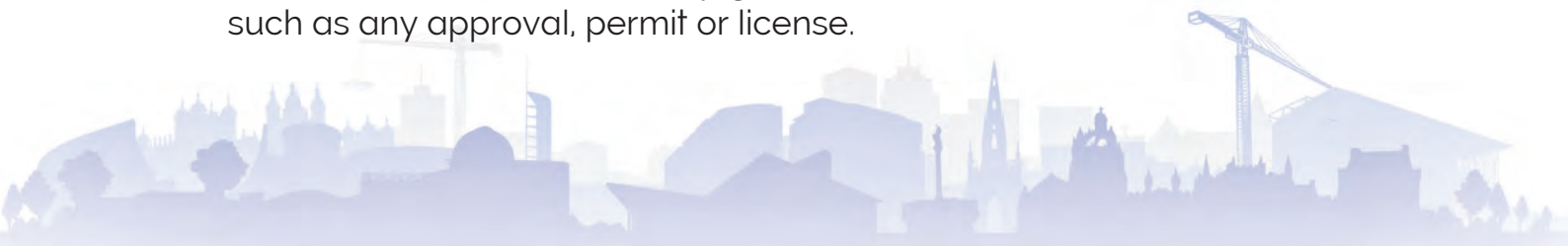
The Ogilvie Group Personnel and Third Parties shall not corruptly offer, pay, promise or authorize any bribe, kickback, or illicit payment or benefit in money or in any kind, to any government or commercial customer, employee, investor, client, broker, agent, contractor, dealer or any other person or entity.

No Company personnel shall receive any bribe, kickback, or illicit payment or benefit of any kind, from any customer, supplier or any other person or entity that has any business relationship with The Ogilvie Group.

The Ogilvie Group, its affiliates, Ogilvie Group personnel and third parties are prohibited from corruptly paying, authorizing, offering to pay or giving anything of value to any Government or Local Authority Official of the United Kingdom or to any non-U.K. political party or party official or any candidate for political office to obtain or retain business, direct business to any person or gain any other improper business advantage. This prohibition applies to any interaction with Government Officials. Thus, it prohibits corrupt payments to obtain or retain contracts and any other illegal payment to a Government Official or Local Authority.

Examples of improper actions under this Policy include:

- ▶ Payment or offer of payment to influence a Government/Local Authority Official's decision to award a contract or other business opportunity to The Ogilvie Group.
- ▶ Payment or offer of payment to influence a Government/Local Authority Official's decision to issue any government authorization or documentation, such as any approval, permit or license.



- ▶ Payment or offer of payment to influence a Government/Local Authority Official's decision to relieve The Ogilvie Group of otherwise required government obligations, such as paying taxes, passing inspections or obtaining required permits, payment or offer of payment to a Government Official Party to influence legislation or any judicial proceeding.
- ▶ Any of the above made indirectly through a Third Party.

The Ogilvie Group will implement the above in conjunction with guidance on giving and accepting gifts and hospitality or the giving of gifts on special occasions. Internal control systems will be subject to annual audit to provide assurance that the company is effective in countering bribery and corruption.

We will communicate this policy and relevant guidance to employees across the Group, through our established communication channels. Managers will receive relevant training on how to implement and communicate this policy to all employees.

Employees are encouraged to raise concerns about instances of malpractice at the earliest possible stage in line with our Whistleblowing Policy.

Employees found to have participated in the giving or receiving of bribes will be subject to the Company's disciplinary process as outlined in section 11.2 & 3 of the Terms & Conditions of Employment regarding gross misconduct and summary dismissal.

This policy should be read in conjunction with our Gifts and Hospitality Procedures.

The Ogilvie Group will review the implementation of this policy in respect of its suitability, adequacy and effectiveness and will make improvements as necessary.

By order of the Board
Ogilvie Group

