

Anti-Bribery Policy

Introduction

One of the Company's core values is to perform and promote responsible and fair business practices. Skills4Stem is committed to promoting and maintaining the highest level of ethical standards in relation to all its business activities. Our reputation for maintaining lawful business practices is of paramount importance and this policy is designed to preserve these values. The Company therefore has a zero-tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all business dealing and relationships while implementing and enforcing effective systems to counter bribery.

Purpose and Scope of Policy

This policy sets out the Company's position in relation to all aspects of bribery and corruption and provides guidelines aimed at:

- ensuring compliance with anti-bribery laws, policies, and regulations, not just within the UK but in any other country within which the Company may carry out its business or in relation to which its business may be connected
- enabling colleagues and persons associated with the Company to understand the risks associated with bribery and to encourage them to be vigilant and effectively recognise, prevent, and report any wrongdoing, whether by themselves or others
- providing suitable and secure reporting and communication channels, ensuring that any information that is reported is properly and effectively dealt with
- creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption.

This policy applies to all permanent and temporary colleagues of the Company (including any of its intermediaries, subsidiaries, or associated companies). It also applies to any individual or corporate entity associated with the Company or who performs functions in relation to, or for and on behalf of, the Company, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers and sponsors ("associated persons"). All colleagues and associated persons are expected to adhere to the principles set out in this policy.

Legal obligations

The Skills4Stem Anti Bribery policy is based on the UK legislation featured in the Bribery Act 2010 and applies to the Company's conduct both in the UK and abroad.

Definition

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 a colleague or an associated person to bribe another person in the course of doing business intending either to obtain or retain business, or to obtain or retain an advantage in the conduct of business, for the Company. The Company 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 suffer substantial reputational financial and reputational damage.

Policy statement

All colleagues 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 the Company's core values by operating in an ethical, professional, and lawful manner always.

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.

The Company 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 colleagues and associated persons. If in doubt as to what might amount to bribery or what might constitute a breach of this policy, refer the matter to your line manager or to the Company's Anti-Corruption Officer.

For the Company's policies and procedures in relation to the receipt of business gifts from third parties and corporate hospitality offered to or received from third parties, please refer to the Company's Gifts From Clients/Suppliers Policy and its corporate hospitality policy. They form part of the Company's zero tolerance policy towards bribery and they should be read in conjunction with this policy.

The giving of business gifts to clients, customers, contractors, and suppliers is 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 the Company'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 the Company.

In summary, 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.

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 other parts of the world.

Responsibilities and Reporting Procedure

It is the contractual duty and responsibility of all colleagues 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 in accordance with the procedure set out in the Company's disclosures in the public interest policy. You must immediately disclose to the Company any knowledge or suspicion you may have that you, or any other colleague 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 the Company. 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 the Company but applies equally to all colleagues and associated persons.

The Company encourages all colleagues and associated persons to be vigilant and to report any unlawful conduct, suspicions or concerns promptly and without undue delay so that investigation may proceed, and any action can be taken expeditiously. If you wish to report an instance or suspected instance of bribery, you should follow the steps set out in the Company's disclosures in the public interest policy. Confidentiality will be maintained during the investigation to the extent that this is practical and appropriate in the circumstances. The Company is committed to taking appropriate action against bribery and corruption. This 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 colleagues and/or terminating contracts with associated persons.

The Company 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 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 corruption offence has taken place or may take place in the future.

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

A breach of any of the provisions of this policy will constitute a disciplinary proceeding and will be dealt with in accordance with the Company's disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the colleague liable to dismissal.

As far as associated persons are concerned, a breach of this policy could lead to the suspension or termination of any relevant contract, sub-contract, or other agreement.

Monitoring Compliance

The Company's Anti-Corruption Officer has lead responsibility for ensuring compliance with this policy and will review its contents on a regular basis. They will be responsible for monitoring its effectiveness and will provide regular reports in this regard to the directors of the Company who have overall responsibility for ensuring this policy complies with the Company's legal and ethical obligations.

Training

Skills4Stem will provide training to all colleagues to help them understand their duties and responsibilities under this policy. The Company'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 detail below outlines the list of possible issues which raise bribery concerns and which you should report in accordance with the reporting procedure set out above: (this is not an exhaustive list)

- a third party insists on receiving a commission or fee before committing to signing a contract with the Company, or carrying out a government function or process for the Company
- 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
- 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
- the Company is invoiced for a commission or fee payment that appears large given the service stated to have been provided.

Written By	Revision Date	Revision Number	Approved By	Review Date
Sarah Green	Oct 2020	2	 S Davis	Oct 2021
Darren Cass (Reviewed)	Nov 2021	3	 S Davis	Nov 2022
Paul Vernon (Reviewed)	24th Feb 2022	4	 A Lewis	Feb 2023