



BUSINESS ETHICS POLICIES

Author: Julia McMurray
Authorised by: David Noble
Reviewed by:
Date: February 2025
Next Review: February 2026
Document ID: XNX-BEP
Version: 1.1
Document Type: Policy

Microsoft Partner



ORACLE | Partner

Contents

Introduction	3
Scope	3
Bribery and Corruption Policy	3
Policy statement	3
Definition	3
Prohibition	3
Policy Details	4
Money Laundering Policy	4
Definition	4
Prohibition	4
Trade Compliance Policy	4
Policy Statement	5
Policy Details	5
Dealing with Government Policy	6
Policy Statement	6
Principles	6
Guidance	6
Anti-Competitive Activity Policy	7
Policy Statement	7
Prohibited Activities	7
Compliance Procedures	7
Hospitality and Gifts Policy	8
Policy Statement	8
Receiving Gifts	8
Hospitality	8
Whistleblowing Policy	9
Public Interest Disclosure	9
Duty To Report Wrongdoing Or Malpractice	9
Policy Breaches	10
Monitoring and Review	10

Introduction

Xynomix Ltd ("the Company") is committed to conducting its business ethically and legally. These policies outline our stance on improper payments, money laundering, and economic boycotts, ensuring compliance with UK law, including but not limited to the UK Bribery Act 2010, the UK Proceeds of Crime Act 2002, and relevant sanctions legislation.

This document contains the following policies:

- Bribery and Corruption
- Money Laundering
- Trade Compliance Policy
- Dealing with Government
- Anti-Competitive Activity
- Hospitality and Gifts
- Whistleblowing

Scope

These policies apply to all individuals and entities associated with Xynomix, including but not limited to:

- All employees (permanent, temporary, and contract)
- Directors and officers
- Agents and representatives
- Suppliers and contractors
- Any other person or entity acting on behalf of Xynomix

Bribery and Corruption Policy

Policy statement

Xynomix has a zero-tolerance approach to bribery, corruption, money laundering, and activities that breach economic sanctions or boycotts. We are committed to upholding the highest standards of integrity and expect all employees, subcontractors and business partners to share this commitment.

Definition

Improper payments include any offer, promise, giving, or receiving of anything of value, directly or indirectly, to induce or reward improper conduct. This includes bribes, kickbacks, facilitation payments and excessive gifts or hospitality.

Prohibition

All forms of bribery and corruption are strictly prohibited. This includes:

- Offering, giving, or promising a bribe
- Requesting, agreeing to receive, or accepting a bribe
- Making facilitation payments to expedite routine government actions

Employees and any other persons associated with Xynomix such as suppliers, subsidiaries and business partners are not permitted to either offer or receive any type of bribe and/or facilitation payment.

All employees are encouraged to report any suspicion of corruption or bribery within Xynomix in accordance with the [Whistleblowing Policy](#).

Should any employee or associated person be in doubt when receiving or issuing gifts and hospitality, he/she must refer to the [Hospitality and Gifts Policy](#).

Xynomix uses its reasonable endeavours to implement the guidance principles on bribery management that are published, from time to time, by the Secretary of State in accordance with Section 9 of the UK Bribery Act 2010.

If an employee or associated person is found guilty of giving or receiving a bribe, he/she will be personally criminally liable and may be subject to disciplinary action.

Anyone found guilty of bribery, will be responsible for bearing any related remedial costs such as losses, court fees or expenses.

Policy Details

Xynomix will carry out Risk Assessments against corruption risks, taking into account aspects such as:

- The country in which they propose to do business.
- The parties to, or the subject matter of, transactions and their business partners (particularly with regard to the location of those partners and the organisations they represent).

Xynomix will:

- demonstrate and foster meaningful anti-bribery attitudes
- regularly communicate its statement of commitment to counter bribery to its Employees, Clients and Partner organisations
- implement due diligence procedures to cover all parties involved in business relationships with particular regard to factors such as location, business partners' associations and opportunities associated with transactions (e.g. pricing)
- implement clear, practical and accessible Policies and Procedures: and provide relevant support and training for that implementation such as organisational measures and the appointment of staff to specifically deal with matters pertaining to bribery
- ensure effective implementation of its anti-bribery culture by using planning, delegation, training and clear statements of penalties for breaches

Money Laundering Policy

Definition

Money laundering is the process of concealing the origins of illegally obtained money, making it appear legitimate.

Prohibition

The company will not engage in or facilitate money laundering activities. All employees must be vigilant in identifying and reporting suspicious transactions.

Trade Compliance Policy

Policy Statement

This policy outlines Xynomix's commitment to complying with all applicable UK trade compliance laws and regulations. It provides a framework for ensuring that our business activities adhere to legal requirements and ethical standards.

Xynomix is committed to:

- Conducting all trade activities in compliance with UK laws and regulations.
- Maintaining accurate and complete records of all trade transactions.
- Implementing and maintaining effective trade compliance procedures.
- Providing training and guidance to employees on trade compliance matters.
- Investigating and addressing any potential trade compliance violations.

Policy Details

Xynomix will comply with all applicable UK and international trade laws and regulations, including but not limited to:

- UK Export Control Act 2002
- UK Customs and Excise Management Act 1979
- UK Export Control Order 2008
- Sanctions regulations issued by the UK government, the UN, and other relevant authorities
- Import licensing requirements and customs procedures
- **Due Diligence:** We will exercise due diligence in all trade transactions to ensure compliance with applicable laws and regulations. This includes verifying the identity and legitimacy of our trading partners and assessing the risks associated with each transaction.
- **Transparency:** We will maintain accurate and complete records of all trade transactions and provide necessary information to relevant authorities when required.
- **Risk Management:** We will identify and assess potential trade compliance risks and implement appropriate controls to mitigate those risks.
- **Training and Awareness:** We will provide training and guidance to employees on trade compliance requirements and their responsibilities.
- **Sanctions:** We will screen transactions against applicable sanctions lists to ensure we are not dealing with sanctioned entities or individuals. We will not engage in any transactions that violate sanctions regulations.

Any employee who becomes aware of a potential violation of this policy must report it in accordance with the [Whistleblowing Policy](#).

Dealing with Government Policy

Policy Statement

This policy outlines our approach to dealing with government officials and public bodies in the United Kingdom. It aims to ensure transparency, ethical conduct, and adherence to legal requirements in all interactions.

Principles

- **Legality and Ethics:** All interactions with government officials must be lawful, ethical, and conducted with the utmost integrity.
- **Transparency:** We are committed to transparency in our dealings with the government, ensuring that all information provided is accurate and complete.
- **Professionalism:** We will maintain a professional and respectful demeanor in all interactions with government officials.
- **Compliance:** We will comply with all relevant laws, regulations, and guidelines relating to government interactions, including but not limited to:
 - The UK Bribery Act 2010
 - The UK Proceeds of Crime Act 2002
 - Relevant data protection legislation (e.g., UK GDPR)
 - Lobbying regulations and disclosure requirements
- **No Improper Payments:** Xynomix strictly prohibits any form of bribery, corruption, or facilitation payments. Gifts and hospitality must be reasonable, proportionate, and comply with our [Hospitality and Gifts Policy](#).
- **Accurate Records:** We will maintain accurate and complete records of all interactions with government officials.

Guidance

- **Lobbying and Representation:** Any lobbying activities or representation to government bodies on behalf of Xynomix must be authorised and conducted in accordance with relevant regulations and disclosure requirements.
- **Responding to Inquiries:** When responding to inquiries from government officials, employees must:
 - Provide accurate and complete information.
 - Not make any promises or commitments without proper authorization.
 - Escalate any complex or sensitive inquiries to the appropriate manager or legal counsel.
- **Government Contracts and Tenders:** When engaging in government contracts or tenders, we will:
 - Adhere to all bidding and procurement regulations.
 - Provide accurate and transparent information in all submissions.
 - Avoid any conflicts of interest.
- **Gifts and Hospitality:** Any gifts or hospitality offered to government officials must comply with our [Hospitality and Gifts Policy](#). These should be of nominal value and never given with the intention of influencing a decision. Any gifts or hospitality over £50 must be reported.
- **Reporting Concerns:** Any concerns or suspicions about potential improper conduct or breaches of this policy must be reported in accordance with our [Whistleblowing Policy](#).
- **Consequences of Non-Compliance:** Any employee who violates this policy may be subject to disciplinary action, up to and including termination of employment. In addition, violations of bribery and corruption laws can result in criminal prosecution and significant penalties for both the individual and the Company.

Anti-Competitive Activity Policy

Policy Statement

Xynomix is committed to conducting its business in full compliance with all applicable competition laws and regulations in the United Kingdom, including but not limited to the UK Competition Act 1998 and Chapter II of the Treaty on the Functioning of the European Union (TFEU). The Company recognises that anti-competitive activity can distort markets, harm consumers, and damage the integrity of fair competition.

This policy aims to ensure that all employees, agents, and other persons associated with the Company understand their obligations and responsibilities regarding competition law and to prevent any involvement in anti-competitive practices.

Prohibited Activities

The following activities are strictly prohibited and may result in disciplinary action, up to and including termination of employment, as well as potential legal consequences for the individual and the Company:

- **Price Fixing:** Any agreement or arrangement with competitors to fix, control, or maintain prices, discounts, or other terms of sale.
- **Market Sharing:** Agreements with competitors to divide markets, customers, or territories.
- **Bid Rigging:** Collusion with competitors to manipulate the outcome of tenders or auctions.
- **Resale Price Maintenance:** Imposing minimum resale prices on distributors or retailers.
- **Exclusive Dealing:** Requiring customers to purchase goods or services exclusively from the Company, thereby preventing them from dealing with competitors.
- **Tie-in Sales:** Conditioning the sale of one product or service on the purchase of another unrelated product or service.
- **Abuse of Dominance:** Engaging in practices that exploit a dominant market position to restrict competition, such as predatory pricing or refusal to supply.
- **Exchanging competitively sensitive information:** Sharing confidential business information with competitors that could influence pricing, market strategies, or other competitive factors.

Compliance Procedures

- **Awareness and Training:** The Company will provide training and guidance to employees on competition law compliance.
- **Due Diligence:** When entering into agreements or partnerships, the Company will conduct due diligence to ensure compliance with competition law.
- **Record Keeping:** The Company will maintain accurate records of agreements, communications, and transactions to demonstrate compliance with competition law.
- **Reporting Concerns:** Employees are encouraged to report any concerns or suspicions about potential anti-competitive activity to their line manager or the Managing Director. Reports can be made in confidence, and the Company will not tolerate any retaliation against individuals who report concerns in good faith.
- **Whistleblowing Policy:** Any concerns can also be reported under the [Whistleblowing Policy](#).
- **Consequences of Non-Compliance:** Any employee found to be involved in anti-competitive activity will be subject to disciplinary action. The Company may also take legal action to recover any damages or losses resulting from such activity.

Hospitality and Gifts Policy

Policy Statement

Xynomix recognises that trust and confidence in the propriety of its activities is essential to its continuing success and growth. In order to foster the trust and confidence that clients, suppliers, workers and the community in general have in Xynomix, it is important that Xynomix, its employees and agents behave, and are seen to behave, appropriately and honestly at all times.

This Hospitality and Gifts Policy aims to:

- Protect the reputation of Xynomix;
- Protect employees from accusations of impropriety;
- Ensure that all clients and suppliers are dealt with on an equal basis;
- Avoid any potential conflicts between employees' private interests and professional duties;
- Instill a strong anti-corruption culture in Xynomix and put in place a gift and hospitality monitoring process to further compliance with the UK Bribery Act 2010.

Employees are advised that, notwithstanding anything contained herein, where there is any doubt over the permissibility or propriety of accepting a gift or hospitality offer they should decline that offer. Nothing should be accepted which would bring Xynomix into disrepute.

This policy applies to Xynomix and to any associated persons as defined by the UK Bribery Act 2010.

Receiving Gifts

Save for gifts of low value and which are mere tokens (such as promotional pens, calendars and stationery), employees of Xynomix are not permitted to accept any high value (over £50) gifts from customers, suppliers or other third parties involved with Xynomix.

Xynomix recognises that there may be exceptional instances when refusing a gift will cause significant offence or embarrassment. In such instances the gift may be accepted and subsequently donated to a charity of Xynomix's choice.

Where practicable any employee minded to accept a gift should first seek approval from their line manager. If it is not practicable to gain prior approval, the accepting employee should inform their line manager as soon as possible after receiving the gift.

Hospitality

"Corporate Hospitality", for the purposes of this policy, is any form of accommodation, entertainment or other hospitality provided for an employee of Xynomix by a third party and which is extended to the employee solely or significantly due to his position as a representative of Xynomix. This excludes the classes of hospitality particularised below.

For the purposes of this policy and for the sake of clarity, the following are not normally considered Corporate Hospitality and will not require any approval prior to acceptance:

- Normal working lunches or refreshments provided during a business visit;
- Hospitality extended to employees attending a Company approved seminar, conference or other external event, provided that such hospitality is extended to all who are in attendance;
- Free seminars, talks or workshops, provided that they are free to all in attendance and are not provided solely for employees of Xynomix.

All employees are required to obtain approval before accepting any form of Corporate Hospitality which is offered to them. Approval must be sought from their line manager or, where the value of the Corporate Hospitality is likely to be over £50, from the Managing Director.

Whistleblowing Policy

Whistleblowing is the name given to the act of the disclosure of information to the employer or the relevant authority by an individual who knows, or suspects, that the Company is responsible for or has taken part in some wrongdoing.

Those making qualifying disclosures are protected against dismissal or detriment by The UK Public Interest Disclosure Act 1998.

Public Interest Disclosure

The UK Public Interest Disclosure Act 1998 allows individuals to disclose certain issues to particular external parties where there is good reason to believe that internal disclosure will not be taken seriously or will cause the individual making the disclosure to be penalised in some way. However, Xynomix encourages you to discuss your concerns internally wherever possible by reporting to a member of management any wrongdoing or malpractice within the workplace which you believe has occurred or is likely to occur.

Certain disclosures are prescribed by law as “qualifying disclosures”. A “qualifying disclosure” means a disclosure of information that the employee genuinely and reasonably believes is in the public interest and shows that the Company has committed a “relevant failure” by:

- committing a criminal offence
- failing to comply with a legal obligation
- a miscarriage of justice
- endangering the health and safety of an individual
- environmental damage or
- concealing any information relating to the above.

These acts can be in the past, present or future, so that, for example, a disclosure qualifies if it relates to environmental damage that has happened, is happening, or is likely to happen. The Company will take any concerns that you may raise relating to the above matters very seriously and will investigate claims as a matter of urgency.

Employees must reasonably believe that the disclosure is “in the public interest”.

The aim of this policy is to ensure that you are fully aware that you should disclose concerns about wrongdoings or malpractice internally. The procedure which you should follow to do this is set out below.

Any matter that you report under this procedure will be taken seriously and treated as confidential as far as practicable.

Xynomix will not tolerate any detrimental treatment of any employee as a result of reporting concerns in good faith under this policy.

Duty To Report Wrongdoing Or Malpractice

You are responsible for taking appropriate, reasonable and timely action whenever you become aware of any situation or matter that could expose Xynomix to loss, liability or embarrassment.

It is your duty to report any situation or matter which you reasonably believe might show that one or more of the following matters has occurred, is occurring or is likely to occur in the future:

- a criminal offence
- a failure to comply with a legal obligation
- a miscarriage of justice
- a danger to the health and safety of any individual
- damage to the environment
- an act of misconduct
- dishonesty
- a breach of Xynomix rules (or procedures of any relevant regulatory body)

- a deliberate cover-up of any of the above matters.

You must report the matter immediately to the Managing Director either orally and/or in writing. The disclosure will be treated as confidential and will not be revealed to others without express permission from the employee.

If you feel unable to raise the concern with the Managing Director for whatever reason, then you must raise the matter with the Technical Director either orally and/or in writing.

If the disclosure concerns wrongdoing by a Director and as such you feel unable to raise the concern with any of the above then you should raise the matter in writing to a member of management.

It is very important for you to report any of the matters referred to above promptly in order to assist Xynomix to uphold its high standards and to help prevent the concealment or destruction of evidence which Xynomix (or other regulatory authorities) might need to review.

Once you have reported a matter covered by this policy, Xynomix will normally make preliminary enquiries to decide whether a full investigation is needed.

If an investigation is necessary, depending on the nature of your concerns, the investigation will either be investigated internally or referred to an appropriate external body (for example Xynomix auditors or the police).

Subject to any legal constraints, Xynomix will keep you informed of the progress of the investigation and its outcome.

Xynomix appreciates that you may be concerned about confidentiality when reporting a concern under this policy. If desired, Xynomix will make every attempt to respect your confidentiality so far as this is reasonably possible.

Xynomix undertakes that no one who reports any concern under this policy in good faith will be subjected to any detriment for coming forward, regardless of whether or not the concern is ultimately substantiated. Victimising employees or deterring them for raising a concern under this policy is a disciplinary offence.

If you believe that you are being victimised or subjected to any detriment by someone within Xynomix as a result of reporting a concern or assisting Xynomix in any investigations under this policy, you must inform your Line Manager or the HR department immediately and appropriate action will be taken to protect you.

Xynomix encourages all disclosures made in good faith. However, deliberately false or malicious allegations are not acceptable and anyone making such allegations will face disciplinary action and possible dismissal. Similarly, action under the Disciplinary Procedure will be likely to follow an unjustified external disclosure (other than to a prescribed regulator) made without first exhausting the internal procedure set out in this policy.

Policy Breaches

Compliance with these policies is essential to the protection of Xynomix's reputation and that of its employees. Any employee or associated person who is found to have acted in contravention of the policies contained within this document or their principles may be subject to disciplinary action, including summary dismissal where the breach amounts to gross misconduct.

Any employee or any associated person (as defined by Section 8 of the UK Bribery Act 2010) found giving or receiving bribes or bribing a foreign official will face criminal charges under the provisions of the UK Bribery Act 2010.

Anyone found guilty of any of the offences named in this document, will be responsible for bearing any related remedial costs such as losses, court fees or expenses.

Monitoring and Review

Xynomix's policies and procedures will be regularly subject to internal review and monitoring to ensure ongoing compliance with UK laws and regulations, with additional emphasis on transparency and external verification.