

Anti-bribery Policy

Scope of the Business

This policy covers the scope of all Group Solutions Limited Companies (Kings) including:

- Kings Security Systems Ltd T/A Kings Secure Technologies
- Kings Guarding Solutions Ltd
- East Fire Extinguishers & Alarms UK Ltd T/A E-fire
- Silver UK Ltd T/A Silver Group
- Cougar Monitoring Ltd
- Quidvis Ltd

Introduction

The Company is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. This policy outlines the Company's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. The Company has a zero-tolerance policy towards bribery and corruption, whether committed by Kings employees or by third parties acting for on behalf of Kings. The Board of directors has a clear commitment to our anti-bribery policy and will monitor compliance on a regular basis.

Scope of this policy

The purpose of this policy is to convey to all employees and interest parties of the Company, the rules of the Company in relation to our unequivocal stance towards the eradication of bribery and our commitment to ensuring that Kings conducts its business in a fair, professional and legal manner.

Definition

Bribery is, in the conduct of the Company's business, the offering or accepting of gifts, money, hospitality or advantage for personal gain and encouragement to do something which is dishonest, illegal or a breach of trust.

Bribery is a criminal offence. The Company prohibits any form of bribery. We require compliance, from everyone connected with our business, with the highest ethical standards and anti-bribery.

The purpose of this policy is to set out the rules that must be followed in this organisation to ensure that no bribery occurs.

Unacceptable behaviour

The following behaviour is unacceptable, and must not occur in this organisation:

- accepting any financial or other reward from any person in return for providing some favour
- requesting a financial or other reward from any person in return for providing some favour
- offering any financial or other reward from any person in return for providing some favour.

Business gifts

We realise that the giving and receiving of gifts and hospitality where nothing is expected in return helps form positive relationships with third parties where it is proportionate. From time to time, customers, suppliers, or other persons might offer a gift to an employee. This could be a small item, or something of considerable value. All gifts, however small, must be reported to the head of department and recorded on the company register. Gifts with a value of more than £50.00 may not be accepted and suggested these are donated to a charity. How to deal with the acceptance of business gifts is outlined in the company Gifts and Hospitality Policy.

Hospitality

From time to time, customers, suppliers, or other persons might invite an employee to a hospitality event. All such invitations must be reported to the head of department and recorded on the company register. Permission must be given by the head of department before an employee accepts any invitation. How to deal with the offer and acceptance of business hospitality is outlined in the company Gifts and Hospitality Policy. Any such practices must be proportionate, reasonable and made in good faith.

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Kings occasionally runs hospitality events, primarily aimed at thanking customers and suppliers for their custom and loyalty. An employee must not organise any additional hospitality event without seeking approval from his or her head of department.

Responsibilities of Directors /Senior Manager

Each of our senior managers, including directors, has a duty to ensure that the bribery policy is understood and observed by their own team and monitor compliance. Senior Managers are responsible for updating the Company Secretary of all gifts and hospitality that are offered and/or received by employees working in the head of department's area of responsibility to be recorded on the Company Register.

If heads of department are concerned about any actions, they should contact a member of the board immediately for advice.

Heads of department are also responsible for ensuring that all their employees are aware of this policy, and fully understand the rules in relation to the acceptance of gifts and hospitality.

It is also the responsibility of senior management to bring this Code of Conduct to the attention of our business partners, contractors, agents and consultants. Those outside parties who provide services to the Company or act on our behalf should be given a copy of the Code and be asked to confirm that they will observe its terms in their dealings on behalf of the Company. In appropriate cases, the Company should have the right to terminate the contract or cancel a transaction if the Code is breached.

Expenses

Heads of department must authorise all expense claims from their employees. Heads of department are expected to check and approve all expense claims from their employees through Web expenses against receipts in line with the Company expenses policy.

Any items of expenditure that give rise to concern should be fully investigated.

Responsibilities of Employees

Each employee is expected to maintain the highest standards of business conduct. The company depends on its employees to ensure that highest standards of ethical conduct are maintained in all its business dealings. Employees are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery. Employees are encouraged to notify your direct line manager or a director if you have any concerns as soon as possible. It is important that you do not alert the suspected party in such circumstances.

Employees are required to take particular care to ensure that all company records are accurately maintained in relation to any contracts or business activities, including financial invoices and payment transactions with clients, suppliers and public officials.

Cash & Financial Incentives

It is prohibited to solicit any cash or financial benefit or assistance from any third party with whom the Company may have a business connection. It is also prohibited to make any cash gifts or payments to third parties with whom you deal in relation to the company's business.

Facilitation Payments

It is not acceptable to make a facilitation payment to any Government or other official or any other third party in order to speed up an official procedure or achieve an advantage through the payment when no such payment is officially required. If in doubt whether a payment being request is legitimate, enquiries should be made.

Any request for a facilitation payment must be reported to a Director. While the sums involved can be small, they can still constitute an offence. Any payment to a public official in the UK or elsewhere should only be made if it is legally justified and an official receipt is obtained.

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Government and other Officials

Care must be taken when dealing with public officials in relation to contracts that the company is negotiating with any governmental or other official body, whether in the UK or overseas. Any expenses involving an official should be cleared both with a director and with the body with which that official works – for example arranging travel and/or accommodation for an official to attend a meeting with the company needs to be arranged with the public body with whom that official works and not just with the individual. In such cases, the company representative must confirm in writing that such hospitality does not constitute an act of bribery.

Personal Benefits

It is not acceptable to have any dealing with a third party with whom the Company has a business connection whereby you or a friend or relative might gain an advantage in return for some business advantage for that third party. Any offer of personal benefit must be reported. In addition, if the company representative suspects that a personal benefit may result from the course of legitimate business; this must be reported to the Board of Directors, for the avoidance of doubt, before that business takes place. It is the responsibility of a Director/Senior Executive to ensure any business connection is disclosed to the Company Secretary and recorded on the declaration of interest register.

Attempts to bribe

Any employee or individual who is concerned that he or she is potentially being bribed whilst working on behalf of the Company should report this matter to his or her head of department immediately.

Donations to organisations

The Company considers that charitable giving can form part of its wider commitment and responsibility to the community. The Company supports and makes regular donations to charities. These are managed by the Company Secretary. No employee should make donations to a charity without prior approval of CEO, CHRO or Company Secretary.

No donations should be made to charities, political parties or other organisations with the intention of gaining a business advantage.

Private donations by staff to registered charities are not the concern of the company and do not have to be reported. However, any fund-raising involving staff needs clearance and this will normally be given.

Risk Assessment

Whenever the Company considers a new venture with another organisation or individual, or entering into any contract arrangement or relationship a risk assessment will be undertaken as a first step, accompanied by due diligence on the prospective business partner. The Board will then consider the results before sanctioning any formal relationship.

Risk assessment falls into five main categories:

- **Sector Risk**
Is the type of business that we carry on exposed to the risk of bribery and if so, what are the main risk areas? How can these be minimised or eliminated?
- **Transaction Risk**
Is a potential business opportunity or contract one where there is a risk of bribery or corrupt activity on the part of the client, any member of our team or any competitor, and is the risk most likely to be found at pre-qualification, tender, pre-contract negotiation or contract performance?
- **Country Risk**
When considering doing business overseas, whether as exporter, importer, or setting up an office or manufacturing base, what are the risks to which we may be exposed due to the different culture in the new country and the need for dealing with unfamiliar systems and organisations?
- **Opportunity Risk**
Does the project involve a tendering exercise and does the project involve a

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number of contractors and intermediaries.

➤ **Partnership Risk**

When considering a joint venture, term contract with a supplier or customer, or the appointment of an external consultant, agent or distributor, are we exposed to any new risks due, for example, to the fact that we may not be in control of certain financial or contractual aspects of the new relationship? If yes, then how can we restructure the process, so risk is minimised or eliminated?

Once risks have been identified and assessed, the Board of Directors will decide on how best to proceed and protect our interests. The risk assessment will be used to determine appropriate controls, which are sensitive to the likelihood and severity of each risk.

When planning to sign up a long-term deal with a third party - supplier, joint venture partner, manufacturer, agent, distributor etc. these checks are especially important. Visits to the other party's premises and investigation of their business are important as a preliminary to any contractual commitment.

As for the contract, the terms will always require Board approval and no binding commitment can be made before this is given. The terms of all contracts should contain the usual protection for the Company and must include a provision that obliges the other party to comply with this Code of Conduct and not to do or permit anything that might put the Company in breach of the Bribery Act.

Communication

All staff are made aware of the Company bribery policy statement. All new personnel will be made aware of anti-bribery as part of their induction process.

Forms for approval of entertainment and promotional expenses and records of those expenses must be used on all occasions.

All employees are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Company.

Raising concerns

If an employee or anyone working on behalf of the Company is concerned that acts of bribery are occurring in the organisation, they should inform their head of department in the first instance. If this course of action is inappropriate, the employee should whistle blow. Employees who report instances of bribery in good faith will be supported by the Company. The Company will ensure that he/she is not subjected to detrimental treatment as a consequence of his/her report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a senior manager employees should not agree to remain silent. They should report this matter to the Chief HR Officer.

Breach of this policy

Any employee found to have offered or accepted a bribe will face disciplinary action which could include dismissal for gross misconduct. Any breach of this policy is likely to constitute a contractual or criminal matter for the individual concerned and may cause serious damage to the reputation of the Company. The Company may also report any matter to the relevant authorities. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Any third party found to have offered or accepted a bribe whilst acting on behalf of the Company in any capacity will face action which could include the termination of our contractual arrangements or business association.

Monitoring & Review

All cases involving bribery or attempted bribery will be considered by the Board of Directors. The Company will review our risk assessment and financial controls in the context of this policy at least once a year.

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Bob Forsyth
Chief Executive Officer