

ONE WORKS POLICY: ANTI-BRIBERY AND CORRUPTION POLICY

Introduction

One Works is committed on a worldwide basis to conducting business in an honest way and without the use of corrupt practices or acts to gain an unfair advantage in all of its operations. One Works is committed to the highest legal and ethical standards and integrity which must be reflected in every element of what we do. This policy has been adopted by One Works' Board of Directors, and is to be communicated to everyone involved in our business to ensure their commitment to it. One Works will apply a zero-tolerance approach to any form of bribery of, or by, its employees, consultants or any person or organisation acting on its behalf.

Scope of Policy

This policy applies to all individuals working within and for the One Works at all levels and grades, including Directors, senior managers, staff, consultants, contractors, seconded staff, agency staff, agents or any other person associated with us or any of our subsidiaries or their employees, wherever located.

Every employee or person acting for or on behalf of One Works is responsible for maintaining the highest standards of business conduct. Any breach of this policy will be regarded as a serious disciplinary, contractual and potentially criminal matter for the individual concerned as this in turn may cause serious damage to the reputation of One Works.

Bribery Act 2010

One Works is committed to comply with the European Bribery Act across all its business activities as a global minimum standard, with local legislation taking precedence if it requires compliance with even higher standards. There are four main offences under the Act:

- Offering bribes
- Receiving bribes
- Bribing foreign public officials
- A corporate offence of failing to prevent bribery

Under the Act a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding illegal or unethical performance of a function or activity
- belief or knowledge that accepting such an advantage would constitute the illegal or unethical performance of such a function or activity

Function or activity in these terms includes public, state or business activities or any activity performed in the course of a person's employment, or on behalf of another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

All One Works employees and those persons acting on behalf of One Works are required to adhere to this policy and act in compliance with the EUROPEAN Bribery Act.

Our Principles

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

ONEWORKS:

It is our best practice objective that those we do business with take a similar zero-tolerance approach to bribery and corruption.

We are bound by the laws of Europe, including the Bribery Act 2010 as a global minimum, in respect of our conduct both at home and abroad. We must also comply with laws relevant to countering bribery and corruption in each of the jurisdictions in which we operate.

Bribery and corruption are criminal offences and, under the European Bribery Act, are punishable for individuals by up to ten years' imprisonment and an unlimited fine; if the Company is found to have taken part in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face serious damage to its reputation. We therefore take our legal responsibilities very seriously and expect those working within or for the business to do the same.

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

This policy does not prohibit:

- Normal or appropriate hospitality and entertainment with clients
- The use of any recognised fast-track process that is publicly available on payment of a fee

It is important that all such practices are proportionate, reasonable and made in good faith. Clear records must be kept at all times.

This policy should be read in conjunction with the relevant employment conditions set out under the heading of Working at One Works on our company intranet, Planet, or local employee policies or handbooks.

Working Internationally

One Works employees, or those representing One Works who are involved in business outside of their domestic markets may, through unfamiliarity, be more at risk of being exposed to bribery or unethical business conduct. All those who function in this capacity are required to work within One Works's risk management procedures and keep the local Directors fully informed of any actual or suspected bribery.

In particular the following should be reported:

- requests for cash payments whether direct or via a third party
- reimbursement of unsubstantiated expense whether direct or via a third party
- personal or business ties that an employee, representative or joint venture partner may have with government or corporate officials, directors or employees
- history of corruption in the country in which the work is being undertaken
- lack of invoices and acceptable financial practices

Risk Management

Effective risk assessment lies at the core of the success or failure of this policy. Risk identification will pinpoint the specific areas in which we face bribery and corruption risks and this will allow us to better evaluate and mitigate these risks and thereby protect ourselves. Business practices around the world can be deeply rooted in the attitudes, cultures and economic prosperity of a particular region – any, or all, of which can vary. Local Management must assess the vulnerability of each business unit to these risks on an ongoing basis, subject to review by Directors and the Chief Executive.

ONEWORKS:

Many serious global bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. We must ensure that we maintain accurate books, records and financial reporting within all One Works business units and for significant business partners working on our behalf. Our books, records and overall financial reporting must also be transparent. That is, they must accurately reflect each of the underlying transactions. False, misleading or inaccurate records of any kind could potentially damage One Works.

All One Works business locations must maintain an effective system of internal control and monitoring of our transactions. Once bribery and corruption risks have been identified and highlighted via the risk assessment process, procedures can be developed within a comprehensive control and monitoring programme in order to help mitigate these risks on an ongoing basis.

Each Director must ensure that local management engages in effective risk assessment and implements the necessary steps to prevent bribery and corruption. As these steps will vary by geography and business unit, Directors should consult with the Chief Executive, who will make available guidelines, principles and methodologies for the identification, mitigation and monitoring of these risks.

Records

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

All employees and those representing One Works must ensure that all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance the established expense policies of the relevant business units. Particular attention should be paid to the recording of the reasons for expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept outside of One Works' recognised accounting system to facilitate or conceal illegal or unethical payments.

Facilitation Payments

One Works does not allow its employees or its representatives to make, or accept, facilitation payments of any kind. Facilitation payments are usually small payments (or gifts) made to public officials in order to speed up or facilitate actions that the officials are already duty bound to perform. One Works makes no distinction between facilitation payments and bribes regardless of their size or the local culture and under the European Bribery Act it constitutes a criminal offence by both the individual and the Company.

One Works employees and representatives are required to act with greater vigilance when dealing with unfamiliar international government procedures. If you are asked to make a payment on our behalf you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding payment you should raise these with the Director responsible.

Whilst European law prohibits facilitation payments or kickbacks and you are not required to place your life or liberty at risk. Any such incidents should be reported immediately to the Director responsible at the first available opportunity.

Corporate Entertainment, Gifts, Hospitality and Promotional Expenditure

ONEWORKS:

Gifts, entertainment, hospitality and promotional expenditure includes both the receipt and offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business. These are acceptable provided they fall within reasonable bounds of value and occurrence.

One Works permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships
- to improve the image and reputation of One Works
- to present One Works' services effectively

This is conditional on it:

- being arranged in good faith
- not offered, promised or accepted to secure an advantage for One Works or its employees or representatives or to influence the impartiality of the recipient

One Works will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

This principle applies to employees and those representing One Works whether based in or outside Europe. However, those with international remits may require further guidance and training in the ways local markets operate. It will be the responsibility of the local Directors to ensure that their staff are fully informed.

Political Donation

One Works does not make contributions to political parties. One Works only makes charitable donations that are legal and ethical under local laws and practices and that are in accordance with our Charity Policy which is in force from time to time. Requests for sponsorship should be forwarded to the Head of HR for approval in the first instance.

Reporting Suspected Bribery

One Works depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to the Directors as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery
- concerns that other employees or associated persons may be being bribed
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials

Action by the Company

One Works will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. One Works may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Company who are found to have breached this policy.

ONEWORKS:

One Works may also report any matter to the relevant public and/or legal authorities. One Works will provide all necessary assistance to the relevant authorities in any subsequent investigation and potential criminal prosecution.

Review of Procedures and Training

One Works will regularly review and update its Anti-Bribery and Corruption policy and communicate this to all employees and those representing the Company. One Works will incorporate this policy into the induction of new staff and the Process Director will arrange training sessions as required for all employees including Directors who are responsible for the implementation of the policy.

One Works will monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. Improvements identified will be made as soon as possible.

All employees or those representing One Works are responsible for the success of this policy and should ensure they use it to disclose any actual or suspected danger of wrongdoing, illegal or unethical function or activity.

Employees 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 Process Director.

One Works reserves the right to vary and/or amend the terms of this policy from time to time at its absolute discretion.

Statement of Commitment

One Works takes a zero-tolerance approach to bribery and corruption and we are committed to conducting our business, wherever in the world, in an honest and ethical manner. It will be regularly reviewed and amended or updated as necessary to reflect changing circumstances. We have adopted this policy to communicate this message and to assist the whole of One Works to uphold it through compliance with rules and guidance as set out.

Responsibility for the Policy

For the purposes of this policy, the Quality Manager will have primary responsibility for the regular review and update where appropriate. The responsibility for the appropriate and effective application of the policy across each studio is with the Managing Partners and Directors

This is One Works' Anti-Bribery and Corruption Policy and as chief executive I commit myself and the company to it.



Leonardo Cavalli
Managing Partner

Updated: 1 September 2018