

ANTI-BRIBERY POLICY

VALE MILL (Rochdale) LIMITED

Policy Statement

MINKY is committed to conducting business fairly, ethically and within the law. As part of the UK Government's commitment to eradicating bribery, the Bribery Act 2010 came into force on 1 July 2011. We run our business honestly and will not tolerate bribery or corruption in any of our dealings or relationships or from any of our colleagues. We therefore have systems in place to prevent bribery and corruption and require all our employees and associated persons to make decisions in line with it.

Minky does not tolerate any form of bribery or corruption.

Who is covered by this policy?

The purpose of this Policy is to set out the responsibilities of every person with whom MINKY is associated to observe and uphold our zero tolerance position to bribery and corruption. The term "associated person" used in this Policy includes, but is not limited to, any individual or organisation that MINKY comes into contact with in the course of its business such as actual or potential clients, customers, suppliers, distributors, business contacts, agents, advisers, government and public bodies, their advisers, representatives and officials, politicians and political parties.

This Policy applies to all MINKY business dealings and transactions in all countries in which we operate.

There are no exceptions to this Policy.

Violation of this Policy may be grounds for dismissal, termination of contract, prosecution or additional criminal or civil sanctions.

If local laws, codes of conduct, or other regulations in a particular country or region are more restrictive on this subject, or require government approval of the transaction, then the more restrictive requirements must be complied with.

What is Bribery?

Bribery is any activity that is a criminal offence under the Bribery Act 2010. There are four offences (the "**Bribery Act Offences**"):

- Bribing another person (section 1)
- Being bribed (section 2)
- Bribing a foreign public official (section 6); and
- Failure of a commercial organisation to prevent bribery (section 7).

Bribing another person (section 1)

When a person (A) offers, promises or gives a financial or other advantage to another person (B) and A intends the advantage to induce B to perform a relevant function or activity improperly, A commits an offence.

A relevant function or activity means one that is:

- Connected with business
 - Performed in employment; or
 - Performed on behalf of another body,
- that should be performed in good faith, or impartially, and/or by a person in a position of trust.

Being bribed (section 2)

When a person requests, agrees to receive or accepts a financial or other advantage intending that a relevant function or activity is performed improperly he commits an offence.

Bribing a foreign public official (section 6)

A person (A) who bribes a foreign public official commits an offence if it is A's intention to:

- Influence him in his capacity as a foreign public official; and
- Obtain or retain business or an advantage in the conduct of business.

Failure of a commercial organisation to prevent bribery (section 7)

A relevant commercial organisation is guilty of an offence if a person associated with it bribes another person intending to obtain or retain business for the organisation, or an advantage in the conduct of the organisation's business.

Gifts, Hospitality, Entertainment and Expenses

All those associated with MINKY are required to avoid any activity that might lead to, or suggest, a conflict of interest with the business of MINKY.

The offering, or giving, of gifts, hospitality and entertainment must:

- Not be given/received with the intention of influencing a third party to obtain or retain business or a business advantage, to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits.
- Not constitute an offence under the Bribery Act;
- Comply with local law;
- Be given at corporate level not an individual level;
- Not include cash or cash equivalent
- Be appropriate, reasonable, proportionate, given in good faith at an appropriate time;
- Be given openly; and
- Not be offered to, or accepted from, government officials, representatives, politicians or political parties without the express prior approval of a member of the MINKY Board of Directors.

Facilitation Payments and Kickbacks

MINKY does not make and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are unofficial payments made to secure, or expedite, a routine administrative action by a UK or foreign government official. Kickbacks are another way of describing a bribe and typically consist of payments made in return for a business favour or advantage. Any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by MINKY must be avoided.

Donations

MINKY only make charitable donations that are legal and ethical under local laws and practices. No donation of any kind must be offered, or made, on behalf of MINKY without the express consent of a member of the Board of Directors of MINKY

Your Responsibilities.

You must ensure that you have read and understand the terms of this policy. You must comply with its terms at all times when acting on behalf of MINKY. You must inform MINKY of the details of any

third party or other engaged by you on behalf of MINKY and you must ensure that they agree to be bound by, and comply with, the terms of this policy.

Record Keeping Provisions

You must ensure that you retain documentation identifying and relating to any third party or other engaged by you on behalf of MINKY.

Communication

This Policy will be communicated to our staff, suppliers, contractors, agents and business partners who will be asked to sign a declaration that they have reviewed the Policy and agree to abide by its terms.

Raising Concerns and Seeking Guidance

Employees, suppliers or agents can make contact confidentially with MINKY by writing to

The Board of Directors c/o The Company Secretary
Vale Mill (Rochdale) Ltd
Robinson St
Rochdale
England
OL16 1TA

Anyone raising a concern in good faith will not be criticised or penalised in any way even if it is shown, after investigation, that they were mistaken. Any form of reprisal or victimisation against anyone who has raised a genuinely held concern is forbidden and will not be tolerated and itself will be treated as a disciplinary matter.

Penalties

Violations of the UK Bribery Act 2010 are a serious matter and could result in significant criminal and/or civil, penalties for MINKY and for those individuals responsible for an offence.

Penalties include imprisonment for individuals committing the offence for up to 10 years together with unlimited fines for individuals and the business. Senior Officers who were aware of the bribes may also face penalties.

Fines imposed on individuals will not be paid by MINKY. A violation will also result in disciplinary action by MINKY, up to, and including termination of employment or other contract.

Name **N. COLLEDGE**

Position **Technical Director**