

Anti-Bribery & Corruption Policy

Cirkularis8 Ltd is determined to maintain its reputation as a reputable company which will not tolerate fraud, corruption or abuse of position for personal gain, wherever it may be found in any area of its activities.

The purpose of this Policy Statement is to set out for all Individuals working for or on behalf of the Company, the main principles for countering fraud and corruption.

The Policy statement includes:-

- the scope;
- the culture and the stance against fraud, corruption and anti-bribery;
- how to raise concerns and report financial malpractice;
- the principle of having an anti-fraud & corruption strategy;
- the responsible officer.

All Individuals should play a key role in counter-fraud initiatives. This includes providing a corporate framework within which counter-fraud arrangements will flourish, and the promotion of an anti-fraud culture across the whole of the Company. This should provide a sound defense against internal and external abuse of company funds.

The relevant definitions are as follows;

Fraud is the intentional distortion of financial statements or other records by persons internal or external to the organisation, which is carried out to conceal the misappropriation of assets or otherwise for gain.

Corruption is the offering, giving, soliciting or acceptance of an inducement or reward which may improperly influence the action of any person.

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised or provided to gain any commercial, contractual, regulatory or personal advantage.

Who is covered by the policy?

In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, 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.

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with Cirkularis8 Ltd, or any of our subsidiaries or their Individuals, wherever located (collectively referred to as Individuals in this policy).

This policy covers:

- Bribes;
- Gifts and hospitality;
- Facilitation payments;
- Political contributions;
- Charitable contributions.

Bribes

Individuals must not engage in any form of bribery, either directly or through any third party (such as an agent

or distributor). Specifically, Individuals must not bribe a foreign public official anywhere in the world.

Gifts and Hospitality

Individuals must not offer or give any gift or hospitality:

- which could be regarded as illegal or improper, or which violates the recipient's policies; or
- to any public employee or government officials or representatives, or politicians or
- political parties; or
- which exceeds £10 in value for each individual gift or £10 in value for each hospitality event (not to exceed a total value of £100 in any financial year), unless approved in writing by the Founder/Director.

Individuals may not accept any gift or hospitality from our business partners if:

- it exceeds £10 in value for each individual gift or £10 in value for each hospitality event (not to exceed a total of £10 in any financial year), unless approved in writing by the employee's manager; or it is in cash; or there is any suggestion that a return favour will be expected or implied.

If it is not appropriate to decline the offer of a gift, the gift may be accepted, provided it is then declared to the Founder/Director and donated to charity.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

Facilitation payments and kickbacks

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, and not to obtain or retain business or any improper business advantage. Facilitation payments tend to be demanded by low level officials to obtain a level of service which one would normally be entitled to.

Our strict policy is that facilitation payments must not be paid. We recognise, however, that Individuals may be faced with situations where there is a risk to the personal security of an employee or his/her family and where a facilitation payment is unavoidable, in which case the following steps must be taken:

- Keep any amount to the minimum;
- Create a record concerning the payment; and
- Report it to your line manager.

To achieve our aim of not making any facilitation payments, each business of the Company will keep a record of all payments made, which must be reported to the Founder/Director, in order to evaluate the business risk and to develop a strategy to minimise such payments in the future.

Political Contributions

We do not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

Charitable Contributions

Charitable support and donations are acceptable (and indeed are encouraged), whether of in kind services, knowledge, time, or direct financial contributions. However, Individuals must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Founder/Director.

All charitable contributions should be publicly disclosed.

Your responsibilities

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All Individuals are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify your line manager OR the Founder/Director as soon as possible if you believe or suspect that a conflict with or breach of this policy has occurred, or may occur in the future.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

Record-keeping

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

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

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

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.

How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your line manager.

What to do if you are a victim of bribery or corruption

It is important that you tell the Founder/Director as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

Protection

Individuals who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are 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 you believe that you have suffered any such treatment, you should inform the Founder immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the company's Grievance procedure.

Training and Communication

Training on this policy forms part of the induction process for all new Individuals. All existing employees will receive regular, relevant training on how to implement and adhere to this policy. In addition, all Individuals will be asked to formally accept conformance to this policy on an annual basis.

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.

Who is responsible for the policy?

The Founder has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Founder/Director has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

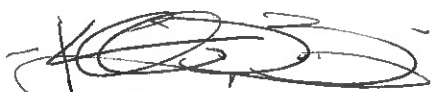
Monitoring and Review

The Operations Director 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.

Individuals working for or on behalf of Cirkularis8 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 Operations Director.

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

Signed:



Kristoff DuBose
Founder

Date: 01.07.2019