

1. ANTI-BRIBERY POLICY

Introduction

The Roe Group incorporating Roe Bros & Co Ltd, North West Steel Ltd, all agents, subsidiaries and affiliated companies values its reputation for financial probity and reliability. It recognises that over and above the commission of any crime, including any involvement in bribery, will reflect adversely on its image and reputation and therefore have a 'zero tolerance' approach to bribery.

To comply with the Bribery Act 2010, it is the policy of The Roe Group, that all associated Companies, Directors, Employees and all retained agents will comply in all respects with all applicable domestic and international laws, standards and principles relating to anti-corruption in each jurisdiction in which the Group trades, operates or has any other activity.

The corporate offence

The Bribery Act introduces a strict liability offence for businesses which fail to prevent bribery. A 'relevant commercial organisation' will be guilty of an offence where any person associated with it commits an offence(s) in an attempt to gain an advantage for the organisation. A 'relevant commercial organisation' will include any company incorporated or partnership formed in the UK or any company or partnership, wherever incorporated or formed, which conducts business in the UK.

An associated person will be anyone who performs services for or on behalf of the organisation, in whatever capacity. This will include not only officers and employees, but also agents, associates, contractors and subsidiaries. In the case of employees there will be a presumption that the individual performs services for the organisation.

The only defence available to an organisation is to show that it has adequate procedures in place designed to prevent bribery.

Penalties

An individual who commits an offence can face up to 10 years imprisonment, a fine, or both.

A company found guilty of the offence of failing to prevent bribery under section 7 of the Bribery Act 2010 will face an unlimited fine. The company may also find itself barred from applying for government contracts.

The policy

The aim of this Policy is to limit the Company's exposure to bribery by:

- Encouraging its employees to be vigilant and to report any suspicion of bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately (see Company Whistle-blowing Policy)
- Rigorously investigating instances of alleged bribery and assisting the Police and other appropriate authorities in any resultant prosecution
- Not tolerating any form of bribery, including improper offers or payments to or from employees
- Taking firm and vigorous action against any individual(s) involved in bribery.

The Roe Group prohibits	the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement
to or from	any person or company, wherever they are situated and whether they are in a public official body or private person or Company
by	any individual employee, agent or other person or body acting on the Roe Group's behalf in order to gain any commercial, contractual or regulatory advantage for the Group in a way which is unethical
or in order to	gain any undue advantage for the Company, gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual

Further clarification

This policy prohibits any inducement which results in a personal gain or advantage to the recipient or any person or body associated with them, and which is intended to influence them to take action which may not be solely in the interests of the Roe Group or of the person or body employing them or whom they represent.

This policy is not meant to prohibit the following practices providing they are customary in a particular market, are proportionate and are properly recorded:

- normal and appropriate hospitality, entertainment, expenses, travel, charitable donations, sponsorship
- the giving or receiving of ceremonial gifts on a festival or at another special time

Receiving of gifts

As a general policy, the company does not believe that receiving gifts is appropriate to the efficient conduct of its business. You are required to declare all gifts received in the course of business to the Chairman or a Director, in writing. You will not be allowed to retain such gifts without their approval.

Giving of gifts

The giving of gifts on behalf of the Company to any person outside the Company will only be permitted with the authorisation of the Chairman or a Director

Inevitably, decisions as to what is acceptable may not always be easy. If anyone is in doubt as to whether a potential act constitutes bribery, the matter should be discussed with the Chairman or a Director.

Responsibility

The prevention, detection and reporting of bribery is the responsibility of all employees, agents or other person or body acting on behalf of the Roe Group.

Raising concerns

Suitable channels of communication by which employees or others can report confidentially any suspicion of bribery or malpractice within the Company will be by either contacting the HR department, the Chairman or a Director.

In line with the Company's 'Whistle Blowing Policy' the Company gives its assurance that all concerns will be treated seriously and the person making the claims will not suffer from any form of retribution, victimisation or detriment as a result of the claim made.

The 'six guiding principals' of bribery prevention

The corporate offence is clearly of significant concern to all businesses in the UK and UK business working abroad. What may have been considered ordinary hospitality may now constitute an offence under the Act, leaving the company open to risk.

In order to reduce this risk, the company will put in place:

- **PROPORTIONAL PROCEDURES** – the Company will put in place procedures to counter risks that are proportionate, clear, practical and effectively enforced
- **TOP LEVEL COMMITMENT** – the Company ensures top level commitment from the Chairman, the Directors and senior management to prevent bribery by the implementation and signing of this policy
The appointed persons to whom you can approach if you think bribery is taking place are the Chairman or the Directors or you can follow the Company's 'whistle blowing' policy which is incorporated into your employee handbook
- **RISK ASSESSMENT** – as the risk assessment may need updating from time-to-time a copy can be requested from HR if/when required
- **DUE DILIGENCE** – due diligence will be maintained by the Company by putting in place procedures to safeguard the organisation (see risk assessment)

No one person has the authority to sign off expenses, two signatures are required on all payments and the Company is audited on a regular basis (this list is not exhaustive)

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- COMMUNICATION – the Company will communicate this policy by the issue of a personal copy to all employees, agents etc. publish on the company website and hold regular Management meetings
- MONITOR AND REVIEW – the Company will monitor all aspects of its business and review this policy regularly