



Anti-Bribery & Corruption Policy

Introduction

Bright Software is committed to ensuring all its activities are conducted in accordance with all applicable legal and regulatory requirements and the highest standards of ethical business conduct.

The purpose of this policy is to set out Bright's position on bribery and corruption and provide guidance to employees on the prevention, detection and reporting of bribery and corruption.

This policy applies to all employees and officers of the Company, and to temporary workers, consultants, contractors, agents and subsidiaries acting for, or on behalf of, the Company ("associated persons") within Ireland, the UK and overseas. This policy should be read in conjunction with our company Code of Conduct.

Overview & Legislation

Bright and its employees do not engage in or tolerate any form of bribery or corruption. It is contrary to the Company's policy for any employee or third party acting on behalf of Bright to engage in any conduct which may constitute bribery or corruption.

The Criminal Justice (Corruption Offences) Act 2018 is the key Irish statute regarding bribery and corruption. In addition to the Criminal Justice Act, Bright respects all laws relevant to countering bribery and corruption in all the jurisdictions in which the Company operates, particularly laws that are directly relevant to specific or local business practices, the UK's Bribery Act 2010 being of particular importance.

Bribery and Corruption

Bribery or corruption can be defined as the offering, promising, giving, accepting or soliciting an advantage as an incentive for an action by another person which is illegal or a breach of trust.

Bribery generally involves paying or offering to pay money or something of value to someone in business or in the public sector in order to obtain or retain a commercial advantage or to induce or reward the recipient for acting improperly. Corruption can also take place where the offer or payment is made by or through a third party. In each case, all people involved, as well as any other persons who were complicit in the offence, may be guilty of bribery and corruption.

Key Points To Remember

A bribe does not have to be cash. It can be any non-cash benefit such as the offer of tickets to sporting event or the use of holiday accommodation. Bribery is a criminal offence, the person who offers the bribe will be guilty and so too might the person who receives the bribe. A bribe will still be an offence under law if it is committed overseas.

Gifts

This policy does not prohibit giving and receiving promotional gifts of low value and normal and appropriate hospitality that are given/received in good faith and not offered, promised or accepted to secure an improper advantage for The Company or any of its employees.

In certain circumstances gifts given / received as a means to incentivise or encourage or reward improper performance may be considered corruption. The Company will not provide gifts or hospitality with the intention of persuading anyone to act improperly or to influence a public official in the performance of their duties.

Creating or Using a False Document

This is defined as a person corruptly creating or using a document knowing / believing it to contain a false / misleading statement with the intention of inducing that person to do an act in relation to their office, employment, position or business, to the prejudice of that person.

Intimidation

This is defined as directly or indirectly threatening to harm another person with the intention of corruptly influencing that person, or another person, to do an act in relation to the person's office employment, position or business. It sets out a broad definition of harm to include loss, disadvantage or injury of any kind.

Company Activities

Bright prohibits the use of contracts or consulting agreements to channel improper payments through agents or other intermediaries to third parties (whether private or public).

Bright prohibits the making of direct or indirect contributions to political parties.

Bright does not prohibit the making of direct or indirect contributions to charities, but advises that caution should be exercised to ensure that charities are not being used as cover for political purposes or the channelling of improper payments to public officials or to other third parties for unethical purposes.

Bright will not authorise or be a party to any illegal, unethical or improper payments or benefits in kind in circumstances where a third party could reasonably perceive that their purpose is to win or retain business, to influence business decisions, or to secure the improper performance of a recipient's duties.

Company Accounts

The Company will keep financial records and have appropriate controls in place. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts should be prepared and maintained with strict accuracy and completeness.

As referenced above, you must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to management review. All expense claims relating to hospitality or gifts, or expenses incurred to third parties, must be submitted in accordance with our expense policy.

Compliance

Bright requires that its employees comply with the specifics in this policy and exercise common sense and judgment, having regard to the guidance in this policy. A person guilty of an offence under the Act will be liable, on summary conviction, to a fine, imprisonment for a term not exceeding twelve months and forfeiture of the gift, consideration or advantage accepted or obtained in connection with the offence. On indictment, this is subject to a fine or imprisonment for a term not exceeding five years.

Raising a Concern

Employees are encouraged to report any concerns that they may have to their line manager, or if this is not appropriate, to an alternative senior manager, as soon as possible.

Any person who has reported an instance or concern of corruption in good faith will be supported by The Company. The Company will ensure that the individual is not subjected to detrimental treatment as a result of raising a corruption concern.

If any employee has any concerns regarding any form of proposed conduct or arrangement which they are asked to participate in or are otherwise exposed to, they should raise the matter with their line manager, HR or a member of senior management as soon as possible.

Monitoring and Training

The Company will regularly review the effectiveness of this policy. Training sessions will be arranged for appropriate individuals where necessary to ensure staff know how to recognise, and deal with, suspected bribery and corruption. The Company will take all reasonable steps and exercise all due diligence to avoid the commission of an offence. The Company reserves the right to amend and update this policy as required.