

Policy on Anti-Bribery Measures

Statement from the CEO

Our Code of Ethics and Behaviours outlines the standards and behaviours that Tunstall upholds as a Group and requires from all employees.

We operate a zero tolerance approach to the making or receiving of bribes or corrupt payments or practices, in any form. This type of conduct is prohibited whether committed by employees or anyone else acting on the Group's behalf.

This policy sets out what is and what is not acceptable in general terms, and if you are in any doubt as to whether any conduct could amount to bribery, the matter should be referred to the Company Secretary & Compliance Officer, who is the Chief Compliance Officer for this policy. It is essential that you read and comply with this policy.

Gordon Sutherland
Group Chief Executive Officer

Introduction and Policy Objectives

This policy sets out what we must all do to help prevent bribery in all its forms. A bribe may include any payment, benefit or gift offered or given with the purpose of influencing a decision or outcome. The bribe may not always be of a large value. It could be lunch or an invitation to a sporting event.

We recognise that market practice varies across the territories in which the Tunstall Group does business and therefore what is normal and accepted in one place may not be accepted in another. However, we are fully committed to complying with our obligations under applicable legislation, including the Bribery Act 2010 (the "Act"), and ensuring that no bribes or corrupt payments are made, offered, sought or obtained by anyone acting on our behalf, to anyone, anywhere in the world.

If you are ever in doubt about a situation with which you are presented, always seek advice. You should contact the Jon Furniss, Company Secretary and Compliance Officer on 01977 660321 or email: Jon.Furniss@tunstall.com in the first instance

Who must comply?

The Group's Anti-Bribery policy is mandatory for all employees, agents, intermediaries, consultants, distributors, sub-contractors, suppliers and Joint Venture partners working on the Group's behalf anywhere in the world.

How do I comply?

You must read and abide by the terms of this Policy. You will also be required to provide written confirmation that you will comply with this policy.

What happens if you don't comply?

Any act of bribery, in whatever form is unacceptable. We will consider taking disciplinary action against anyone who fails to comply with the anti-bribery policy up to and including dismissal. Failure to comply with this policy may also leave you open to a criminal prosecution

under the Act. An offence under the Act can result in a fine and/or up to a maximum of 10 years imprisonment.

A breach of this policy by an employee or business partner could result in the Group breaching the Act. An offence under the Act can result in the business being fined and would likely lead to negative publicity and serious damage to the reputation of the Tunstall brand.

What you cannot do

The following conduct is prohibited under this Policy:

- Making unofficial payment to officials in order to obtain any permission, permit or stamp particularly in connection with importing or exporting goods;
- Appointing any third party or supplier to act on behalf of the Tunstall Group who you know, or have good reason to believe, to have engaged in any corrupt or unlawful conduct including any offences under the Act; or
- Paying any third party for the purposes of being a 'fixer' to open doors and make connections for us overseas.

Facilitation Payments

- Facilitation payments ('facilitating', 'speed' 'back-hander' or 'grease' payments), are any payments (usually small cash payments made to low-level officials), as a bribe to secure or expedite the performance of a routine or necessary action or level of service.
- Tunstall Group employees must never offer, pay, solicit or accept bribes in any form, including facilitation payments.
- Exception: The only exception to paying a facilitation payment is where your life is in danger. If a facilitation payment is made in such circumstances, it must be reported as soon as practicable or possible to the Company Secretary & Compliance Officer, as the Chief Compliance Officer, in order that it can be recorded.
- Tunstall Group employees and Business Partners should report to the Company Secretary & Compliance Officer any instance where a facilitation payment is alleged to have been paid on the Group's behalf, contact details as follows:

Jon Furniss
Company Secretary & Compliance Officer
01977 660321
Jon.Furniss@tunstall.com

Suppliers and partners: due diligence

Where there is a **Significant Bribery Risk** (see Appendix I), all Business units must consult Director of Group Finance in relation to appropriate anti-bribery compliance measures, **before**:

- Appointing a new supplier
- Entering into a partnership
- Appointing an agent to work on the Group's behalf; or
- Entering into a new contract/or amending the terms of an existing contract

A Significant Bribery Risk will arise if:

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- The supplier, partner or agent etc. is based in a High Risk Jurisdiction (Appendix I)
- The services being provided involve work being undertaken, directly or indirectly on our behalf, in any High Risk Jurisdiction
- The services involve goods passing through borders between High Risk Jurisdictions
- The services involve business partners paying fees, taxes or payments on behalf of Tunstall in relation to the import or export of goods
- The services involves business partners obtaining official permits, permissions or agreement from public officials or agencies; or
- There are any particular reasons to suspect that the risk of corruption or bribery is higher than normal.

The Company Secretary & Compliance Officer will advise on the level of due diligence required and the form of any anti-bribery clauses required in relation to an agreement or contract. Any due diligence must be completed before:

- The contract with an agent or partner is signed or renewed
- The agent does any work
- The partnership undertakes any activities

Gifts, Hospitality and Entertainment

All Tunstall Group employees are expected to conduct themselves with integrity, impartiality and honesty at all times. Accordingly, **all employees are required to follow these rules on Gifts, Hospitality and Entertainment**. In addition, employees of Tunstall Group subsidiaries, whether in the UK or elsewhere, are required to follow these standards. We also expect employees of our distribution partners and suppliers to conduct themselves in accordance with these standards.

You must maintain a high standard of professionalism and not open yourself to suspicion of dishonesty or put yourself in a position of conflict between your work and your private interests. Gifts and entertainment given and received as a reward, inducement or encouragement for preferential treatment or inappropriate or dishonest conduct are strictly prohibited. In particular, no gifts, hospitality or entertainment may be given or accepted during a tender process or during contractual negotiations if there is any realistic risk that such gifts or entertainment could influence the outcome of such processes or negotiations.

It is important that all Tunstall Group employees' actions are able to withstand scrutiny, and not cause any embarrassment to the Group, yourself or any third party, including contractors or suppliers.

Receiving and giving gifts

You may accept low value token gifts such as branded pens, stationery and mouse mats produced for the purpose of being given away, if given by an existing supplier/customer. Occasional boxes of confectionery etc. may be given to a department as opposed to an individual. Otherwise you must refuse personal gifts such as Christmas, wedding or birthday gifts, including vouchers or cash equivalents, received from distribution partners, suppliers, clients and other third parties. In some parts of the world it is conventional for individuals to exchange gifts in various business related contexts. If you are engaged in business in such locations a gift can be accepted and a reciprocal gift of a reasonable value may be given, if approved by the relevant Region FD/FC/Head of Finance. However, the accepted gift should be registered in the Gift Register.

Any gifts offered must be acceptable within the policy of the receiver's company/organisation and if you are in any doubts about acceptability no gift should be provided.

Hospitality/Entertainment

Tunstall Group employees may occasionally receive invitations from suppliers or others to corporate hospitality or entertainment events.

Hospitality or entertainment may only be accepted if:

- Employees or personnel from the supplier are in attendance
- The supplier does not pay any accommodation or (more than trivial) travel expenses for Tunstall Group employees
- The entertainment and/or acceptance of it could not be interpreted as a reward, inducement or encouragement for a favour or preferential treatment; and
- It is not unduly lavish or extravagant

Reciprocal hospitality may be offered but needs to be approved by the Region FD/FC/Head of Finance, for example when our overseas suppliers/partners visit the UK.

Hospitality and Entertainment Register

To ensure openness and transparency, all hospitality and entertainment must be recorded in the relevant Hospitality and Entertainment Register on a monthly basis. These registers will be reviewed by the Company Secretary & Compliance Officer quarterly and reported to UK Managing Director on a quarterly basis and the Audit Committee annually.

Political and Charitable Contributions

The Group does not make contributions or donations to political organisations or independent candidates, nor does it incur any political expenditure.

The Group considers that charitable giving can form part of its wider commitment to the community, and both supports nominated charities and our employees in undertaking charitable activities. Charitable donations on behalf of the Group must be approved by the Region FD/FC/Head of Finance and Company Secretary & Compliance Officer, or the Group HR Director.

We respect the right of individual employees to make personal contributions, provided they are not made in any way to obtain advantage in a business transaction.

The Group communicates views to government and others, on matters which affect its business interests or those of its shareholders and employees, as a way of assisting in the development of regulation and legislation affecting the business.

Speaking Up – Reporting Bribery

Tunstall aims to conduct business with the highest standards of ethics, honesty and integrity, and recognises that you have an important role to play in maintaining this aim. Any employee concerned about any form of malpractice, improper action, or wrongdoing by the Group, its employees or other stakeholders are strongly encouraged to report the matter through the designated officers named in the Whistleblowing Policy.

We believe it is essential to create an environment in which you feel able to raise any matters of genuine concern internally without fear of disciplinary action being taken against you, that

you will be taken seriously, and that the matters will be investigated appropriately and as far as practicable be kept confidential.

Tunstall believes that any employee with knowledge of bribery in any form should not remain silent. We take all matters of malpractice, improper action or wrongdoing very seriously and you are strongly encouraged to raise incidents or behaviours that are not in accordance with the policy, by following the procedure set out below:

LINE MANAGER

In the first instance, you should consider raising your concerns with your line manager. He/she has a responsibility to listen and respond to any matter that is of concern of you. Concerns can be raised verbally or in writing. Your line manager will determine whether he/she is able to investigate the concern directly, keeping the Company Secretary & Compliance Officer updated, if appropriate, of progress and its conclusion.

If your line manager is unable to resolve the issue locally, he/she will escalate the concern to the Company Secretary & Compliance Officer who will manage your concern in accordance with the Independent Internal Individual process set out overleaf.

Senior Manager

If you feel that you cannot raise your concern with your line manager, for whatever reason, you should contact the senior manager in your territory, who will consider the matter, manage any investigation, keeping the Company Secretary & Compliance Officer informed, if appropriate, of progress and its conclusion.

If the senior manager in your business unit is unable to resolve the issue locally, he/she will escalate the concern to the Company Secretary & Compliance Officer, who will manage your concern in accordance with the Independent Internal Individual process set out below.

Independent Internal Individual

If you feel you need to raise the issue outside of your immediate working environment, you should contact the Company Secretary & Compliance Officer on 01977 660321 or e-mail: Jon.Furniss@tunstall.com. He will record the concern and determine the appropriate approach to take in managing any investigation, including whether to appoint an external independent individual to review the matter, or refer it to the appropriate internal or external body. The Group CEO and the Audit Committee Chairman will be informed of any serious issues as a matter of urgency.

IF IN DOUBT/ADVICE

If you have any questions you should contact the Company Secretary & Compliance Officer on 01977 660321 or e-mail: Jon.Furniss@tunstall.com



Sonia Belfield
Group HR Director

APPENDIX I

TUNSTALL HEALTHCARE GROUP Anti-Bribery and Corruption Policy High Risk Jurisdictions

Afghanistan	Albania	Algeria
Angola	Armenia	Azerbaijan
Belarus	Bosnia-Herzegovina	Bulgaria
Burundi	Cambodia	Congo
Croatia	Cuba	Ecuador
Egypt	Eritrea	Ethiopia
Georgia	Guatemala	Israel
Kazakhstan	Kirghizstan	Laos
Liberia	Libya	Macedonia
Malaysia	Moldova	Mongolia
Myanmar (Burma)	Nigeria	North Korea
Pakistan	Philippines	Republic of Central Africa
Romania	Russian federation	Rwanda
Sierra Leone	Sudan	Surinam
Tajikistan	Turkmenistan	Ukraine
Uzbekistan	Yemen	Yugoslavia
Zaire		