

LUXFER GROUP

ANTI-BRIBERY POLICY

APPLICATION: WORLDWIDE

Implemented: July 1st, 2011
Reviewed: June 10th, 2014
Reviewed: 31 August, 2016

ANTI-BRIBERY POLICY - EXECUTIVE SUMMARY

The Bribery Act 2010 (“Act”) came into force on 1 July 2011 and introduced changes that could significantly impact businesses and employees of the Luxfer Group.

As the Luxfer Group is a UK based organisation, the Act and the Anti-bribery Policy apply universally to all Luxfer companies and employees around the Group.

OFFENCES UNDER THE ACT:

1. *Offering, promising or giving* a bribe.
2. *Requesting, agreeing to receive or accepting* a bribe.
3. Bribing a *foreign public official* to obtain or retain business.
4. (Commercial organisations) *Failure to prevent bribery* by those acting on their behalf.

NEW OFFENCE - FAILURE TO PREVENT BRIBERY

A company will commit an offence under the Act if an *associated party* bribes another party for that company's benefit.

A party is "*associated*" with a company if it performs services for or on its behalf. This could include *agents, distributors, employees, subsidiaries, joint venture partners and suppliers*.

As a strict liability offence, this is of particular concern for the Group as an offence can be committed by a company without that company being aware that bribery has taken place.

A defence to this particular offence is available if a company can show that it has "*adequate procedures*" in place to prevent bribery.

ADEQUATE PROCEDURES

All companies should establish adequate internal procedures to prevent bribery and ensure compliance with the Luxfer Group anti-bribery policy. These should include:

- Undertaking proportionate due diligence on third parties who provide a service to the company (including in particular all international agents). The nature and extent of the exercise will depend on the circumstances and magnitude of the risk presented.
- Monitoring and managing third party service providers (particularly agents).
- Providing periodic reminders, training and guidance to employees.
- Monitoring corporate hospitality and the giving/receiving of gifts.
- Conducting regular risk assessments to ensure that procedures are effective and being duly adhered to.

SANCTIONS

Offences under the Act carry criminal penalties including prison sentence of up to ten years for individuals and unlimited fines for individuals and organisations.

POLICY STATEMENT

Bribery is the offering, promising, giving, requesting or receiving of money, or anything else of value (including employment), to any person, organisation or government official in order to induce that person to do something improper. This usually concerns attempts to obtain or retain business or secure some other improper advantage.

- 1.1 Luxfer Group values its reputation and image. It is the policy of the Luxfer Group to conduct all of our business in an honest and ethical manner. Luxfer Group is committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.
- 1.2 Luxfer Group believes it is a fundamental principle of good business practice to respect local laws and customs when operating internationally. Luxfer Group will uphold all laws and regulations relevant to countering bribery and corruption in all the jurisdictions in which we operate and comply with such laws and regulation in good faith and spirit. Luxfer Holdings PLC, as a United Kingdom company with many of its businesses operated by UK companies, is bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both **at home and abroad**. Our US companies and their officers and personnel that work within them are also bound by the US Foreign and Corrupt Practices Act on the same basis.
- 1.3 Luxfer Group operates in a global economy where business ethics are playing an increasingly critical role. The days when bribery and corruption may have been viewed by some misguided people as an acceptable means of conducting business in certain regions of the world are now behind us. Just because certain practices may be followed or acceptable in a particular region or country it does not make that practice lawful. Luxfer Group is committed to implementing and enforcing effective systems to counter bribery.
- 1.4 The purpose of this document is to:
 - (a) set out a clear anti-bribery policy;
 - (b) set out Luxfer Group's responsibilities, and the responsibilities of our employees and associated persons, in observing and upholding the Group's position on bribery and corruption;
 - (c) provide information and guidance to our employees and associated persons on how to recognise and deal with bribery and corruption issues when acting on our behalf;
 - (d) to give guidance on the assessment of our risk of exposure to bribery and on the elimination or mitigation of those risks; and

- (e) to encourage employees and other associated persons to be vigilant and confident in reporting any suspicion of bribery through proper channels.

- 1.5 Bribery and corruption are punishable in the UK for individuals by up to ten years' imprisonment and/or unlimited fine. If any of our UK companies are found to have taken part in bribery or corruption anywhere in the world we could face an unlimited fine with the ensuing adverse financial consequences, be excluded from tendering for public contracts and face untold damage to our reputation and image worldwide. Directors and officers by reason of their office can also suffer personal liability if the offence is committed with their consent or connivance. There may be additional consequences in other parts of the world if the bribery or corruption involved another country under their laws. Any such allegation or finding of bribery or corruption would likely trigger investigation in other jurisdictions such as the United States of America. It could also result in the Group having to put in place more extensive and expensive monitoring of its workers actions by third parties for a period of time. We must, and do, take our legal responsibilities very seriously.
- 1.6 This document is written to reflect UK legislation, but the conduct expected from all employees and associated persons that work for and on behalf of the Luxfer Group is universally applicable, and as a UK based group we are bound by the UK Bribery Act wherever we operate. It is not possible to avoid the application of UK law by the use of non-UK nationals or subsidiaries.
- 1.7 Potential 'red flag' risk scenarios have been indentified in Schedule 1 of this document to help our associated persons to identify where they may encounter issues. We have identified particular risks which we believe are common to all our businesses which are set out in Schedule 2. Each business unit is expected to assess its own particular risks in respect of the business it undertakes at home and in various regions of the world and update that risk assessment as often as necessary.
- 1.8 Details of the recommended procedures to address risks identified in Schedule 2 are set out in Schedule 3. Each business unit is responsible for adhering to those procedures and putting in place any further procedure to address additional or different magnitude of risk that it has identified for its particular activities undertaken at home and in parts of the world outside the United Kingdom.
- 1.9 The Chief Executive undertakes personal responsibility for the implementation of this policy and the Managing Directors of each division are responsible for ensuring the appropriate procedures are followed in their divisions and that they are adequate for the various business activities they undertake. The Executive Management Board takes responsibility for reviewing this policy annually and making any changes required.

DETAILS OF POLICY AND PROCEDURE

WHO IS COVERED BY THE POLICY?

EMPLOYEES This policy applies **to all individuals** working at all levels and grades in the Luxfer Group wherever they may be in the world, including directors, officers, managers, and all other employees (whether permanent, fixed-term or temporary).

ASSOCIATED PERSONS consultants, contractors, trainees, apprentices, seconded staff, home workers, casual workers and agency staff, volunteers, agents, sponsors, representatives or any other person associated with us. It also applies to any of our subsidiaries and any organisation performing services for the Luxfer Group, or their employees, wherever in the world located (collectively referred to as our **associated persons** in this policy).

UK law specifically makes us responsible for any actions that may constitute bribery carried out on our behalf by persons ‘associated’ with us.

This policy also applies to our joint ventures whether corporate or contractual who can also in certain circumstances be considered associated persons. All our corporate joint ventures should be compelled if possible, encouraged if not, to adopt our policy or a similar policy and maintain adequate procedures to counter bribery and corruption.

Suppliers and distributors can be our **associated persons** depending whether they are performing a service for us and the relevant circumstances.

Contractors will be associated persons as they perform services for us.

THIRD PARTIES In this policy, **third party** means any individual or organisation our **associated persons** come into contact with during the course of their work for us, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

Foreign public officials are covered by the term third party in this document. (See section on foreign public officials).

WHAT IS BRIBERY?

Generally in the many jurisdictions that now have bribery and corruption laws, a **bribe** is an inducement or reward offered, promised or provided in order to gain a commercial, contractual, regulatory or personal advantage.

BRIBING

Luxfer Group employees and associated persons are prohibited from:

- offering, promising or giving a financial or other advantage to a **third party** intending that advantage to induce that **third party** to directly or indirectly secure a business advantage for us. It does not matter whether the bribe is offered directly or through another party;
- offering, promising or giving a financial or other advantage to a **third party** knowing or believing that the acceptance of the inducement would itself constitute an illegal act.

BEING BRIBED

Luxfer Group employees and associated persons are prohibited from:

- requesting, agreeing to receive or accepting financial or other advantage intending that as a result a function or activity will be performed to give a third party a business advantage in their dealings with us;
- requesting, agreeing to receive, or accepting a financial or other advantage which in itself constitutes an illegal act;
- requesting, agreeing to receive or accepting a financial or other advantage as a reward for performance of a function or activity whether or not it is performed directly or through a another party and whether or not the inducement is for the employee's or associated party's benefit or the benefit of another person;
- performing, or asking to have performed by another person, an improper function or activity in anticipation of or in consequence of agreeing to receive or accepting a financial or other advantage whether or not it is directly or through a another party;

SPECIFIC ISSUES

ENTERTAINMENT

Entertainment is covered by the Group's expenses policies, which cover the claiming of reasonable and proportionate expenditure on entertaining customers and business contacts. but is an area where caution should be exercised, as overly lavish entertainment can be interpreted as a bribe. Entertainment that could affect, or be perceived to affect, the outcome of a significant business transaction (e.g. a major contract decision) must be avoided, and entertainment that is neither reasonable nor given in good faith, is forbidden.

This policy does not prohibit normal, reasonable, and appropriate entertainment (given and received) to or from **third parties**.

- Entertainment should be at a level that would not be seen to compromise the integrity of your customer. This means that it should be appropriate to the relationship and would not be seen to impose an obligation or require reciprocation.
- The benefits of entertaining should accrue to Luxfer Group and help broaden the interface between the Group and its business contacts. Consider inviting other Luxfer employees to join you when entertaining clients.
- In general, it is acceptable to pay for entrance tickets for guests, also to pay for food and drink. Paying for long-distance travel is inadvisable (taxi cabs and local trains / trams are fine). If it is felt necessary to include accommodation in the entertainment, the level of hotel chosen should be the minimum available appropriate to the level of guest being entertained.
- Venues for entertainment are important in terms of practicality, and the impression we give to customers. Consider if the venue is appropriate and reasonable. A ticket purchased at face value to watch a 6-nations rugby match is fine, whereas a ticket purchased at black market prices to a football world cup final would not be.
- Attitudes to entertainment differ in different countries, markets and sectors, and you should use good judgement and consider how the customer will view the entertainment proposed:
 - Consider how our customer may entertain his customers. What is normal for Luxfer in the West might be seen as extravagant in other countries and what is normal in the public sector may be viewed as cheap by a senior banker.
 - Public sector employees often have to register entertainment and you should therefore consider whether the entertainment would create embarrassment in this respect.
 - In cultures where relationships are essential to developing business it may not be appropriate to discuss business at all, but entertaining may still be justified.

Restrictions on entertaining

- Offering entertainment to anyone other than direct customers (e.g. to a client's or an employee's spouse, partner or children) should only be undertaken when the direct customer is present.
- Entertaining and reimbursement must be in accordance with local tax regulations and all law, legislation and regulation.
- Pure entertainment (e.g. theatre, sports event) must never be offered or accepted adjacent to the award of a major contract or in any other circumstances which would, or could, be seen to compromise the integrity of the recipient. If contract discussions are continuing through lunch or dinner, it is permissible to offer to pay for the total bill, particularly if that is what normally happens, but care should be taken to limit the expenditure to a reasonable amount, and the best solution would be to agree to split the bill.

It is important to check with the customer (and if necessary, senior members of the customer) as to any constraints they may have in relation to accepting gifts or entertainment (regardless of whether or not we are contractually bound to their policy). It is unacceptable and against Luxfer's policy to be complicit in any breach of a customer company's policy by the customer's staff.

GIFTS

We ask everyone to apply the “**avoid embarrassment factor**” in terms of the issues surrounding gifts. If you feel uncomfortable about telling your friends, family and colleagues about it without embarrassment or would not want to see it in the newspapers, it is likely that you should not be doing it. This specifically and absolutely precludes any giving or receiving of cash, or near-cash items.

The giving or receipt of gifts is not prohibited if the following requirements are met:

- (a) the gift is not made with the intention of influencing a third party to obtain or retain a specific piece of business, or to reward the provision or retention of business or to obtain a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it complies with local law;
- (c) it is given in Luxfer Group's name, not in your name;
- (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) it is appropriate in the circumstances. For example, in the UK it is customary for small gifts to be given at Christmas time;
- (f) it is of an appropriate type and modest value and given at an appropriate time;
- (g) it is given openly, not secretly; and

- (h) gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of your Managing Director.

Travel expenses: flights and accommodation to allow foreign public officials to meet senior executives of the Luxfer Group as a matter of genuine mutual convenience to inspect one of our manufacturing sites to be satisfied that we can undertake the contract that we want to obtain along with some reasonable entertainment may be acceptable. However, provision of a holiday for such official in the UK or the USA with no real need to visit the site or when the matter could have been dealt with remotely is not permissible and would likely raise an issue for Luxfer group.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

WHAT IS NOT ACCEPTABLE?

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

- (i) give, promise to give, or offer, a payment, gift or hospitality with the expectation that a business advantage will be received, or to reward a business advantage already given;
- (j) 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;
- (k) 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;
- (l) threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (m) engage in any activity that might lead to a breach of this policy.

ANTI-BRIBERY AND FOREIGN OFFICIALS

This section of the policy deals specifically with foreign public officials (FPO). A number of countries around the world have laws to prevent bribery of foreign officials.

The Luxfer Group prohibits an employee or associated person from offering, promising, or giving a payment or an advantage (directly or through a third party) to a foreign public official or to another person at the request of the FPO or with his assent or acquiescence intending to influence the FPO in his capacity as such to obtain or retain business or an advantage in the conduct of business.

Influencing an FPO in his capacity as a foreign public official includes not only influencing him/her in the performance of his/her functions but also omitting to exercise such function and any use of his position even if the function is not within his authority.

Influence does not necessarily include impropriety.

This policy prohibits the making of an offer or promise anything of value in breach of what is permitted by it whether or not the payment or advantage is actually made and whether or not it is accepted or communicated to the FPO or the FPO communicates he/she intends to accept it. Remember most bribery laws do not have a de minimis value.

Foreign public officials includes:

- individuals who hold a legislative, administrative or judicial position of any kind, whether appointed or elected of a country, or region outside the UK;
- any individual who exercises a public function for or on behalf of a country outside the UK or for any public agency or public enterprise of a country or region outside the UK; and
- any official or an agent of a public international organisation. (i.e. whose members are countries, territories, governments of countries or territories, other public international organisation or a mixture of both.

Local customs and practice outside the UK must be disregarded by Luxfer Group associated persons unless it can be accommodated within what is permitted under this policy.

From time to time, it is the case that minor officials charge for legitimate services that they perform, such as providing customs clearance for legitimate goods. It is not prohibited to pay such fees provided that it is reasonably believed that the charges are legitimate and not just going in to the official's pocket.

Incidental provision of routine business courtesy commensurate with the reasonable and proportionate norms for the industry in which the relevant Luxfer Group business operates e.g. provision of airport transfer for on-site visit, dinner, tickets to an event, is permissible.

Offering or proposing additional investment in the local economy or benefit to the local economy as part of tendering for a contract outside the UK is permitted, but only if local law permits or requires such an investment and the divisional Managing Director has given his approval after receiving appropriate legal advice.

DONATIONS

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices and in accordance with the Authorities Manual.

YOUR RESPONSIBILITIES

Each employee and associated person has personal responsibility to ensure that he/she has read, understood and complies with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All employees and associated persons are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify your line manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a customer or potential customer offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in Schedule 1.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with associated persons such as agents and distributors or other facilitators for our business if they breach this policy.

ACCOUNTS AND RECORD-KEEPING

All business units must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

All financial transaction must be recorded in a timely and accurate manner in strict accordance with the Finance Manual. Any information material to a transaction must be recorded.

All associated persons must declare and keep a written record of all entertainment or gifts accepted or offered, which will be subject to managerial review.

All expenses claims relating to entertainment, gifts or expenses incurred to third parties must be submitted in accordance with the company expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, agents and consultants should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments. There must be no 'slush funds'. Financial systems and records should be designed to prevent such "off-book" transactions such as kickbacks and bribes.

No employee or other associated party should establish anywhere in the world an undisclosed or unrecorded bank account on behalf of the Luxfer Group for any purpose.

HOW TO RAISE A CONCERN

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your line manager.

WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

It is important that you tell your line manager as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

PROTECTION

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We 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. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Company Secretary. If the matter is not remedied, and you are an employee, you should raise it formally using the Grievance Procedure applicable to your business, which can be obtained from the Personnel Officer of your business unit.

TRAINING AND COMMUNICATION

Training on this policy forms part of the induction process for all new employees. All existing employees will, where relevant, receive training on how to implement and adhere to this policy.

Our policy on bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter. At the outset of any business relationship with suppliers, contractors and business partners, you should also routinely request a copy of their policy on bribery and corruption as part of a due diligence process.

WHO IS RESPONSIBLE FOR THE POLICY?

The Board of Directors and Executive Management Board of Luxfer Group have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

Each Business Unit General Manager or Managing Director has day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring that those reporting to them are made aware of this policy, that they understand it, and are given adequate training on it.

MONITORING AND REVIEW

The Executive Management Board of Luxfer Group will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as reasonably possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Employees and associated persons are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Company Secretary.

This policy does not form part of any employee's contract of employment and it may be amended at any time.

SCHEDULE 1

POTENTIAL RISK SCENARIOS: "RED FLAGS"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your manager or, if appropriate, using the procedure set out in the whistle blowing policy:

- (a) you become aware that a third party that we deal with engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) 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;
- (d) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (e) a third party requests an unexpected fee or commission to perform a service;
- (f) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (g) a third party requests that a payment is made to "overlook" potential legal violations;
- (h) a third party requests that you provide employment or some other advantage to a friend or relative;
- (i) you receive an invoice from a third party that appears to be non-standard or customised;
- (j) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (k) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (l) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- (m) you are offered an unusually generous gift or offered lavish hospitality by a third party.

SCHEDULE 2

RISK ASSESSMENT

Each Business Unit must regularly assess the risk of bribery and corruption that it faces wherever it trades.

EXTERNAL POTENTIAL RISK FACTORS

- **Country risk:** *[this is evidenced by perceived high levels of corruption, an absence of effectively implemented anti-bribery legislation and a failure of the foreign government, media, local business community and civil society effectively to promote transparent procurement and investment policies]*
- **Sectoral risk:** *[some sectors are higher risk than others. Higher risk sectors include the extractive industries and the large scale infrastructure sector]*
- **Transaction risk:** *[certain types of transaction give rise to higher risks, for example, charitable or political contributions, licences and permits, and transactions relating to public procurement].*
- **Business opportunity risk:** *[such risks might arise in high value projects or with projects involving many contractors or intermediaries, or with projects which are not apparently undertaken at market prices, or which do not have a clear legitimate objective].*
- **Business partnership risk:** *[certain relationships may involve higher risk for example, the use of intermediaries in transactions with foreign public officials; consortia or joint venture partners; and relationships with politically exposed persons where the proposed business relationship involves, or is linked to, a prominent public official].*

POTENTIAL COMPANY SPECIFIC POTENTIAL RISK FACTORS

- Deficiencies in employee training, skills and knowledge, e.g. with a new employee.
- Bonus schemes that rewards excessive risk taking.
- Lack of clarity in the organisation's policies on, and procedures for, hospitality and promotional expenditure, and political or charitable contributions.
- Lack of clear financial controls.
- Lack of a clear anti-bribery message from top-level management.

SCHEDULE 3

RISK AVOIDANCE PROCEDURES

Consultants

Luxfer Group has in its risk assessment identified the appointment of consultants as a potential problem area in relation to bribery and corruption.

The following procedures should be adopted:-

- Communication of Luxfer policy statement on bribery. The statement should be communicated to the consultant's employees and external contacts, such as sectoral representative bodies and local chambers of commerce.
- Conducting due diligence by making enquiries through business contacts, local chambers of commerce, business associations or internet searches and following up any business references and financial statements.
- Requiring the terms of a consultant's contract to reflect a commitment to oppose bribery, and define in detail the basis of remuneration, including expenses.
- Make a consultant's contract subject to periodic review and renewal.
- Periodically emphasising these policies and procedures at meetings with consultant – for example, this might form a standing item on meeting agendas every few months.
- Providing a confidential means for staff and external business contacts to air any suspicions of the use of bribery on the company's behalf.

Joint Ventures

Luxfer should endeavour to include bribery prevention procedures in any agreement setting up a joint venture as appropriate to the perceived risk:

- Parity of representation on the board of the JV.
- Requiring the JV to adopt measures designed to ensure compliance with all applicable bribery and corruption laws.

Agents

Luxfer Group has identified a bribery risk it faces as a result of its reliance on agents and their relationship with local businessmen and officials. In consequence, Business Units should:-

- Conduct due diligence and background checks on new agents before they are appointed and on current agents as their agreements are renewed that are proportionate to the risk. This could include:-
 - making enquiries through Luxfer business contacts, local chambers of commerce or business associations, or internet searches
 - seeking business references.
- Consider how best to structure the relationship with the agent, including how the agent should be remunerated for his services and how to seek to ensure the agent's compliance with relevant laws and codes applying to foreign public officials.
- Make contracts with agents renewable periodically.
- Travel to the country where the agent is appointed periodically to review the agent's conduct of his (our) business.
- Ensure the agent, if a corporate body, has its own bribery and anti-corruption policy.
- Search the internet to ascertain if anything controversial is said about the agent or if there are any alleged details of illegal or borderline illegal situations in which the agent has been involved.