

Anti-Bribery & Corruption

All references to Juniper within this document refer equally to Juniper Ventures Limited and Juniper Pursuits Limited

Policy Statement

Juniper conducts all its business in an honest and ethical manner and has zero-tolerance of bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships and to implementing procedures that are adequate and effective in preventing bribery and corruption. Juniper will always uphold the Bribery Act 2010.

The Bribery Act 2010 (the Act)

The Act covers offences of bribing another person and receiving bribes, committed inside and outside of the UK. It also introduces a new corporate offence of strict liability for any organisation that fails to prevent bribery either within its business or committed on its behalf by an associated person. The only defence is for the company to show that it has in place adequate procedures to prevent persons associated with the company from engaging in bribery.

The penalties for individuals and the company for a breach of the Act are severe – up to 10 years in jail and/or an unlimited fine. All individuals working for or contracted by Juniper (collectively referred to as “employees, associated persons and service providers” in this Policy) must follow the Policy.

Scope

This policy applies to all the company’s directors and employees (whether permanent, fixed term or temporary) without regard to their position, rank or length of service.

This policy also applies to any individual or entity providing services to the company (for example, but not limited to, contractors, consultants, interns, trainees, volunteers, agency staff, introducers, agents) and such entity’s employees, directors and consultants to the extent that such persons are actively involved in providing a service to Juniper (“associated persons and service providers”).

All persons to whom this policy applies should:

- Maintain the highest ethical standards and conduct Juniper’s



business with integrity, applying the principles of this Policy in everything they do;

- Avoid any conduct or activity that may raise questions about Juniper's honesty, impartiality or reputation, or otherwise cause embarrassment to the Company; and
- Conduct themselves always in compliance with the Act and in a manner that excludes considerations of personal advantage.

What is bribery?

A bribe is the giving or receiving of a financial or other advantage (not just the gift of money) designed to induce or gain any commercial, contractual, regulatory or personal advantage. The offering, promising or giving of a bribe and/or the requesting, agreeing to receive or accepting a bribe to or from any individual or organisation constitutes an act of bribery.

Six principles

Six principles are identified in Government guidance notes:

1. Proportionate procedures - proportionate to the bribery risks the Company faces and to the nature, scale and complexity of its activities. The procedures should be clear, practical, accessible, effectively implemented and enforced.
2. Top level commitment to preventing bribery, with the Board fostering a culture where bribery or corruption is never acceptable.
3. An assessment of bribery risks (both external and internal). This should be regular, informed and documented.
4. Due diligence procedures – applied in a proportionate and risk-based way on persons who provide or will provide services on behalf of the Company, to mitigate any identifiable bribery risks.
5. Communication (including training) - the Company seeks to ensure its bribery prevention procedures are embedded and understood throughout the business through internal and external communication proportionate to the risks it faces.
6. Monitoring and review - the Company monitors its procedures regularly and makes improvements where necessary.

The Board ensures these principles are adopted throughout Juniper.



Gifts and hospitality

All employees associated persons and service providers should always carefully consider whether the giving or receiving of a gift or entertainment is appropriate. It is prohibited to offer and/or receive gifts or entertainment that could influence (or be perceived as influencing) the outcome of transactions or decisions relating to the Company's business.

Juniper does not have a culture of lavish gifts or entertainment but, for the avoidance of doubt, in no circumstances should any gift or hospitality be given or accepted unless it:

- Is consistent with normal business practice
- Is not excessive in value
- Cannot be construed as a bribe, pay-off or inducement
- Does not violate the Act

This policy does not prohibit normal, reasonable and business-related gifts and entertainment (given or received) to or from third parties. This occurs primarily at two levels of Juniper's business:

- Level 1 – employees who are not able to influence contracts or third-party arrangements. It is customary for gifts of nominal value to be offered to employees in the Christmas season and at other times to recognise birthdays, anniversaries, personal achievements and the like (for example, small gifts by school heads to catering staff). Employees can continue to accept such gifts, provided always that they are not cash and are unconditional and proportionate. They do not have to be recorded in the Gifts and Hospitality Register (see Appendix 1).

Also, it is industry practice for suppliers to make seasonal donations to the Company as contributions to staff Christmas hampers or similar benefits for employees. The Company does not discourage such donations provided they are considered proportionate, are for the benefit of employees and do not constitute any attempt to influence Management. These donations must be recorded in the Gifts and Hospitality Register.

In tender situations, all gifts and hospitality are inappropriate. None may be offered to prospective customers and/or the third parties managing the tender process. Any offers of gifts or hospitality by a supplier tendering for work must be declined, declared in the Register and in addition the Managing Director should be informed.



- Level 2 – directors and senior managers who can influence contracts and other third-party arrangements. From time-to-time directors and senior managers may receive a gift of nominal value from a supplier or an invitation to attend a trade event or function where attendance is important for the development of Juniper’s business. In all such cases, the prior approval of the Managing Director is required, together with disclosure in the Gifts and Hospitality Register whether accepted or declined. Should Juniper feel it appropriate to invite a customer or supplier to an event this must also be recorded in the Gifts and Hospitality Register. The Register is maintained by the HR Department. Where the Managing Director is offered a gift or an invitation to attend an event, a Non-Executive Director should approve this.

It is a breach of this Policy for employees, associated persons and service providers to:

- Give, promise to give, offer, or accept a payment, gift or hospitality with the expectation or hope that a commercial advantage will arise, for example as a part of the new business tendering process.
- Threaten or harass another employee or associated person who has refused to commit a bribery offence or who has raised concerns under this Policy.

Practical examples of situations that could indicate a bribery situation or the appearance of bribery are set out in Appendix 2.

Donations

Juniper does not make donations to political parties (or similar organisations) or to any individual who either holds public office or is a candidate for public office.

No charitable or other corporate donations may be offered or made without the prior authorisation of the Board and recorded as such. The only exception is donations of up to £25 for vouchers or other prizes for school raffles or competitions, which may be approved by executive directors.

Juniper aims to be a good corporate citizen and has a policy of encouraging social and environmental investment in the local community from time to time,



especially in local schools. All such investment must receive the prior authorisation of the Board and recorded as such.

Conflicts of Interest

A conflict of interest is any conflict between your personal interests and your duty to Juniper as your employer. For example, an employee should not be involved in the potential hiring of a family member.

If you believe that you have a conflict of interest or that anyone at Juniper or a third party may perceive that you have a conflict of interest regarding the work that you conduct (or could conduct) you should report this conflict to your line manager or to a director. You may subsequently be required to withdraw from decision-making in some situations.

Training and Communication

Juniper is committed to a thorough, ongoing training programme on how it combats bribery and corruption. Training on this Policy forms part of the induction programme for all new employees.

Juniper's zero-tolerance of bribery and corruption is displayed on the Company website. It is communicated to all service providers at the outset of the business relationship and as appropriate thereafter, for example by passing them a copy of this Policy. Juniper will consider inclusion of a suitable clause in any written contract if appropriate.

Responsibilities and Raising Concerns

All employees and associated persons must ensure that they read, understand and comply with this Policy.

In line with the Speak-up Policy, you must notify your supervisor, manager or a director as soon as possible if you have concerns or believe or suspect that a conflict with this Policy has occurred or may occur in the future. It is particularly important to do so if you are offered a bribe by a third party or are asked to make one for protection of yourself and the Company.

Examples of indicators of suspicion are given in Appendix 2.

All reported suspicions or allegations will be treated seriously and investigated appropriately.



Any breach this Policy can result in disciplinary action, which could result in dismissal for gross misconduct. Juniper reserves the right to terminate the Company’s contractual relationship with associated persons if they breach this Policy. In the case of criminal activity, Juniper will report offences to the Authorities.

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. Juniper encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken, as set out in our Speak-Up Policy.

Record-keeping

Juniper keeps financial records and has appropriate internal financial controls in place as specified in the Scheme of Delegations (e.g., authorised suppliers and tender procedures) which evidence the business reasons for making payments to third parties.

Monitoring and Review

The Board of Directors reviews the implementation of this Policy and monitors its effectiveness in terms of mitigating Juniper’s bribery and corruption risks. Any improvements identified are implemented as soon as possible and internal controls and procedures are amended appropriately.

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

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Appendix 1

Content of Gifts and Hospitality Register

1. Is the gift/hospitality offered or received?
2. Juniper individual involved
3. Date of function or gift
4. Third party offering or received gift/hospitality
5. Details of gift or hospitality
6. Estimate of value
7. Reviewed by
8. Gift or Hospitality approved or declined
9. Comments if necessary

Appendix 2

Examples of bribery indicators

Decision making:

- Are strange or illogical decisions being made when awarding contracts?
- Are there preferred contractors with no good reason?
- Is the Policy or procedures being ignored?

Behaviour:

- Is someone insistent on dealing with a specific supplier?
- Are contracts being awarded more smoothly than usual?

Payments:

- Are there cash payments?
- Are payments of unusually substantial amounts?
- Are payments split for no good reason?