

- **Definitions**

In this policy “we”, “us”, and “the Company” mean The Proximity Group Limited (PROXIMITY HEALTHCARE).

“Bribe” means an inducement or reward offered, promised, or provided to gain any commercial, contractual, regulatory, or personal advantage; “to Bribe” and “Bribery” are construed accordingly. “Relevant Person” means any individual (whether an officer or employee of the Company, or a temporary worker, contractor or consultant providing services to or on behalf of the Company) or any corporate entity who performs functions for or on behalf of the Company.

A. Introduction

It is the policy of THE PROXIMITY GROUP Ltd that all staff and Workers conduct business in an honest and transparent way, without the use of corrupt practices or acts of bribery to obtain an unfair advantage. This is not just a cultural commitment on the part of THE PROXIMITY GROUP LTD; bribery is a criminal offence in most countries and corrupt acts expose THE PROXIMITY GROUP LTD and its employees to the risk of prosecution, fines and

imprisonment, as well as endangering THE PROXIMITY GROUP LTD’s reputation.

Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust, this may involve initiatives such as buying gifts, offering money or tickets to events for private gain. Acts of bribery or corruption are designed to influence the individual and encourage them to act dishonestly. The person being bribed is generally someone who will be able to obtain, retain or direct business. It does not matter whether the act of bribery has already been committed or is being considered.

Effective risk assessment lies at the very core of this policy. All staff must assess the vulnerability of their activities on an ongoing basis and discuss potential vulnerabilities with Directors. Risk assessment pinpoints the specific areas in which we face bribery and corruption risks and allows us to better evaluate and negate these risks and thereby protect ourselves.

B. Purpose and scope of this policy

This Policy sets out the steps all of us must take to prevent bribery and corruption in our business and to comply with relevant legislation. It is aimed at:

- Ensuring compliance with anti-bribery laws, rules, and regulations, not just within the UK but in any other country within which the Company may carry out its business or in relation to which its business may be connected.
- Enabling any Relevant Person to understand the risks associated with bribery and to encourage them to be vigilant and effectively recognise, prevent, and report any wrongdoing, whether by themselves or others.
- Providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with.
- Creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption.

All Relevant Persons are expected to adhere to the principles set out in this Policy.

C. The Bribery Act 2010

The Bribery Act 2010 (the Bribery Act) came into force on 1 July 2011.

The Bribery Act affects the Company in its business relations anywhere in the world. Under the Bribery Act it is an offence to:

1. Bribe a person i.e. to offer, promise or give a financial or other advantage to another person, whether within the UK or abroad, with the intention of inducing or rewarding improper conduct.
2. Receive a Bribe i.e. to request, agree to receive or accept a financial or other advantage for or in relation to improper conduct.
3. Bribe a foreign public official; and
4. Fail to prevent Bribery.

D. Risks of not acting with integrity

Involvement in Bribery or corruption carries many risks. Among them are:

- A company which pays or accepts Bribes is not in control of its business and is at risk of blackmail.
- If the Company is found guilty of Bribery or even of failing to have adequate procedures in place to prevent Bribery, it will be subject to unlimited fines.
- Any person found guilty of Bribery will be subject to fines and/or imprisonment of up to 10 years.
- A public exposure, or even allegation, of bribery would entail severe reputational damage. The Company's share price would almost certainly drop, banking or supply facilities might be withdrawn or be available on much less favourable terms, and the Company could be blacklisted as an approved tenderer for both public and private sector contracts.
- The cost of our insurance cover could increase very significantly; and we also lose our good staff.

E. Benefits of acting with integrity

Equally, there are very clear benefits to acting with propriety. These include:

- We increase our chances of being selected as a supplier in both the public and private sectors.
- We remain in good standing with our banks and our own suppliers, and they will want to keep doing business with us.
- A business with high ethical standards is a good place to work; and
- It is a requirement of the REC Code of Professional Practice that we act with integrity at all times.

F. Policy statement

All Relevant Persons and Associated Persons are always required:

- Not to commit an offence listed above at section 4 or any other offence.
- To comply with the Bribery Act
- To act honestly, responsibly and with integrity.
- To safeguard and uphold the Company's core values by operating in an ethical, professional and lawful manner always.

Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside or accounts created for the purposes of facilitating the payment or receipt of a

Bribe.

All Relevant Persons and all Associated Persons are expected to always adhere strictly to the guidelines set out in this Policy. If you are in doubt as to what might amount to bribery or what might constitute a breach of this Policy, refer the matter to Morne Brits, Director of Operations (mbrits@proximityhc.co.uk).

G. Gifts and Hospitality

Gifts, entertainment, and hospitality include the receipt or offer of gifts, meals, or tokens of appreciation or gratitude, or invitations to events, functions, or other social gatherings, in matters connected with our business. These activities are acceptable providing they fall within reasonable bounds of value and occurrence. THE PROXIMITY GROUP Ltd sets out the limits approved by directors, and the process required to record gifts and hospitality. Nursing and care services are provided in return for agreed fees. Under no circumstances should you seek any other money, gifts, favours, or rewards for services rendered, either for yourself or for any third party. It is not uncommon for a client, their friend or relative, to offer a voluntary gift as a mark of appreciation for care they have received.

PROXIMITY believes that giving and receiving such gifts is not generally appropriate to the provision of professional care. Wherever possible, any offer of a gift should be politely refused; with an explanation that acceptance would be against THE PROXIMITY GROUP LTD policy. Furthermore, for people holding a PIN number, it should be noted that accepting gifts is a violation of NMC Code of Conduct.

H. Facilitation payments

Any payment or gift to a public official or other person to secure or accelerate the prompt or proper performance of a routine government procedure or process, otherwise known as a “facilitation payment”, is also strictly prohibited. Facilitation payments are not commonly paid in the UK but they are common in some other jurisdictions.

I. What are the indicators of bribery?

Common indicators of corruption include those listed below. There may well be others. For example:

- Payments are for abnormal amounts (e.g. commission), or made in an unusual way, e.g. what would normally be a single payment is made in stages, through a bank account never previously used, or in a currency or via a country which has no connection with the transaction.
- Process is bypassed for approval or sign-off of terms or submission of tender documents, payments, or other commercial matters; those whose job it is to monitor commercial processes (e.g., e.g. Internal Audit]) may be prevented from or hindered in doing so.
- Individuals are secretive about certain matters or relationships and/or insist on dealing with them personally. They may make trips at short notice without explanation, or have a more lavish lifestyle than expected.
- Decisions are taken for which there is no clear rationale.
- Records are incomplete or missing.

J. Responsibility to report and the reporting procedure.

All Relevant Persons are contractually required to take whatever reasonable steps are necessary to ensure compliance with this Policy and to prevent, detect and report any suspected Bribery or corruption. All Relevant Persons have a duty to prevent, detect and report any incident of Bribery and any potential risks of Bribery. If you know or suspect that any Relevant Person plans to offer, promise or give a Bribe or to request, agree to receive or accept a Bribe in connection with the Company's business, you must disclose this to Morne Brits (mbrits@proximityhc.co.uk) as quickly as possible to allow appropriate action to be taken promptly.

The Company is committed to taking appropriate action against Bribery and corruption. This may include either reporting the matter to an appropriate external government department, regulatory agency, or the police and/or taking internal disciplinary action against relevant employees and/or terminating contracts with associated persons.

The Company will keep your disclosure confidential during any investigation it undertakes to the extent that this is practical and appropriate in the circumstances. The Company will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. The Company is also committed to ensuring nobody suffers any detrimental treatment because 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 corruption offence has taken place or may take place in the future or because they may assist in the investigation of an allegation of Bribery or corruption.

K. Record keeping.

All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off the record" to facilitate or conceal improper payments.

Accurate records and financial reporting must be maintained for all activities and for all third-party representatives acting on behalf of PROXIMITY HEALTHCARE. False, misleading, or inaccurate records of any kind could potentially damage the reputation of the company.

L. Training

The Company will provide training to all employees to help them understand their duties and responsibilities under this Policy. The Company's zero tolerance approach to Bribery will also be communicated to all business partners at the outset of the business relationship with them and as appropriate thereafter.

M. Sanctions for breach of this Policy

A breach of any of the provisions of this Policy by any Relevant Person who is an officer or employee of the Company will constitute a disciplinary offence and will be dealt with in accordance with the Company's disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the officer or employee liable to summary dismissal.

Breach of this policy by any Relevant Person who is a temporary worker, contractor or consultant providing his/ her services to the Company may lead to the immediate termination of that temporary workers, contractors, or consultant's engagement by the Company. Breach of this policy by any

Relevant Person which is a corporate entity could lead to the suspension or termination of any relevant contract, sub-contract or other agreement between the corporate entity and the Company. The policy is designed to allow staff, workers, and all members to raise, at high level, concerns or information which they believe in good faith provides evidence of malpractice or impropriety. Individuals discovering apparent evidence of malpractice, impropriety, or wrongdoing within PROXIMITY HEALTHCARE, should feel able to disclose the information appropriately without fear of reprisal. A disclosure made in good faith which is not confirmed by subsequent investigation will not lead to any action against the person making the disclosure. Individuals making disclosures which are found by subsequent investigation to be malicious may be subject to disciplinary or other appropriate action.

Review

This policy statement will be reviewed annually as part of our commitment to upholding professional standards. It may be altered from time to time in the light of legislative changes, operational procedures, or other prevailing circumstances.