ANTI BRIBERY & CORRUPTION POLICY

What this policy covers

It is the Company's policy to conduct all of our business in an honest and ethical manner. The Company will not tolerate any acts of bribery and corruption and is committed to acting professionally and ethically in all our business dealings and relationships, wherever we operate, and we are committed to implementing and enforcing effective systems to counter bribery.

The purpose of this policy is to ensure that employees are aware of their duties towards the Company to report and help to prevent any acts of bribery across the organisation.

What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain a commercial, contractual, regulatory, or personal advantage.

The Bribery Act 2010 contains two general offences covering the offering, promising or giving of a bribe ("active" bribery) and the requesting, agreeing to receive or accepting of a bribe ("passive" bribery). The Act also introduces a new form of corporate liability for failing to prevent bribery on behalf of a commercial organisation.

An individual who is found to have committed an offence of bribery can be imprisoned for a term of up to ten years, and the Company could face an unlimited fine for any bribery related offences committed by a person associated with us. The implications for the Company are very serious; for example, we could be excluded from tendering for public contracts and could suffer inevitable damage to our reputation. We therefore take our responsibilities in this regard very seriously.

As a result, all employees and workers are required to comply with the procedures which the Company has put in place to prevent persons associated with us from committing acts of bribery and corruption.

Your entitlements and responsibilities

The purpose of this policy is to set out the Company's responsibilities, and the responsibilities of those working for us, in observing and upholding our position on bribery and corruption; and to provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "workers" in this policy).

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

Gifts, Hospitality, Promotional, and other Business Expenditure

This policy should be read in conjunction with any Business Gifts Policy that may be in operation at any time. This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties. Hospitality and promotional, or other business expenditure which seeks to improve the image of the Company, or to establish cordial relations with our clients, suppliers and business partners, is recognised as an accepted and important part of doing business.

Subject to prior authorisation by a Director, the Company may allow reasonable and proportionate hospitality and promotional or other similar business expenditure intended for these purposes. However, offers or receipts of hospitality and other similar business expenditure can be employed as a form of bribery. It is therefore essential that any such corporate gifts and receipts of this nature are reported and duly authorised.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- it complies with local law;
- it is given in the Company's name, not in your name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances, for example, it is often customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- it is given openly, not secretly; and
- gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of a Director.

In all circumstances, the test to be applied is whether, the gift or hospitality is reasonable and justifiable.

It is not acceptable for you (or someone on your behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by the Company in return;
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy.

Facilitation payments

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

If you are asked to make a payment on the Company's behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with a Director.

Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

Recording the receipt and giving of gifts

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Procedure

Reporting a concern

You must notify a Director as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future. For example, if a third party, client or potential client offers you something to gain a business advantage with the Company or indicates to you that a gift or payment is required to secure their business.

Any employee who breaches this policy will face disciplinary action, which could result in the employee's dismissal for gross misconduct.

You are encouraged to raise concerns about any issue or suspicion at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with a Director. Concerns should be reported by following the procedure set out in the Company Whistleblowing Policy.

It is important that you notify a Director as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

Confidential and safe reporting procedures

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy.

The Company is committed to ensuring that no one suffers any detrimental treatment as a result of raising any concerns under this policy. If you believe that you have suffered any such treatment, you should inform a Director immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be found in the Employee Handbook.

Training and implementation

Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

A Director has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

A Director will have primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

Business Gifts

What this policy covers

The acceptance of gifts and offers of hospitality can give rise to suspicion of inappropriate conduct, particularly if offered by individuals or businesses that carry out, or are hoping to carry out, business for the Company.

This policy establishes the fundamental principles of the giving, accepting and refusing of gifts and hospitality.

Your responsibilities

Hospitality

You must not accept offers of hospitality, including attending sporting and social functions, unless these are properly authorised and recorded by the appropriate manager.

Acceptance of hospitality at relevant conferences, courses or events may be appropriate where it is clear that the hospitality is corporate rather than personal and where the Company has given its consent in advance.

All associated benefits, such as accommodation, travel, entertainment, and presents must be refused.

Gifts

As a general rule, you should not accept gifts from suppliers, clients, customers, contractors or any other person you deal with in your capacity as an employee of the Company.

If the value of the item is negligible, or if the item is presented as a seasonal gift, you should comply with the procedure set out below.

Procedure

Hospitality

When hospitality is declined, those making the offer should be politely informed of the Company's policy and procedures for accepting such offers.

Receipt of gifts

If the gift might constitute a bribe or other inducement, you are required to give the gift to your line manager, who will return it to the donor with a suitable covering letter.

In other instances, where appropriate, the Company will require you to return the gift to the donor with a polite note explaining the Company policy.

In exceptional cases, for example, if the Company decides that the gift was made as a token of the donor's gratitude for a service carried out the Company may allow you to retain the gift.

Promotional gifts that are of trivial value (for example, promotional pens) are exempt from this policy and need not be disclosed.

On seasonal occasions you may receive a number of gifts, for example, chocolates, bottles of wine, and so on. These gifts should be given to your line manager, who will ensure that they are distributed appropriately across the Company.

Giving gifts

Although it is not Company policy to offer gifts, the Company recognises that, on occasion, this may be appropriate, for example, in recognition of exceptional service.

If you wish to propose that the Company presents a gift, you should put a request in writing to your line manager stating:

- who the gift is for
- why it should be given
- the nature of the gift
- the gift's approximate value

If you send gifts that have not been approved in accordance with this procedure, you will not be reimbursed for the cost of the gift. In addition, such action may be treated as a disciplinary offence, which will be dealt with under the Company Disciplinary Procedure.

Rita Cornwell
Managing Director
4th November 2025