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Anti Bribery & Corruption Policy

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1. Introduction

1.1 Purpose and Scope

This policy outlines BROKR's dedication to preventing and combatting bribery and corruption in all facets of its operations. It establishes a comprehensive framework that applies to all individuals associated with BROKR, including employees, directors, contractors, agents, business partners, and any other stakeholders. The purpose of this policy is to provide clear guidance and expectations, ensuring that all interactions, transactions, and relationships undertaken by BROKR adhere to the highest ethical standards and comply with applicable laws and regulations in Malta and beyond. This policy underscores its determination to uphold its reputation as a trusted stock brokerage and to safeguard the interests of its clients, shareholders, and the broader financial community.

1.2 Policy Statement

BROKR firmly affirms its stance against bribery and corruption in any form. Its policy prohibits all employees and associated parties from engaging in any activities that involve offering, giving, receiving, or soliciting bribes, kickbacks, or any improper advantages, whether directly or indirectly. BROKR is resolute in maintaining a level playing field where business decisions are made based on merit, honesty, and the best interests of its clients and stakeholders. This policy extends to cover all interactions, transactions, and engagements, both within its organization and with external entities. BROKR is committed to fostering a culture of accountability and openness, where ethical conduct is not only expected but celebrated.

1.3 Legal and Regulatory Framework

This policy is firmly rooted in the legal and regulatory landscape of Malta and international anti-bribery and corruption laws. BROKR is dedicated to aligning with the applicable laws which is integral to maintaining the trust and confidence of its clients, partners, and regulatory authorities. By establishing a robust foundation within the legal and regulatory framework, BROKR demonstrates its commitment to preventing bribery and corruption in all forms within its operations. The laws and regulations applicable to this policy are as listed below:

1) **Criminal Code (Chapter 9 of the Laws of Malta):** The Criminal Code includes provisions related to bribery, extortion, and fraud, outlining the penalties for such offenses. It covers a wide range of corrupt practices and fraudulent activities.

2) **Money Laundering and Financing of Terrorism Regulations (S.L. 373.01)**: These regulations require financial institutions, including stock brokerages, to implement robust anti-money laundering and counter-terrorism financing measures. Ensuring compliance with these regulations is crucial to prevent illicit financial activities that could be linked to bribery and corruption.
3) **Companies Act (Chapter 386 of the Laws of Malta):** The Companies Act mandates transparent and accurate record-keeping, financial reporting, and disclosure of interests to prevent conflicts of interest and corrupt practices within companies, including stock brokerages.
4) **Financial Services Act (Chapter 330 of the Laws of Malta):** This Act regulates financial services activities and requires financial institutions to establish internal controls, compliance programs, and risk assessment mechanisms to prevent financial crimes, including bribery and corruption.
5) **Whistleblower Protection Act (Chapter 527 of the Laws of Malta):** The Act provides protections to individuals who report wrongdoing, including bribery and corruption, in the workplace. It encourages a culture of transparency and accountability by safeguarding those who come forward to expose unethical behaviour.

2. Policy Overview

2.1 Definition of Bribery and Corruption

BROKRs uphold a zero-tolerance approach to bribery and corruption. For the purpose of this policy, bribery is defined as the offering, giving, receiving, or solicitation of any undue advantage, financial or otherwise, as an incentive for an individual to act improperly or to influence their actions, decisions, or judgment in a manner that is inconsistent with their duty or the law. Corruption, in the context of this policy, encompasses any abuse of entrusted power for personal gain or advantage, including but not limited to embezzlement, fraud, extortion, money laundering, and any other illicit activities that compromise the integrity of its business operations.

2.2 Prohibited Activities

BROKR unequivocally prohibits all forms of bribery, corruption, and unethical conduct within its operations. This policy mandates that no employee, contractor, agent, or associated person shall engage in or facilitate any activity that could be construed as bribery or corruption.

Specifically, it is strictly prohibited to offer, give, promise, or accept any form of bribe, kickback, improper payment, gift, favour, hospitality, or entertainment with the intent to influence business decisions or gain an unfair advantage. All business interactions, contracts, and transactions must be conducted transparently, without any hidden or undisclosed agendas. This prohibition extends to both public and private sector interactions, encompassing dealings with government officials, clients, suppliers, partners, and any other relevant parties.

2.3 Consequences of Non-Compliance

BROKR views compliance with this Anti-Bribery and Corruption policy as paramount to its reputation, business integrity, and legal standing. Non-compliance with this policy, whether through participation in prohibited activities or failure to report suspicious behaviour, will result in serious consequences. Such consequences may include disciplinary actions, up to and including termination of employment, contract termination, legal proceedings, and other appropriate remedies in accordance with applicable laws and regulations. Furthermore, any individuals found to have engaged in bribery, corruption, or unethical conduct may be subject to criminal prosecution, resulting in severe penalties and reputational damage.

2.4 Reporting Mechanisms

Early detection and reporting of any potential instances of bribery or corruption are crucial to maintaining the highest standards of integrity and ethical conduct. BROKR has established a robust reporting mechanism to facilitate the timely and confidential reporting of any concerns, suspicions, or incidents related to bribery and corruption. Individuals who become aware of or suspect any violation of this policy are encouraged and obligated to report such matters without fear of retaliation. Reports can be made through designated channels, including in-person to the Compliance Officer or any senior management personnel. All reports will be treated with the utmost discretion, and every effort will be made to protect the identity of the reporter, in accordance with applicable laws and whistleblower protection provisions. BROKR is committed to promptly and thoroughly investigating all reported incidents, taking appropriate action as necessary, and ensuring a fair and transparent process.

3. Responsibilities

3.1 Board of Directors and Senior Management

The Board of Directors and Senior Management of BROKR play a pivotal role in setting the tone and direction for its commitment to anti-bribery and corruption. They are responsible for championing a culture of ethical behaviour, ensuring that the principles of this policy are integrated into all aspects of its operations. The Board of Directors will provide oversight and guidance to ensure the effectiveness of the policy's implementation and lead by example, fostering an environment where transparency, integrity, and accountability are upheld. They are accountable for regularly reviewing and updating this policy to reflect changing regulatory requirements and business circumstances.

3.2 Employees and Associated Persons

It is the responsibility of each individual to adhere to the principles outlined herein and to actively participate in promoting a culture of ethical conduct. Employees and associated persons must avoid engaging in any form of bribery, corruption, or unethical behaviour and must promptly report any suspicions or knowledge of such activities. Compliance with this policy is non-negotiable and extends to all levels of the organization, from management to support staff. Regular training, communication, and guidance will be provided to ensure that every member of the BROKR team is equipped with the knowledge and tools necessary to make informed and ethical decisions.

3.3 Third Parties and Business Partners

BROKR expects all third parties, including suppliers, contractors, consultants, and agents, to adhere to the same high ethical standards that BROKR uphold. Before entering into any business relationship, due diligence will be conducted to assess the integrity and compliance of potential partners with this policy and relevant laws. When applicable, agreements with third parties will explicitly require their commitment to anti-bribery and corruption principles, and BROKR will take appropriate action if any third party is found to engage in prohibited activities. It is essential that BROKR's business partners share its dedication to ethical conduct and contribute to the preservation of a fair and transparent business environment.

3.4 Compliance Officer or Designated Person

To ensure effective oversight and implementation of this policy, BROKR appointed a dedicated Compliance Officer responsible for its enforcement and ongoing monitoring. The Compliance Officer has the authority and resources necessary to oversee compliance with this policy, conduct risk assessments, and implement necessary controls. They will serve as a point of contact for inquiries, reporting, and guidance related to anti-bribery and corruption matters. Furthermore, the Compliance Officer will regularly report to Senior Management and the Board of Directors on the status of policy implementation and any identified areas of concern.

4. Risk Assessment and Due Diligence

4.1 Risk Assessment Process

BROKR recognizes the dynamic and ever-evolving nature of business environments, both locally and globally. In its pursuit of ethical excellence, BROKR is dedicated to proactively identifying and mitigating potential vulnerabilities to unethical practices. To achieve this, BROKR conducts systematic and comprehensive risk assessments that encompass the full spectrum of its business operations, including its products, services, clients, partners, and geographic reach.

These risk assessments involve a thorough analysis of various factors, such as the jurisdictions in which BROKR operate, the industries BROKR serve, and the nature of its interactions with different stakeholders. The process takes into account inherent risks, evaluating the susceptibility of certain activities, transactions, or relationships to bribery and corruption. Subsequently, residual risks will be determined, reflecting the effectiveness of existing control measures and mitigation strategies in reducing the identified threats.

4.2 Due Diligence Procedures for Third Parties

BROKR recognizes that its interactions with third parties, including suppliers, contractors, consultants, and agents, can introduce varying degrees of risk to its business operations. To ensure that its commitment to anti-bribery and corruption is upheld throughout its network of relationships, BROKR implements thorough due diligence procedures for engaging with third parties.

Prior to entering into any business relationship, BROKR will assess the integrity and compliance history of potential partners. This due diligence process will encompass a comprehensive evaluation of the third party's reputation, business practices, stability, and adherence to ethical standards. BROKR will also consider the level of exposure to bribery and corruption risks associated with the specific industry, region, and nature of the engagement.

Based on the outcomes of its due diligence assessments, BROKR will make informed decisions about proceeding with the relationship. Where heightened risks are identified, BROKR will implement enhanced control measures, such as more frequent monitoring, contractual provisions, and specific training requirements.

BROKR monitors the conduct of third parties throughout the duration of its relationship, ensuring that they remain aligned with its ethical standards and expectations. If, at any point, BROKR identify red flags or indications of non-compliance with its policy, BROKR will take swift and appropriate action to address the situation.

4.3 Ongoing Monitoring of Relationships

BROKR recognizes the importance of continuous monitoring of relationships with clients, partners, suppliers, and other stakeholders. Regular monitoring is a critical component of its anti-bribery and corruption efforts, enabling it to swiftly detect and respond to any deviations from its ethical standards.

Its ongoing monitoring process involves a combination of automated systems, data analysis, periodic reviews, and internal assessments. These mechanisms enable BROKR to identify unusual patterns, transactions, or behaviours that may indicate potential instances of bribery or corruption. In cases where discrepancies or red flags are detected, BROKR will conduct thorough investigations to determine the extent of the concern and take appropriate action as needed.

5. Gifts, Hospitality, and Entertainment

5.1 Guidelines for Giving and Receiving Gifts

Gifts, when given or received appropriately, can be a customary way to strengthen business relationships and express appreciation. However, BROKR is committed to maintaining the utmost transparency and integrity in all interactions. As such, BROKR has established clear guidelines for giving and receiving gifts to ensure that these practices remain ethical and do not inadvertently compromise its commitment to anti-bribery and corruption.

Gifts should be given and received in a manner that is consistent with the law, ethical standards, and local customs. The value and frequency of gifts should be reasonable, modest, and not create any perception of impropriety. Gifts should never be offered, given, or accepted with the intention of influencing business decisions or obtaining an unfair advantage.

Any employee, including management and contractors, are required to disclose gifts given or received in the course of business to their respective managers or designated individuals, who will assess their appropriateness. Any gift that raises concerns or deviates from these guidelines should be reported promptly through its established reporting mechanisms.

By adhering to these guidelines, BROKR ensures that the exchange of gifts remains a reflection of goodwill and does not compromise its dedication to ethical conduct and compliance with anti-bribery and corruption principles.

5.2 Hospitality and Entertainment Policies

Business-related hospitality and entertainment play a role in building relationships and fostering collaboration. However, BROKR are unwavering in its commitment to maintaining transparency and ethical conduct in all interactions.

Hospitality and entertainment should be reasonable, moderate, and consistent with the nature of the business relationship. Activities should be designed to enhance communication and relationship-building, rather than exerting undue influence or creating obligations. BROKR prohibit the provision of extravagant or lavish hospitality that may be perceived as an attempt to influence business decisions.

Employees are required to obtain proper approvals before engaging in significant hospitality or entertainment activities, especially those involving clients, partners, or public officials. Transparent records of such activities should be maintained, detailing the purpose, participants, and associated expenses.

6. Conflicts of Interest

6.1 Identifying and Managing Conflicts of Interest

Employees and associated persons are required to promptly disclose any actual or potential conflicts of interest to their respective managers or designated individuals. These disclosures will be carefully assessed, and appropriate measures will be taken to manage or mitigate the conflict, if possible. In cases where a conflict cannot be resolved, employees may be restricted from participating in certain decisions or activities to prevent any undue influence.

Its goal is to maintain transparency, accountability, and fair treatment in all dealings with clients, partners, and stakeholders. By effectively identifying and managing conflicts of interest, BROKR upholds its commitment to ethical conduct, prevents any perceived improprieties, and ensures that its business decisions are consistently aligned with its values and the interests of those BROKR serve.

6.2 Transparent Disclosure Requirements

BROKR requires all employees and associated persons to disclose any financial interests, relationships, or affiliations that could reasonably be seen as potential conflicts of interest. Such disclosures should be made in a timely and accurate manner, allowing BROKR to assess and address any potential conflicts.

To facilitate these disclosures, BROKR establishes a formal process for employees and associated persons to report their interests and relationships. These disclosures will be treated with the utmost confidentiality, and appropriate measures will be taken to ensure that any conflicts are managed in a manner that upholds the integrity of its operations.

7. Training and Awareness

7.1 Training Programs for Employees and Relevant Parties

BROKR understand that the landscape of ethical business practices is ever-evolving, and to ensure that its employees and relevant parties remain well-informed, BROKR have established a structured training regimen.

New employees will undergo comprehensive anti-bribery and corruption training as part of their onboarding process. This training will provide a thorough understanding of its policy, the legal framework, and practical scenarios. Furthermore, all personnel will participate in annual refresher training sessions to reinforce their knowledge and keep them abreast of emerging best practices, regulatory changes, and industry developments.

In addition to the scheduled annual refresher training, BROKR will also conduct specialized training sessions in response to significant regulatory updates or emerging risks. These targeted sessions will ensure that its team is equipped to adapt to new challenges and make informed decisions aligned with its ethical standards.

7.2 Regular Communication and Awareness Initiatives

Regular communication efforts will include newsletters, internal announcements, and informational sessions that highlight key aspects of its policy, share real-world examples, and emphasize the importance of ethical decision-making. These initiatives will serve as platforms for open dialogue, allowing employees and associated persons to seek clarification, share concerns, and exchange insights related to anti-bribery and corruption matters.

Furthermore, BROKR will actively participate in industry forums, workshops, and seminars related to anti-bribery and corruption best practices. These external engagements will ensure that its team remains updated on the latest trends, regulatory developments, and strategies for mitigating risks.

8. Record Keeping and Documentation

8.1 Documentation of Compliance Efforts

Robust record-keeping is integral to demonstrating its commitment to ethical conduct, as well as facilitating transparency and accountability in its business practices.

All relevant activities, decisions, due diligence processes, training sessions, disclosures, and communication efforts pertaining to anti-bribery and corruption will be documented. This documentation will be securely stored in accordance with established record-keeping procedures and will be readily accessible for internal audits, regulatory inquiries, or external assessments.

The documentation of its compliance efforts not only serves as a valuable resource for monitoring and reporting purposes but also reinforces its commitment to ethical behaviour.

8.2 Record Retention Periods

BROKR has established clear guidelines for record retention to maintain the integrity of its documentation and comply with legal and regulatory requirements.

Records pertaining to anti-bribery and corruption, including but not limited to training records, due diligence assessments, disclosure forms, communication efforts, and internal audits, will be retained for a specified period of time as stipulated by relevant laws and regulations. These retention periods will be consistently applied, and any records that have exceeded their retention period will be securely disposed of in accordance with its established document disposal procedures.

9. Investigations and Reporting

9.1 Reporting Suspected Violations

Employees and associated persons are encouraged to report any concerns, suspicions, or incidents of bribery, corruption, or related unethical behaviour through its designated reporting mechanisms. These mechanisms will provide a secure and confidential channel for raising concerns, protecting whistleblowers from retaliation, and facilitating thorough investigations.

Reports will be treated with the utmost seriousness, and appropriate action will be taken to address each case in a fair and consistent manner. BROKR is dedicated to fostering a culture where reporting suspected violations is not only encouraged but also regarded as a responsible and essential contribution to upholding its ethical standards.

9.2 Investigation Process

When a report is received through its designated reporting mechanisms, a structured investigation process will be initiated promptly.

Investigations will be led by individuals with appropriate expertise and independence, ensuring the integrity of the process. The scope of each investigation will be defined, and relevant evidence will be collected, analysed, and documented. All parties involved will be treated fairly, and the principles of natural justice will be upheld.

Upon completion of an investigation, BROKR will take appropriate and proportionate action based on the findings. This action may include disciplinary measures, corrective actions, reporting to regulatory authorities, and, if necessary, engagement with law enforcement agencies. The outcome of the investigation will be communicated to relevant parties, as appropriate and in compliance with legal and regulatory requirements.

9.3 Protection for Whistleblowers

Employees and associated persons who report concerns will be safeguarded against any adverse actions, including but not limited to dismissal, demotion, harassment, or any form of discrimination. Any instances of retaliation will be promptly addressed and met with appropriate disciplinary measures.

Confidentiality will be maintained to the fullest extent possible during the investigation process, and the identities of whistleblowers will be protected in accordance with applicable laws and regulations. BROKR is committed to creating a culture where individuals can raise concerns without fear, confident in the knowledge that their contributions to its ethical integrity will be valued, respected, and protected.

10. Enforcement and Disciplinary Actions

10.1 Disciplinary Measures for Non-Compliance

Any breach or violation of this policy, including engagement in prohibited activities or failure to report suspected violations, will be met with appropriate disciplinary actions. The severity of such actions will be commensurate with the nature and extent of the violation and may include verbal or written warnings, suspension, termination of employment or contract, and legal proceedings, as deemed necessary.

Transparency and fairness will guide its approach to disciplinary actions, ensuring that they are applied consistently and in accordance with established procedures. The determination of sanctions will involve careful consideration of the specific circumstances surrounding the violation and will prioritize the preservation of its ethical standards, the interests of stakeholders, and compliance with applicable laws.

10.2 Remediation and Corrective Actions

In the event of any breach or non-compliance with the provisions of this Anti-Bribery and Corruption Policy, BROKR is fully committed to taking swift and appropriate remedial and corrective actions. Such actions may include but are not limited to conducting thorough internal investigations to determine the extent of the violation, identifying responsible parties, and assessing the potential impact. Once the investigation is concluded, BROKR will implement effective remediation measures aimed at rectifying the situation, preventing future occurrences, and mitigating any potential harm. These measures may encompass disciplinary actions, additional training, process enhancements, and revised procedures. BROKR's leadership will closely oversee the implementation of these actions to ensure their effectiveness and to underscore its continuous dedication to maintaining a culture of compliance, integrity, and accountability throughout its operations.