1. STATEMENT

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

The Company is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. This policy outlines the Company's position on preventing and prohibiting bribery and corruption, in accordance with the UK Bribery Act 2010.

2. PURPOSE

The purpose of this policy is to:

- set out our responsibilities, and the responsibilities of those working for us, in observing and upholding our position on bribery and corruption; and
- provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

The Company will not tolerate any form of bribery by, or of, its employees, agents or consultants or any person or body acting on its behalf. Senior Management is committed to implementing effective measures to prevent and eliminate bribery.

If the Company is found to have any involvement in any acts of bribery or corruption, the potential outcome is an unlimited fine plus up to ten years imprisonment for the individuals involved.

3. SCOPE

This policy applies to all employees of the Company and to temporary workers, consultants, contractors, agents, and subsidiaries acting for, or on behalf of, the Company ('associated persons') within the UK and internationally.

Every employee and associated person acting for, or on behalf of, the Company is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual, and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the Company.

The Company may also face criminal liability for unlawful actions taken by its employees or associated persons under the UK Bribery Act 2010.

All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Company.

4. DEFINITION OF A BRIBE

The Company is committed to complying with the UK Bribery Act 2010 in its business activities in the UK and overseas.

Under the UK Bribery Act 2010, a bribe is defined as:

"A financial or other type of advantage that is offered or requested with the intention of inducing or rewarding improper performance of a function or activity with the knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity".

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

A criminal offence will be committed under the UK Bribery Act 2010 if:

- An employee or associated person acting for, or on behalf of, the Company offers, promises, gives, requests, receives or agrees to receive bribes in order to facilitate a business advantage to either party; or
- An employee or associated person acting for, or on behalf of, the Company offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties.

The Company prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe may be cash, a gift or other inducement to, or from, any person or Company, whether a public or government official, official of a state-controlled industry, political party or a private person or Company, regardless of whether the employee or associated person is situated in the UK or overseas.

The bribe might be made to ensure that a person or Company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain a commercial, contractual or regulatory advantage for the Company in either obtaining or maintain Company business, or to gain a personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors, sub-contractors, agents, sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

5. WORKING OVERSEAS

The UK Bribery Act not only covers acts carried out in the UK but also covers acts carried out anywhere in the world by UK nationals or people ordinarily resident in the UK and any act carried out by a UK Company anywhere in the world.

Employees and associated persons who conduct business on behalf of the Company outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. Employees and associated persons owe a duty to the Company to be extra vigilant when conducting international business.

6. CORPORATE ENTERTAINMENT, GIFTS, PROMOTIONAL EXPENDITURE AND HOSPITALITY

The Company permits corporate entertainment, gifts, hospitality, and promotional expenditure which are undertaken within the UK and overseas:

- For the purpose of establishing or maintaining good business relationships
- To improve the image and reputation of the Company; or
- To present the Company's goods/services effectively.

Provided that it is:

- Arranged in good faith; and
- Not offered, promised or accepted to secure an advantage for the Company or any of its employees or associated persons or to influence the impartiality of the recipient.
- Following approval from the Director

The Company will only authorise reasonable, appropriate, and proportionate entertainment and promotional expenditure in line with the above guidelines.

Whilst the Company recognises that the practice of giving gifts and hospitality varies between different countries and cultures, the UK Bribery Act makes it clear that in judging what is reasonable, appropriate and proportionate, the standard to be applied is what would be regarded as reasonable, appropriate and proportionate in the UK and not what would be regarded as reasonable, appropriate and proportionate in the country where the gift or hospitality is provided.

Employees and associated persons should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to their Manager to gain authorisation for such expenditure. The Company will approve business entertainment proposals only if they demonstrate a clear business objective and are appropriate for the nature of the business relationship.

Any gifts, rewards or entertainment received from clients, public officials, suppliers or other business contacts should be reported immediately to your Manager. In certain circumstances, it may not be appropriate to retain such gifts and employees and associated persons may be asked to return the gifts to the sender. For example, where there could be a real or perceived conflict of interest.

As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, should be registered on the Gift List held by the Finance Office.

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from your Manager is required, together with details of the intended recipients, reasons for the gift and business objective. These will be authorised only in certain circumstances.

Employees and, where applicable, associated persons must supply records and receipts (in line with the Company's Expenses Policy).

7. FACILITATION PAYMENTS

The Company prohibits its employees or associated persons from making or accepting facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process.

Facilitation payments, or offers of such payments, will constitute a criminal offence by both the individual concerned and the Company under the Bribery Act 2010, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with dealing with government procedures overseas.

Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to do so, this should be reported immediately to the Company. Alternatively, if the public official provides written details, this should be referred to the Company for consideration regarding the legitimacy of the request and the Company will take appropriate action.

8. CHARITABLE AND POLITICAL DONATIONS

The Company occasionally makes donations to charities as directed and approved by the Director. Employees and associated persons are not permitted to make any charitable or political donations to organisations on behalf of the Company without approval or consent from the Director.

9. RECORD KEEPING

Employees and, where applicable, associated persons, are required to take particular care to ensure that all Company records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers, and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement, or relationship with a potential supplier of services, agent, consultant or representative and should be carried out in line with our internal Company procedures.

Employees and associated persons are required to keep accurate, detailed and up to date records of all corporate hospitality, entertainment or gifts accepted or offered.

10. REPORTING SUSPECTED BRIBERY

The Company depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained at all times. Employees and associated persons are encouraged to raise concerns about any issue or suspicion of bribery that they may have to the Director at the earliest possible stage. Employees and associated persons are requested to assist the Company and to remain vigilant in preventing, detecting and reporting bribery. The following issues should be reported as soon as you become aware of them (this list is not exhaustive):

- Suspected or actual attempts at bribery
- Concerns that other employees or associated persons may be being bribed; or
- Concerns that other employees or associated persons may be bribing third parties, such as clients or government officials;
- Close family, personal or business connections that a prospective agent, representative or joint-venture partner may have with government or corporate officials, trustees, Director or employees;
- Requests for cash payments;
- Requests for unusual payment arrangements, for example, via a third party;
- Requests for reimbursements of unsubstantiated or unusual expenses; or
- A lack of standard invoices and proper financial practices.

If an employee or associated person is unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, the matter should be referred to the Director.

If an employee or associated person has any concerns of suspected bribery taking place, they should report the matter to the Director. Reported concerns of suspected bribery will be thoroughly investigated by the Company in the strictest confidence. Employees and associated persons will be required to assist in any investigation that takes place.

Employees or associated persons who report instances of bribery in good faith will be supported by the Company. The Company will ensure that the individual is not subject to detrimental treatment as a consequence of their report. Instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary issue. An instruction to cover up a wrongdoing is itself a disciplinary offence. If an employee or associated person is told not to raise or pursue a concern, even by a person in authority such as a Manager, they should not agree to remain silent.

11. NON-COMPLIANCE WITH THE ANTI BRIBERY POLICY

The Company will fully investigate instances of alleged or suspected bribery.

Employees who are suspected of bribery may be suspended from their duties while the investigation is being carried out

The Company will invoke its Disciplinary Procedure where an employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and summary dismissal. The Company may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Company who are found to have breached this policy.

The Company may also report such matters to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecution Office and

the Police. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

12. REVIEW OF PROCEDURE AND TRAINING

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.

The Company's zero-tolerance approach to bribery and corruption will be regularly communicated to all employees, suppliers, contractors, and business associates at the outset of any contractual arrangements with them.

The Company will regularly monitor the effectiveness and review the implementation of this policy.

The Company reserves the right to amend and update this policy as required. Internal control systems and procedures will be subject to regular audits to monitor the effectiveness of the policy.

For the avoidance of doubt, this policy does not form part of an employee's contract of employment.

13. RESPONSIBILITY

The Company's trustees and Director have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. They will also monitor and review the implementation of this policy and related procedures on a regular basis.

Management at all levels are responsible for ensuring instances of suspected bribery that are reported are treated in the strictest confidence and that they are followed up in line with this policy. Managers also have a responsibility to ensure that employees and associated person are not subject to any detrimental treatment in the event of raising a concern.

14. REVIEW OF POLICY

The Managing Director has the responsibility for ensuring the maintenance, review and updating of this policy. The contents of this policy will be subject to an annual review to ensure its suitability against regulatory and best practice requirements. A copy of this policy is available upon request.

Name: Chris Martin

Position: Managing Director **Date:** 07.01.2025