

INTERNAL BRIBERY POLICY



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Policy target

Bribery prevention procedures must be enforced within all the company operational departments as part of all of the main operating procedures such as recruitment or on management of tender processes in public procurements. The procedures must seek to realistically achieve Kelyon's anti-bribery policy objectives across all of the organisation's functions and operational procedures.

The operational anti-bribery procedures must enforce the Principles described in the following paragraphs.

Proportionate Procedures

Kelyon procedures to prevent bribery by persons associated with it are proportionate to the bribery risks it faces and to the nature, scale and complexity of the commercial organisation's activities.

Internal procedures, based on the commitment to bribery prevention, will aim to, as a general approach, the mitigation of specific bribery risks, such as those arising from the conduct of intermediaries and agents, or those associated with hospitality and promotional expenditure, facilitation payments or political and charitable donations or contributions; policies are designed to mitigate identified risks as well as to prevent deliberate unethical conduct on the part of associated persons.

The following is an indicative and not exhaustive list of the topics that bribery prevention procedures might embrace depending on the particular risks faced:

- The involvement of the organisation's top-level management.
- Risk assessment procedures.
- Due diligence of existing or prospective associated persons.
- The provision of gifts, hospitality and promotional expenditure; charitable and political donations; or demands for facilitation payments.
- Direct and indirect employment, including recruitment, terms and conditions, disciplinary action and remuneration.
- Governance of business relationships with all other associated persons including pre and post contractual agreements.
- Financial and commercial controls such as adequate bookkeeping, auditing and approval of expenditure.
- Transparency of transactions and disclosure of information.
- Decision making, such as delegation of authority procedures, separation of functions and the avoidance of conflicts of interest.
- Enforcement, detailing discipline processes and sanctions for breaches of the organisation's anti-bribery rules.
- The reporting of bribery including 'speak up' or 'whistle blowing' procedures.
- The detail of the process by which the organisation plans to implement its bribery prevention procedures, for example, how its policy will be applied to individual projects and to different parts of the organisation.
- The communication of the organisation's policies and procedures, and training in their application.
- The monitoring, review and evaluation of bribery prevention procedures.

Due Diligence

Kelyon enforces within all the company operation due diligence procedures, taking a proportionate and risk based approach, in respect of persons who perform or will perform services for or on behalf of the organisation, in order to mitigate identified bribery risks. Purpose of Due Diligence is to enforce application of proportionate measures designed to prevent persons associated with Kelyon from bribing on its behalf.

Due diligence procedures are designed using a risk-based approach, consequently to a Risk Assessment stage. They are undertaken internally by the Quality Manager and the General Manager.

Due diligence obligations may include, but not be limited to conducting direct interrogative enquiries, indirect investigations, or general research on proposed associated persons. Appraisal and continued monitoring of recruited or engaged 'associated' persons may also be required, proportionate to the identified risks. Additional information will be required in case of external collaborations or business partners, such as direct requests for details on the background, expertise and business experience, of relevant individuals. This information can then be verified through research and the following up of references, etc.

Top Level Commitment

The top-level management of Kelyon commits to preventing bribery by persons associated with it, and to foster a culture within the organisation in which bribery is never acceptable. This is achieved by:

- enforcing zero tolerance policies on bribery
- a commitment to carry out business fairly, honestly and openly
- a commitment to zero tolerance towards bribery
- the consequences of breaching the policy for employees and managers
- for other associated persons the consequences of breaching contractual provisions relating to bribery prevention
- articulation of the business benefits of rejecting bribery (reputational, customer and business partner confidence)
- enforcing and refining of bribery prevention procedures such as protection and procedures for confidential reporting of bribery (whistle-blowing)
- include key individuals and departments involved in the development and implementation of the organisation's bribery prevention procedures
- engagement in collective actions against bribery within the IT sector.

Top Level Leadership will enforce the following actions:

- Selection and training of senior managers to lead anti-bribery work where appropriate
- Leadership on key measures such as a code of conduct
- Endorsement of all bribery prevention related publications
- Leadership in awareness raising and encouraging transparent dialogue throughout the organisation so as to seek to ensure effective dissemination of anti-bribery policies and procedures to employees, subsidiaries, and associated persons, etc.
- Engagement with relevant associated persons and external bodies, such as sectoral organisations and the media, to help articulate the organisation's policies.
- Specific involvement in high profile and critical decision making where appropriate.
- Assurance of risk assessment.
- General oversight of breaches of procedures and the provision of feedback to the board or equivalent, where appropriate, on levels of compliance.

Risk Assessment

Kelyon assesses the nature and extent of its exposure to potential external and internal risks of bribery on its behalf by persons associated with it. The assessment is periodic, informed and documented.

The following obligations are enforced by the Top Managements:

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- Oversight of the risk assessment by top level management.
- Appropriate resourcing of the risk assessment procedures
- Identification of the internal and external information sources that will enable risk to be assessed and reviewed
- Due diligence enquiries
- Accurate and appropriate documentation of the risk assessment and its conclusions.

Communication and training

Kelyon internal procedures seek to ensure that its bribery prevention policies and procedures are embedded and understood throughout the organisation through internal and external communication, including training, that is proportionate to the risks it faces. An extensive code of conduct is disseminated and enforced throughout the whole organization.

A program of training on internal anti-bribery policies and code of conduct is performed periodically within the organization, mandatory for new employees and for agents (on a weighted risk basis). Additionally to standard training courses, an awareness raising program is conducted between the personnel with higher risk functions such as purchasing, contracting, distribution and marketing. Training outcomes are regularly monitored and evaluated.

Monitoring and Review

As part of its standard operating procedures, Kelyon monitors and reviews procedures designed to prevent bribery by persons associated with it and makes improvements where necessary. Procedures and systems to deter, detect and investigate bribery are periodically monitored and reviewed, such as internal financial control mechanisms; staff surveys, questionnaires and feedback from training are also evaluated as an important source of information on effectiveness and a means by which employees and other associated persons can inform continuing improvement of anti-bribery policies.

Additionally, Kelyon performs formal periodic reviews and reports for top-level management as part of its standard ISO 9001 certified operating procedures.