

## Anti-bribery and corruption policy

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Bribery is defined as a form of corruption, where an improper act occurs by giving money, a gift or an incentive to alter the behaviour of the recipient to the benefit of the donor.

Corruption is defined by Transparency International as the abuse of entrusted power for private gain. This definition encompasses corrupt practices in both the public and private sectors.

Cognita has a zero tolerance policy to paying or receiving bribes and corruption. This is a global policy and must be adhered to by all Cognita employees and representatives irrespective of their location. All directors, employees and representatives are expected to comply with this policy.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption Cognita could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. Cognita takes its legal responsibilities very seriously.

Cognita maintains a formal risk register which is updated annually to incorporate changes as the Group grows and evolves. Cognita will inform all relevant individuals of changes to procedures on Anti-bribery and corruption.

The following supplementary categories below form part of the policy:

**Third party individuals, agents and company representatives:** Cognita recognises the risks associated with using third parties to assist in running and building the business and has a 'New agent/intermediary form and checklist' that needs completing by local management whenever a new agent/intermediary is engaged by the group. With respect to agents and intermediaries acting on Cognita's behalf we have a zero tolerance approach to Anti-bribery and corruption.

It is important for Cognita to have a consistent approach for the retention of third parties and agents worldwide. Wherever possible Cognita should be capable of representing its own interests, the use of an agent or representative needs to be objectively justified through a documented business case.

**What is not acceptable:** It is not acceptable for you (or someone on your behalf) to:

- a) give, promise to give, 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;
- b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- c) accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- d) 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 us in return;
- e) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- f) engage in any activity that might lead to a breach of this policy.

**Hospitality, gifts and entertainment:** Special care must be taken in accepting or giving gifts/entertainment. There is a risk that in so doing a real or perceived conflict of interest could arise.

Cognita does not pay for the hospitality and entertainment of stakeholders and third parties with the aim of influencing decisions. Cognita has a form for reporting all hospitality and entertaining above £100 per day, per individual, to ensure it is recorded centrally and confirmed as acceptable. This form is available from the Group Accountant and, once completed, should be submitted back to the Group Accountant.

Cognita does not buy gifts for stakeholders with the aim of influencing their behaviour.

For the avoidance of doubt, this policy does allow normal and appropriate hospitality (given and received) to or from third parties.

**Facilitation payments:** Cognita does not make facilitation payments of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. Cognita recognises that in some countries facilitation payments are part of the culture and a procedure is in place to assist Cognita representatives should a facilitation payment be requested.

**Kickback payments:** Cognita does not make kick back payments and does not condone any such payment. Kickbacks are typically payments made in return for a business favour or advantage. Cognita recognises the increased risks where representatives are used. Should an employee or representative be approached with regard to such a payment, it should be reported to the Group's Chief Financial Officer immediately.

**Donations:** Cognita does not make any political donations. Cognita will on occasions make a charitable donation, but all payments in excess of £100 made by Cognita (and not from funds collected by employees/staff or students) are recorded in the Groups donation register maintained by the Group Accountant.

**Reporting a concern:** Should you have any concern about a payment or receipt not being paid/received for a legitimate reason, or that such payment/receipt may be unlawful you should make your line manager aware immediately. Alternatively please raise your concerns with the Group's Chief Financial Officer or follow the Group's Whistle blowing Policy.

Cognita are 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.