

O X F O R D

Ethics and Compliance Policy

August 2024

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1. Introduction

- 1.1. It is policy to conduct business in an honest and ethical manner and to ensure that our employees and all our stakeholders adhere to ethical standards and comply with relevant laws and regulations. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships.
- 1.2. The purpose of this policy is to: (a) set out our responsibilities and of those working for us, in observing and upholding our position on ethics and compliance; and (b) provide information and guidance to those working for us on how to recognise and deal with ethical and compliance issues.
- 1.3. You must ensure that you read, understand and comply with this policy when working for OxfordSM. Everyone who works for or with OxfordSM is required to avoid any activity that might lead to or suggest a breach of this policy.

2. Policy Coverage and Key Definitions

- 2.1. Suppliers This policy applies to all individuals who work for OxfordSM including consultants, associates, employees, directors, casual workers and agency staff, volunteers, agents, designers, suppliers, and any other person who performs services on our behalf.
- 2.2. The following words shall have the following meaning in this policy:

Ethics	The moral principles guiding honest, fair, and integrity-driven behavior within the organisation.
Compliance	Adhering to all relevant laws, regulations, standards, and internal guidelines governing the organisation's operations.
Bribe	An inducement or reward offered, promised or provided in an attempt to gain any commercial, contractual, regulatory or personal advantage.
Facilitation Payment	A small, unofficial payment made to secure or expedite a routine government action by a government official.
Foreign Public Official	Any advisor, representative, employee or official of a government or public body or organisation outside the UK.
Third Party	Any individual or organisation with whom you come into contact during the course of your work for us, including actual and potential clients, suppliers, business contacts, agents, advisers, and any public official.

3. Your responsibility

- 3.1 Subject to section 5 below, you (or someone on your behalf) must not:
 - Give, promise or offer a payment, gift or hospitality with the expectation or hope that a business advantage will be received or to reward a business advantage already given.

- Give, promise or offer a payment, gift or hospitality to a government official, agent or representative to facilitate or expedite a routine procedure.
 - Accept a payment, gift or hospitality from a third party if you know or suspect that it is offered with an expectation that a business advantage will be provided by us in return.
- 3.2 All You must inform Peter Kirkby or Andrew Telford as soon as possible if you are offered a bribe by a third party, are asked to make one or suspect that this may happen in the future. 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.

4. Whistleblowing

- 4.1 If you suspect another employee or worker has offered, been offered or accepted a bribe or significant gift, you must inform Peter Kirkby or Andrew Telford immediately.

5. Discrimination

- 5.1 An This policy does not prohibit the giving or acceptance of normal and appropriate gifts, business entertainment or hospitality to or from third parties.
- 5.2 Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, invitations to events, functions or other social gatherings in connection with matters related to the Company's business. These types of activities (e.g. taking clients out to lunch or dinner or entertaining clients as a team at the end of the year) are acceptable provided they fall within reasonable limits of value and occurrence, and you comply with the provisions of paragraphs 5.3 and 5.4 below.
- 5.3 You must ensure that all expense claims relating to hospitality or gifts given to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure. You must keep a written record of all business entertainment, or gifts accepted with a value of over £100.
- 5.4 The prior written approval (to include email) of Peter Kirkby or Andrew Telford must be obtained before offering or accepting gifts or business entertainment:
- With a value in excess of £250; or
 - Of any value to/from foreign public officials.

6. Facilitation payments

- 6.1 We do not make, and will not accept, facilitation payments of any kind. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for, and you should always ask for a receipt which details the reason for the payment.

7. Donations

- 7.1. 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 on behalf of OxfordSM must be offered or made without the prior approval of Liz King.

8. Breaches of this Policy

- 8.1. 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 individuals if they breach this policy.

9. Who is responsible for the policy?

- 9.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 9.2 Peter Kirkby and Andrew Telford have primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness.