

Anti-corruption and bribery policy

April 2019

Purpose and scope

The purpose of this policy is to outline the Company's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010 ("the Act"). It also provides guidance to those working for us on how to recognise and deal with bribery and corruption issues.

This policy applies to all employees and officers of the Company, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company within the UK and overseas ("workers").

Every worker is responsible for maintaining the highest standards of business conduct. Any breach of this policy could constitute a serious disciplinary, contractual and/or criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the Company. The Company may also face criminal liability for unlawful actions relating to bribery taken by its workers.

What is bribery?

A bribe is a financial or other type of inducement or reward offered, promised or provided in order to gain a commercial, contractual, regulatory or personal advantage. It encompasses both:

- a) Giving or offering bribes; and/or
- b) Accepting bribes

The bribe might be cash, a gift or other inducement to, or from, any person or company, whether a public or government official, official of a state-controlled industry, political party or a private person or company.

It includes both direct and indirect contributions, payments or gifts made in any manner, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

This is the case whether you are situated in the UK or overseas.

The Company's position

The Company is committed to the highest standards of ethical conduct and integrity in all its business activities and relationships in the UK and overseas. The Company will not

tolerate any form of bribery by its workers and is committed to implementing and enforcing this Policy.

What is prohibited?

You must not engage in any activity that might lead to a breach of this policy. In particular, the following is prohibited:

Offering bribes

You must not offer, promise or give:

- 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; and/or
- a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure.

Accepting bribes

You must not accept:

- payment from a third party that you know or suspect is offered with the expectation that the Company will obtain a business advantage; and/or
- a gift or hospitality from a third party if you know or suspect is offered or provided with an expectation that a business advantage will be provided by the Company in return.

Threats or retaliation

Finally, you must not threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy.

Risk areas

Copper has carried out a risk assessment of potential risks under bribery and corruption, but have deemed the risk to Copper as low. Please see risk assessment here <F:\Copper\H&S\Risk Assessments>.

Gifts, hospitality and promotional activity

The Company permits corporate entertainment, gifts, hospitality and promotional expenditure provided that they are arranged in good faith and demonstrate a clear business objective.

The Company will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure, according to the nature of the business relationship.

The Company will not approve business entertainment where it considers that a conflict of interest may arise or where it could be perceived that undue influence or a particular business benefit was being sought (for example, prior to a tendering exercise).

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported to your line manager. In certain

circumstances, you may be asked to return gifts to the sender or refuse the entertainment where it could lead to a breach of this Policy. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by workers.

If you wish to provide gifts to suppliers, clients or other business contacts, prior written approval is required. Details of the intended recipients, reasons for the gift and business objective must be supplied. Such gifts will be authorised only in limited circumstances.

Facilitation Payments

The Company does not make, and will not accept, facilitation payments. Facilitation payments are usually small, unofficial payments made to secure or speed up a routine government action by a government official.

You are therefore prohibited from making or accepting any facilitation payments and must avoid any activity that might lead to, or suggest, that a facilitation payment will be made or accepted by the Company.

If you have any suspicions, concerns or queries regarding a payment you should report immediately to your line manager or a Director. See Reporting Bribery or Suspected Bribery below.

Donations

The Company only makes charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of a Director.

The Company may also support fundraising events involving employees.

Record-keeping

To help prevent corruption and bribery in accordance with this Policy you must:

- Declare and keep a written record of all hospitality or gifts accepted or offered.
- Submit expenses relating to hospitality or gifts in accordance with the Company expenses policy.
- Accurately create and maintain accounts, invoices, payment transactions and all other documents and records relating to dealings with third parties, contracts or other business activities involving clients, suppliers, public officials or other business contacts. Accounts should not be kept off the record”, to facilitate or conceal improper payments.
- Take and keep records of any due diligence undertaken prior to entering into any contract, arrangement or relationship with a potential supplier of services.

Reporting bribery or suspected bribery

You must notify your line manager or a Director if you believe or suspect that a breach of this policy has occurred, or may occur in the future.

You are encouraged to raise concerns about any issues or suspicions under this Policy at the earliest possible stage. If you are uncertain as to whether a particular act breaches

this Policy, or if you have any other queries, these should be raised with your line manager or a Director.

If your concerns are not addressed at this stage you should follow the procedure set out in the Company's Whistleblowing Policy.

Examples of issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other workers may be being bribed; or
- concerns that other workers may be bribing third parties, such as clients or government officials.

If you are offered a bribe

If you are offered a bribe by a third party, are asked to make a bribe, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity, this should be reported to your line manager or a Director as soon as possible.

Protection

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.

If you believe that you have suffered any such treatment, you should inform your line manager or a Director immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the Company's Grievance Procedure.

Anti-corruption and bribery training and communication

Training on this policy forms part of the induction process for all workers. All existing workers will receive training relevant to them on how to implement this policy and adhere to it.

The Company will communicate its anti-bribery measures to you as appropriate. In addition the Company's zero-tolerance approach to bribery and corruption will be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

Breach of this Policy

You must read, understand and comply with this policy (and any future policy updates that may be issued from time to time by the Company).

Any breach of this policy may lead to disciplinary action, which could result in dismissal for gross misconduct. Please refer to the Company's Disciplinary & Dismissal Policy.

Any instruction to cover up wrongdoing is also a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, you should not agree to remain silent. Please refer to Reporting Bribery or Suspected Wrongdoing above or follow the procedure under the Whistleblowing Policy.

Contractual relationships with other parties may also be terminated should they breach this policy.

Responsibility for the policy

The Directors have overall responsibility for ensuring both that this policy complies with our legal and ethical obligations, and that all those under the Company's control comply with it.

The Directors have the initial and day-to-day responsibility for implementing this policy. All levels of management are responsible for ensuring that those reporting to them are made aware of and understand this policy and are given appropriate training and induction.

Monitoring and review

The Directors will monitor and review the implementation and effectiveness of this policy and related procedures on a regular basis. This will include reviewing internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

The success of this Policy depends on all workers playing their part in helping to detect and eradicate bribery. Therefore, you are invited to comment on the effectiveness of this policy or suggest ways in which it may be improved. Such comments should be addressed to the Operations Manager.

This policy does not form part of any employee's contract of employment and it may be amended at any time.



Claire Gordon
Chair
2019