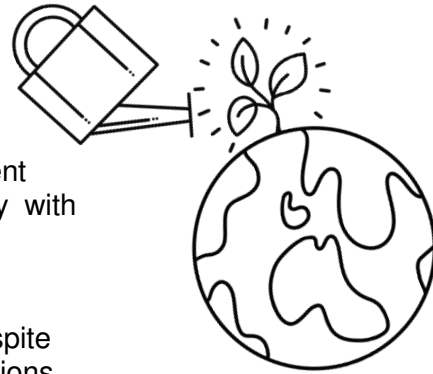


Planet Mark

Anti-Bribery Policy



Purpose

This policy sets out the steps all of us must take to prevent bribery and corruption in the business in order to comply with relevant legislation and Planet Mark's requirements.

Bribery and corruption remain a major issue in the world, despite the many dedicated efforts to prevent them. Our legal obligations are primarily governed by the Bribery Act 2010.

The Bribery Act affects us, as a UK company, if bribery occurs anywhere in our business.

Planet Mark operates its business with integrity in an honest and ethical manner. All members of the organisation including suppliers and partners work together to ensure Planet Mark remains untainted by bribery or corruption. This policy is a crucial element of that effort.

Bribery and corruption are criminal offences in most countries where Planet Mark does business. UK-incorporated companies, including Planet Mark, are subject to the Bribery Act 2010. Under the Act, it is illegal:

- to pay or offer to pay a bribe;
- to receive or agree to receive a bribe.
- to bribe a foreign public official; and/or
- for a commercial organisation, to fail to have adequate procedures in place to prevent bribery.

It does not matter whether the bribery occurs in the UK or abroad. A corrupt act committed abroad may well result in a prosecution in the UK.

Planet Mark position on bribery

Involvement in bribery and corruption exposes Planet Mark to a criminal offence. It will also damage reputation and the confidence of our clients, customers, suppliers and business partners.

- Planet Mark takes a zero-tolerance approach to bribery and corruption by its people and its third-party representatives.
- Planet Mark conducts business to the highest legal and ethical standards.
- Planet Mark will not be party to corruption or bribery in any form.

Such acts would damage Planet Mark's reputation and expose Planet Mark, its employees and representatives to the risk of fines and imprisonment.

Responsibility

Everyone in at Planet Mark is responsible:

- for reading and being aware of the contents of this policy and complying with it;
- for keeping full and accurate records of all cases where bribery is suspected; and
- for reporting cases where the individual knows, or has a reasonable suspicion, that bribery has occurred or is likely to occur in the business.

Planet Mark will not penalise anyone who loses business as a result of not engaging in bribery or corruption.

Compliance with this policy

Planet Mark takes compliance with this policy very seriously. Failure to comply puts both individuals and Planet Mark at risk.

Individuals may commit a criminal offence if they fail to comply with this policy. The criminal law relating to bribery and corruption carries severe penalties.

Because of the importance of this policy, failure to comply with any requirement of it may lead to disciplinary action under our procedures, and this action may result in dismissal for gross misconduct. Any non-employee who breaches this policy is liable to have their contract terminated with immediate effect.

Senior Leadership commitment

This Policy is supported by the Chief Executive Officer and the organisations management team. The policy has been communicated to all Planet Mark staff and will be reviewed annually to ensure continuing control.


Scott Armstrong
Chief Operating Officer

Scott Armstrong
Chief Operating Officer

Further Information

Definitions

A '**bribe**' is a financial or other advantage offered, promised, requested, or given to induce a person to perform a relevant function or activity improperly, or to reward them for doing so.

In this context, a 'financial or other advantage' is likely to include

- cash or cash equivalent,
- gifts,
- hospitality and entertainment,
- services,
- loans,
- preferential treatment in a tendering process,
- discounts

The timing of the bribe is irrelevant, and payments made after the relevant event will still be noticed, as will bribes that are given or received unknowingly.

It is not necessary for the individual or organisation to receive any benefit as a result of the bribe.

'**Bribery**' includes offering, promising, giving, accepting or seeking a bribe.

'**Corruption**' is the misuse of office or power for private gain.

All forms of bribery and corruption are strictly prohibited. If any member of staff is unsure about whether a particular act constitutes bribery, they should raise it with their manager.

Who might be involved in bribery and in what circumstances?

Bribery and corruption might be committed by:

- Planet Mark's employees, officers or directors.
- anyone they authorise to do things on their behalf.
- Planet Mark's representatives and other third parties who act on its behalf.
- Planet Mark's suppliers; and
- Planet Mark's customers (for example, a customer might try to induce one of the Company's employees to give that customer more favourable terms).

What are indicators of bribery and corruption?

Common indicators of bribery and corruption include those listed below but there may well be others. Examples include:

- **Payments** are for abnormal amounts or purposes (eg 'commission'), or made in an unusual way (eg what would normally be a single payment is made in stages, through a bank account never previously used, and/or in a currency or via a country which has no connection with the transaction);
- **Process** is bypassed for approval or sign-off of terms or submission of tender documents, payments, or other commercial matters; those whose job it is to monitor commercial processes may be prevented from or hindered in doing so.
- **Individuals** are secretive about certain matters or relationships and/or insist on dealing with particular customers or contacts personally; they may make trips at short notice without explanation or have a more lavish lifestyle than expected.
- **Decisions** are taken for which there is no clear rationale; and/or
- **Records** are incomplete or missing.

Staff must not:

- give or offer any payment, gift, hospitality, or other benefit in the expectation that a business advantage will be received, or to reward any business received.
- accept any offer from a third party that you know, or suspect is made with the expectation that we will provide a business advantage for them or anyone else; and
- give or offer any payment (sometimes known as a 'facilitation payment') to a government official in any country to facilitate or speed up a routine or necessary procedure.

No person must threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

Corporate hospitality

Corporate hospitality that is proportionate and offered as part of building business relationships that is open and transparent and approved by Senior Leadership Team is permitted by this policy.

What to do if you think something is wrong

Each of us has a responsibility to speak out if we discover anything corrupt or otherwise improper occurring in relation to the business. Planet Mark cannot maintain its integrity unless we do that. If you are offered a bribe, or are asked to make one, or if you discover or suspect that any bribery or corruption has occurred or may occur, you must tell your manager.

You must make your report as soon as reasonably practicable. You may be required to explain any delays.