

Phoenix IT Group Plc

Group Anti-Bribery and Corruption Policy

1. POLICY OBJECTIVE

1.1 Phoenix IT Group Plc is committed to ensuring the highest legal and ethical standards.

ANTI-BRIBERY AND CORRUPTION STATEMENT

The Phoenix Group has a zero tolerance of Bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships. This Group Anti-Bribery and Corruption Policy extends to all the Phoenix Group business dealings and transactions in all countries in which it or its subsidiaries and associates operate. This policy is given force within the Phoenix Group in a detailed anti-bribery and corruption program which is regularly revised to capture changes in law and best practices as well as changes in the Phoenix Group businesses. All directors, employees, business partners, agents, sub-contractors, consultants and any other party engaged by the Phoenix Group are required to comply with this policy without exception.

1.2 In this Group Anti-Bribery and Corruption Policy:

1.2.1 **Phoenix Group** means Phoenix IT Group Plc and all its subsidiaries (including ICM Business Continuity Services Limited, Servo Limited and ICM Continuity Consulting Limited) and employees;

1.2.2 **Policy** means this Group Anti-Bribery and Corruption Policy; and

1.2.3 **Third Party** means any individual or organisation the Phoenix Group comes into contact with in its business dealings and relationships and includes, consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, sponsors, actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisors, and government and public bodies, including their advisors, representatives and officials, politicians and political parties and all persons or organisations associated with or overseen by the Phoenix Group or Third Party.

1.3 The main purpose of this Policy is to set out the Phoenix Group and its Third Parties' responsibility in observing and upholding the Phoenix Group's position on bribery and corruption and to provide information and guidance to Third Parties. It is therefore essential for this Policy to be communicated to all business and employees overseen by Third Parties.

1.4 In order for the Phoenix Group to maintain its high ethical standards and to protect the Phoenix Group against any allegation of bribery or corruption it is required of all Phoenix Group employees and Third Parties to comply with the rules and principles contained within this Policy and anti-bribery laws.

1.5 The Phoenix Group will uphold all laws that may be relevant to the countering of bribery and corruption

Phoenix IT Group Plc

Group Anti-Bribery and Corruption Policy

in all jurisdictions in which we operate. However, we remain bound by the laws of the United Kingdom in respect of the Phoenix Group's conduct both in the United Kingdom and abroad.

2. WHO IS COVERED BY THIS POLICY?

2.1 This Policy applies to all Phoenix Group employees at all levels and grades, volunteers and all Third Parties associated with or overseen by the Phoenix Group.

3. WHAT IS BRIBERY?

3.1 In essence the Bribery Act defines bribery as **the offer, promise, giving, demanding or acceptance of a financial or other advantage to any person whatsoever as an inducement for an action which is improper, illegal, unethical or a breach of trust.**

3.2 It is irrelevant for the purpose of bribery, whether the payee or recipient of the act of bribery work in the public or private sector.

3.3 The definition of giving or receiving a bribe is all inclusive. It applies to all Third Parties and employees. There are no exceptions.

3.4 There are four main offences under the Bribery Act:

3.4.1 Giving of a bribe;

3.4.2 Receiving of a bribe;

3.4.3 Bribing of a foreign public official; and

3.4.4 Strict liability for commercial organisations if any person associated with that commercial organisation is guilty of an offence.

4. RESPONSIBILITIES

4.1 The prevention, detection and reporting of bribery and corruption are the responsibility of all Phoenix Group employees and its Third Parties. All employees and Third Parties are required to avoid and prevent any activity that might lead to, or suggest, a breach of this Policy.

4.2 If it is believed or suspected that a conflict with this Policy has occurred, or may occur in the future Third Parties and Phoenix Group employees must notify the Phoenix Group Company Secretary as soon as possible.

4.3 A Phoenix Group employee who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. The Phoenix Group reserves its right to terminate any contractual

Phoenix IT Group Plc Group Anti-Bribery and Corruption Policy

relationship with a Third Party if it breaches this Policy.

4.4 The Phoenix Group will and it is required of all its Third Parties to:

- 4.4.1 ensure that top-level management within its organisation are committed to preventing bribery and corruption and that a culture is fostered within its organisation in which bribery and corruption are never acceptable;
- 4.4.2 ensure that it periodically and in an informed manner assesses the nature and extent of its exposure to potential external and internal risks of bribery and corruption on its behalf;
- 4.4.3 ensure that it applies due diligence procedures, taking a proportionate and risk based approach, in respect of persons who perform or will perform services on its behalf, in order to mitigate identified bribery and corruption risks;
- 4.4.4 ensure that robust and effective bribery and corruption preventative policies, practices and procedures are implemented and enforced;
- 4.4.5 ensure that its bribery and corruption prevention policies and procedures are embedded and understood throughout its organisation through internal and external communication, including training, that is proportionate to the risks it faces, and communicated to Third Parties;
- 4.4.6 ensure that it periodically and in an informed manner monitors and reviews procedures and practices designed to prevent bribery and corruption by persons associated with it and makes improvements where necessary; and
- 4.4.7 ensure that it will keep financial records and have appropriate internal controls in place which will evidence the business reasons for making payments to third parties.

5. FURTHER INFORMATION AND SUPPORT

- 5.1 Should you have any doubt as to the definition of this Policy and/or require any clarification you should contact the Group Company Secretary at William.martin@phoenix.co.uk or Group Internal Auditor at mark.taylor@phoenix.co.uk. Both the Group Company Secretary and the Group Internal Auditor can also be reached at Technology House, Northampton.

6. HOW TO RAISE AN ISSUE

- 6.1 You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. Concerns should be reported to the Group Company Secretary or Group Internal Auditor in the manner stipulated in 5.1 above.

CLOSE