Anti-Bribery and Corruption

1. Introduction & Core Commitment

Morganstone Ltd is fully committed to operating a zero-tolerance policy toward bribery, corruption, and anti-competitive practices. This principle supports the company ethic of undertaking our business in an impartial, honest, and completely fair manner.

This policy sets out the responsibilities of Morganstone staff and businesses in preventing bribery and anti-competitive behaviour. It ensures we implement 'adequate procedures' in accordance with the UK Bribery Act 2010 and strictly comply with the prohibitions of the Competition Act 1998.

As a company, we will ensure that people who work for and with the company understand that bribery, corruption, and anti-competitive market distortion are completely unacceptable.

2. Scope of the Policy

This policy applies to every employee, contractor, and directors of Morganstone Limited.

It also applies to any third-party service providers such as agents, consultants, intermediaries, contractors, or suppliers, who work on our behalf or in our name. All third parties are required to act in accordance with this policy when acting on our behalf.

3. Anti-Bribery and Corruption Rules

3.1 Terminology & Definitions

Morganstone defines bribery as the offering, promising, giving, accepting, or soliciting of a payment, gift, favour, or financial or other advantage to influence a business outcome improperly, or to induce or reward improper conduct.

- Direct or Indirect: Bribery and corruption can be direct or indirect through third parties such as agents, brokers, or joint venture partners.
- Facilitation Payments: Facilitation payments are strictly classified as bribes under this policy, even if they are legal or accepted practice in some countries.

3.2 Employee Responsibilities

Employees have explicit responsibilities to:

- Understand that UK bribery laws apply anywhere in the world.
- Comply fully with all applicable anti-bribery and corruption laws.
- Comply with the company's internal procedures and arrangements for preventing bribery and corruption.
- Never offer, pay, make, seek, or accept a bribe in any form.

4. Fair Competition Rules

In alignment with the Competition Act 1998, Morganstone strictly prohibits any actions that restrict fair market play. Employees and third parties must strictly adhere to the two core statutory prohibitions outlined below.

4.1 The Chapter I Prohibition

Morganstone strictly prohibits any agreements between businesses, decisions by associations of businesses, or concerted practices which have as their object or effect the prevention, restriction, or distortion of competition within the United Kingdom.

In accordance with the statutory text of the Act, employees must never enter into agreements or arrangements that:

- Fix Prices: Directly or indirectly fix purchase or selling prices or any other trading conditions.
- Limit Market Supply: Limit or control production, markets, technical development, or investment.
- Share Markets: Share markets or sources of economic supply.
- Apply Dissimilar Conditions: Apply different conditions to equivalent transactions with other trading parties, thereby putting them at a competitive disadvantage.
- Impose Unrelated Obligations: Make the conclusion of contracts subject to acceptance by the other parties of supplementary obligations which have no connection with the subject of such contracts.

Statutory Notice: Under Section 2(4) of the Competition Act 1998, any agreement or decision prohibited by Chapter I is automatically void and legally invalid.

4.2 The Chapter II Prohibition

Morganstone prohibits any conduct on our part, or on behalf of our partners, that amounts to an abuse of a dominant position within a market if it may affect trade within the United Kingdom.

In accordance with the statutory text of the Act, prohibited abusive behaviour includes:

- Directly or indirectly imposing unfair prices or other unfair trading conditions.
- Limiting production, markets, or technical development to the prejudice of consumers.
- Applying dissimilar conditions to equivalent transactions with other trading parties, thereby placing them at a competitive disadvantage.
- Making the conclusion of contracts subject to acceptance by the other parties of supplementary obligations which have no connection with the subject of the contracts.

5. Consequences of Non-Compliance

Involvement in bribery, corruption, or anti-competitive practices carries severe statutory and disciplinary consequences. Employees must be aware that they will be liable to:

- Internal disciplinary action and summary dismissal.
- Personal legal proceedings and potential imprisonment.

Additionally, under Section 36 of the Competition Act 1998, the relevant authority can impose financial penalties on the undertaking for intentional or negligent infringements, reaching a statutory maximum of 10% of the turnover of the undertaking.

Furthermore, during official investigations under Chapter III of the Competition Act 1998, the company and its staff are legally required to comply with statutory powers regarding the production of documents, answering direct questions, and facilitating authorised entries or search warrants. Failure to comply without a reasonable excuse is a legal violation.

6. Policy Arrangements and Implementation

Morganstone establishes 6 broad operational principles to embed anti-bribery, corruption, and fair competition standards across the business:

1. Top-Level Commitment: All directors and senior managers will lead by example and foster a corporate culture in which bribery and anti-competitive practices are never acceptable.
2. Proportionate Procedures: Internal policies will be clear, practical, accessible, effectively implemented, and enforced. We will strictly address the risks created by gifts, hospitality, sponsorship, and donations through the enforcement of our internal policies.
3. Risk Assessment: Regular Risk Assessments will be undertaken looking at our operations, people, geographical spread, and corporate structure. This analysis will directly inform our priorities in terms of anti-bribery and competition law compliance and training.
4. Due Diligence: Our corporate approach will be proportionate and risk-based, ensuring our due diligence procedures reflect identified risk areas. Our third-party business partners will be the subject of rigorous due diligence; if it is determined they cannot be trusted to comply with our standards, we will not do business with them.
5. Communication & Training: Policies and procedures will be embedded and understood by means of a robust training programme proportionate to risk and tailored to specific corporate roles. Alternate means of communication will be utilised in between formal training sessions. All external partners will be explicitly apprised of our standards and compliance expectations.
6. Monitoring and Review: We will maintain comprehensive records of our compliance with this and other related policies. We will regularly evaluate the effectiveness of our procedures and adapt them whenever necessary. We will test our compliance and ensure that staff remain fully confident that they can speak up about potential malpractice or market distortions without fear of retaliation.

A.D Pettigrew

Andrew Pettigrew
Managing Director
Morganstone Ltd
1st June 2026

Next Review Date: 1st June 2027