

ANTI-BRIBERY AND CORRUPTION POLICY



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1.0 INTRODUCTION

Vivobarefoot is committed to maintaining the highest standards of ethics and compliance with all relevant laws wherever we do business. Understanding and compliance to those laws is essential.

Vivobarefoot does not tolerate any form of bribery or corruption.

Compliance to this Policy is essential to protect and advance our best interests and those of our stakeholders. Failure to comply will result in the termination of employment and business contracts.

1.1 BRIBERY

As per the UK Bribery Act 2010, bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.

A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory or personal advantage.

Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

Bribery is illegal. Any individual who commits bribery can be subject to up to ten years imprisonment and/or unlimited fines and companies that commit an offence may also face significant fines.

2.0 PURPOSE

This anti-bribery and anti-corruption policy (the 'Policy') sets out Vivobarefoot's position on anti-bribery and anti-corruption and processes to ensure continuous compliance and continuous improvement.

3.0 SCOPE

This Policy applies to all employees and third parties associated with Vivobarefoot, or any of our subsidiaries or their employees, no matter where they are located.

The Policy also applies to Officers, Trustees, Board and/or Committee members at any level.

In the context of this Policy, third-party refers to any individual or organisation that Vivobarefoot meets and works with including but not limited to suppliers, contractors, distributors agents and customers.

4.0 PRINCIPLES

4.1 GIFTS AND HOSPITALITY

Accept normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following:

- It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits
- It is not made with the suggestion that a return favour is expected
- It is in compliance with all applicable laws
- It is given in the name of the company, not in an individual's name
- It does not include cash or cash equivalent e.g. a voucher or gift certificate. If we are offered a discount it must be offered to the entire business

- It is appropriate for the circumstances e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion
- It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift
- It is given/received openly, not secretly
- It is not selectively given to a key, influential person, clearly with the intention of directly influencing them
- It is not above a value determined by the Compliance Manager, currently £150
- It is not an offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the Vivobarefoot Board
- Food gifts, baskets and other gifts from third parties, if under £150 in value are allowed providing that these are placed in the office and shared with all employees and workers
- Gifts such as t-shirts, pens, trade show bags and all other similar gifts that employees or workers obtain at events such as conferences, seminars and trade shows that are offered equally to all members of the public attending the event are allowable
- Food, beverages and moderately priced meals or tickets to local events that are supplied by and also attended by current contracted third parties are allowed in the interest of building positive business relationships providing these are all declared to the department director
- Gifts of food that may arrive during holidays and at other times of the year when gift giving is traditional belong to the entire staff even if addressed to a single individual. Food gifts must be shared with and distributed to all staff with email notification during work hours
- Business courtesies should be kept infrequent and of appropriate value
- Avoid gifts or hospitality when it does or may compromise professional or commercial judgement, creates a conflict of interest, makes you or anyone else feel a sense of obligation or is illegal in the country in which it occurs
- Do not offer, give or accept gifts of cash (or cash equivalents) in any business relationship
- Do not offer anything of value to a government official anywhere in the world unless your safety is compromised in not doing so
- Plants or flowers may be displayed in company workspaces
- All other gifts must be raffled off to staff with the proceeds to be donated to a charity approved by the CEO or if staff are uninterested, the gift donated to a designated charity

Discuss any situations where to decline the offer of a gift may be inappropriate with the Compliance Manager e.g. when meeting an individual of a certain religion or culture.

Recognise that the practice of giving and receiving business gifts varies between countries, cultures, religions and so the definition of what is acceptable or not will differ.

Disclose all gifts given and received to the Compliance Manager. (FD and CEO??)

Always consider the intention behind a gift given or received. If there is any uncertainty, seek the advice of the Compliance Manager before giving or receiving the gift in question.

Approach Management for any questions or clarifications needed in references to this Policy or the Department Director as the arbiter of ensuring consistent treatment across the business.

Request permission for any exceptions to this Policy from the CEO.

4.2 FACILITATION PAYMENTS AND KICKBACKS

Facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine government action.

Facilitation payments of any nature are not to be made or accepted.

Kickbacks are not allowed to be made or accepted.

Where a facilitation payment or kickback is offered and where avoiding it may pose a risk to personal safety and security take the following steps:

- Keep any amount to a minimum
- Ask for a receipt, detailing the amount and reason for the payment
- Create a record concerning the payment and the reason the payment was made
- Report the incident to Management as soon as possible

4.3 POLITICAL CONTRIBUTIONS

Do not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates.

4.4 CHARITABLE CONTRIBUTIONS

Accept and encourage the act of donating to charities – whether through services, knowledge time, or direct financial contributions and agree to disclose all funding and contributions.

Evaluate that charitable contributions are not used to facilitate or conceal acts of bribery.

Evaluate that charitable donations made are legal and ethical under all applicable laws.

Do not offer or make any donations without the approval of the Compliance Manager. Should be raised in the Board.

5.0 RESPONSIBILITIES

The CEO and Compliance Manager are responsible for monitoring the effectiveness of this Policy and reviewing the implementation of it on a regular basis.

The Board of Vivobarefoot is responsible for putting in place any policies and procedures, including this Policy, to reinforce our zero-tolerance approach and address any bribery and corruption risks.

All Vivobarefoot directors, employees, workers and contractors are required to comply with this Policy and with the spirit and the letter of anti-bribery and corruption laws.

Directors are responsible for ensuring all team members have understood and agreed to this Policy.

Managers are expected at all levels to lead by example. No member of staff, at whatever level, has the authority to give any instructions, or take any action, which is not in line with this Policy.

Third parties must be managed to the requirements in this Policy by relevant department leads.

Vivobarefoot has the right to terminate a contractual relationship with any third party if they breach this Policy.

6.0 TRAINING & COMMUNICATION

Vivobarefoot will provide regular anti-bribery and anti-corruption training to all management and as part of the induction process for new employees.

All employees will have access to this Policy via a shared online portal.

Directors must ensure all team members have agreed to this Policy and attended training.

Include Government anti-bribery and anti-corruption videos are included in training:

<https://www.gov.uk/government/publications/bribery-act-2010-guidance>

Vivobarefoot will communicate this Policy and zero-tolerance attitude to all third parties at the outset of any business relationship, and as appropriate thereafter.

7.0 MONITORING & REVIEW

Vivobarefoot will evaluate the effectiveness of this Policy and the implementation of it on an ongoing basis, to ensure that it remains effective and reflects best practice.

Prior to any arrangement with a new contractor, supplier or distributor a due diligence checklist will be completed and signed off by a Director.

We will regularly audit internal control systems and procedures to prevent bribery and corruption.

We will encourage feedback from staff to the Compliance Manager on how this Policy can be improved, aiming to agree and apply improvements with the Board as soon as possible.

7.1. RECORD KEEPING

Maintain a gifts and hospitality register to record all gifts and hospitality given and received.

8.0 REPORTING

All directors, employees, contractors or workers of Vivobarefoot are equally responsible for the prevention, detection and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this Policy.

If there is any reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this Policy, the Compliance Manager must be notified.

If there is any uncertainty about whether a certain action or behaviour can be considered bribery or corruption, contact Management, the CEO or Chairman, any other Director or Compliance Manager.

Vivobarefoot will support anyone that raises concerns in good faith under this Policy, even if investigation finds that they were mistaken. Action will be taken to avoid any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities because they were reported.

If there are any concerns of subjection to detrimental treatment, inform Management immediately.

Vivobarefoot will include information on compliance to and continuous improvement of this Policy in interim and annual business reports to ensure transparency of operational practices.