

PREVENTION OF CONFLICTS OF INTEREST, GIFTS & ENTERTAINMENT, INDUCEMENTS, BRIBERY & CORRUPTION

SUMMARY

INTRODUCTION

This Summary document is intended to provide clients and other relevant external parties with an overview of the Matrix Group's approach to identifying and avoiding potential Conflicts of Interest, Inducements, Bribery and Corruption. Due to the nature of the financial services industry, on occasion the Matrix Group will also be required when it is unable to avoid a conflict of interest, to appropriately manage it as part the provision of its on-going services. Matrix Group includes Matrix Group Ltd and its subsidiaries and affiliated corporate entities.

SUMMARY OF MATRIX APPROACH

The Board and Senior Management recognise the importance of ensuring that Matrix Group complies with both the spirit as well as the letter of the relevant laws and regulations. A violation of these requirements will damage both the reputation and viability of the business, as well as potentially exposing both Matrix Group and relevant individuals to prosecution.

In order for the Matrix Group to discharge its legal and regulatory obligations and to be able to show that it is treating its clients fairly and with integrity, it must ensure that it;

- (1) identifies and avoids/manages its potential conflicts of interest properly;
- (2) does not give, accept or encourage any form of improper inducement, complying with relevant anti-bribery and corruption legislation;
- (3) maintains staff awareness of the requirements and processes;
- (4) operates appropriate reporting and escalation structures; and
- (5) maintains appropriate records.

Matrix Group's policies and procedures are designed to meet our obligations under the various legal requirements (e.g. in the UK, the Bribery Act) and regulatory regimes under which we operate.

The question of whether Matrix Group has adequately discharged its responsibilities, including having appropriate processes and procedures in place to prevent risks from crystallising, will often depend on the particular facts and circumstances of each issue or risk. However, the objective is always to prove that we did everything that a reasonable organisation could have done to prevent the issue or risk from arising. Acting with integrity and placing the client's interests first are primary elements of this policy.

RESPONSIBILITY

The Matrix Group Board and Senior Management are ultimately responsible for the oversight and implementation of appropriate policy, processes and procedures designed to ensure that conflicts, inducements and bribery risks are identified, appropriately managed, mitigated or avoided.

the action/inaction occurring. It is to be noted that small payments to an official intended to speed up the conduct of a routine government action service (to which you are legally entitled), known as “facilitation payments”, are also prohibited.

It is very important when considering the context when giving or receiving of gifts or entertainment to have regard to any current or anticipated contractual activity with the individual or entity concerned (e.g. are there open contractual negotiations?).

Matrix’s objective is to ensure that it avoids situations and does not engage in actions that may result in recipients:

- being encouraged to;
- being placed under an undue “obligation” to; or
- actually participating in improper performance.

Improper performance amounts to a breach of an “expectation” that a person (recipient) will act in good faith, impartially and/or in accordance with a position of trust. The offence applies to any function (performed in the public or private sector) performed in the course of a person’s employment or duties.

PROCESS

Matrix Group operates a variety of policies and processes designed to meet legal and regulatory requirements, along with the objectives set by Matrix Group’s Board. For the purposes of this Summary the following key policies and processes are outlined below.

Matrix Group operates under a centralised Group policy approach for all entities within the Group. Any “local” policies and procedures are required to be in line with or more stringent than the Group policy. It should be noted that the Compliance function is integral to both the setting and operation of these policies and procedures.

a) Conflicts of Interest

Matrix Group maintains records of its relationships and interests, requiring potential and actual conflicts of interest to be identified. This encompasses relationships and activities of both the Matrix corporate entities and individuals. Where conflicts are identified, a key element of the management of these is the disclosure to the relevant parties, along with the application of processes designed to ensure Matrix continues to act in their best interest.

b) Gifts, Entertaining, Anti-Bribery and Undue Inducements

Matrix Group maintains a clear and simple policy of “No Bribery” or undue inducements.

The basic tests which will govern the rules under our policy are:-

- Is the expenditure (e.g. on hospitality) and the like reasonable and proportionate?
- Is there NO INTENTION to give, offer or promise anything in order to influence anyone to do something illegal, dishonest or in breach of trust so as to secure business or a business advantage?

It allows and does not discourage the provision/receipt of reasonable gifts and entertaining. The provision/receipt of gifts and entertaining, plus the assessment of other activities, that may be potentially considered as inducements, is conducted through authorisation processes. Any intended activity involving a Government Official will be specifically highlighted for attention during the authorisation process.

Matrix Group requires appointed representatives and consultants (employed by Matrix Group) to confirm that they do not engage in activities that may be deemed to constitute bribery and/or an improper inducements. Prior to engaging in such a relationship Matrix Group will ensure that it considers the party to be appropriate for the role.

c) Training & Awareness

Matrix Group provides regular training for all staff in relation to the regulatory and relevant legal environment. The programme encompasses these topics, with tailored training for relevant individuals.

d) Reporting & Escalation

In addition to the processes designed to manage these topics, Matrix Group operates formalised management information reporting structures.

The Matrix Group operates a Whistle Blowing Policy, allowing individuals if required to escalate potential issues outside of the management reporting structure.

If the relevant individuals are in doubt or questions should arise in relation to these areas, they are required to liaise with the Compliance Department for clarification.

e) Records

Matrix maintains records of relationships, interests, payments and other relevant information in order to manage the processes and demonstrate adherence to the requirements.