



CTG Anti-Bribery and Corruption Policy

1. Policy Statement

In many of the environments in which CTG (and its ancillary companies) operates bribery and corruption are an endemic part of the environment. Despite this, it is paramount that neither our Company nor any of our personnel become involved in bribery or corruption in any form.

2. Purpose

The purpose of this document is to describe CTG's policy concerning bribery and corruption and to give direction as to how it is to be implemented.

3. Definitions

Term	Definition
Bribe	An inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage through "improper performance".
Corruption	The abuse of public or private office for personal gain.
Improper Performance	Happens when a person fails to act (1) in good faith, (2) impartially or (3) in accordance with a position of trust.
Third Party	Any individual or organisation which is made contact within the course of any work being done on behalf of the Group; this may include (but is not limited to) customers (potential and existing), suppliers, distributors, business contacts, agents, advisors, government and public bodies (inclusive of advisors, representatives, officials, politicians and political parties).

4. References

Although there are no direct references to these statutory regulations, the policy is designed to ensure that CTG and its personnel are aware of and operate within the terms of both the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act 1977 (FCPA). The former is wider ranging than the latter and the penalties potentially more severe. In sum, individuals found guilty of bribery and corruption can be punished with up to 10 years' imprisonment and a fine; companies taking part in corruption are liable to an unlimited fine, being excluded from tendering for public contracts and significant reputational damage.

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5. Policy

It is CTG's policy to conduct its business in an honest and ethical manner. CTG has a zero-tolerance approach to bribery and corruption and implements mechanisms across its operations to mitigate associated risks. CTG and its staff are expected to act professionally, fairly and with integrity across all business dealings and relationships wherever our operations are being conducted. Additionally, the Company is committed to implementing and enforcing systems to counter bribery and corruption. In short it is a breach of policy amounting to gross misconduct to:

- a) Bribe a third party;
- b) Accept a bribe;
- c) Bribe a foreign government official;
- d) Fail to report a bribery.

6. Principles

The policy is based upon the following principles:

- a) A zero-tolerance approach to bribery and corruption.
- b) It is the Company's best practice objective that it should conduct business with those who take a similar zero-tolerance approach to bribery and corruption.
- c) CTG and its personnel are to comply with all relevant and applicable laws concerning bribery and corruption within the jurisdictions where they are conducting activities at a minimum, but their main points of reference are the UK Bribery Act and the FCPA.
- d) Any incidence or suspected incidence of bribery and corruption is to be reported to the appropriate manager, or in accordance with CTG's Whistleblowing and Whistleblower Protection Policy, and it is to be investigated fully prior to any action being taken.

7. Scope

This policy is applicable throughout the whole Company and all its personnel (inclusive of senior managers, officers, directors, employees (permanent or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers, agency staff, volunteers, interns, agents, sponsors or any other person associated with it. This policy covers:

- a) Bribes;
- b) Gifts and hospitality;
- c) Facilitation payments;
- d) Political contributions;
- e) Charitable contributions.



8. Directive

8.1 Bribes

Personnel (of any category) are not to engage in any form of bribery, either directly or through any third party. Specifically, personnel must not bribe or attempt to bribe a public official anywhere in the world.

8.2 Gifts and Hospitality (Corporate Clients)

As a general rule:

- a) Personnel must not offer or give any gift or hospitality:
 - Which could be regarded as illegal or improper, or which violates the recipient's policies; or
 - To any public employee or government officials or representatives, or politicians or political parties; or
 - Which exceeds \$50US in value for each individual gift or \$100 US in value for each hospitality event (not to exceed \$500 US to one entity in any FY), unless approved in writing by the COO.
- b) Personnel may not accept any gift or hospitality from third parties if:
 - it exceeds \$50US in value for each individual gift or \$100US in value for each hospitality event (not to exceed a total of \$500US from one source in any FY), unless approved by the COO; or
 - It is in cash; or
 - There is any suggestion that a return favour will be expected or implied.

If it is not appropriate to decline the offer of a gift, the gift may be accepted, provided it is then declared to the personnel's line manager/COO and donated to charity. It is appreciated that the practice of giving business gifts varies between countries and regions – what may be normal and acceptable (even expected!) in one region may not be so in another. The litmus test to be applied is whether in any circumstance the gift or hospitality is reasonable and justifiable. The intention behind the gift must always be considered – under no circumstance can it be accepted if improper performance could be inferred. Within these parameters, Regional Directors are to define specific guidelines and policies to reflect local professional and industry standards. If written approval is required, this will be given by the COO.

8.3 Gifts and Hospitality (United Nations)

Personnel must not give any type of gift or offer of hospitality to the UN or any UN staff member. Personnel must not solicit or receive any gift or offer of hospitality from a supplier or vendor on a UN contract.

8.4 Facilitation Payments

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, and not to obtain or retain business or any improper business advantage. They tend to be demanded by low level officials to obtain a level of service which one would normally be entitled to. CTG's policy is that facilitation payments must not be paid.

Code: POL 1	Document Name: Anti-Bribery and Corruption Policy	Revision Date: March 26	Authorised by: Compliance Director
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8.5 Political Contributions

CTG does not make donations, whether in cash or kind, in support of any political parties or candidates, to ensure that any perception of an attempt to achieve improper business advantage is precluded.

8.6 Charitable Contributions

Charitable support and donations are acceptable and to be encouraged; these may be given in a variety of forms such as financial contributions, in-kind services, knowledge, time or material. Care is to be taken to ensure that charitable contributions are not used as a scheme to conceal bribery. CTG only makes charitable donations that are legal and ethical under local laws and regulations. Charitable contributions are to be approved by a member of the ELT or the respective company making the contribution and coordinated prior to it being made.

8.7 Responsibilities

CTG's ELT have overall responsibility for ensuring that this policy complies with the legal and ethical obligations of the Company and that all those under its control within it comply with the policy. At Corporate level the Ethics Manager has the routine responsibility for implementing it and monitoring its use and effectiveness as well as providing guidance and advice. Regional Directors may have to adjust this policy so that it is relevant for their operating environment and to ensure that is implemented. Management at every level are responsible for ensuring that those reporting to them are made aware of and understand this policy through briefing and training as necessary. Every individual has the following general responsibilities:

- a) To prevent, detect and report the occurrence of bribery or any other form of corruption.
- b) A duty to avoid any activity that might lead to or suggest a breach of this policy.
- c) To notify a manager, the Ethics Manager or follow the Whistleblower Procedure as soon as possible if, in good faith, he/she believes or suspects any conflict with or breach of this policy has occurred or may occur in the future.

Any member of personnel who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

8.8 Record Keeping

It is important that the following records are kept:

- a) Financial records and appropriate internal controls in place which provide evidence of the business reason for making payments to third parties.
- b) Individuals must declare and keep written record of all hospitality and gifts accepted or offered, which will be subject to managerial review.
- c) Individuals must ensure that all expense claims related to hospitality, gifts or those related to third parties are submitted in accordance with company expenses policy; the reason for the expenditure is to be specifically recorded.
- d) All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts are to be kept 'off-book' or conceal improper payments.

Code: POL 1	Document Name: Anti-Bribery and Corruption Policy	Revision Date: March 26	Authorised by: Compliance Director
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8.9 Communication

All personnel are to be made aware of this policy, particularly what is expected of them and how they contribute to its successful implementation. This is to be achieved through: reading documents; briefings during induction training and regular intervals throughout the year; understanding may be assessed through situational exercises. Suppliers, contractors and business partners are to be informed about this policy and expectations that they will adhere to it from the outset of the business relationship.

8.10 Protection

CTG encourages openness and expects its staff to report incidents of both suspected and actual wrongdoing. Providing that such reports are made in good faith, the individual making the report will be protected from any sort of reprisal action or retaliation, such as dismissal, disciplinary, threats, harassment or any unfavourable treatment. Any instance of such reprisal is to be reported to senior management. CTG's Grievance and Whistleblower policies reinforce this position.

8.11 Monitoring and Review

This policy is reviewed regularly, as well as in the event of any significant change to relevant statute or regulation or internal company working practice. The Compliance Director is responsible for this at Corporate level; Regional Directors are responsible for doing so at their level. Monitoring the policy's adequacy and effectiveness is also the responsibility of the Compliance Director and the Chief Operations Officer but personnel are encouraged to give feedback in this respect. This policy does not form part of an employee's contract of employment and can be amended at any time.