



Strong & Herd LLP, Import/ Export Services

Bribery and Corruption Policy

This policy sets out the general rules and principles to which we adhere. It will be communicated to all businesses and employees overseen by the Strong & Herd LLP ("S&H LLP") Partners, as well as relevant business partners and other necessary individuals and entities. Those who work in areas within our business identified as being particularly high risk will receive additional training and support in identifying and preventing corrupt activities.

This policy explains the procedures through which S&H LLP can maintain its high ethical standards and protect its reputation against any allegations of bribery and corruption. Its successful implementation requires pro-active adoption at the following levels:

- You – as an employee of S&H LLP, you are required to read and understand all aspects of this policy, and abide by it
- Local Management – The business unit's overall compliance with the requirements of this policy is the responsibility of the Partners
- The Partners will ensure the businesses adherence to sections 6, 7 and 8 of this policy.
- The Partners will assist with continuous refreshing and reinforcing of this policy via application guidance and monitoring.

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1. Introduction

It is S&H LLP's policy to conduct business in an honest way, and without the use of corrupt practices or acts of bribery to obtain an unfair advantage.

S&H LLP is committed to ensuring adherence to the highest legal and ethical standards. This must be reflected in every aspect of the way in which we operate.

We must bring integrity to all our dealings. Bribery and corruption harms the societies in which these acts are committed and prevents economic growth and development. This is not just a cultural commitment on the part of the organisation; it is a moral issue and a legal requirement. Bribery is a criminal offence in most countries in which S&H LLP operates, and corrupt acts expose the Company and its employees to the risk of prosecution, fines and imprisonment, as well as endangering the Company's reputation.

This policy has been adopted by the S&H LLP and is to be communicated to everyone involved in our business to ensure their commitment to it. The Partners attach the utmost importance to this policy and will apply a "zero tolerance" approach to acts of bribery and corruption by any of our employees or by business partners working on our behalf. Any breach of this policy will be regarded as a serious matter by the Company and is likely to result in disciplinary action.

2. What is Bribery and Corruption?

Bribery and corruption has a range of definitions in law, but the fundamental principles apply universally.

Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

Corruption is the misuse of public office or power for private gain; or misuse of private power in relation to business outside the realm of government.

Acts of bribery or corruption are designed to influence the individual in the performance of their duty and incline them to act dishonestly. For the purposes of this policy, whether the payee or recipient of the act of bribery or corruption works in the public or private sector is irrelevant.

The person being bribed is generally someone who will be able to obtain, retain or direct business. This may involve sales initiatives, such as tendering and contracting; or, it may simply involve the handling of administrative tasks such as licences, customs, taxes or import/export matters. It does not matter whether the act of bribery is committed before or after the tendering of a contract or the completion of administrative tasks.

3. What is a Bribe?

Bribes can take on many different shapes and forms, but typically they involve corrupt intent. There will usually be a 'quid pro quo' – both parties will benefit.

A bribe could be the:

- Direct or indirect promise, offering, or authorisation, of anything of value
- Offer or receipt of any kickback, loan, fee, reward or other advantage
- Giving of aid, donations or voting designed to exert improper influence



4. Who Can Engage in Bribery or Corruption?

In the eyes of the law, bribery and corrupt behaviour can be committed by:

- An employee, officer, partner or director
- Any person acting on behalf of the Company (eg our business associates)
- Individuals and organisations where they authorise someone else to carry out these acts

Acts of bribery and corruption will commonly, but not always, involve public or government officials (or their close families and business associates). For the purposes of this policy, a government official could be:

- A public official, whether foreign or domestic
- A political candidate or party official
- A representative of a government-owned/majority-controlled organisation
- An employee of a public international organisation (eg World Bank)

5. What Does the Law Say About Bribery and Corruption?

Bribery is a criminal offence in most countries in which S&H LLP operates, and penalties can be severe. In the UK the Bribery Act 2010 not only makes bribery and corruption illegal, but also holds UK companies liable for failing to implement adequate procedures to prevent such acts by those working for the company or on its behalf, no matter where in the world the act takes place. In addition, current US legislation (Foreign Corrupt Practices Act or FCPA) offers similar prohibitions and potential penalties and is enforced with vigour by the US authorities. It is therefore in your interests, as well as those of S&H LLP, that you act with propriety at all times.

Corrupt acts committed abroad, including those by business associates working on our behalf, may well result in a prosecution at home.

6. What Steps Can We Take to Prevent Bribery and Corruption?

We can take the following steps to assist in the prevention of bribery and corruption:

A. Risk Assessment

Effective risk assessment lies at the very core of the success or failure of this policy.

Risk identification pinpoints the specific areas in which we face bribery and corruption risks and allows us to better evaluate and mitigate these risks and thereby protect ourselves. Business practices around the world can be deeply rooted in the attitudes, cultures and economic prosperity of a particular region – any of which can vary.

We must assess our vulnerability to these risks on an ongoing basis, subject to review by the S&H LLP Partners.

N.B. Risk assessment is intended to be an ongoing process with continuous communication between staff and the Partners.



B. Accurate Books and Record-Keeping

Many serious global bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. We must ensure that we maintain accurate books, records and financial reporting within all S&H LLP business units and for significant business associates working on our behalf. Our books, records and overall financial reporting must also be transparent. That is, they must accurately reflect each of the underlying transactions. False, misleading or inaccurate records of any kind could potentially damage S&H LLP.

C. Effective Monitoring and Internal Control

Our businesses must all maintain an effective system of internal control and monitoring of our transactions. Once bribery and corruption risks have been identified and highlighted via the risk assessment process, procedures can be developed within a comprehensive control and monitoring programme in order to help mitigate these risks on an ongoing basis.

We must ensure that we engage in effective risk assessment and implements the necessary steps to prevent bribery and corruption. As these steps will vary by geography we should consult with the Partners, who will make available guidelines, principles and methodologies for the identification, mitigation and monitoring of these risks.

7. Where Do the Bribery and Corruption Risks Typically Arise?

Bribery and corruption risks typically fall within the following categories:

A. Use of Business Associates

The definition of a business partner is broad, and could include accountants, consultants, lawyers, trainers, associate businesses, sub-contractors or associates who act on behalf of the company. Whilst the use of business associates can help us reach our goals, we need to be aware that these arrangements can potentially present S&H LLP with significant risks.

Risk can be identified where a business partner conducts activities on S&H LLP's behalf, so that the result of their actions can be seen as benefiting S&H LLP. Business associates who act on S&H LLP's behalf must be advised of the existence of and operate at all times in accordance with this policy.

The S&H LLP Partners are responsible for the evaluation of each relationship and determining whether or not it falls into this category. Where risk regarding a business partner arrangement has been identified, the S&H LLP Partners must:

- Evaluate the background, experience, and reputation of the business associate
- Understand the services to be provided, and methods of compensation and payment through a professional services letter of engagement which complies with the requirements rules and standards expected
- Evaluate the business rationale for engaging the business associate
- Take reasonable steps to monitor the transactions of business associates appropriately
- Ensure there is a written agreement in place which acknowledges the business associate's understanding and compliance with this policy – normally by signing Annex I (page 7) to this document or it will be within either the letter of engagement or within related correspondence during the firm's normal acceptance procedures, and following any guidance provided by the relevant authorities.



S&H LLP is ultimately responsible for ensuring that business associates who act on our behalf are compliant with this policy as well as any local laws. Ignorance or “turning a blind eye” is not an excuse.

B. Gifts, Entertainment and Hospitality

Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business. These activities are acceptable provided they fall within reasonable bounds of value and occurrence.

How to evaluate what is ‘acceptable’:

First, take a step back and ask yourself the following:

- What is the intent – is it to build a relationship or is it something else?
- How would this look if these details were on the front of a newspaper?
- What if the situation were to be reversed – would there be a double standard?

If you find it difficult to answer one of the above questions, there may a risk involved which could potentially damage S&H LLP’s reputation and business. The action could well be unlawful.

Although no two situations are the same, the following guidance should be considered:

Never acceptable

Circumstances which are never permissible include examples that involve:

- A “quid pro quo” (offered for something in return)
- Gifts in the form of cash/or cash equivalent vouchers
- Entertainment of a sexual or similarly inappropriate nature

As a general rule, S&H LLP employees and business associates should not provide gifts to, or receive them from, those meeting our definition of a government official in section 4 (or their close families and business associates). However, we do understand that in certain countries gift giving and receiving with these individuals is a cultural norm. If you are faced with such a situation, please consult with the Partners before proceeding.

Usually acceptable

Possible circumstances that are usually acceptable include:

- Modest/occasional meals with someone with whom we do business
- Occasional attendance at ordinary sports, theatre and other cultural events
- Gifts of nominal value, such as pens, or small promotional items

A variety of cultural factors such as customs, currency and expectations may influence the level of acceptability. If you feel uncertain at any time regarding cultural acceptability of gifts, entertainment or hospitality, please consult the Partners. In addition, if an example does not fall under the above categories, please in the first instance seek guidance from the Partners. Generally, such examples would not be permissible without prior approval.



Transparency is key

We are required to maintain and monitor a gifts, entertainment and hospitality register. Any form of gift, entertainment or hospitality given, received or offered – which meets or exceeds the equivalent of £75 in value – must be appropriately recorded in the register. In the event that an impermissible form of gift, entertainment or hospitality has been accepted, you must appropriately record the transaction within the register and contact the Partners immediately.

C. Facilitation Payments

In many countries, it is customary business practice to make payments or gifts of small value to junior government officials in order to speed up or facilitate a routine action or process. So far these circumstances have NEVER arisen in the company and it is highly unlikely that we would ever have a situation of this sort ourselves. The question has arisen within the context of clients involved in international transactions (for example importing goods into Russia). However, we must have a policy on it.

Despite this, facilitation payments as defined here are against this S&H LLP policy and we take the view that they are illegal within the UK as well as within most countries in which we operate. The UK Bribery Act 2010 makes no distinction between facilitation payments and bribes – regardless of size or local cultural expectations, even if that is “how business is done here”. When advising clients we must advise that such payments are not permitted.

However, in the event that a facilitation payment is being extorted, or if you are forced to pay under duress or faced with potential safety issues or harm, such a payment may be made, provided that certain steps are followed. If you are ever placed in such a situation, you must contact the Partners as soon as possible and you must record the payment appropriately within S&H LLP’s books and records to reflect the substance of the underlying transaction.

If you are unsure whether certain payments which resemble the definition of facilitation payments are permissible, please contact the Partners.

8. Local Adaptation

In order for this policy to be effective, it is necessary for it to be applied across the company, taking into consideration the diverse cultural environments in which we operate.

9. How to Raise a Concern

As individuals who work on behalf of S&H LLP, we all have a responsibility to help detect, prevent and report instances not only of bribery, but also of any other suspicious activity or wrongdoing. S&H LLP is absolutely committed to ensuring that all of us have a safe, reliable, and confidential way of reporting any suspicious activity. We want each and every one to know how they can “speak up”.

If you have a concern regarding a suspected instance of bribery or corruption, please speak up – your information and assistance can only help. The sooner you act the better for you and for the Company.



Strong & Herd LLP
Import/Export Services

If you are concerned that a corrupt act of some kind is being considered or carried out – either within S&H LLP, by any of our business associates or by any of our competitors – you must report the issue/concern to the Partners. If for some reason it is not possible to speak to a director or the company secretary, please then report it to another colleague.

In the event that an incident of bribery, corruption, or wrongdoing is reported, we will act as soon as possible to evaluate the situation. S&H LLP procedures for investigating fraud, misconduct and non-compliance issues and these will be followed in any investigation of this kind. If you have any questions about these procedures, please contact the Partners.

10. Conclusion and Certification

It is the ultimate responsibility of the Partners routinely to refresh and reinforce this policy and its underlying principles and guidelines. The Partners is responsible for the establishment and ongoing monitoring of compliance with sections 6, 7 and 8 of this policy. All employees and relevant business associates are responsible for annual certification as to the receipt and understanding of this policy as part of our annual compliance training.

July 2011
S&H LLP Ltd

ANNEX I

I hereby confirm that I have read the above document issued by S&H LLP with regard to the UK Bribery Act 2010 and understand my responsibilities under this act and to S&H LLP as a (delete as appropriate)

Employee

Business Association

Other – please state

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I undertake to abide by the conditions of the Bribery Act and if a situation arise which causes me concern I will notify the Partners immediately.

Signed:

Name:

Date: