



Business Code of Conduct  
Ethics & Compliance Guide

## **Integrity**

We believe integrity is the foundation of our individual and corporate actions that drives an organisation of which we are proud.

## **Teamwork**

We believe teamwork leverages our individual strengths.

## **Learning**

We believe a learning environment is the way to achieve the full potential of each individual and the Company.

## **Performance**

We believe performance excellence will drive the results that differentiate us from our competitors.

## Table of Contents

Chief Executive Officer’s Letter .....	1
Introduction .....	3
Code of Conduct.....	5
Communications .....	5
Employment Practices .....	6
Conflicts of Interest .....	7
Financial Integrity .....	8
Entertainment, Favours and Gifts.....	9
Misuse of Company Assets .....	10
Health, Safety and Environment.....	11
Inside Information and Insider Trading .....	12
Competition Laws .....	12
Substance Abuse (Alcohol and Drugs).....	13
Transacting International Business .....	14
Effective Date of the Code of Conduct and Board Review.....	18
Observance of Our Code of Conduct .....	18
General Information.....	19
Employee Resources for Reporting and Asking Questions.....	19
Definitions .....	21
Application of the Code of Conduct .....	21
Appendix 1.....	22
Appendix 2.....	23

## **Chief Executive Officer's Letter**

To: Fellow METAL TIGER's Employees

At METAL TIGER, we take pride in our global reputation for delivering high quality services in a manner that never compromises our integrity or our high standards of business conduct. We desire to provide our stakeholders with ever-increasing levels of quality and performance.

Meeting our competitive challenges and embracing opportunities can place pressure on employees at every level of the Company. However this pressure to succeed can never be an excuse for making decisions that would compromise our Core Values or Business Code of Conduct. Those with whom we do business expect and deserve nothing less than the highest level of ethical business practices from METAL TIGER and from each employee of our Company.

The METAL TIGER Business Code of Conduct (also known simply as the "Code of Conduct"), which is based on our shared beliefs and values, serves as the Company's ethical roadmap. It is a valuable resource designed to help you understand the various issues that can arise within the Company and to offer guidance in making ethical decisions in light of those issues.

This Code of Conduct sets forth METAL TIGER's policies in clear terms and reinforces our Core Values (Integrity, Teamwork, Performance and Learning). However, you should recognise that the Code of Conduct is only a guide. Employees of ethical companies do not engage in ethical behaviour simply because they have been given a Code of Conduct. They engage in ethical behaviour because they truly desire to work in an ethical environment, in which ethical behaviour surrounds them and that influences all of their actions. They want to do the right thing even when no one is looking.

Abiding by the standards within the Code of Conduct, however, is just the first step. It is also necessary for each of us to raise any questions and report any concerns, in a timely fashion, regarding the Company's failure to meet these standards. If you have a question or concern about what is proper conduct for you or for anyone else, promptly raise the issue to your supervisor, any member of the Board of Directors. Nothing should compromise our steadfast commitment to integrity.

We all share the responsibility of making our Core Values a central part of our everyday business activities so that our reputation is maintained. Any company's reputation can be easily undermined, and it is imperative that you read, understand, and strictly adhere to the principles of our Code of Conduct so that our Company will maintain its outstanding reputation.

Yours faithfully,

**Michael McNeilly**

**Chief Executive Officer**

**The Code of Conduct focuses on our people. Why? The reason is simple. Our Company is more than the whole of its assets, operations and policies. Most importantly, our employees are the indispensable ingredient that holds METAL TIGER together, creates its reputation, and ensures its progress and success.**

## Introduction

Our Code of Conduct has been adopted by the Company's Board of Directors and constitutes the Company's primary behaviour guide for all METAL TIGER employees.

It incorporates our basic standards of ethical and legal behaviour. It provides emphasis to our commitment, as a corporate family, to ethics and compliance with the law. It alerts employees to critical issues, which require consideration and caution. The Code of Conduct is also designed as a preventive tool—to help prevent and detect violations of the Company's policies and the law.

The Code of Conduct does not have answers for every situation or dilemma that we may confront. It does provide substantial guidance concerning acceptable behaviour and assistance with various ethical and legal issues. Ethical behaviour is not always easy to define. However, fairness, honesty, respect and trust (which are inherent in our Core Values of Integrity, Learning, Performance and Teamwork) are the principal characteristics of ethical behaviour. For all of us as employees, the basic requirement is that we conduct ourselves in a responsible manner. Good corporate citizenship requires that we do what is right.

METAL TIGER recognises that its two most important assets are its employees and its integrity. These assets are inseparable. With the objective of attaining the highest standard of business ethics, METAL TIGER is dedicated to fostering an environment that is conducive to the achievement of the full potential of each employee. This environment is one where dialogue is fostered through self-expression based on responsible opinions, attitudes and concerns and ensures that proper channels of communication exist to allow such expressions to generate a proper management response.

As you read this Code of Conduct you should bear in mind the following:

- a) Ethical behaviour and compliance with the law are conditions of employment. Even "well intentioned" actions that violate the Code of Conduct, other Company policies or the law will result in appropriate disciplinary action, including termination. For example, if an employee suspects that an action is wrong, but pursues that action because he or she believes that the revenue or profit outweighs corporate policy or applicable laws then he or she will be subject to discipline. New employees are required to sign a statement indicating that they have read, understand, and will comply with the Code of Conduct. Employees are periodically asked to reaffirm their compliance with the Code of Conduct.

- b) We will not conduct business where the business environment is such that operating in an ethical, legal way is not possible. This applies to relationships with stakeholders, contractors, government representatives, partners and vendors. No single business unit's profitability is more important than the reputation and good will of METAL TIGER.
- c) The Company's Board of Directors and its management are committed to the principles expressed in this Code of Conduct, and all of us must conduct ourselves in conformance with this Code of Conduct.
- d) We must all work together to maintain METAL TIGER's reputation for integrity. All employees are expected to act in the best interest of the Company and to promote and protect the good name and reputation of METAL TIGER. Our Code of Conduct provides us with a better understanding of the principles that must govern all of our business activities.

The laws and regulations applicable to the matters addressed in this Code of Conduct (e.g., antiboycott, employment, economic sanctions, environmental, export, health, labour, safety and securities laws) are complex, subject to frequent changes, and vary from country to country. For this reason, the Company encourages its employees to seek appropriate advice if they have any doubt regarding the lawfulness or appropriateness of any proposed action.

## **Code of Conduct**

### **Communications**

**METAL TIGER is committed to conducting business in an open and honest manner. All communications, whether internal or external, should be accurate and forthright. These communications may include, but are not limited to, general internal reports and memoranda, advertising, media broadcasts, marketing, sales brochures and illustrations.**

The Company will provide accurate information when promoting its services. Misleading, false, or exaggerated claims concerning our services, or those of our competitors, are unacceptable. These same principles must be adhered to when responding to inquiries from stakeholders, fellow employees, the media, regulatory agencies and stockholders. The publication or circulation, either internally or externally, of any oral or written statement that is false, derogatory, malicious or defamatory of any other person, and in particular METAL TIGER's competitors, is prohibited.

The Company is also committed to fostering an environment where personnel records and medical files are treated with the same respect and confidentiality given to the Company's and our stakeholders' records. METAL TIGER will only collect, use and disclose employee information on a business need-to-know basis in conformance with applicable regulations or when required by law or court order. This policy also applies to former employees.

The Company has issued and will issue, from time to time, other policies and directives with regard to communication, including the use of Company electronic communications systems. Employees are expected to be familiar with and observe all such policies and directives.

## Employment Practices

**Employees constitute our most indispensable asset. The Company recognises that the inherent value of this asset is reflected in the ability, integrity, knowledge and talent of its employees. To recruit and retain the high-calibre employees that reflect these values, the Company's guiding principle will be to:**

- Provide an environment where employees will adhere to our Code of Conduct and conduct themselves with fairness, honesty, integrity and professionalism in the performance of their functions and in all of their business relationships (treating one another with respect and professionalism is not just good business – in certain instances, these basic tenets of interpersonal behaviour are a matter of law);
- Provide equal opportunity for all in recruiting, hiring, developing, promoting and compensating without regard to age, colour, disability unrelated to job performance, gender, national origin, race, religion, sexual orientation or any other basis that is protected under applicable law; and
- Maintain a professional, safe and discrimination-free work environment, i.e., an environment where mutual respect is the absolute minimum of behaviour expected from everyone.

It is the Company's policy to hire, evaluate and promote employees on the basis of their ability, achievements, experience and performance. Management will promote an environment where merit is the sole predicate for advancement. Ethnic, racial, religious, sexual or any other type of harassment is unacceptable. An example of unacceptable practices in this regard is the use of the electronic mail system to receive or disseminate correspondence or materials that are sexually offensive, disparaging of others on the basis of age, creed, disability, gender, national origin, race, religion, sexual orientation, or which are false, derogatory to or maliciously critical of others.

In order to provide an environment that is conducive to productivity and personal growth, the Company prohibits sexual harassment of any kind, whether the harasser or the victim is a co-worker, supervisor, agent, stakeholder, guest or vendor. Inappropriate or unwelcome sexual behaviour, either physical or verbal in nature, interferes with and obstructs performance in the workplace, violates Company policy and may constitute sexual harassment, which is against the law in some jurisdictions where we operate. The Company's policy also prohibits retaliation against anyone who has made a harassment complaint.

If an employee believes he or she has experienced, learned of or witnessed harassment, the employee must immediately notify a Human Resources representative or a supervisor. The Company will promptly investigate each complaint and remedy the situation when a violation of Company policy has occurred. The laws affecting employment practices are complex and constantly evolving. Therefore, it is critical that each supervisor maintain awareness of the Company's employment policies by seeking appropriate advice of those within the Company who are responsible for keeping abreast of such legal developments or employment policies, i.e., the appropriate Human Resources representatives or METAL TIGER's Legal Counsel.

### **Conflicts of Interest**

**Employees must not engage in, or give the appearance of engaging in any activity involving a conflict, or reasonably foreseeable conflict, between personal interests and those of the Company. There must be no divided allegiances between employees, officers, and directors and the Company. Therefore, any outside employment or outside business involvement by a Company employee must be made known by the employee to his or her supervisor.**

The following examples are illustrative of situations to avoid:

- Undisclosed participation by an employee, officer or director, or a family member in a business transaction involving the Company and another entity or an individual with whom the employee, officer or director (or his or her family) has a financial relationship;
- The use for personal gain by employees, officers or directors (or their family members) of any confidential or proprietary information obtained as a result of their relationship with the Company, e.g., unauthorised use of confidential or proprietary information, including patents, trademarks or unpublished "inside" business information;
- The supervision by an employee of a family member, romantic interest or co-habitant, the latter being Company employees, where the former has discretionary authority with regard to, among other things, compensation and promotions;
- The direct or indirect financial interest in any business or organisation with a METAL TIGER vendor or competitor where the employee, officer or director has the ability to influence the decision with respect to the

- Company's business (e.g., the vendor or competitor is owned, managed or controlled by a family member, close friend or co-habitant);
- The misappropriation of business opportunities or potential business opportunities by an employee, officer or director;
  - An employee having an outside business or other interests which interfere(s) with the employee's ability to perform his or her Company duties;
  - Conducting personal business on Company time or using Company facilities and equipment therefore; or
  - Undisclosed employee ownership of in excess of five percent (5%) of the securities of a publicly traded company.
  - The foregoing is a non-exclusive set of examples. The key to the successful resolution of any Conflict of Interest situation is prior disclosure. Any employee, officer, or director of the Company having any doubts as to whether a particular set of circumstances constitutes an impermissible conflict of interest should seek appropriate advice and clearance from his or her supervisor before the fact. In case of any doubt, the supervisor should seek appropriate assistance from the Group Finance Director.

## **Financial Integrity**

Management, shareholders, creditors, our colleagues and governmental entities rely upon the accuracy of the Company's accounting records. It is therefore imperative that the accounting records and reports produced or derived from those records, be maintained and presented in accordance with the laws and regulations in each applicable jurisdiction. Those records must accurately and fairly reflect in reasonable detail the assets, liabilities, expenses and revenues of the Company.

The responsibility for ensuring that false or intentionally misleading entries are not made in the Company's accounting records resides not only with finance and audit personnel but also with all other employees. False and misleading accounting records, transactions, books and reports are strictly prohibited. Maintaining secret or unrecorded Company funds or bank accounts are also strictly prohibited. All Company records must be truthful and accurate.

No intentional misclassification of transactions as to accounts, business units or accounting periods are permitted and accurate documentation in reasonable detail must support all transactions. This applies to all transactions, large or small. Thus, the preparation of expense reports and time sheets, the posting of sales and

marketing data, and the recording of significant capital improvements or investments require the same degree of accuracy and transparency.

The Company attaches as much significance to its employees' avoidance of the appearance of irregularity as it does to actual instances of conflict of interest. Perceptions can be just as damaging to the affected employee's or the Company's reputation as the reality of a conflict of interest.

The Company may periodically ask employees to submit a formal declaration with regard to possible conflicts of interest. Providing timely, candid responses in such declarations is a condition of continuing in employment. All such declarations and other information reported by employees relating to conflict of interest shall be maintained by the Company on a confidential basis, unless otherwise required to disclose by law or court order.

### **Entertainment, Favours and Gifts**

**METAL TIGER is committed to the development of durable and long-term relationships with stakeholders, communities in which the Company operates, stockholders and vendors. Our integrity and good name is fundamental to the creation of such relationships.**

As a general rule, employees must not accept anything from third parties that may influence the business decisions they make on behalf of the Company. To that end, employees are prohibited from accepting anything of value from third parties, except as provided herein. Employees may accept gifts of nominal value. For purposes of this Code of Conduct "nominal" is a value of Two Hundred Fifty Pounds (GBP £250.00) or less, or its equivalent in any other currency, unless such gift (or series of gifts) would create the appearance of potentially influencing the business decisions of the employee.

The exchange of social amenities (i.e., business lunches, dinners or entertainment) between Company employees and third parties is acceptable when reasonably related to a clear business purpose and within the bounds of good taste and what is customary in a normal business relationship. However, any entertainment, favour or gift that is too repetitive or carries a perception of influence or obligation for the giver or the recipient is inappropriate. The appearance of impropriety must be avoided.

## **Misuse of Company Assets**

**As employees of METAL TIGER each one of us is a steward of its assets. As such, employees have the obligation to (a) protect and preserve the Company's assets and resources and (b) assist the Company in its efforts to control costs.**

Company assets include, but are not limited to, such things as electronic mail, computer systems, documents, equipment, facilities, information, the Company's logo and name, materials and supplies. Any use of these assets for purposes other than the discharge of Company business is to be avoided. Moreover, the use of the Company's assets and resources for personal financial gain is strictly prohibited.

All Company employees are required to respect the Company's confidential and proprietary information and trade secrets. A trade secret is generally defined as any type of information that the Company maintains as confidential and that provides the Company with an opportunity to obtain an advantage over its competitors that do not know or use such information. This can include inventions, business information, technical information, computer programs, and manufacturing expertise.

Unless an appropriate officer of the Company authorises in writing the release or disclosure of Company confidential, proprietary, or trade secret information, employees shall not make any such disclosure. Additionally, the Company absolutely forbids the use or disclosure of any non-Company confidential, proprietary, or trade secret information, including that which comes to you or the Company through legitimate channels, a previous employer, competitor or vendor, unless so authorised in writing by the owner of the information.

The use of Company assets and resources for anything other than the conduct of Company business (e.g., personal, community or charitable endeavours) requires express written authorisation from a supervisor.

What constitutes misuse of Company assets and resources? How do we know if personal use of Company assets and resources crosses the line of reasonableness? The following examples are provided as illustrative of misuse and unreasonableness:

- Use of Company facilities for personal gain;
- The excessive use of the telephone or facsimile long-distance for personal purposes;
- The routine taking of office supplies or equipment for personal consumption or use at home, e.g., using Company equipment to repair personal property;
- The personal use of Company vehicles without express authorisation;
- The unauthorised copying of computer software programs; and
- The use of Company issued credit card(s) for personal purchases.

## **Health, Safety and Environment**

**METAL TIGER will conduct its business in a manner that avoids harm to people and respects the environment. It is committed to continuous improvement toward zero incidents through a Health, Safety and Environment (HSE) Management System and to compliance with all applicable safety, health and environmental laws and regulations. This commitment extends to initiatives undertaken to reduce and eliminate injuries in the workplace and pollution prevention.**

In this regard, METAL TIGER is committed to transparency and open communication. That is, we will communicate our health, safety and environmental goals to the communities where we operate, to our stakeholders, to our stockholders and to the general public. The Company will maintain a systematic process, which implements pollution preventive measures precluding the release of hazardous substances into the environment.

Safety and environmental protection is a condition of employment for all METAL TIGER employees. They are accountable for their own safety and the safety of those around them. No deviations from Company safety practices or procedures are permitted without the approval of the appropriate Company personnel or government regulatory agency. The disposal of waste in violation of laws or regulations and/or corporate policies, as well as the concealment, destruction or falsification of records, are strictly prohibited.

Employee violations of applicable legal requirements or corporate policies related to health, safety and environment, or the intentional failure to prevent violations or take reasonable corrective action are unacceptable and will be subject to appropriate disciplinary action, including termination.

## **Inside Information and Insider Trading**

**Company policy, public stock exchanges and National laws establish strict guidelines for the use of material, non-public information (“inside information”) by employees, officers and directors. “Inside information” is generally defined as knowledge of Company business that has not been publicly disclosed and which may have an effect on the value of Company shares or those of its parent company owner (e.g., earnings estimates, significant business investments, mergers, acquisitions, dispositions and other developments, expansion or curtailment of operations, and other activity of significance). “Material” inside information is confidential corporate information that would influence a reasonable person’s decision to buy, hold or sell shares.**

Accordingly, the Company requires all employees to strictly observe the following requirements:

- All information about the Company not generally available to the public must be treated as confidential;
- Employees receiving or having access to inside information are prohibited from trading in METAL TIGER shares for their benefit;
- Employees must not disclose inside information to any other existing or potential investors in the Company, including spouses, relatives, friends, co-habitants or business associates; and
- Employees who may have obtained inside information relating to publicly held companies (including, clients, vendors and competitors), in connection with their employment at METAL TIGER, are prohibited from trading in securities of such companies.

## **Competition Laws**

**The Company is committed to conducting its business in an open, vigorous and competitive fashion. Any activity that undermines this commitment is unacceptable and may also be illegal. Therefore, all purchases and sales must be predicated strictly on considerations of efficiency, price, quality, service and suitability.**

The European Union and many countries regulate and in some instances prohibit certain types of anticompetitive behaviour. Distribution agreements, patent, copyright and trademark licences, territorial restrictions on resellers, rebates and discounts to stakeholders are but a few of the subjects, which may be covered by Competition Laws. The Company's policy is to comply with both the letter and the spirit of the competition laws of the countries where we operate. The Company expects every employee to comply with them fully. Violations of the law can result in severe penalties, including personal criminal liability. Due to the complexity of competition laws it would be impossible to provide a detailed discussion of them in this Code of Conduct.

However, the following examples illustrate practices that are prohibited:

- Price fixing and bid rigging, i.e., agreements with competitors on prices to charge stakeholders or potential stakeholders;
- The allocation of markets, whether geographically or otherwise, by competitors;
- The fixing of production or production quotas by competitors;
- Competitors fixing of resale prices or other terms and conditions of resale with stakeholders, or fixing the terms and conditions of purchases, like price or quantity discounts;
- The sharing of information by competitors about present and future pricing of commodities or services which they sell or intend to sell; and
- The concerted refusal to deal with a stakeholder. The Company has the right to unilaterally select the stakeholders with whom it will do business. However, this right must be exercised alone without suggestion from competitors or other stakeholders.

### **Substance Abuse (Alcohol and Drugs)**

**It is a policy of the Company to make every effort to provide its employees with a safe and productive work environment and to maintain the confidence of our other constituents, namely, stakeholders, shareholders and suppliers. To this end, the possession, purchase, sale, transfer, use or presence in one's system of any illegal drugs or controlled substances (except drugs medically prescribed for the employee) by any employee while on Company premises, engaged in Company business, or while operating Company vehicles or equipment, is prohibited.**

Similarly, the possession, purchase, sale, transfer or unauthorised use of alcohol in a Company facility or on Company premises is prohibited. The use or consumption of alcohol and drugs off the job or off the Company premises (e.g., driving a Company-owned or rented vehicle while intoxicated or under the influence of drugs) may also be the subject of disciplinary action if such use impairs the job performance of an employee, or endangers the health or safety of employees or the public. Illegal drugs and controlled substances are defined as all forms of depressants, hallucinogens, narcotics, stimulants and other drugs whose possession, transfer or use is restricted or prohibited by law.

All Company entities, wherever located throughout the world, will abide by applicable laws and regulations relative to the possession, purchase, sale, transfer or use of alcohol and drugs.

## **Transacting International Business**

**The Company operates in different countries. This dimension of our business adds a certain complexity to our endeavours with regard to the way in which we conduct ourselves. It is Company policy to abide by the national and local laws of the countries where we operate, except to the extent penalised by U.K. and European law. This includes, but is not limited to, immigration, customs, tax or exchange control laws or regulations. Actions taken with the intent to circumvent the application of such laws are prohibited. The observance of applicable laws, including the laws of the U.K. that have application outside of United Kingdom, is a strict requirement for all employees in the conduct of the Company's affairs.**

In essence, this means that all employees are required to be familiar with the laws affecting their business activities and assume responsibility for compliance. The following are four subject areas that must be observed in the conduct of international business transactions by or on behalf of the Company.

### **1. Antiboycott Laws**

The U.S. has antiboycott laws and regulations which prohibit or severely restrict companies from participating in boycotts against countries friendly to the United States, chiefly the Arab boycott of Israel. Additionally, U.S. law prohibits compliance with requests for information or other actions that further boycotts. U.S. law also

requires the Company to report, in certain instances, both legal and illegal boycott requests to the U.S. government. Violations can result in criminal penalties, loss of tax benefits, and loss of export privileges. It is important that employees involved in international transactions become aware of boycott laws of the U.S. and other jurisdictions.

## **2. The Bribery is Strictly Prohibited**

The Company prohibits bribery in the conduct of its business. All employees are required to comply with the United Kingdom's Bribery Act 2010 ("BA").

The BA:

- provides a more effective legal framework to combat bribery in the public or private sectors
- replaces the fragmented and complex offences at common law and in the Prevention of Corruption Acts 1889-1916
- creates two general offences covering the offering, promising or giving of an advantage, and requesting, agreeing to receive or accepting of an advantage
- creates a discrete offence of bribery of a foreign public official
- creates a new offence of failure by a commercial organisation to prevent a bribe being paid for or on its behalf (it will be a defense if the organisation has adequate procedures in place to prevent bribery)
- requires the Secretary of State to publish guidance about procedures that relevant commercial organisations can put in place to prevent bribery on their behalf
- helps tackle the threat that bribery poses to economic progress and development around the world.

The bribery of foreign government officials (including officials of designated public international organisations), political party candidates or officials, or political parties is prohibited. Bribery can take many forms, including the payment of money or anything else of value (such as "in kind" items or services for example).

The BA also requires that the Company's books, records and accounts be kept in reasonable detail to reflect accurately and fairly all transactions. Bribes, kickbacks or otherwise giving of anything else of value, in an attempt to influence the action or inaction of a public official, will not be tolerated and are strictly prohibited. This prohibition extends to payments to consultants, agents or any other intermediary when the payer knows or has reason to believe that some part of the payment or "fee" will be used to bribe or otherwise influence a public official. In essence, this means that all employees are required to be familiar with the laws affecting their business activities and assume responsibility for compliance.

If any employee is confronted with a demand for a bribe from anyone, such demand must be reported immediately to his or her supervisor and to the Group Finance Director.

So-called "grease" or "facilitating" payments for routine governmental actions, which are usually performed by low-ranking officials engaged in ministerial duties, are excepted from the prohibitions under the U.S.'s Foreign Corrupt Practices Act ("FCPA"). However, they are prohibited under the BA. Therefore, Company employees and representatives must not make facilitating payments to any foreign official, unless the circumstance involves an imminent threat to the health, safety or welfare of any employee or a member of his or her family or a co-worker. If a facilitating payment is made under these emergency situations, it must be accurately recorded in the Company's books and records, and immediately reported to the employee's supervisor, or the Group Finance Director.

The Company also prohibits:

- Subterfuge of any kind, e.g., the payment of "bonuses" to agents or other third parties for questionable activities;
- Activities intended to circumvent laws concerning the retention of, or payments to, agents or consultants
- The recording of any false or artificial entries on the books and records of the Company or its subsidiaries;
- Cash disbursement, except for reasonable amounts drawn from established and properly recorded petty cash accounts; and

Cheques payable to cash or bearer. Exceptions will be made only with the prior written approval of the Company's Group Finance Director.

The BA does contain certain exceptions for conduct, which otherwise illegal, may be permissible. However, and prior to making any payment or giving anything of value (whether in-kind or otherwise) to a public official, or in the event that questions arise with regard to the proper maintenance of Company books and records, employees must seek the advice of their supervisor or the Group Finance Director.

The Company has instituted certain Due Diligence Procedures (the "Procedures"), which must be followed by all employees prior to the engagement of agents, consultants and other representatives.

The Procedures and the Company's Guide to Complying with the Foreign Corrupt Practices Act are available from the Legal Department. They may also be viewed on the Company Web site under the heading of Company Policies, Legal Compliance.

For further information on the BA see:

<http://www.justice.gov.uk/publications/bribery-bill.htm>

### **3. Export Controls**

Employees involved in any export transaction must observe the following requirements:

- All information furnished in connection with the export must be accurate and truthful, including information relative to the value of the exports and the technology in question. This requirement applies whether the information is furnished to the government, co-workers or third parties that are engaged to facilitate the export on behalf of the Company.
- Ensure that a regulation or specific export license covers the export in question. This rule applies to exports of goods and services, as well as exports of technology.
- Be alert to instances in which inaccurate information may have been furnished to us or to our agents relative to the ultimate destination or use of the products.
- The definition of "export" is quite extensive. For example, a conversation of a technical nature with a citizen of another country may constitute an export.

If any employee has a doubt as to whether any situation involves an "export" or the bona fides of the information being provided to us relative to the ultimate destination or use of anything that we export, guidance should be sought from the Group Finance Director or the Chief Executive Officer.

### **4. U.K. Economic Sanctions**

From time to time the United Kingdom prohibits or restricts trade and other commercial dealings between certain countries, including residents and citizens of those countries. Violations of the restrictions and prohibitions can result in the imposition of substantial fines or imprisonment for prosecuted violators. The Company requires that all employees adhere to the letter and the spirit of these restrictions and prohibitions. The countries, and citizens or residents of those countries, which are the target of these prohibitions change, from time to time. Further, the regulatory controls on those countries vary both in scope and complexity. For these reasons, it is imperative that employees seek advice from the Group Finance Director or Chief Executive Officer, which may involve any country

subject to the sanctions. The Company shall periodically issue notifications to affected employees concerning these matters.

### **Effective Date of the Code of Conduct and Board Review**

This Code of Conduct became effective on 1<sup>st</sup> January 2017 and supersedes any prior similar documents.

The Board will review this Code of Conduct periodically. The Company Secretary will communicate any amendments to employees as appropriate.

### **Observance of Our Code of Conduct**

**We expect everyone to observe the letter and the spirit of the Code of Conduct. Periodically, certain employees are required to complete and sign the Code of Conduct Questionnaire (the "Questionnaire"). Except where expressly prohibited by written law, the completion and return of the Questionnaire is a condition of employment. The Questionnaire contains an acknowledgement that the employee has read the Code of Conduct and complies with its requirements. The Questionnaire is sent annually to certain employees by the Group Finance Director on behalf of the Audit Committee of the Board of Directors. Any employee who violates our Code of Conduct, Company policies and procedures or the law, or knowingly permits a subordinate to do so, will be subject to disciplinary action up to and including termination, civil prosecution, or claims for damages or losses. Disciplinary action for violations will be applied consistently and fairly throughout the Company.**

The Audit Committee of the Board of Directors of the Company shall have oversight of the administration of our Code of Conduct and responsibility for the corporate compliance effort within the Company. At least once a year, the Group Finance Director shall inform the Audit Committee about the Company's corporate compliance activities and of the occurrence of all significant events relating to the Code of Conduct.

## **General Information**

### **Reporting of Violations and Protection from Retaliation**

**Any violation of this Code of Conduct causes harm to the Company, to fellow employees and ultimately to shareholders. Violations may result in physical injuries, the impairment of corporate assets, monetary losses, violations of the law, penalties and, in certain instances, such violations may result in irreparable injury to the reputation of METAL TIGER. For these reasons, employees are obligated to promptly report any concerns or problems or any actual or suspected violations of our Code of Conduct to the Group Finance Director.**

The decision to report a concern or problem is not always easy. Nonetheless, the Company encourages employees to discuss their concerns and seek assistance, irrespective of the nature of the problem or how insignificant the problem may appear. The Company wants to ensure that employees seeking advice will receive prompt guidance before the fact, i.e., prior to engaging in conduct that may be in violation of the Code of Conduct. No employee shall suffer retaliation in any form for reporting, in good faith, suspected violations of this Code of Conduct. Disciplinary action will be taken against anyone who retaliates directly or indirectly against any employee who reports an actual or suspected violation of the Company's policies or the Company's Code of Conduct. This policy applies even in those instances where the allegation appears ultimately groundless provided that the allegation was made in good faith.

Any employee who knowingly reports false or misleading information will, however, be subject to disciplinary action. The Company will make every effort to safeguard the confidentiality of statements and other information reported by employees. Subject only to legal requirements or court order, the Company will also endeavour, when requested, to maintain the anonymity of employees reporting suspected violations in good faith.

### **Employee Resources for Reporting and Asking Questions**

**The appropriate Company personnel should be sought for advice whenever there are any questions or concerns about compliance with this Code of**

**Conduct, Company policies and procedures, applicable laws; or in those instances when a suspected violation of the Code of Conduct needs to be reported; or there is a question as to the “right thing” to do under any given circumstances. If an employee is uncomfortable discussing the particular issue with his or her supervisor, or the supervisor does not answer the question or problem to the satisfaction of the employee, employees should contact the appropriate Human Resources representative for their company , or report the matter to the Group Finance Director or Chief Executive Officer.**

The Company's Business Ethics Help Line Program also allows Company employees to bring to the Company's attention any concerns the employee may have regarding any actual or potential illegal or unethical activities.

The Company recognises that employees have concerns about confidentiality, and the Company respects the need for anonymity in certain instances. Callers, if they desire, may remain anonymous.

When a Company employee calls the Company Chairman the employee may identify himself or herself or may remain anonymous. However, please remember that anonymous calls sometimes make it extremely difficult to conduct investigations, answer questions and solve problems.

You can also contact directly:

**Group Finance Director**

+44 (0)207 099 0738

+44 (0) 7973 177 095

**Chief Executive Officer**

+44 (0) 207 099 0738

+44 (0) 7539 103 798

**Non- Executive Chairman**

+44 (0)7962 394 294

## **Definitions**

Throughout the Code of Conduct, the terms “we,” METAL TIGER” and “Company” are used interchangeably to refer to METAL TIGER PLC and all of its associated companies which METAL TIGER owns, directly or indirectly, more than fifty percent of the voting shares. The use of such terms as “we,” “METAL TIGER” or “Company” is for convenience only and is not intended as an accurate description of corporate or other legal relationships between or among METAL TIGER plc and its associates. Throughout this document, the phrase, “Code of Conduct” refers solely to the METAL TIGER plc Business Code of Conduct.

## **Application of the Code of Conduct**

METAL TIGER expressly states that:

- It reserves the right to unilaterally change at any time its policies, guidelines and related procedures;
- Nothing contained in METAL TIGER’s policies or guidelines shall be construed or applied as binding interpretation or definition of the law or industry practice;
- Nothing contained in the Code of Conduct or other publications of the Company is intended by the Company to be, nor shall it be construed as, an employment agreement; and
- Any act by METAL TIGER’s employees or agents in violation of the law or METAL TIGER’s policies is beyond the scope of such person’s authority and is not an act by or on behalf of METAL TIGER.

**Appendix 1**

**METAL TIGER**

**Please return the formed signed by yourself to your Human Resources representative:**

This certifies that I,.....

Have received a copy of the METAL TIGER PLC Group Business Code of Conduct.

I have read and understood the document, agree to abide by it, and understand that failure to do so will result in disciplinary action, which may include termination of employment and/or loss of employee benefits.

Employee-Signature.....

Date.....

Print Name.....

Job Title.....

Location.....

## **Appendix 2**

### **Extracts from Bribery Act 2010**

**The following extracts from the BA must be read and understood by all employees.**

#### **1. Offences of bribing another person**

- 1) A person ("P") is guilty of an offence if either of the following cases applies.
- 2) Case 1 is where–
  - a) P offers, promises or gives a financial or other advantage to another person, and
  - b) P intends the advantage–
    - i) to induce a person to perform improperly a relevant function or activity, or
    - ii) to reward a person for the improper performance of such a function or activity.
- 3) Case 2 is where–
  - a) P offers, promises or gives a financial or other advantage to another person, and
  - i) P knows or believes that the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity.
- 4) In Case 1 it does not matter whether the person to whom the advantage is offered, promised or given is the same person as the person who is to perform, or has performed, the function or activity concerned.
- 5) In Cases 1 and 2 it does not matter whether the advantage is offered, promised or given by P directly or through a third party.

#### **2. Offences relating to being bribed**

- 1) A person ("R") is guilty of an offence if any of the following cases applies.

- 2) Case 3 is where R requests, agrees to receive or accepts a financial or other advantage intending that, in consequence, a relevant function or activity should be performed improperly (whether by R or another person).
- 3) Case 4 is where—
  - a) R requests, agrees to receive or accepts a financial or other advantage, and
  - b) the request, agreement or acceptance itself constitutes the improper performance by R of a relevant function or activity.
- 4) Case 5 is where R requests, agrees to receive or accepts a financial or other advantage as a reward for the improper performance (whether by R or another person) of a relevant function or activity.
- 5) Case 6 is where, in anticipation of or in consequence of R requesting, agreeing to receive or accepting a financial or other advantage, a relevant function or activity is performed improperly—
  - a) by R, or
  - b) by another person at R's request or with R's assent or acquiescence.
- 6) In cases 3 to 6 it does not matter—
  - a) whether R requests, agrees to receive or accepts (or is to request, agree to receive or accept) the advantage directly or through a third party,
  - b) whether the advantage is (or is to be) for the benefit of R or another person.
- 7) In cases 4 to 6 it does not matter whether R knows or believes that the performance of the function or activity is improper.
- 8) In case 6, where a person other than R is performing the function or activity, it also does not matter whether that person knows or believes that the performance of the function or activity is improper.

### **3. Function or activity to which bribe relates**

- 1) For the purposes of this Act a function or activity is a relevant function or activity if—
  - a) it falls within subsection (2), and
  - b) meets one or more of conditions A to C.
- 2) The following functions and activities fall within this subsection—
  - a) any function of a public nature,
  - b) any activity connected with a business,
  - c) any activity performed in the course of a person's employment,
  - d) any activity performed by or on behalf of a body of persons (whether corporate or unincorporate).
- 3) Condition A is that a person performing the function or activity is expected to perform it in good faith.

- 4) Condition B is that a person performing the function or activity is expected to perform it impartially.
- 5) Condition C is that a person performing the function or activity is in a position of trust by virtue of performing it.
- 6) A function or activity is a relevant function or activity even if it–
  - a) has no connection with the United Kingdom, and
  - b) is performed in a country or territory outside the United Kingdom.
- 7) In this section “business” includes trade or profession.

#### **4. Improper performance to which bribe relates**

- 1) For the purposes of this Act a relevant function or activity–
  - a) is performed improperly if it is performed in breach of a relevant expectation, and
  - b) is to be treated as being performed improperly if there is a failure to perform the function or activity and that failure is itself a breach of a relevant expectation.
- 2) In subsection (1) “relevant expectation”–
  - a) in relation to a function or activity which meets condition A or B, means the expectation mentioned in the condition concerned, and
  - b) in relation to a function or activity which meets condition C, means any expectation as to the manner in which, or the reasons for which, the function or activity will be performed that arises from the position of trust mentioned in that condition.
- 3) Anything that a person does (or omits to do) arising from or in connection with that person's past performance of a relevant function or activity is to be treated for the purposes of this Act as being done (or omitted) by that person in the performance of that function or activity.

#### **5. Expectation test**

- 1) For the purposes of sections 3 and 4, the test of what is expected is a test of what a reasonable person in the United Kingdom would expect in relation to the performance of the type of function or activity concerned.
- 2) In deciding what such a person would expect in relation to the performance of a function or activity where the performance is not subject to the law of any part of the United Kingdom, any local custom or practice is to be disregarded unless it

is permitted or required by the written law applicable to the country or territory concerned.

- 3) In subsection (2) "written law" means law contained in—
  - a) any written constitution, or provision made by or under legislation, applicable to the country or territory concerned, or
  - b) any judicial decision which is so applicable and is evidenced in published written sources

## **6. Bribery of foreign public officials**

- 1) A person ("P") who bribes a foreign public official ("F") is guilty of an offence if P's intention is to influence F in F's capacity as a foreign public official.
- 2) P must also intend to obtain or retain—
  - a) business, or
  - b) an advantage in the conduct of business.
- 3) P bribes F if, and only if—
  - a) directly or through a third party, P offers, promises or gives any financial or other advantage—
    - i) to F, or
    - ii) to another person at F's request or with F's assent or acquiescence, and
  - b) F is neither permitted nor required by the written law applicable to F to be influenced in F's capacity as a foreign public official by the offer, promise or gift.
- 4) References in this section to influencing F in F's capacity as a foreign public official mean influencing F in the performance of F's functions as such an official, which includes—
  - a) any omission to exercise those functions, and
  - b) any use of F's position as such an official, even if not within F's authority.
- 5) "Foreign public official" means an individual who—
  - a) holds a legislative, administrative or judicial position of any kind, whether appointed or elected, of a country or territory outside the United Kingdom (or any subdivision of such a country or territory),
  - b) exercises a public function—
    - i) for or on behalf of a country or territory outside the United Kingdom (or any subdivision of such a country or territory), or
    - ii) for any public agency or public enterprise of that country or territory (or subdivision), or
  - c) is an official or agent of a public international organisation.
- 6) "Public international organisation" means an organisation whose members are any of the following—
  - a) countries or territories,
  - b) governments of countries or territories,
  - c) other public international organisations,
  - d) a mixture of any of the above.
- 7) For the purposes of subsection (3)(b), the written law applicable to F is—

- a) where the performance of the functions of F which P intends to influence would be subject to the law of any part of the United Kingdom, the law of that part of the United Kingdom,
  - b) where paragraph (a) does not apply and F is an official or agent of a public international organisation, the applicable written rules of that organisation,
  - c) where paragraphs (a) and (b) do not apply, the law of the country or territory in relation to which F is a foreign public official so far as that law is contained in–
    - i) any written constitution, or provision made by or under legislation, applicable to the country or territory concerned, or
    - ii) any judicial decision which is so applicable and is evidenced in published written sources.
- 8) For the purposes of this section, a trade or profession is a business.

## **7. 7 Failure of commercial organisations to prevent bribery**

- 1) A relevant commercial organisation (“C”) is guilty of an offence under this section if a person (“A”) associated with C bribes another person intending–
  - a) to obtain or retain business for C, or
  - b) to obtain or retain an advantage in the conduct of business for C.
- 2) But it is a defence for C to prove that C had in place adequate procedures designed to prevent persons associated with C from undertaking such conduct.
- 3) For the purposes of this section, A bribes another person if, and only if, A–
  - a) is, or would be, guilty of an offence under section 1 or 6 (whether or not A has been prosecuted for such an offence), or
  - b) would be guilty of such an offence if section 12(2)(c) and (4) were omitted.
- 4) See section 8 for the meaning of a person associated with C and see section 9 for a duty on the Secretary of State to publish guidance.
- 5) In this section– “partnership” means–
  - (a) a partnership within the Partnership Act 1890, or
  - (b) a limited partnership registered under the Limited Partnerships Act 1907, or a firm or entity of a similar character formed under the law of a country or territory outside the United Kingdom,
 “relevant commercial organisation” means–
  - a) body which is incorporated under the law of any part of the United Kingdom and which carries on a business (whether there or elsewhere),

- b) any other body corporate (wherever incorporated) which carries on a business, or part of a business, in any part of the United Kingdom,
- c) a partnership which is formed under the law of any part of the United Kingdom and which carries on a business (whether there or elsewhere), or
- d) any other partnership (wherever formed) which carries on a business, or part of a business, in any part of the United Kingdom,
- e) and, for the purposes of this section, a trade or profession is a business.

## **8. Meaning of associated person**

- 1) For the purposes of section 7, a person ("A") is associated with C if (disregarding any bribe under consideration) A is a person who performs services for or on behalf of C.
- 2) The capacity in which A performs services for or on behalf of C does not matter.
- 3) Accordingly A may (for example) be C's employee, agent or subsidiary.
- 4) Whether or not A is a person who performs services for or on behalf of C is to be determined by reference to all the relevant circumstances and not merely by reference to the nature of the relationship between A and C.
- 5) But if A is an employee of C, it is to be presumed unless the contrary is shown that A is a person who performs services for or on behalf of C.

## **9. Guidance about commercial organisations preventing bribery**

- 1) The Secretary of State must publish guidance about procedures that relevant commercial organisations can put in place to prevent persons associated with them from bribing as mentioned in section 7(1).
- 2) The Secretary of State may, from time to time, publish revisions to guidance under this section or revised guidance.
- 3) The Secretary of State must consult the Scottish Ministers before publishing anything under this section.
- 4) Publication under this section is to be in such manner as the Secretary of State considers appropriate.
- 5) Expressions used in this section have the same meaning as in section 7.

## **10. Consent to prosecution**

- 1) No proceedings for an offence under this Act may be instituted in England and Wales except by or with the consent of—
  - a) the Director of Public Prosecutions,
  - b) the Director of the Serious Fraud Office, or
  - c) the Director of Revenue and Customs Prosecutions.
- 2) No proceedings for an offence under this Act may be instituted in Northern Ireland except by or with the consent of—
  - a) the Director of Public Prosecutions for Northern Ireland, or
  - b) the Director of the Serious Fraud Office.
- 3) No proceedings for an offence under this Act may be instituted in England and Wales or Northern Ireland by a person—
  - a) who is acting—
    - i) under the direction or instruction of the Director of Public Prosecutions, the Director of the Serious Fraud Office or the Director of Revenue and Customs Prosecutions, or
    - ii) on behalf of such a Director, or
  - b) to whom such a function has been assigned by such a Director, except with the consent of the Director concerned to the institution of the proceedings.
- 4) The Director of Public Prosecutions, the Director of the Serious Fraud Office and the Director of Revenue and Customs Prosecutions must exercise personally any function under subsection (1), (2) or (3) of giving consent.
- 5) The only exception is if—
  - a) the Director concerned is unavailable, and
  - b) there is another person who is designated in writing by the Director acting personally as the person who is authorised to exercise any such function when the Director is unavailable.
- 6) In that case, the other person may exercise the function but must do so personally.
- 7) Subsections (4) to (6) apply instead of any other provisions which would otherwise have enabled any function of the Director of Public Prosecutions, the Director of the Serious Fraud Office or the Director of Revenue and Customs Prosecutions under subsection (1), (2) or (3) of giving consent to be exercised by a person other than the Director concerned.
- 8) No proceedings for an offence under this Act may be instituted in Northern Ireland by virtue of section 36 of the Justice (Northern Ireland) Act 2002 (delegation of the functions of the Director of Public Prosecutions for Northern Ireland to persons other than the Deputy Director) except with the consent of the Director of Public Prosecutions for Northern Ireland to the institution of the proceedings.
- 9) The Director of Public Prosecutions for Northern Ireland must exercise personally any function under subsection (2) or (8) of giving consent unless the

function is exercised personally by the Deputy Director of Public Prosecutions for Northern Ireland by virtue of section 30(4) or (7) of the Act of 2002 (powers of Deputy Director to exercise functions of Director).

10) Subsection (9) applies instead of section 36 of the Act of 2002 in relation to the functions of the Director of Public Prosecutions for Northern Ireland and the Deputy Director of Public Prosecutions for Northern Ireland under, or (as the case may be) by virtue of, subsections (2) and (8) above of giving consent.

## **11. Penalties**

- 1) An individual guilty of an offence under section 1, 2 or 6 is liable–
  - a) on summary conviction, to imprisonment for a term not exceeding 12 months, or to a fine not exceeding the statutory maximum, or to both,
  - b) on conviction on indictment, to imprisonment for a term not exceeding 10 years, or to a fine, or to both.
- 2) Any other person guilty of an offence under section 1, 2 or 6 is liable–
  - a) on summary conviction, to a fine not exceeding the statutory maximum,
  - b) on conviction on indictment, to a fine.
- 3) A person guilty of an offence under section 7 is liable on conviction on indictment to a fine.
- 4) The reference in subsection (1)(a) to 12 months is to be read–
  - a) in its application to England and Wales in relation to an offence committed before the commencement of section 154(1) of the Criminal Justice Act 2003, and
  - b) in its application to Northern Ireland,
- 5) as a reference to 6 months.

## **12. Offences under this Act: territorial application E+W+S+N.I.**

- 1) An offence is committed under section 1, 2 or 6 in England and Wales, Scotland or Northern Ireland if any act or omission which forms part of the offence takes place in that part of the United Kingdom.
- 2) Subsection (3) applies if–
  - a) no act or omission which forms part of an offence under section 1, 2 or 6 takes place in the United Kingdom,
  - b) a person's acts or omissions done or made outside the United Kingdom would form part of such an offence if done or made in the United Kingdom, and
  - c) that person has a close connection with the United Kingdom.
- 3) In such a case–
  - a) the acts or omissions form part of the offence referred to in subsection (2)(a), and
  - b) proceedings for the offence may be taken at any place in the United Kingdom.

- 4) For the purposes of subsection (2)(c) a person has a close connection with the United Kingdom if, and only if, the person was one of the following at the time the acts or omissions concerned were done or made—
  - a) a British citizen,
  - b) a British overseas territories citizen,
  - c) a British National (Overseas),
  - d) a British Overseas citizen,
  - e) a person who under the British Nationality Act 1981 was a British subject,
  - f) a British protected person within the meaning of that Act,
  - g) an individual ordinarily resident in the United Kingdom,
  - h) a body incorporated under the law of any part of the United Kingdom,
  - i) a Scottish partnership.
- 5) An offence is committed under section 7 irrespective of whether the acts or omissions which form part of the offence take place in the United Kingdom or elsewhere.
- 6) Where no act or omission which forms part of an offence under section 7 takes place in the United Kingdom, proceedings for the offence may be taken at any place in the United Kingdom.
- 7) Subsection (8) applies if, by virtue of this section, proceedings for an offence are to be taken in Scotland against a person.
- 8) Such proceedings may be taken—
  - a) in any sheriff court district in which the person is apprehended or in custody,  
or
  - b) in such sheriff court district as the Lord Advocate may determine.
- 9) In subsection (8) “sheriff court district” is to be read in accordance with section 307(1) of the Criminal Procedure (Scotland) Act 1995.

### **13. Defence for certain bribery offences etc.**

- 1) It is a defence for a person charged with a relevant bribery offence to prove that the person's conduct was necessary for—
  - a) the proper exercise of any function of an intelligence service, or
  - b) the proper exercise of any function of the armed forces when engaged on active service.
- 2) The head of each intelligence service must ensure that the service has in place arrangements designed to ensure that any conduct of a member of the service

which would otherwise be a relevant bribery offence is necessary for a purpose falling within subsection (1)(a).

- 3) The Defence Council must ensure that the armed forces have in place arrangements designed to ensure that any conduct of—
  - a) a member of the armed forces who is engaged on active service, or
  - b) a civilian subject to service discipline when working in support of any person falling within paragraph (a), which would otherwise be a relevant bribery offence is necessary for a purpose falling within subsection (1)(b).
- 4) The arrangements which are in place by virtue of subsection (2) or (3) must be arrangements which the Secretary of State considers to be satisfactory.
- 5) For the purposes of this section, the circumstances in which a person's conduct is necessary for a purpose falling within subsection (1)(a) or (b) are to be treated as including any circumstances in which the person's conduct—
  - a) would otherwise be an offence under section 2, and
  - b) involves conduct by another person which, but for subsection (1)(a) or (b), would be an offence under section 1.
- 6) In this section—
  - “active service” means service in—
    - a) an action or operation against an enemy,
    - b) an operation outside the British Islands for the protection of life or property, or
    - c) the military occupation of a foreign country or territory,
  - “armed forces” means Her Majesty's forces (within the meaning of the Armed Forces Act 2006),
  - “civilian subject to service discipline” and “enemy” have the same meaning as in the Act of 2006,
  - “GCHQ” has the meaning given by section 3(3) of the Intelligence Services Act 1994,
  - “head” means—
    - a) in relation to the Security Service, the Director General of the Security Service,
    - b) in relation to the Secret Intelligence Service, the Chief of the Secret Intelligence Service, and
    - c) in relation to GCHQ, the Director of GCHQ,
  - “intelligence service” means the Security Service, the Secret Intelligence Service or GCHQ,
  - “relevant bribery offence” means—

- a) an offence under section 1 which would not also be an offence under section 6,
- b) an offence under section 2,
- c) an offence committed by aiding, abetting, counseling or procuring the commission of an offence falling within paragraph (a) or (b),
- d) an offence of attempting or conspiring to commit, or of inciting the commission of, an offence falling within paragraph (a) or (b), or
- e) an offence under Part 2 of the Serious Crime Act 2007 (encouraging or assisting crime) in relation to an offence falling within paragraph (a) or (b).

#### **14. Offences under sections 1, 2 and 6 by bodies corporate etc.**

- 1) This section applies if an offence under section 1, 2 or 6 is committed by a body corporate or a Scottish partnership.
- 2) If the offence is proved to have been committed with the consent or connivance of–
  - a) a senior officer of the body corporate or Scottish partnership, or
  - b) a person purporting to act in such a capacity, the senior officer or person (as well as the body corporate or partnership) is guilty of the offence and liable to be proceeded against and punished accordingly.
- 3) But subsection (2) does not apply, in the case of an offence which is committed under section 1, 2 or 6 by virtue of section 12(2) to (4), to a senior officer or person purporting to act in such a capacity unless the senior officer or person has a close connection with the United Kingdom (within the meaning given by section 12(4)).
- 4) In this section–
  - “director”, in relation to a body corporate whose affairs are managed by its members, means a member of the body corporate,
  - “senior officer” means–
    - a) in relation to a body corporate, a director, manager, secretary or other similar officer of the body corporate, and
    - b) in relation to a Scottish partnership, a partner in the partnership.