

**TENNANTS CONSOLIDATED LIMITED  
AND ITS GROUP COMPANIES**

**Policy Statement Governing Conflicts of Interest, Anti-Bribery and Business Ethics**

**THE TENNANTS GROUP HAS ZERO TOLERANCE OF BRIBERY AND CORRUPTION**

In accordance with the Bribery Act 2010, Tennants Consolidated limited and all its subsidiaries (“the Group”) prohibit all persons associated with the Group (including employees, officers, directors, agents, contractors, distributors, joint-venture partners, and attorneys of any Group company) from giving, offering, or promising anything of value to any other person, with the intention to facilitate or gain an unfair business advantage.

Additionally, soliciting, demanding, or accepting anything of value from any other person who intends to influence or gain advantage in any business transaction of the Group is strictly prohibited.

Members of the Board of Directors of each Group company, management officials, and employees of the Group must:

- Conduct the business of the Group in full compliance with both the letter and the spirit of the law and the guidelines established by this policy.
- Use confidential information properly.
- Recognise and avoid conflicts of interest.
- Report any instances where they suspect this policy has been breached.

If any instance of bribery or corruption is identified, remedial steps will be taken immediately and, where appropriate, disciplinary measures will be taken and reports may be made to the relevant authorities.

**AUTHORISED ACTIVITY**

Staff may accept modest gifts offered to the Company in the course of carrying out their duties, and authorised staff may offer approved promotional materials to the staff of other companies, provided that this is in the course of a bona fide business discussion.

Normal and appropriate hospitality (given or received) is also acceptable so long as it is proportionate, properly recorded and customary in the particular part of the world in which it is given or received. Before accepting or giving gifts or hospitality however, staff should satisfy themselves that acceptance or offer of a gift does not;

- Constitute an actual or perceived conflict of interest.
- Create a specific or general obligation which the Company is required to fulfil.
- Constitute an actual or perceived inducement in respect of a decision the Company must take.

As a matter of guidance ask yourself this question: 'Would I be embarrassed if I had to explain this or would I cringe if someone tried to explain their behaviour in similar circumstances to me?' If the answer to either is 'yes', then the relevant conduct should in all likelihood be avoided.

### **Facilitating payments**

1. The Group prohibits facilitating payments as these are bribes and illegal. Facilitating payments are small payments made to secure or speed up routine actions, usually by public officials, such as issuing permits, immigration controls, providing services or releasing goods held in customs.
2. It is also our policy that we work to ensure that our associates, joint venture partners, contractors and suppliers do not make facilitating payments on our behalf.

### **Political Contributions**

The Group does not intend to make political contributions.

### **Charitable Contributions**

1. Charitable contributions and sponsorships must not be used as a subterfuge for bribery. All charitable contributions are to be approved by the Board of the company making the donation and then properly recorded.
2. No charitable donation or sponsorship should be made where there is a potential conflict of interest that could affect a material transaction, or where it could influence a current bidding situation. It should not be given subsequently as a 'reward' for the award of a contract.

### **GUIDANCE**

- If there is any doubt, advice should be sought and disclosure made, as the default position.
- If members of staff require specific guidance they should consult their line manager in the first instance and the Board in relevant cases.
- All reports made by a member of staff of any suspected bribery will be treated as confidential and will be investigated with due discretion.
- A failure to follow this policy will be grounds for disciplinary enquiry.

The Board of Tennants Consolidated Limited

Latest review: April 2011