



Kershaw Group Limited and its Subsidiary companies including
Kershaw Mechanical Services Limited, TR Freeman Limited and
DigiCollab Limited

Anti-Fraud, Bribery and Corruption Policy

- 1.1 The Kershaw Group Limited and its Subsidiaries ("the Company") are committed to the prevention, deterrence, detection and investigation of all forms of theft, fraud, bribery and corruption.
- 1.2 This document sets out the Company's commitment to the prevention and detection of theft, fraud, bribery and corruption. This policy is designed to:
 - encourage prevention
 - promote detection, and
 - provide an effective means of investigation.
- 1.3 The Company expects that managers and employees, at all levels, will lead by example in ensuring adherence to legal requirements, rules, procedure, practices and best behaviour.
- 1.4 The Company also expects that individuals and organisations (suppliers, contractors and service providers) that it comes into contact with will act towards the Company with integrity and without thoughts or actions involving fraud, bribery or corruption.
- 1.5 Management will deal swiftly and firmly with those who defraud the Company or who offer or accept bribes or who are corrupt. The Company will be robust in dealing with malpractice.

Definition of Fraud and Corruption

- 1.6 The Fraud Act 2006 describes fraud as:

"Unlawfully making a gain of money or other property for yourself or someone else losing money or other property, whether temporary or permanent."
- 1.7 The act describes three ways in which fraud might be committed:
 - by making false representation
 - by failing to disclose information
 - by abuse of position



- 1.8 This definition does not include misappropriation or petty theft without the distortion of financial statements or other records. This policy, however, is intended to cover all financial irregularities, which may affect the Company, including theft.
- 1.9 The Prevention of Corruption Act 1906 and 1916 have been repealed and are now part of the new Bribery Act 2010 (see section 1.25 for further information)

Prevention

The Role of Management

- 1.10 Managers are responsible for the control of employees and the security, custody and control of other resources under their control.
- 1.11 The Company will conduct and document a risk assessment to determine the risks of theft, bribery, fraud and corruption in each of its business areas. The risk assessment will be reviewed not less frequently than once a year.
- 1.12 The Company is committed to continuing with systems and procedures appropriate to the size and resources of the Company and the risks identified, which incorporate efficient and effective internal controls and which include adequate separation of duties and that up to date procedure notes are maintained for all financial, management and operational systems. Based on the results of the Company's risk assessment, the Company may introduce different rules and procedures depending on the work area and risks involved. All and any such rules shall form part of and be read with this policy.
- 1.13 Managers should strive to create an environment in which their employees feel able to approach them with any concerns they may have about suspect irregularities. The Company's Public Interest Disclosure Policy should be used in situations where it is not possible to discuss the matter with line management.
- 1.14 Managers should ensure that adequate and appropriate training is provided for employees and also make regular checks to ensure compliance with the procedures.
- 1.15 The Company's recruitment procedures require that references and qualifications of all proposed new employees should be thoroughly checked prior to a position being offered. Effective steps should be taken at the recruitment stage to establish the prospective employee's honesty and integrity.

The Responsibility of Employees

- 1.16 Employees are responsible for ensuring that they follow the instructions given to them by management particularly in relation to the safekeeping of the assets of the Company.
- 1.17 All employees must adhere to the Company's rules and procedures made under this policy that are applicable to their work area. Failure to do so will be treated as a disciplinary matter and may result in dismissal even for a first offence.



- 1.18 Employees should always be aware of the possibility that fraud, bribery, corruption and theft may exist in the workplace and be able to share their concerns with management. Where this is not possible the Public Interest Disclosure Policy and procedure should be used.
- 1.19 Employees should comply with requirements regarding hospitality and receiving and giving of gifts as outlined in the Company's Hospitality and Gifts Policies and where appropriate inform a senior manager.

Disciplinary Action

- 1.20 Theft, bribery, fraud and corruption are serious offences against the Company and will be treated as gross misconduct. Employees will face disciplinary action, in accordance with the Company's Disciplinary and Dismissal Policy, if there is evidence that they may have been involved in these activities. Criminal proceedings may also be instigated against offenders.
- 1.21 Where financial loss has occurred, the Company may seek to recover the loss through the courts.

Detection

The Role of Management

- 1.22 Managers at all levels must be alert to potential problems in their work area and that they ensure adequate and effective safeguards are in place to prevent theft, bribery, fraud or corruption.

The Role of Employees

- 1.23 Employees play an important role in detecting theft, bribery, fraud and corruption. They may have suspicions about colleagues they work with or those in different sections whose work they deal with, contractors working for the Company and suppliers the Company is working with. All employees are encouraged to discuss their concerns with line management.

Public Interest Disclosure

- 1.24 The Public Interest Disclosure Act offers protection to employees who "blow the whistle". The legislation stipulates that to qualify for this protection, in most cases, the employee will need to have reported their suspicions internally first. To enable employees to do this, the Company has adopted a Public Interest Disclosure Policy and procedure, which details how, and to whom; employees should raise their concerns.

The Bribery Act 2010

- 1.25 Under this legislation, bribery occurs when a person:

"Requests, agrees to receive or accepts an advantage in some form, in return for improper performance or permitting improper performance of a "function or activity" which is either public in nature or done in the course of business".



1.26 Criminal offences under the Bribery Act 2010 may be committed by the Company as well as by individuals.

1.27 Prevention and detection of bribery will be managed under this policy.

Investigations

1.28 The Company will appoint the Company Secretary to oversee the implementation of this policy and to investigate any allegation of bribery, fraud or corruption made against the Company and or its employees.

Working in Partnership with other organisations

1.29 Where appropriate, the Company will work in partnership with other organisations to combat theft, bribery, fraud and corruption.

Review

1.30 The Company will review this policy annually and may amend it to take account of legislative changes, current guidance and best practice.

This policy has been approved & authorised by:

Name: Ian Greenstock

Position: Kershaw Group Managing Director

Date: 1st July 2019

Signature:

A handwritten signature in black ink, appearing to read 'I Greenstock', written over a faint horizontal line.