



TENTH
REVOLUTION

Anti-Bribery Statement

This statement describes the behaviours observed by all companies under the Tenth Revolution Group ('the Group') umbrella. These include Frank Recruitment Group and Revolent Group.

April 2024

Overview

Tenth Revolution Group ('the Group') is a global leader in tech talent services. Through our portfolio of companies, we deliver a range of services to organisations looking to build their workforce or utilise additional resources for cloud implementation.

It is our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

Purpose

The purpose of this statement is to set out our responsibilities as a Group, and employees' personal responsibilities, in observing and upholding the law on bribery and corruption.

Scope

This statement covers all employees of the Group, including all levels and grades, whether permanent, fixed-term or temporary (collectively referred to as "employees" in this statement.)

We are bound by various laws in respect of our conduct in the territories where we operate. This statement covers all dealings with clients, vendors, suppliers, partners, umbrella companies, management companies, candidates and any other person our employees deal with, regardless of where they originate.



Risks

We have identified that the following are particular risks for our business:

- Acceptance of gifts/payments from third parties
- Hospitality spent on third parties (particularly clients)
- Referral payments or gifts to candidates

To address those risks, we have guidelines on accepting and receiving gifts within our Company Handbook and have implemented policies on hospitality and referral payments which govern when these can be provided or accepted, and who can authorise them.

What our Anti-Bribery policies cover

Bribery is offering, promising, giving or accepting any financial or other advantage with the aim of inducing that person into acting improperly in the performance of their functions, to reward them for acting improperly or where the acceptance of such financial or other advantage is acting improperly in itself.

An advantage includes money, gifts, loans, fees, hospitality, services, discounts and the award of a contract or anything else of value. For example, offering a potential client tickets to a major sporting event, but only if they agree to provide us requirements on an exclusive basis.

An offer, promise, actual giving or acceptance of a financial or other advantage after the performance of the function may still be a bribe. In addition, the financial or other advantage does not have to be actually given or received as the bribe happens at the time of the offer or promise.

Group Commitments

It is not acceptable for any employee of the Group, or for someone acting on behalf of an employee to:

- 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;
- Give or accept a gift or hospitality during any commercial negotiations or a tender process if this could be perceived as intended or likely to influence the outcome;
- Accept a payment, gift or hospitality from a third party that is offered with the expectation that the Group will provide a business advantage for them or anyone else in return;
- Give or accept hospitality to or from a third party that is unduly lavish or extravagant under the circumstances;
- Threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this Statement or
- Engage in any other activity that might lead to a breach of this Statement.

Promotional gifts of low value such as branded stationary to or from existing third parties will usually be acceptable. Reimbursing a third party's expenses or accepting an offer to reimburse expenses (for example, the cost of attending a business meeting) would not usually amount to bribery.

However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable. Any goodwill gifts to be bought for suppliers, candidates or clients must be approved by a Director and must not be an incentive to give the Group business.

Gifts, Hospitality and Expenses

Hospitality, gifts and other expenses that are reasonable, proportionate and made in good faith is an established and important part of doing business. Our policies allow for reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- Establishing or maintaining good business relationships;
- Improving or maintaining our image or reputation or
- Marketing or presenting our services effectively.

In addition, the giving and accepting of gifts is allowed if all of the following requirements are met:

- It is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- It is given in the name of a brand within the Group, not in the personal name of any employee;
- It does not include cash or a cash equivalent (such as gift certificates or vouchers) unless under a Referral Policy;
- It is appropriate in the circumstances, taking into account the reason for the gift, its timing and value (for example small gifts at Christmas time);
- It is given openly, not secretly; and
- It complies with any applicable law.

Employee Responsibilities

Employees are expected to read, understand and comply with this Statement. They must notify their manager as soon as possible if they believe or suspect that a violation of this Statement has occurred or may occur in the future.

“Red flags” that may indicate bribery are as follows (this list is not exhaustive and is for illustrative purposes only):

- An employee learns that a third party has a reputation for paying bribes, or requiring that bribes are paid to them
- A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us
- A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made
- A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business
- A third party requests an unexpected additional fee or commission to “facilitate” a service
- A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services
- The Group receives an invoice from a third party that appears to be non-standard or customised
- An employee is offered an unusually generous gift or offered lavish hospitality by a third party
- A supplier refuses to go on the client’s site without an additional payment.

Record-Keeping

The Group keeps financial records and has appropriate internal controls in place which will evidence the business reason for making payments to third parties. All employees should declare all hospitality or gifts given and received to the Legal Department, along with evidence of approval were needed, for a central record to be kept and maintained. Employees must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses Policy and record the reason for the expenditure.

Raising concerns

Employees are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage. Our Whistleblowing policy is available to all employees in a separate statement.

Training and Communication

Training on the Group's Anti-Bribery Policy forms part of the induction process for all new employees. All existing employees will receive refresher training as is deemed appropriate.

Donations

We do not make donations to political parties or candidates for political office and only make charitable donations that are legal and ethical. No political donation in the Group's name can be offered or made without the prior approval of the Board.

Modification

The Group expressly reserves the right to change, modify or delete the provisions of this Policy without notice.

Governance and oversight

This Statement is ultimately governed by the Tenth Revolution Group Executive Board.

Signed: Lewis Miller, Chief Financial Officer and TRG Executive Board member

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