



Anti-Bribery and Anti-Corruption Policy

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1 Policy statement

Drone Major Group Limited (“Drone Major Group”, “DMG”, “we”, “our”) are committed to conducting business in an ethical and honest manner and is committed to implementing and enforcing systems that ensure bribery is prevented.

DMG have zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the country we operate.

DMG will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. We are bound by the laws of the UK, including the Bribery Act 2010, regarding our conduct both at home and abroad.

DMG recognise that bribery and corruption are punishable by up to ten years of imprisonment and a fine. If our company is discovered to have taken part in corrupt activities, we may be subjected to an unlimited fine, be excluded from tendering for public contracts, and face serious damage to our reputation. We therefore commit to preventing bribery and corruption in our business and take our legal responsibilities seriously.

This policy does not form part of an employee’s contract of employment and DMG may amend it at any time to improve its effectiveness at combatting bribery and corruption.

2 Purpose

The purpose of this policy is to set out the responsibilities of DMG and those who work for us regarding observing and upholding our zero-tolerance position on bribery and corruption.

It also exists to act as a source of information and guidance for those working for DMG. It helps them recognise and deal with bribery and corruption issues, as well as understand their responsibilities.

This policy is intended as a statement of policy and management guidelines. It does not form part of individual contracts of employment, and we may amend it at any time.

3 Application

This policy applies to all employees (whether temporary, fixed term, or permanent), consultants, contractors, introducers, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors or any other person or persons associated with us (including third parties), or any of our subsidiaries or their employees, no matter where they are located (within or outside of the UK). The policy also applies to Officers, Directors, Trustees and Board members at any level. In the context of this policy all the above individuals are referred to as “employees”.

This policy applies to Drone Major Group Limited and all its subsidiaries:

- Drone Major Limited;
- Innovation Major Limited;
- Phoenix Major Limited;
- Phoenix I Limited;
- Phoenix II F&A Limited;
- Phoenix III Limited; and
- all companies that will be registered and added to the Group in the future.

In the context of this policy, “third party” refers to any individual or organisation DMG meet and work with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers and government and public bodies – this includes their advisors, representatives and officials, politicians, and public parties.

Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

4 Other applicable documents

The following document is applicable in relation to this policy:

- Drone Major Group Disciplinary and Grievance Procedure.

5 Definitions

5.1 Bribery

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.

A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.

Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

Bribery is illegal. Employees and all persons covered by this policy (see Scope) must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe a foreign public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the company's Compliance Officer.

DMG will be liable under the Bribery Act 2010 if a person associated with it bribes another party with the intention of obtaining or retaining business or gaining an advantage.

5.2 Fraud

Fraud refers to where an individual has undertaken, or intends to undertake, actions in order to obtain gain for themselves or another, or cause loss to another, or expose another to risk of loss.

The term ‘fraud’ encompasses:

- fraud by false representation;
- fraud by failing to disclose information;
- fraud by abuse of position.

Descriptions of the above can be found within the Fraud Act 2006.

5.2.1 Facilitation payment

A facilitation payment is a type of bribe. An example is an unofficial payment or other advantage given to a public official to undertake or speed up the performance of their normal duties.

5.2.2 Corruption

Corruption is the misuse of entrusted power for personal gain. This would include dishonest or fraudulent behaviour by those in positions of power, such as managers or government officials. It would include offering, giving and receiving bribes to influence the actions of someone in a position of power or influence, and the diversion of funds for private gain.

5.2.3 Conflict of interest

A conflict of interest is where an individual has private interests that may or do influence the decisions that they make as an employee or representative of an organisation.

6 Acceptable and unacceptable actions

6.1 Gifts and hospitality

DMG accepts normal and appropriate gestures of hospitality and goodwill (whether given to or received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- It is not made with the suggestion that a return favour is expected.
- It is following local law.
- It is given in the name of the company, not in an individual's name.
- It does not include cash or a cash equivalent (e.g., a voucher or gift certificate).
- It is appropriate for the circumstances (e.g., giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).
- It is of an appropriate type and value and given at an appropriate time, considering the reason for the gift.
- It is given/received openly, not secretly.
- It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- It is not above a certain excessive value, as pre-determined by the company's Compliance Officer (usually in excess of £100).
- It is not offer to, or accepted from, a government official or representative or politician or political party, without the prior approval of the company's Compliance Officer.

Where it is inappropriate to decline the offer of a gift (i.e., when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the Compliance Officer, who will assess the circumstances.

DMG recognises that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.

As good practice, any gifts given and received should always be disclosed to the Compliance Officer.

The intention behind a gift being given or received should always be considered. If there is any uncertainty, the advice of the Compliance Officer should be sought.

6.2 Facilitation payments and kickbacks

DMG do not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action.

DMG do not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.

DMG recognise that, despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their or their family's personal security at risk. Under these circumstances, the following steps must be taken:

- Keep any amount to the minimum.
- Ask for a receipt, detailing the amount and reason for the payment.
- Create a record concerning the payment.
- Report this incident to your superior.

6.3 Political contributions

DMG will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

6.4 Charitable contributions

DMG accept - and indeed encourage - the act of donating to charities, whether through services, knowledge, time, or direct financial contributions (cash or otherwise), and agree to disclose all charitable contributions we make.

Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered or made without the approval of the Compliance Officer.

7 Employee responsibilities

All employees of Drone Major Group must ensure to read, understand, and comply with the information contained within this policy, and with any training or other anti-bribery and anti-corruption information they may be given.

All employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-bribery policy.

If you have reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, you must notify the Compliance Officer.

If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct. DMG have the right to terminate a contractual relationship with an employee if they breach this anti-bribery policy. Details about disciplinary actions can be found in the Drone Major Group Disciplinary and Grievance Procedure.

8 Raising a concern

If you suspect that there is an instance of bribery or corrupt activities occurring in relation to DMG, you are encouraged to raise your concerns at the earliest possible stage. If you are uncertain about whether a certain action or behaviour can be considered bribery or corruption, you should speak to the Compliance Officer.

DMG will familiarise all employees with its Whistleblowing Policy so employees can vocalise their concerns swiftly and confidentially.

8.1 Action to be taken if you are a victim of bribery or corruption

You must tell your Compliance Officer as soon as possible if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe soon, or if you have reason to believe that you are a victim of another corrupt activity.

8.2 Protection

If you refuse to accept or offer a bribe or report a concern relating to potential act(s) of bribery or corruption, DMG understands that you may feel worried about potential repercussions. DMG will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

DMG will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption.

Detrimental treatment refers to dismissal, disciplinary action or unfavourable treatment in relation to the concern the individual raised.

If you have reason to believe you have been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, you should inform the Compliance Officer immediately.

9 Communication

DMG will make this policy part of the induction process for all new employees, and they will be asked annually to formally confirm that they have read and understood this policy and that they will comply with it.

DMG's Anti-Bribery and Anti-Corruption Policy shows a zero-tolerance attitude and will be clearly communicated to all suppliers, contractors, business partners, and any third parties at the outset of business relations, and as appropriate thereafter.

10 Record keeping

DMG will keep detailed and accurate financial records and will have appropriate internal controls in place to act as evidence for all payments made. We will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given and understand that gifts and acts of hospitality are subject to managerial review.

11 Document history

General Information

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Approval Register

Date	Name	Position
2019-05-02	Robert Garbett	Chief Executive
2020-03-17	Robert Garbett	Chief Executive
2021-04-27	Robert Garbett	Chief Executive
2021-10-14	Robert Garbett	Chief Executive