

PCM SOFTWARE TECHNOLOGIES UK LTD

ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

INTRODUCTION

PCM software technologies UK "the company" takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity and transparency in all our business dealings and relationships wherever we operate. Complying with all laws, rules and regulations governing anti-bribery and corruption laws including, but not limited to The UK Bribery Act, 2010 is Indispensable to us.

PURPOSE AND SCOPE

This policy applies to all employees, agents, subcontractors, consultants, business partners, and any other individual persons and bodies associated with the company or any of its subsidiaries. The purpose of this policy is to outline the company's position on bribery and corruption and to provide information and guidance to those working for and with the company.

BRIBERY

Bribery is an inducement or reward offered in order to gain any commercial, contractual, regulatory or personal advantage. Corruption is the misuse of public office or power for private gain, or the misuse of private power in relation to business outside the realm of government. No bribes of any sort may be paid or accepted from customers, suppliers, politicians, government advisors or representatives of a private person or company.

PENALTIES

Bribery is a criminal offence and the penalties may be severe. Bribery and corruption are illegal in terms of the Bribery Act 2010, and companies are liable for failing to implement adequate procedures to prevent such acts by those working for the company or on its behalf, no matter where in the world the act takes place. If the company is found to have taken part in the corruption or lacks adequate procedures to prevent bribery, it could face an unlimited fine and face damage to its reputation. Furthermore, under UK law, bribery and corruption is punishable for individuals by up to ten years imprisonment. Any breach of this policy by an employee will be regarded as a serious matter by the company and is likely to result in disciplinary action and/or dismissal of the employee/s involved.

RESPONSIBILITY

The presentation, detection and reporting of bribery and corruption is the responsibility of all employees in the company. Business partners, including agents, subcontractors, consultants, and any other individual persons and bodies associated with the company must be advised of the existence of,

and operate at all times in accordance with this policy. Management is responsible for relationships with business partners, and in identifying and determining risk associated with any business partner, employees must:-

- Evaluate the reputation and background of the business partner;
- Evaluate the reason for engaging in business with the business partner;
- Understand what services are to be provided and the payment or compensation therefor;
- Ensure that there is a written agreement in place which acknowledges the business partner's

Understanding and compliance with this policy;

- Take reasonable steps to monitor the transactions of business partners appropriately.

Employees (including management) must notify the Managing Director of the company as soon as possible if they believe or suspect any bribery or corruption has occurred or may occur in the future. Such notification will be kept confidential at all times.

RECORD KEEPING

The company will maintain a system of internal controls sufficient to ensure that assets and transactions are accurately accounted for and that company transactions occur pursuant to management's general or specific approval. The company's books and records will accurately and fairly reflect the transactions and dispositions of the company's assets and otherwise comply with applicable accounting standards. All employees are expected to appropriately record any form of gift, entertainment or hospitality given, received or offered, which records shall be provided to management immediately on request. Any such gift, entertainment or hospitality given must comply with this policy and, in the event that an impermissible form of gift, entertainment or hospitality has been accepted, the employee concerned must notify the Managing Director immediately.

FACILITATION PAYMENTS

Facilitation payments are payments or gifts made to government officials to secure or speed up actions such as obtaining permits, immigration controls or providing services. The company takes the view that facilitation payments are illegal and will work to ensure those employees, business partners and others associated with the company or any of its subsidiaries will not make facilitation payments. Should any employee be unsure whether certain payments which resemble facilitation payments are permissible, they should contact management immediately.

In the event that a facilitation payment is being extorted, or an employee is forced to pay under duress or faced with potential safety issues or harm, such payment may be made, provided certain steps are followed. If an employee is placed in such a situation, he/she must contact the Chief Executive Officer as soon as possible and record the payment within the company's records to reflect the substance of the underlying transaction.

GIFTS, ENTERTAINMENT AND HOSPITALITY

Gifts, entertainment and hospitality include the receipt and offer of gifts, meals or tokens of appreciation, invitations to events, functions or other social gatherings in connection with matters related to the company's business. These activities are acceptable, provided they fall within reasonable bounds of value and occurrence. In determining whether a gift, entertainment or hospitality is "acceptable", an employee should look at:

- The intent behind it – i.e. is it to build a business relationship, or for something else?
- Is the gift, entertainment or hospitality being given in return for something?
- If details of the provision thereof were made public, would it cause embarrassment to the company?

There are some circumstances in which it is usually permissible to accept gifts, entertainment or hospitality. These include:

- Occasional meals with someone with whom the company does business;
- Occasional attendances at cultural and social events;
- Gifts of nominal value such as small promotional items.

The following are circumstances in which it is never permissible to accept a gift, entertainment or hospitality:

- Gifts in the form of cash or cash vouchers;
- Entertainment of an inappropriate nature;
- A "quid pro quo" (offered for something in return).

POLITICAL AND CHARITABLE DONATIONS

The company does not make contributions of any kind to political parties. No charitable donations are made by the company for the purpose of gaining any commercial advantage.

TRAINING

Appropriate training on this policy will be given to employees on their commencement of employment with the company. Any modifications or reviews of the policy will be communicated to employees of the company and further training on such modifications or reviews will be provided as and when necessary. Such modifications and reviews will be carried out regularly to ensure the effectiveness of the policy. This policy and any modifications thereto will be provided to all employees, and a copy thereof posted on the company's website.

MONITORING AND REPORTING

The company is committed to ensuring that all persons subjected to this policy have a confidential way of reporting any suspicious activity. If anyone has a concern regarding a suspected instance of bribery and corruption, they are advised to speak up – any information and assistance can only help the company. Should anyone be concerned that a corrupt act of some kind is being considered or carried out, please report the issue/concern to a manager or, in the event that that is not possible, to the Managing Director.

For the purposes of this policy:-

Managing Director means: Mehdi Deris Zadeh