



ANTI BRIBERY & CORRUPTION POLICY

Version 0.4

AMIGO LOANS

ANTI BRIBERY & CORRUPTION POLICY

1.0 Introduction

1.1 Bribery, whether committed in the UK or abroad, is a criminal offence under the Bribery Act 2010 ("The Act"), which consolidates and replaces previous anti-bribery and corruption legislation. The Act introduces a new offence for commercial organisations of failing to prevent bribery.

1.2 It is a defence for firms charged with this offence to show that they had adequate bribery-prevention in place (The Ministry of Justice has provided guidance on adequate anti-bribery procedures on which this policy is based).

1.3 Whilst the FCA does not itself enforce or give guidance on the Bribery Act, under SYSC 3.26R and SYSC 6.1.1R Amigo hold a separate regulatory obligation to establish and maintain effective risk procedures and adequate internal control mechanisms.

1.4 The risk of financial crime includes the risk of corruption as well as bribery, and so is wider than the Bribery Act's scope. Therefore, the FCA are entitled to take action against firms with deficient anti-bribery and corruptions systems and controls regardless of whether or not bribery or corruption has taken place.

1.5 Additionally, Principle 1 of the FCA's Principles for Business also requires authorised firms to conduct their business with integrity.

1.6 Therefore, whilst the FCA does not prosecute breaches of the Bribery Act, they have a strong interest in the anti-corruption systems and controls of all firms that are supervised, which is distinct from the provisions of the Bribery Act.

2.0 Scope

2.1 The purpose of this document is to set out the firm's policy in relation to bribery and corruption. The policy applies strictly to all employees, directors, agents, consultants, contractors and to any other people or bodies associated with Amigo, within all regions, areas and functions.

2.2 This policy is not intended to prohibit the following practices provided that they are appropriate, proportionate and are properly recorded:

2.2.1 normal hospitality, provided that it complies with the firm's Hospitality Policy

2.2.2 fast-tracking a process which is available to all on the payment of a fee; and/or

2.2.3 providing resources to assist a person or body to make a decision more efficiently provided that it is for this purpose only.

3.0 General Principles and Criteria

3.1 Amigo do not tolerate bribery or corruption in any form.

3.2 The Company prohibits the offering, giving, solicitation or the acceptance of any bribe or corrupt inducement, whether in cash or in any form:

3.2.1 **to or from** any person or company wherever located, whether a public official or public body, or a private person or company;

3.2.2 **by** any individual employee, director, agent, consultant, contractor or other person or body acting on the Company's behalf;

3.2.3 **in order to** gain any commercial, contractual or regulatory advantage for the firm in any way which is unethical or **to** gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

3.3 The Company will investigate thoroughly any actual or suspected breach of this policy, or the spirit of this policy. Employees found to be in breach of this policy may be subject to disciplinary action which may ultimately result in their dismissal.

4.0 Key Risk Areas

4.1 Amigo has identified the following areas as key risk and employees should remain particularly vigilant for the following scenarios:

4.1.1 **Excessive gifts, entertainments and/or hospitality** – which could be used to exert improper influence on decision makers. Gifts, entertainment and hospitality **are** acceptable provided that they fall within the Company's Hospitality policy (this is further referenced at Section 6.0);

4.1.2 **Facilitation payments** – which are used by businesses or individuals to secure or expedite the performance of a routine or necessary action to which the individual had an entitlement. The Company will not tolerate or excuse such payments being made or received;

4.1.3 **Reciprocal agreements** – or any other form of 'quid pro quo' are never acceptable unless they are legitimate business arrangements which are properly documented and approved by Senior Management. Improper payments to obtain new business, retain existing business or secure any improper advantage should never be accepted or made;

4.1.4 **Record keeping** – can be exploited to conceal bribes or corrupt practices. The need for robust controls to be put in place and monitored remains paramount in ensuring that records are accurate, transparent and regularly monitored;

5.0 Risk Management Procedures

5.1 The company shall, as a business priority, regularly and systematically identify bribery and corruption risks in its business and implement adequate risk-based procedures aimed at preventing bribery and corruption occurring including:

5.1.1 **Communication** – The company shall communicate this policy and, where appropriate, relevant guidance to all employees through our established internal communication and training channels. The policy shall be made available on the Company intranet at all times. We shall, where appropriate, communicate this policy to our suppliers, contractors and business partners;

5.1.2 **Training** – The Company shall ensure that all staff receive training on this policy at point of induction and provide additional training appropriate to their activities and associated risks to those staff in higher-risk positions as appropriate;

5.1.3 **Books and Records** – The Company shall maintain adequate books, accounts and records which properly and fairly document all financial transactions. Additionally, the Company shall maintain written evidence to record compliance with this policy;

5.1.4 **Audit** – the Company's internal control systems shall be subject to regular internal and independent audit to provide assurance that they are effective in countering bribery and corruption.

5.1.5 **Acquisitions & Disposals** – The Company shall, through a thorough due diligence process, prevent of acquisition of bribery and corruption related liabilities;

5.1.6 **Business relationships** – The Company shall ensure that our business relationships – including contractors, suppliers, outsourcers, agents and introducers – are fit to do business with;

5.1.7 **Supply Chain** – The Company shall address bribery and corruption risk in our supply chain by ensuring that payments made for goods and services are reasonable;

5.1.8 **Conflicts of Interest & Gifts and Hospitality** – Gifts and Hospitality are covered as part of this policy and a separate Policy exists on Conflicts of interest. Both policies shall be implemented and enforced;

5.1.9 **Government Officials and Politically Exposed Persons** – As part of its existing Anti-Money Laundering policy, the Company shall ensure that the identification and flagging of PEPs is implemented through all business relationships

6.0 Hospitality Procedure

6.1 If employees receive an invitation to an event, dinner, day out etc. or are given a gift, or wish to provide hospitality or a gift to someone please immediately they should inform their Director or the CEO.

6.2 The Director or CEO will then decide whether it is appropriate to accept or offer it given the level of current business undertaken with that business and the type of hospitality/gift. Also, if applicable, they should decide whether the employee is able to take the day off work or whether holiday should be used. Proportionality shall be the key consideration.

6.3 Regardless of whether the hospitality/gift is approved or refused, details of the hospitality/gift should be emailed to the Company Secretary (or his delegate), together with the date and the supplier, proof of approval and whether the gift was accepted or refused.

6.4 If the invitation or gift is for or from the CEO, Chairman or Non-Executive Directors then they should follow the guidance in para 6.2 above in deciding whether to accept or offer and then inform the Company Secretary as set out in para 6.3.

6.5 The Company Secretary or his delegate shall be responsible for the recording of the event in the Company's Register of corporate Hospitality &/or gifts (attached at Appendix A).

6.6 If it is not appropriate to decline the offer of a gift, the gift may be accepted, provided it is then declared and recorded and then be donated to charity.

7.0 Senior Management responsibilities

7.1 The Chief Executive is the Board director with primary accountability for our anti-bribery and corruption efforts and shall report the results of adherence to this policy at least annually to the Board.

7.2 The Board under the direction of the Company's Director of Legal and Compliance where appropriate, has primary responsibility for implementing this Policy and strategy within The Company.

7.3 Heads of Department and Managers are accountable for implementing this policy within their business units.

8.0 Reporting

8.1 The prevention, detection and reporting of bribery or corruption is the responsibility of all employees throughout the firm. If employees become aware or suspect that an activity on conduct which is proposed or has taken place is a bribe or corrupt, then they have a duty to report this

8.2 Any such incidents should either be:

8.2.1 Reported immediately to an individual's line manager; or

8.2.2 Reported using the Company's Whistle-blowing policy.

8.3 If employees are in **any** doubt as to whether a possible act might be in breach of this policy or the law, they should immediately refer the matter to their line manager, seeking guidance if appropriate, from the Company's Director of Legal and Compliance.

8.4 If any instance of bribery or corruption is identified, an investigation will take place under the guidance the Director of Legal and Compliance or his nominee.

8.5 Employee's reporting bribery or corruption utilising the Company's Whistle-blowing policy (at para 8.2.2) should follow the set procedures listed in that policy (attached at appendix B)

9.0 Record Keeping

9.1 Records relating to the Policy shall be retained for a minimum of 5 years

10.0 Breaches

10.1 Any significant breach of this policy or proposed changes to the policy that could have a significant impact on Amigo's risk profile or resources will be subject to approval by the board. Where necessary, under the FCA rules or FCA principle 3, Amigo will promptly notify the FCA.

11.0 Review

11.1 The Board is responsible for engaging Internal Audit to independently asses compliance with this policy.

11.2 The Board will review this policy periodically as necessary and no less frequently than annually. As part of this process the Board will seek input from the Commercial Director, Compliance, other control functions and independent third parties as required.

VERSION CONTROL

Version	Change	Author	Date Signed Off
0.1	Draft version for FCA	Dan Leaphard	01/02/2014
0.2	Annual Review (No Change)	Nick Beal	01/02/2015
0.3	Annual Review – minor formatting changes. Update to Appendix B	Dan Leaphard	28/02/2017

EXAMPLE REGISTER OF CORPORATE HOSPITALITY &/OR GIFTS

DATE INFORMED	NAME/S	TYPE OF HOSPITALITY e.g. football match, awards dinner, champagne	DATE	PROVIDER OF HOSPITALITY e.g. Supplier name	AUTHORISED BY
12/07/2011	Mark Robins	Meal at Marcus Waring's restaurant	18/05/2011	Lloyds TSB Bank plc	JB
01/08/2011	Paul Norris & Darren Cheeseright	Moto GP in Rimini with flights, hotel and full hospitality at Suzuki	2-4 September	Blue Chip	MkB & JB
28/11/2011	Marc Biles & Mark Burgess	M&S Hamper each		Pure360	JB
05/12/2011	Marc Biles	Box of chocolates	n/a	GRP	JB
21/12/2011	Mike Waylett, Sam Wells, Zack Meade	Bottle of Veuve Cliquot each	n/a	Aspire Money	JB
22/12/2011	Robin Dolton	5 bottles of red wine	n/a	Solicitors	SW
20/02/2012	James Benamor & Mark Robins	Tickets to the Brit Awards	21/02/2012	RGL to RBS, RBS EF, Lloyds TSB and Leumi Bank	JB
12/04/2012	Mark Robins	Wine tasting networking event	09/05/2012	Lloyds TSB Bank plc	JB
16/04/2012	Sam Wells	FA Cup Semi Final	11/04/2012	Lloyds TSB Bank plc	JB
05/07/2012	Mark Burgess	British GP, Silverstone	08/07/2012	Optimal Payments	JB
01/08/2012	James Benamor	Olympic events and hotel	2-4/8/12	Lloyds TSB Bank plc	JB
03/12/2012	Ayman Baugi	Lansons Champagne	n/a		JB
06/12/2012	Marc Biles	Selfridges Hamper	n/a	Quintessential Finance	JB
18/12/2012	Julia Dallimore	John Lewis Hamper	n/a	Supplier	JB
20/12/2012	Ayman Baugi	Hamper	n/a	Introducer	JB
21/12/2012	Ayman Baugi	Champagne	n/a	Introducer	JB
09/10/209	Kristian Wilson & Mark Burgess	IRB Autumn internationals Wales vs. SA	09/11/209	McClays	JB



"WHISTLEBLOWING" POLICY

Version 0.5

AMIGO LOANS

"WHISTLEBLOWING" POLICY (Making a Disclosure in the Public Interest)

1.0 INTRODUCTION

1.1 Amigo Loans and its subsidiaries (together 'the Company') are committed to the highest standards of openness, probity and accountability.

1.2 An important aspect of accountability and transparency is a mechanism to enable staff and other stakeholders of the Company to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employer's affairs. Nevertheless, where an individual discovers information which they believe shows serious malpractice or wrongdoing within the organisation then this information should be disclosed internally without fear of reprisal, and there should be arrangements to enable this to be done independently of line management (although in relatively minor instances the line manager would be the appropriate person to be told).

1.3 The Public Interest Disclosure Act, which came into effect in 1999, gives legal protection to employees against being dismissed or penalised by their employers as a result of publicly disclosing certain serious concerns. The Company has endorsed the provisions set out below so as to ensure that no members of staff should feel at a disadvantage in raising legitimate concerns. This is a key part of the company's effective risk management systems.

1.4 It should be emphasised that this policy is intended to assist individuals who believe they have discovered malpractice or impropriety. It is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters, which have already been addressed under harassment, complaint, and disciplinary or other procedures. It is reasonable to expect staff to use the Whistle blowing procedures rather than air their complaints and concerns outside the Company.

1.5 In addition, the Financial Conduct Authority (FCA) offers a service where employees can chose, rather than 'blowing the whistle' internally, to 'blow the whistle' to the FCA directly. Ordinarily the employee's first port of call should be internally under this policy and procedure.

1.6 Amigo understands that there is no regulatory duty placed on staff to blow the whistle but believe this policy is invaluable for its corporate culture and transparency.

2.0 SCOPE OF POLICY

2.1 This policy is designed to enable employees of the Company to raise concerns internally and at a high level and to disclose information, which the individual believes shows malpractice or impropriety.

2.2 The Company take any failure of its systems or processes seriously. Breaches of law, regulation and the company's systems and processes can have a significant impact on the Company.

2.3 For example, it may impact on the reputation or prudence of the Company and could have an impact on the integrity of the market.

2.4 If the disclosed matter is serious it may ultimately be considered by the FCA to call into question the suitability (threshold condition 5) of the Company for a FCA Approved Person to continue to be authorised by the FCA.

2.5 This policy is intended to cover concerns, which are in the public interest and may at least

initially be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary. These concerns could include:

- 2.5.1 Financial malpractice or impropriety or fraud;
- 2.5.2 Failure to comply with a legal or regulatory obligation including FCA rules and Principles;
- 2.5.3 Dangers to Health & Safety or the environment;
- 2.5.4 Criminal Activity;
- 2.5.5 Improper conduct or unethical behaviour;
- 2.5.6 Attempts to conceal any of these; and/or
- 2.5.7 Incitement to commit any or all of the concerns listed above.

2.6 There may be other appropriate routes for some issues, such as employee grievances or consumer complaints, but internal arrangements as set out in SYSC 18.3.1R(2) can be used to blow the whistle after alternative routes have been exhausted.

3.0 PROTECTION

3.1 This policy is designed to offer protection to those employees of the Company who disclose such concerns provided the disclosure is made:

- 3.1.1 In good faith;
- 3.1.2 In the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety; and
- 3.1.3 If they make the disclosure to an appropriate person (section 7 refers). It is important to note that no protection from internal disciplinary procedures is offered to those who choose not to use the procedure. In an extreme case malicious or wild allegations could give rise to legal action on the part of the persons complained about.

4.0 CONFIDENTIALITY

4.1 The Company will treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation.

4.2 However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required (although they will not be forced to do so).

5.0 ANONYMOUS ALLEGATIONS

5.1 This policy encourages individuals to put their name to any disclosures they make. Concerns expressed anonymously are much less credible, but they may be considered at the discretion of the Company.

5.2 In exercising this discretion, the factors to be taken into account will include:

- 5.2.1 The seriousness of the issues;
- 5.2.2 The credibility of the concern
- 5.2.3 The likelihood of confirming the allegation from attributed sources

6.0 UNTRUE ALLEGATIONS

6.1 If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual.

6.2 In making a disclosure the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them, Amigo will take appropriate action against the employee, providing it can be demonstrated that person has knowingly made the false

disclosure with a malicious intent. In such cases disciplinary action will be taken against that individual.

7.0 PROCEDURE FOR MAKING A DISCLOSURE

7.1 On receipt of a complaint of malpractice, the member of staff who receives and takes note of the complaint, must pass this information as soon as is reasonably possible, to an appropriate designated investigating officer (the "Investigating Officer") as follows:

7.1.1 The appropriate Director or a member of the HR team will investigate complaints of malpractice unless the complaint is against the Director or is in any way related to the actions of a Senior Manager. In such cases, the complaint should be passed directly to either a member of the HR team or the Chief Executive Officer (CEO) for referral;

7.1.2 In the case of a complaint, which is any way connected with but not against a Senior Manager, the CEO may nominate another Senior Manager to act as the alternative investigating officer;

7.1.3 The complainant has the right to bypass the line management structure and take their complaint direct to the CEO. The CEO has the right to refer the complaint back to the relevant Senior Manager if he feels that a Senior Manager without any conflict of interest can more appropriately investigate the complaint.

7.2 If there is evidence of criminal activity then the Investigating Officer should immediately inform the police. The Company will ensure that any internal investigation does not hinder a formal police investigation

7.3 However, any employee wishing to take their concern to an external body, rather than 'blowing the whistle' internally, can 'blow the whistle' to the FCA directly. Notices to employees have been placed in high traffic areas of the company premises to ensure they understand the process should they require it.

8.0 TIMESCALES

8.1 Due to the varied nature of these sorts of complaints, which may involve internal investigators and / or the police, it is not possible to lay down precise timescales for such investigations. The Investigating Officer should ensure that the investigations are undertaken as quickly as reasonably practicable without affecting the quality and depth of those investigations.

8.2 The investigating officer, should as soon as reasonably practical possible, send a written acknowledgement of the concern to the complainant and thereafter report back to them in writing the outcome of the investigation and any action that is proposed. If the investigation is a prolonged one, the investigating officer should keep the complainant informed, in writing, on the progress of the investigation and when it is likely to be concluded.

8.3 All responses to the complainant should be in writing and sent to their home address.

9.0 INVESTIGATING PROCEDURE

9.1 We require internal whistle blowing arrangements to ensure the 'effective assessment and escalation' of concerns. It is accepted that not all disclosures will result in investigative action, although we would expect due consideration to be given to each case and for this to be recorded.

9.2 The Investigating Officer should follow these steps:

9.2.1 Obtain full details and clarification of the complaint;

9.2.2 The Investigating Officer should inform the member of staff against whom the complaint is made as soon as is reasonably practical. The member of staff will be informed of their right to be accompanied by a trade union or other representative at any future interview or hearing held under the provision of these procedures;

9.2.3 The Investigating Officer should consider the involvement of the Company auditors and the Police at this stage and should, where appropriate, consult with the Chairman/CEO;

9.2.4 The allegations should be fully investigated by the Investigating Officer with the assistance where appropriate, of other individuals / bodies;

9.2.5 The Investigating Officer will make a judgement concerning the complaint and validity of the complaint. This judgement will be detailed in a written report containing the findings of the investigation and rationale behind it. The report will be passed to the CEO or Chairman (as appropriate);

9.2.6 The CEO will decide what action to take. If the complaint is shown to have justification, then they will invoke the disciplinary or other appropriate Company procedures;

9.2.7 The complainant should be kept informed of the progress of the investigations and, if appropriate, of the final outcome; and

9.2.8 If appropriate, a copy of the outcomes will be passed to the Company Auditors to enable a review of the procedures.

9.3 If the complainant is not satisfied that their concern is being properly dealt with by the Investigating Officer, they have the right to raise it in confidence with the CEO/Chairman, or the Director of legal & Compliance.

9.4 If the investigation finds the allegations unsubstantiated and all internal procedures have been exhausted, but the complainant is not satisfied with the outcome of the investigation, the Company recognises the lawful rights of employees and ex-employees to make disclosures to prescribed persons (such as the Health and Safety Executive or the utility regulators), or, where justified, elsewhere.

10.0 REFERENCE FOR EMPLOYEES

10.1 This policy is made available on the Company intranet for all employees to refer to. Additionally, a summary of the Company's policy will be displayed prominently in strategic points of the Company's sites and a confidential email address (confidential@amigo.me) will be created and monitored by a nominated Non-Executive Director.

10.2 As part of the induction process, all new employees shall be required to review and confirm their understanding of this policy as part of their initial reference material.

10.3 All line managers, or staff holding a position of authority, must ensure that the employees under their charge are clear that any concern or report shall be taken seriously; in confidence and that the manager is open to these concerns.

10.4 In addition to the confidentiality procedures listed at Section 4, line managers shall also ensure that, upon receipt of a concern or report, that they further emphasise that concerned employees will be supported and protected from reprisals.

10.5 Employees should be made aware of the contact details for the following external bodies:

10.5.1 The FCA's Whistle blowing hotline:

(a) Telephone: 020 7066 9200

(b) Email: whistle@fca.org.uk

Enforcement and Financial Crime Division (ref PIDA)

Financial Conduct Authority

25 the North Colonnade Canary Wharf London E14 5HS

(c) www.fca.org.uk/site-info/contact/whistleblowing

10.5.2 for free and confidential advice, Public Concern at Work, an independent charity offers the following services:

(d) Telephone: 020 7404 6609

(e) www.pcaw.co.uk

11.0 REVIEW

11.1 Amigo prepares an annual whistle blowing report, for the Board, which is available to the FCA or the PRA on request. This report will not be made public.

11.2 Amigo will inform the FCA of cases where an employment tribunal finds in favour of a whistleblower when the finding related to a claim that the whistleblower was victimised, informing them in writing using whistle@fca.org.uk.

11.3 This policy shall be reviewed no less than annually by the HR Department who shall ensure that the most up-to-date version remains available on the Company intranet.