

Anti-Bribery and Corruption Policy

This policy applies to Daisy Communications Ltd and each of its subsidiary companies.

1. Policy Statement

It is Daisy Communications policy to conduct all of its business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all of its business dealings and relationships wherever it operates and implementing and enforcing effective systems to counter bribery. We also fully support effective actions to counter bribery and corruption elsewhere in the business community.

1.2 We will uphold all applicable laws relevant to countering bribery and corruption, including the Bribery Act 2010.

1.3 The purpose of this Code is to:

(a) set out our responsibilities, and the responsibilities of those working for Daisy Communications, in observing and upholding our position on bribery and corruption; and

(b) provide information and guidance to employees on how to recognise and deal with bribery and corruption issues.

1.4 It is widely accepted that bribery and corruption cause poverty and suffering and inhibit economic growth. Bribery and corruption offences are punishable for individuals by up to ten years' imprisonment and if Daisy Communications is found to have taken part in corruption, we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

1.5 In this policy, third party means any individual or organisation that an employee of Daisy Comms may come into contact with during the course of employment, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2. Who is Covered by This Policy?

This policy applies to all individuals working for, and on behalf of, Daisy Communications at all levels and grades, including Senior Managers, Officers, Directors, Employees (whether permanent, fixed-term or temporary), Consultants, Contractors, Seconded Staff, Homeworkers, Casual Workers and Agency Staff,

Agents, Business Partners, Resellers or any other person associated with Daisy Communications, or any Daisy Group Company or their employees, wherever located (collectively referred to as workers in this policy).

3. What is Bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Examples include:

Offering a Bribe

Offering a potential client tickets to a major sporting event, but only if they agree to do business with Daisy Communications.

This would be an offence as the offer is made to gain a commercial and contractual advantage. Daisy Communications may also be found to have committed an offence because the offer has been made to obtain business. It may also be an offence for the potential client to accept your offer.

Receiving a Bribe

A supplier gives an employee's nephew a job but makes it clear that in return they expect the employee to use their influence to ensure Daisy Communications continues to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for the employee to accept the offer as they would be doing so to gain a personal advantage.

Bribing a Foreign official

An employee arranges for the business to pay an additional payment to a foreign official to speed up an administrative process, such as clearing goods through customs.

The offence of bribing a foreign public official has been committed as soon as the offer is made. This is because it is made to gain a business advantage. Daisy Communications may also be found to have committed an offence.

4. Facilitation Payments and Kickbacks

4.1 Facilitation payments or "kickbacks" are illegal. Daisy Communications will not make or accept facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

4.2 Any employee who is asked to make a payment on Daisy Communications behalf should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Employees should always ask for a receipt which details the reason for the payment. If

employees have any suspicions, concerns or queries regarding a payment, they should raise these with their manager.

4.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by Daisy Communications.

5. Donations

Daisy Communications does not make contributions to political parties and only makes charitable donations that are legal and ethical. No donation must be offered or made without the prior approval of a Statutory Director.

6. Responsibilities

6.1 employees must read, understand and comply with this Policy.

6.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for or on behalf of Daisy Communications. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

6.3 Employees must notify their manager as soon as possible if they believe or suspect that a conflict with (or a breach of) this policy has occurred or may occur in the future. For example, notify a manager if a client or potential client offers something to gain a business advantage or indicates that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in the Schedule to this policy.

6.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. Daisy Communications reserves its right to terminate its contractual relationship with other workers if they breach this policy.

7. Record Keeping

7.1 Daisy Communications must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

7.2 Employees must declare all gifts and hospitality accepted or offered in accordance with the Gifts and Hospitality Policy.

7.3 Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the relevant expenses policy and specifically record the reason for the expenditure.

7.4 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 must be kept "off-book" to facilitate or conceal improper payments.

8. How to Raise a Concern

Employees are encouraged to raise concerns about any actual or suspicion of malpractice at the earliest possible stage. If employees are unsure whether a particular act constitutes bribery or corruption, or have any other queries, these should be raised with a manager, a member of the HR team or a member of the Compliance team. Alternatively, employees can raise concerns, anonymously or not, through a dedicated whistleblowing hotline. More details can be found within our Whistleblowing Policy.

9. Protection

9.1 Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Daisy Communications aims to encourage openness and will support anyone who raises genuine concerns in good faith, even if they turn out to be mistaken.

9.2 Daisy Communications is committed to ensuring no one 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 other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If any employees believe that they have suffered any such treatment, they should inform the HR Director immediately. If the matter is not remedied, they should raise it formally using the Grievance Procedure or via the dedicated whistleblowing helpline.

10. Training and Communication

10.1 Training on this policy will form part of the induction process for all new workers. All existing workers will receive training on how to implement and adhere to this policy.

10.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

10. Who is Responsible for the Policy?

10.1 The Board of Directors have overall responsibility for ensuring this policy complies with Daisy Communications' legal and ethical obligations, and that all those under their control comply with it.

10.2 The Senior Managers have primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

11. Monitoring and Review

11.1 The Senior Managers will monitor the effectiveness and review the implementation of this policy regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

11.2 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

11.3 Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Compliance Manager.

11.4 This policy does not form part of any employee's contract of employment and it may be amended at any time.

Schedule

Potential Risk Scenarios: “Red Flags”

The following is a list of possible red flags that may arise during the course of working for Daisy Communications and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If employees encounter any of these red flags, they must report them promptly to a manager, to HR or to the Compliance team:

- (a) an employee becomes aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) an employee learns that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract, or carrying out a government function or process for Daisy Communications;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to “facilitate” a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to “overlook” potential legal violations;
- (i) a third party requests that an employee provides employment or some other advantage to a friend or relative;
- (j) an employee receives an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) an employee notices that Daisy Communications has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Daisy Communications; or
- (n) an employee is offered an unusually generous gift or offered lavish hospitality by a third party.