

Kir Construction Limited

ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT

Kir Building Construction Ltd., is committed to applying the highest standards of ethical conduct and integrity in its business activities. Every employee and individual acting on KCL's behalf is responsible for conducting company business honestly and professionally.

KCL considers that bribery and corruption has a detrimental impact on business by undermining good governance and distorting free markets.

KCL benefits from carrying out business in a transparent and ethical way and by helping to ensure that there is honest, open and fair competition in our sectors. Where there is a level playing field, KCL can lead the market through innovation and by delivering excellent services and products to its customers.

KCL does not tolerate any form of bribery by, or of, its employees or any persons or companies acting for it or on its behalf. The Board and senior management are committed to implementing and enforcing effective systems to prevent, monitor and eliminate bribery, in accordance with the Bribery Act 2010.

KCL has issued an Anti-Bribery Policy. The Anti-Bribery policy applies to all employees and they are required to familiarise themselves and comply with the policy.

A bribe is a financial advantage or other reward that is offered to, given to, or received by an individual or company (whether directly or indirectly) to induce or influence that individual or company to perform public or corporate functions or duties improperly.

Employees and others acting for or on behalf of KCL are strictly prohibited from making, soliciting or receiving any bribes or unauthorised payments. As part of its anti-bribery measures, KCL is committed to engage only in transparent, proportionate, reasonable and bona fide hospitality and promotional expenditure.

A breach of KCL's Anti-Bribery policy by an employee will be treated as grounds for disciplinary action, which may result in a finding of gross misconduct and immediate dismissal. Employees and other individuals acting for KCL should note that bribery is a criminal offence that may result in up to 10 years' imprisonment and/or an unlimited fine for the individual and an unlimited fine for KCL.

KCL will not conduct business with service providers, agents or representatives that do not support KCL's anti-bribery objectives.

The success of KCL's anti-bribery measures depends on everyone playing their part in helping to detect and eradicate bribery. Therefore, all employees and others acting for, or on behalf of, KCL are encouraged to report any suspicious activity to the Compliance Officer (the Company Secretary). KCL's Board will support any individuals who make such a report in good faith.

February 2016

ANTI-BRIBERY POLICY

Message from the Managing Director

At KCL we are committed to doing the right thing, the right way. Our Code of Ethics and Behaviours outlines the standards and behaviours that KCL upholds as a company, to ensure that the highest standards of honesty and integrity are maintained. This is more important than ever because of the strict new rules brought in by the new Bribery Act.

We operate a zero tolerance approach to the making or receiving of bribes or corrupt payments, in any form. This type of conduct is absolutely prohibited, whether committed by employees or anyone else acting on the Company's behalf.

This policy sets out what is and is not acceptable in general terms, but if you are in any doubt as to whether any conduct could amount to bribery, the matter should be referred to the Company Secretary, who is the Chief Compliance Officer for this policy. It is essential that you read and comply with this policy.

Sandeep Singh
Managing Director

Statement from the Group Company Secretary

As Chief Compliance Officer for Kir Construction Ltd in respect of bribery and corruption matters I have overall responsibility for our compliance in this area. The Board considers bribery and corruption risks on a regular basis and is provided with ad hoc updates when necessary.

Raj Rani
Company Secretary

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1. ABOUT THIS POLICY

This policy sets out what we must all do to help prevent bribery in all its forms. A bribe may include any payment, benefit or gift offered or given with the purpose of influencing a decision or outcome. The bribe may not always be of a large value. It could be a lunch or an invitation to a sporting event.

KCL is fully committed to complying with its obligations under applicable legislation, including the Bribery Act 2010 (the "Act"), and ensuring that no bribes or corrupt payments are made, offered, sought or obtained by anyone acting on its behalf, to anyone.

If you are ever in doubt about a situation with which you are presented, always seek advice. You should contact the Group Company Director on 07792551863 or e-mail: kirconstructionlimited@gmail.com in the first instance.

2. **WHO MUST COMPLY?**

The Kir Construction Ltd Anti-Bribery policy is mandatory for all Kir Construction Ltd employees, agents, intermediaries, consultants, distributors, sub-contractors, suppliers and Joint Venture partners working on the Company's behalf anywhere in the world ("Business Partners"). Our franchise partners are also expected to conduct themselves in accordance with the standards set out in this policy.

It is important that you take the time to read and comply with this Policy. The prevention, detection and reporting of any bribery in any form is the responsibility of all employees across the KCL and all individuals and entities over which KCL has control. Appropriate confidential channels for employees and Business Partners are in place to report any suspicion of bribery, these are described later in this Policy. Any failure to comply with this Policy will be treated seriously and may result in disciplinary action.

3. **HOW DO YOU COMPLY?**

You must read and abide by the terms of this Policy. You may also be required to provide written confirmation that you will comply with this policy.

4. **WHAT HAPPENS IF YOU DON'T COMPLY?**

For Employees:

Any act of bribery, in whatever form is unacceptable. We will consider taking disciplinary action against anyone who fails to comply with the anti-bribery policy up to and including dismissal. Failure to comply with this policy may also leave you open to a criminal prosecution under the Act. An offence under the Act can result in a fine and/or up to a maximum of 10 years imprisonment.

For Kir Construction Ltd:

A breach of this Policy by an employee or business partner could result in the Company breaching the Act. An offence under the Act can result in the business being fined and would likely lead to negative publicity and serious damage to the reputation of the KCL services.

5. **WHAT YOU CANNOT DO**

Prohibited Conduct

The following conduct is absolutely prohibited under this Policy:

- Making unofficial payments to officials in order to obtain any permission or permit;
- Appointing any third party or supplier to act on behalf of KCL who you know or have good reason to believe to have engaged in any corrupt or unlawful conduct including any offences under the Act; or
- Paying any third party for the purposes of being a 'fixer' to open doors.

Facilitation Payments

Facilitation payments ('facilitating', 'speed', 'back-hander' or 'grease' payments) are any payments, usually small cash payments made to low-level officials, as a bribe to secure or expedite the performance of a routine or necessary action or level of service.

KCL employees or Business Partners must never offer, pay, solicit or accept bribes in any form, including facilitation payments.

Exception: The only exception to paying a facilitation payment is where your life is in danger. If a facilitation payment is made in such circumstances, it must be reported as soon as practicable or possible to the Company Secretary, as the Chief Compliance Officer, in order that it can be recorded.

KCL employees, and Business Partners should report, via the Employee Assistance Programme employee helpline any instance where a facilitation payment is alleged to have been paid on the Company's behalf.

Tel: 07792551863

6. CHECKING OUT SUPPLIERS AND PARTNERS: DUE DILIGENCE

Where there is a Significant Bribery Risk all Business units must consult the Company Secretary in relation to appropriate anti-bribery compliance measures **before**:

- Appointing a new supplier;
- Entering into a partnership;
- Appointing an agent to work on the Company's behalf; or
- Entering into a new contract/or amending the terms of an existing contract

A Significant Bribery Risk will arise if:-

1. The services being provided involve work being undertaken, directly or indirectly on our behalf, in any High Risk Jurisdiction;
2. The services involve goods passing through borders between High Risk Jurisdictions;
3. The services involve business partners paying fees, taxes or payments on behalf of KCL in relation to the import or export of goods;
4. The services involves business partners obtaining official permits, permissions or agreement from public officials or agencies; or
5. There are any particular reasons to suspect that the risk of corruption or bribery is higher than normal.

The Company Secretary will advise on the level of due diligence required and the form of any anti-bribery clauses required in relation to an agreement or contract. Any due diligence must be completed **before**:

- ❖ The contract with an agent or partner is signed or renewed;
- ❖ The agent does any work;
- ❖ The partnership undertakes any activities;

If the business unit and Company Secretary cannot agree on whether due diligence is required or the due diligence to be undertaken, then the matter must be referred for determination to the Director of the Gerrards Building Construction Ltd.

7. GIFTS, HOSPITALITY AND ENTERTAINMENT

All KCL employees are expected to conduct themselves with integrity, impartiality and honesty at all times. Accordingly, **all employees are required to follow these rules on Gifts, Hospitality and Entertainment**. In addition, employees of KCL Joint Ventures or subsidiaries, whether in the UK or elsewhere, are required to follow these standards. We also expect employees of our franchise partners and suppliers to conduct themselves in accordance with these standards.

You must maintain a high standard of professionalism and not open yourself up to suspicion of dishonesty or put yourself in a position of conflict between your work and your private interests. Gifts and entertainment given and received as a reward, inducement or

encouragement for preferential treatment or inappropriate or dishonest conduct are strictly prohibited. In particular, no gifts, hospitality or entertainment may be given or accepted during a tender process or during contractual negotiations if there is any realistic risk that such gifts or entertainment could influence the outcome of such processes or negotiations.

It is important that all KCL employees' actions are able to withstand scrutiny, and not cause any embarrassment to the Company, yourself or any third party, including contractors or suppliers.

Receiving and Giving Gifts

You may accept low value token gifts such as branded pens, stationery and mouse mats produced for the purpose of being given away, if given by an existing supplier. Occasional boxes of confectionary, etc, may be given to a department as opposed to an individual. Otherwise you must refuse personal gifts such as Christmas, wedding or birthday gifts, including vouchers or cash equivalents, received from franchise partners, suppliers, clients and other third parties.

Any gifts offered must be acceptable within the policy of the receiver's company/organisation and if you are in any doubts about acceptability no gift should be provided.

Hospitality/Entertainment

KCL employees may occasionally receive invitations from suppliers or others to corporate hospitality or entertainment events.

Hospitality or entertainment may only be accepted if:-

- Employees or personnel from the supplier are in attendance;
- The supplier does not pay any accommodation or (more than trivial) travel expenses for KCL employees;
- The entertainment and/or acceptance of it could not be interpreted as a reward, inducement or encouragement for a favour or preferential treatment; and
- It is not unduly lavish or extravagant.

Reciprocal hospitality may be offered but needs to be approved by a Business Unit Executive.

Hospitality and Entertainment Register

To ensure openness and transparency, all hospitality and entertainment must be recorded in the relevant Hospitality and Entertainment Register on a monthly basis. These registers will be reviewed by the Business Unit Director quarterly and reported to the Board of Directors annually.

8. POLITICAL AND CHARITABLE CONTRIBUTIONS

KCL does not make contributions or donations to political organisations or independent candidates, nor does it incur any political expenditure.

We respect the right of individual employees to make personal contributions, provided they are not made in any way to obtain advantage in a business transaction.

KCL communicates views to government and others, on matters which affect its business interests or those of its shareholders and employees, as a way of assisting in the development of regulation and legislation affecting the business.

9. SPEAKING UP – REPORTING BRIBERY

KCL aims to conduct business with the highest standards of ethics, honesty and integrity, and recognises that you have an important role to play in maintaining this aim. Any employee

concerned about any form of malpractice, improper action, or wrongdoing by the Company, its employees or other stakeholders are strongly encouraged to report the matter through the dedicated Employee Assistance Programme staff helpline.

We believe it is essential to create an environment in which you feel able to raise any matters of genuine concern internally without fear of disciplinary action being taken against you, that you will be taken seriously, and that the matters will be investigated appropriately and as far as practicable be kept confidential.

KCL believes that any employee with knowledge of bribery in any form should not remain silent. We take all matters of malpractice, improper action or wrongdoing very seriously and you are strongly encouraged to raise incidents or behaviours that are not in accordance with the policy, by following the procedure set out below:-

Line Manager

In the first instance, you should consider raising your concerns with your line manager. He/she has a responsibility to listen and respond to any matter that is of concern to you. Concerns can be raised verbally or in writing. Your line manager will determine whether he/she is able to investigate the concern directly, keeping the Company Secretary updated, if appropriate, of progress and its conclusion.

If your line manager is unable to resolve the issue locally, he/she will escalate the concern to the Company Secretary, who will manage your concern in accordance with the Independent Internal Individual process set out below.

Senior Manager

If you feel that you cannot raise your concern with your line manager, for whatever reason, you should contact the senior manager in your business unit or site, who will consider the matter, manage any investigation, keeping the Company Secretary informed, if appropriate, of progress and its conclusion.

If the senior manager in your business unit is unable to resolve the issue locally, he/she will escalate the concern to the Company Secretary, who will manage your concern in accordance with the Independent Internal Individual process set out below.

Independent Internal Individual

If you feel you need to raise the issue outside of your immediate working environment, you should contact the Group Company Secretary on 07878161222 or e-mail: kesarconstructionlimited@gmail.com. The Company Secretary will record the concern and determine the appropriate approach to take in managing any investigation, including whether to appoint an external independent individual to review the matter, or refer it to the appropriate internal or external body. The Company Secretary will inform the Managing Director of the Board of Directors of any serious issues as a matter of urgency.

Employee Assistance Programme: Confidential Employee Helpline

If you wish to raise a concern using the confidential employee helpline as the nature of the concern is such that you feel it cannot be raised internally, or if you feel that, after reporting the concern internally, the matter still remains unresolved, you can raise the concern via the Company's confidential employee helpline on 07792551863

The Company recognises that there may be some cases where no wrongdoing is found through internal procedures. Protection will be given and no disciplinary action taken if the disclosure is reasonable, made in good faith and the information believed to be true.

Board of Directors Review

The Board of Directors review arrangements by which employees may, in confidence, raise concerns about possible inappropriate activity. The Board reviews concerns raised through the Employee Assistance Programme policy to make sure that any significant matters receive independent investigation and appropriate follow up action. The Company Secretary reports any information on allegations and investigation results to the Board of Directors at least once a year.

10. IF IN DOUBT/ADVICE

If you have any questions you should contact the Company Secretary on 07792551863 or e-mail: kirconstructionlimites@gmail.com

Please ensure that you keep up to date with communications and updates on the intranet.