

ANTI-BRIBERY POLICY

Introduction

The Bribery Act 2010 ('Act') came into force on 1st July 2011, replacing several older laws and creating a single comprehensive code in relation to bribery. The Act creates new offences and places responsibility on organisations as well as the individual.

The penalties that can be imposed under the Act are severe, with potentially unlimited fines and up to a maximum sentence of 10 years imprisonment for individuals. The Act has a very broad geographical reach, including activities overseas and encompasses the acts of agents or associates in relation to the organisation's business.

The Act also considers corporate hospitality, gifts and incentives in relation to bribery. This Anti-Bribery Policy therefore refers later to Floorskills' Anti-Fraud Policy, which already deals with issues relating to the receipt and provision of hospitality and gifts.

Floorskills' commitment to honest and ethical trading

It is Floorskills policy to conduct all its business in an honest and ethical manner. The Company takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships, wherever it operates, and implementing and enforcing effective systems to counter bribery.

Definitions

Four key offences exist within the Act:

1. Promising or offering a bribe (active bribery);
2. Requesting, agreeing to receive or accepting a bribe (passive bribery);
3. Bribing a foreign public official; and
4. A corporate offence of 'failure to prevent bribery' by 'persons associated' with the Company.

The Act provides a comprehensive definition and examples of bribery but essentially, for the purposes of this policy, it can be summarised as:

The receiving or offering of a financial or other advantage by or to any person whatsoever in a public office, in the course of their employment or acting on behalf of a company or public body in order to influence their behaviour in office and to incline them to act contrary to accepted standards of honesty, integrity, good faith or impartiality.

The fourth offence noted above (the corporate offence) is a new offence and places responsibility on organisations to put in place appropriate procedures to prevent bribery by persons associated with those organisations. A person can be "associated" with the Company if he or she performs services on behalf of the Company, so will include employees, agents, subsidiaries and, in certain circumstances, sub-contractors and outsourced service suppliers. What is deemed 'adequate' will be for the courts to

determine in due course. However, the Government has set out the six principles referred to below which Floorskills Limited should consider when establishing procedures in this area. The Company procedures are summarised below by reference to these six principles.

Policy Statement

The Anti-Bribery Policy applies to all employees and Directors and employees of any subsidiary companies, and to any agency workers, consultants, contractors and others working on behalf of the Company or any subsidiary company, irrespective of their location, function or grade. Floorskills also expects its business partners, suppliers, agents and sub-contractors to act with integrity and to have appropriate policies and practices in place to ensure compliance with the Act. Clauses to this effect will be included in future contracts where appropriate.

Floorskills staff and other persons working on behalf of the Company, as defined above, must NOT:

- Offer or make a bribe, unauthorised payment or inducement of any kind to anyone.
- Solicit business by offering a bribe, unauthorised payment or inducement to a third party; or
- Accept any kind of bribe or inducement to act improperly.

Floorskills Limited and other persons working on behalf of the Company, as defined above, must:

- Refuse any bribe or inducement that is offered, in a clear manner that could not lead to any misunderstanding.
- Report all such offers under Floorskills Whistleblowing Policy; and
- Report all suspected breaches of this policy by other individuals under the Whistleblowing Policy.

Clarification of certain payments:

- Facilitation payments (sometimes known as “kickbacks” or “grease payments”) are typically small, unofficial payments made to secure or expedite a routine government action by a government official. Facilitation payments are clearly prohibited by the Act, even in countries where they are a regular feature of doing business. Floorskills regards such payments as being in breach of this Policy.
- In certain jurisdictions, it is recognised that the Company will have to be particularly cautious over dealings with overseas agents and others. Floorskills staff or Directors must make clear to overseas agents and others that it will not pay facilitation payments and will not allow its agents or professionals to negotiate facilitation payments on its behalf.
- The advantages of networking and developing good working relationships with suppliers, customers and contractors are acknowledged. However, corporate hospitality (whether received or provided) must be transparent, auditable, and proportionate, in order to prevent any real or perceived inducement on individuals to act in an inappropriate way. The receipt or giving of cash is strictly prohibited in all cases.

Joint Ventures

Where the Company is involved in establishing and operating joint ventures, it will expect those Companies to have appropriate anti-bribery policies in place and will monitor that expectation.

Breaches of the Policy

Floorskills takes compliance with the Act very seriously and any known or suspected breach of the Policy or Act should be reported immediately to Managing Director under the Whistleblowing Policy. Any breach of procedure, policy or law will be treated as a disciplinary offence and may result in dismissal following investigation.

In all cases Floorskills Limited's Anti-Bribery Policy shall be adhered to.