

ANTI-BRIBERY POLICY

Introduction

One of Aerotrope's core values is to uphold sound, responsible and fair business operations. We are committed to promoting and maintaining the highest possible ethical standards in relation to all our business activities. Aerotrope's reputation as independent consultants relies on maintaining lawful business practices. This is of paramount importance to us, and this policy is designed to preserve these values. Aerotrope therefore has a zero-tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all its business dealings and relationships wherever it operates.

Purpose and scope

This policy sets out Aerotrope's position on any form of bribery and corruption and provides guidelines aimed at:

- Ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK, but also in any other country within which Aerotrope may carry out its business.
- Enabling employees and persons associated with Aerotrope to understand risks associated with unlawful conduct and encourage them to be vigilant and to effectively recognise, prevent, avoid and report any wrongdoing, whether by themselves or others directly to the director Chris Hornzee-Jones as well as the office manager.
- Our director will investigate and deal with any suspected instances of bribery or other unethical conduct.

This policy applies to all permanent and temporary employees of Aerotrope. It also applies to any individual or corporate entity associated with Aerotrope or who performs functions in relation to, or for and on behalf of, Aerotrope, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers and sponsors ("associated persons").

All employees and associated persons are expected to adhere to the principles set out in this policy.

Legal obligations

The key UK legislation on which this policy is based is the Bribery Act 2010 and it applies to Aerotrope's conduct both in the UK and abroad.

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

It is an offence in the UK to:

- Offer, promise or give a financial or other advantage to another person (i.e. bribe a person) whether within the UK or abroad, with the intention of inducing or rewarding improper conduct.
- Request, agree to receive or accept a financial or other advantage (i.e. receive a bribe) for or in relation to improper conduct.
- Bribe a foreign public official.

You can be held personally liable for any such offence.

It is also an offence in the UK for an employee or an associated person to bribe another person while doing business intending either to obtain or retain business, or to obtain or retain an advantage in the conduct of business, for Aerotrope. Aerotrope can be liable for this offence where it has failed to prevent such bribery by associated persons. As well as an unlimited fine, it could also suffer substantial reputational damage in connection with this offence.

Policy

All employees and associated persons are required to:

- Comply with any anti-bribery and anti-corruption legislation that applies in any jurisdiction in any part of the world in which they might be expected to conduct business.
- Act honestly, responsibly and with integrity.
- Safeguard and uphold Aerotrope's core values by operating in an ethical, professional and lawful manner at all times.

Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside, or accounts created for the purposes of facilitating the payment or receipt of a bribe.

Aerotrope recognises that industry practices may vary from country to country or from culture to culture. What is considered unacceptable in one place may be normal or usual practice in another. Nevertheless, a strict adherence to the guidelines set out in this policy is always expected of all employees and associated persons.

If in doubt as to what might amount to bribery or other unethical conduct or might constitute a breach of this policy, you should refer the matter to Chris Hornzee-Jones, Aerotrope's Anti-Corruption Officer.

The following rules and procedures apply in relation to the receipt of business gifts from third parties such as clients, customers, contractors and suppliers and corporate hospitality offered to or received from such third parties. These rules form part of Aerotrope's zero tolerance policy towards any form of bribery:

The giving of business gifts to clients, customers, contractors and suppliers is not prohibited provided the following requirements are met:

- The gift 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.
- It complies with local laws.
- It is given in Aerotrope's name, not in the giver's personal name.
- It does not include cash or a cash equivalent (such as gift vouchers).
- It is of an appropriate and reasonable type and value and given at an appropriate time.
- It is given openly, not secretly.
- It is approved in advance by a Director of Aerotrope.

Essentially, it is not acceptable to 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 to accept a payment, gift or hospitality from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

For the avoidance of doubt, any payment or gift to a public official or other person to secure or accelerate the prompt or proper performance of a routine government procedure or process, otherwise known as a “facilitation payment”, is also strictly prohibited. Facilitation payments are not commonly paid in the UK, but they are common in some other jurisdictions.

Responsibilities and reporting procedure

It is the contractual duty and responsibility of all employees and associated persons to take whatever reasonable steps are necessary to ensure compliance with this policy and to prevent, detect and report any suspected bribery or corruption immediately to Aerotrope’s director and office manager. You must immediately disclose to Aerotrope any knowledge or suspicion you may have that you, or any other employee or associated person, has plans to offer, promise or give a bribe or to request, agree to receive or accept a bribe in connection with the business of Aerotrope. For the avoidance of doubt, this includes reporting your own wrongdoing.

The duty to prevent, detect and report any incident of bribery and any potential risks rests not only with the Directors of Aerotrope but applies equally to all employees and associated persons.

Aerotrope encourages all employees and associated persons to be vigilant and to report any inappropriate or unlawful conduct, suspicions or concerns promptly .

If you wish to report an instance or suspected instance of bribery, confidentiality will be maintained during the investigation to the extent that this is practical and appropriate in the circumstances. Appropriate action could include either reporting the matter to an appropriate external government department, regulatory agency or the police and/or taking internal disciplinary action against relevant employees and/or terminating contracts with associated persons.

Aerotrope will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. It is also committed to ensuring nobody suffers any detrimental treatment because 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 corruption offence has taken place or may take place in the future.

The director, employees and associated persons must ensure that any contract or agreement entered into by them on behalf of Aerotrope contains an appropriate clause aimed at ensuring that any third party to the contract is aware of and agrees to adhere to the contents of this policy and further, that the contract expressly sets out the consequences of non-compliance including, where appropriate, clear provision for terminating the contract in the event of non-compliance or the commission of any relevant bribery offence.

Record-keeping

All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off the record” to facilitate or conceal improper payments.

Sanctions for breach

Breach of any of the provisions of this policy will constitute a disciplinary offence and will be dealt with in accordance with Aerotrope’s disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal.

For associated persons breach of this policy could lead to the suspension or termination of any relevant contract, sub-contract or other agreement with Aerotrope.

Data Protection

When processing information in connection with a report made in pursuance of this policy or when processing any records or documents relating to dealings with third parties which relates to personal data, Aerotrope will process this in accordance with its data protection policy and any internal privacy notices in force at the relevant time.

Inappropriate access or disclosure of this data will constitute a data breach and should be reported immediately to Aerotrope's Data Protection Officer [Heike Feldpausch] in accordance with Aerotrope's data protection policy. Reported data breaches will be investigated and may lead to sanctions under Aerotrope's disciplinary procedure.

Monitoring compliance

Aerotrope's director has overall responsibility for ensuring this policy complies with Aerotrope's legal and ethical obligations.

Training

Aerotrope will provide training to all employees to help them understand their duties and responsibilities under this policy.

Aerotrope's zero tolerance approach to bribery will also be communicated to all business partners at the outset of the business relationship with them and as appropriate thereafter.

Examples of potential risks

The following is a non-exhaustive list of possible issues which may raise bribery concerns and which you should report in accordance with the reporting procedure set out above:

- A third party insists on receiving a commission or fee before committing to signing a contract with Aerotrope, or carrying out a government function or process for Aerotrope.
- A third party requests payment in cash, 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 an unexpected additional commission or fee to facilitate a service.
- A third party demands lavish, extraordinary or excessive gifts or hospitality before commencing or continuing contractual negotiations or provision of services. Or you are offered an unusually lavish, extraordinary or excessive gift or hospitality by a third party.
- You receive an invoice from a third party that appears to be non-standard or extraordinary.
- Aerotrope is invoiced for a commission or fee payment that appears large given the service stated to have been provided.