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DIGITAL WINDOW LIMITED

**ANTI-CORRUPTION AND BRIBERY
POLICY**

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What is Bribery and Corruption?

A bribe is an inducement or reward that is offered, promised or given in order to gain a commercial or personal advantage, or which is otherwise intended to influence an individual to perform his or her duty dishonestly. The person being bribed is often able to obtain, retain or direct business.

Corruption is the misuse of public office for private gain, particularly in return for receiving a bribe. A corrupt official is often able to exercise his or her discretion in the administration of the permissions or authorisations required to conduct business, or in the application of taxes or customs duties.

It does not matter whether a bribe is paid before or after the advantage received.

The following scenarios are provided to illustrate bribery and corruption in real world contexts:

- Offering a bribe – offering a client tickets to a sporting event if they agree to do business with us.
- Receiving a bribe – a supplier gives your niece a job but makes it clear that you are to use your influence within our organisation to ensure we continue to do business with them.
- Bribing a foreign official – a payment made to a government official to speed up the process of obtaining foreign planning permission.

Any capitalised terms used in this policy have the meanings set out below:

Associates	means the agents, group companies and joint venture partners of Digital Window Limited;
Policy Manager	means Mathew Downs, who is responsible for the day-to-day implementation of this policy and the monitoring of its use and effectiveness;
Third Party	means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, government and public bodies, politicians and political parties, and any of their advisors, representatives or officials;
Worker / Workers	means individuals working for the Company at all levels and grades, (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, or any other person associated with us, or any of our subsidiaries or their employees, wherever located;

1 Policy Statement

- 1.1 It is Digital Window Limited's (the "**Company**", "**we**", "**our**", "**us**") policy to conduct all business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and we are committed to acting professionally, fairly and with integrity in all our business dealings and relationships. Our policy on bribery and corruption applies wherever we operate. We are also committed to implementing and enforcing effective systems to counter bribery.
- 1.2 We will uphold all local laws regarding bribery and corruption in any jurisdiction in which we carry on our business. However, we also remain bound by the laws of England and Wales, including the Bribery Act 2010, in respect of our conduct both at home and abroad.
- 1.3 The purpose of this policy is to:
 - 1.3.1 set out our responsibilities, and the responsibilities of those working for us, to observe and uphold our position on bribery and corruption; and
 - 1.3.2 provide information and guidance to those working for us on how to recognise and deal with bribery and corruption.
- 1.4 For individuals, bribery and corruption are punishable by up to ten years' imprisonment. If the Company is found to have taken part in bribery or

corruption, it could face an unlimited fine, be excluded from tendering for public contracts and face irreparable damage to its reputation. We therefore take our legal responsibilities very seriously.

- 1.5 We have identified the following particular risks for our business:
 - 1.5.1 our affiliates frequently operate in jurisdictions outside the UK. Bribery and corruption may be more prevalent in those jurisdictions;
 - 1.5.2 it is not always straightforward to verify the identity of the individuals operating as affiliates;
- 1.6 In order to address those risks:
 - 1.6.1 this policy will be made available to all our Workers, affiliates, merchants and Associates via the company intranet and via the business' websites; and
 - 1.6.2 the Policy Manager has been tasked with ensuring that affiliates, merchants and Associates are subject to a regular review and verification process.

2 Who is covered by the policy?

This policy applies to Workers and Associates in all the jurisdictions in which we operate. Other people or companies could also be covered by this policy, depending on their relationship with the Company. Whether such a person is covered by the policy is determined by reference to the factual circumstances of the relationship, not just the label given to the relationship.

3 Gifts and hospitality

- 3.1 This policy does not prohibit normal and appropriate hospitality, promotions or other business expenditure aimed at improving public relations or maintaining good business relationships.
- 3.2 The giving or receiving of a gift is not prohibited, if the following requirements are met:
 - 3.2.1 it is not made with the intention of influencing a Third Party in order to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in an explicit or implicit exchange for favours or benefits;
 - 3.2.2 it complies with local law;
 - 3.2.3 it is given or received in the name of the Company, not in your own name;
 - 3.2.4 it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - 3.2.5 it is appropriate in the circumstances. For example, it is customary for small gifts to be given at Christmas time in many countries;

- 3.2.6 taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
 - 3.2.7 it is given openly, not secretly; and
 - 3.2.8 it is not be offered to, or accepted from, government officials or representatives, or politicians or political parties in any circumstances.
- 3.3 Any gift, whether given or received, should not exceed £150 in value. The total value of gifts we give to any one recipient should not exceed £500 in any 12 month period. Similarly, the total value of gifts we receive from one person, company or businesses should not exceed £500 in any 12 month period.
- 3.4 We appreciate that the practice of giving business gifts varies between countries and what may be normal and acceptable in one country may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift or hospitality and the reasons why it is being given should always be considered.
- 3.5 It is not acceptable for you (or someone on your behalf) to:
- 3.5.1 give, promise to give, or offer a gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
 - 3.5.2 give, promise to give, or offer, a gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
 - 3.5.3 accept a gift or hospitality from a Third Party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by the Company in return;
 - 3.5.4 prevent whistleblowing; or
 - 3.5.5 engage in any activity that might lead to a breach of this policy.
- 3.6 Details of any gift or hospitality including:
- 3.6.1 a description of the gift or hospitality;
 - 3.6.2 its value;
 - 3.6.3 whether we gave or received the gift or hospitality;
 - 3.6.4 the company or organisation from whom it was received from or given to; and
 - 3.6.5 the names of the individuals involved;

should be recorded on a register within 14 working days of giving or receiving the gift or hospitality. A form for reporting gifts or hospitality is set out in Schedule 2, and this form can be submitted online through the company intranet, titled 'Gifts & Hospitality Record'.

4 Donations

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation, regardless of value, must be offered or made on behalf of the Company without the prior approval of the Policy manager or an Executive Director.

5 Your responsibilities

- 5.1 You must ensure that you read, understand and comply with this policy.
- 5.2 The prevention, detection and reporting of bribery and other forms of corruption is the responsibility of all Workers and Associates. All Workers and Associates are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 5.3 You must notify your line manager/team leader as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. A list of warning signs or "red flags" which may indicate bribery or corruption is set out in Schedule 2.
- 5.4 You must complete and submit the 'Gifts & Hospitality Record' when a gift has been received or sent. This form can be found on the company intranet.
- 5.5 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other Workers if they breach this policy.

6 Record-keeping

- 6.1 The Company must keep financial records and have other internal controls in place to evidence the business reason for giving or receiving gifts, hospitality or payments.
- 6.2 All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

7 What to do if you are a victim of bribery or corruption

- 7.1 It is important that you tell the Policy manager as soon as possible if you:
 - 7.1.1 are offered a bribe by a Third Party;
 - 7.1.2 are asked to make a bribe;
 - 7.1.3 suspect that a bribe may be offered or requested in future; or
 - 7.1.4 believe that you are a victim of another form of unlawful activity.

8 How to raise a concern

- 8.1 You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage. If you are unsure whether a particular

act constitutes bribery or corruption, or if you have any other queries, this should be raised with your Line manager/team leader or the Policy manager.

- 8.2 Please raise any concerns with your Line manager/team leader in the first instance, either orally or in writing. If you feel that your Line manager/team leader has not addressed your concern, or that your Line manager/team leader is involved, or if you would prefer to not raise the concern with your Line manager/team leader for any other reason, please submit your concern directly to the Policy manager either orally or in writing. Any concerns that you raise with your Line manager/team leader or the Policy manager will be taken seriously and investigated as appropriate.
- 8.3 Any concerns you raise will be treated confidentially, and the Company will make every reasonable effort to keep your identity secret. If it is necessary for those investigating your concern to know your identity, we will discuss this with you in advance.

9 Protection

- 9.1 Workers or Associates who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 9.2 The Company is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Policy manager immediately. If the matter is not remedied, and you are an employee, you should raise a formal grievance.

10 Training and communication

- 10.1 Training on this policy forms part of the induction process for all new Workers. All existing Workers will receive relevant training on how to implement and adhere to this policy.
- 10.2 Our zero-tolerance approach to bribery and corruption must be communicated to all Third Parties and Associates at the outset of our business relationship with them and as appropriate on an ongoing basis.

11 Who is responsible for the policy?

- 11.1 The board of directors has overall responsibility for ensuring this policy complies with the Company's legal and ethical obligations, and that all those subject to this policy comply with its requirements.
- 11.2 The Policy manager has primary and day-to-day responsibility for implementing this policy, for monitoring its use and effectiveness, and for dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

12 Monitoring and review

- 12.1 The Policy manager will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.
- 12.2 All Workers and Associates are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 12.3 Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Policy manager.
- 12.4 This policy does not form part of any employee's contract of employment and it may be amended from time to time as the company sees fit.

Schedule 1

Form to submit to the Policy manager for Gifts and Hospitality

This form can be found on the company intranet where it should be completed and submitted.

Employee Name: [name]		Department: [xxx]	
Client Name & Contact details:			
Details of Gift or Hospitality:			
Volume (if applicable): i.e. Number of tickets			
Approximate Value:			
Date Received / Given:			
Date Reported:			

Schedule 2

Red Flags

The following is a list of possible warning signs or “red flags” that may arise during the course of your relationship with the Company and which may be an actual or potential breach of anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for the Company, you must report it promptly to your Line manager/team leader or to the Policy manager.

- (a) You become aware that a Third Party engages in, or has been accused of engaging in, improper business practices;
- (b) You learn that a Third Party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) A Third Party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) A Third Party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) A Third Party requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business;
- (f) A Third Party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) A Third Party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) A Third Party requests that a payment is made to "overlook" potential legal violations;
- (i) A Third Party requests that you provide employment or some other advantage to a friend or relative;
- (j) You receive an invoice from a Third Party that appears to be non-standard or customised;
- (k) A Third Party refuses to put terms agreed in writing;
- (l) You notice that the Company has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) A Third Party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- (n) You are offered an unusually generous gift or offered lavish hospitality by a Third Party