



Function:	Group
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Genuit Group is committed to conducting all business in an honest and ethical manner, and to carry out business fairly, honestly and transparently. 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, reflecting our commitment to comply with all relevant legal and regulatory frameworks. This Anti-Bribery and Corruption Policy (the '**Policy**') therefore outlines how we effectively enable all Genuit Group employees to observe anti-bribery and anti-corruption laws, and aims to ensure that any other party or organisation that is acting on our behalf or in our name applies the same rigour in its everyday operations.

Scope

This Policy applies to all full and part-time employees of the Genuit Group, as well as temporary staff and contractors. The policy also applies to individuals on work experience, contractors, agents, consultants or any others working for or on behalf of Genuit Group plc. Overseas employees must comply with the stricter of this policy and the local law of the country in which they work. For example, if this Policy restricts gifts in excess of a specific value and local laws restrict gifts to a lower value, then the lower value is the one that must be complied with.

Any employee who breaches this Policy may face disciplinary action, which could result in dismissal for gross misconduct. Any non-employee who breaches this Policy may have their contract terminated with immediate effect.

This Policy does not form part of any employee's contract of employment, and we may amend it at any time.

In this document 'Genuit', 'Company' or 'Group' refers to Genuit Group plc and its subsidiaries. 'Our' and 'we' refers to Genuit Group plc.

The Group Legal Counsel and Company Secretary is responsible for ensuring that this Policy is fully observed, and for providing support so that employees understand their personal responsibilities and the responsibilities of any third parties with whom they conduct business. They are also responsible for ensuring that an up-to-date Anti-

Bribery and Corruption training programme is available and completed, as required, and that an appropriate gifts and hospitality register is maintained.

About this Policy

We expect excellent standards of conduct from all employees throughout the Group, which includes being open and transparent about gifts and hospitality provided or received. The Company will uphold all applicable laws relevant to countering bribery and corruption in all the jurisdictions in which it operates. However, the Company remains bound by the laws of the UK, including the Bribery Act 2010, in respect of its conduct both at home and abroad.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment. If the Company is found to have taken part in corruption, it could face an unlimited fine and face damage to its reputation. We therefore take our legal responsibilities very seriously.

To address the risks associated with bribery and corruption, the Company has, among other things, established this Policy and will provide general and specific training on bribery and corruption risks to employees on a regular basis. The Company has also established and maintains an approval process and register to capture details of gifts, corporate hospitality, sponsorship and other related spend, whether given and received. In addition, the Company carries out due diligence on third parties with which it operates that are located in high risk or sanctioned locations; any new third parties are subject to the same due diligence process in accordance with our Trade Sanctions, Import and Export Restrictions Policy.

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

What is bribery?

A bribe is a financial or other inducement or reward offered, promised or provided to induce someone to take action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.

Bribery includes offering, promising, giving, accepting or seeking a bribe.

All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your line manager or contact the Group Legal team at company.secretary@genuitgroup.com.

Specifically, you must not:

- a) give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received in return, or to reward any business received;
- b) accept any offer from a third party that you know or suspect is made with the expectation that we will provide a business advantage for them or anyone else;
- c) give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure.

You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

It is however noted that bona fide hospitality and promotional activity, or other business expenditure which seeks to improve the Group's image, better present products and services or establish cordial relations, is recognised as an established and important part of business, and it is not the intention of the Policy to penalise such behaviour.

The Company will not criticise management for any loss of business resulting from adherence to the Policy. Equally, no employee or contractor will suffer as a consequence of bringing to the attention of the Board or senior management, in good faith, any known or suspected breach of this Policy, nor will any employee or contractor suffer any adverse employment or contract decision for abiding by this Policy.

Gifts and hospitality

This Policy does not prohibit legitimate and proportionate hospitality (given and received) to or from third parties. The giving or receiving of gifts or corporate hospitality is not prohibited if the requirements within this Policy are met.

1) Gifts

In respect of giving or receiving gifts, the following requirements must be complied with:

- a) if the gift is worth more than £100 but less than £250, it must be approved by your manager by email;
- b) if the gift is worth £250 or over, you must record this in your Business's G&H Register as included in Appendix 3, including details and the value of the gift. Your line manager must provide approval prior to accepting or receiving the gift;
- c) the gift must not be 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;
- d) the gift must comply with local law;
- e) the gift must be given in the Company's name, not in your name;
- f) the gift must not include cash or a cash equivalent (such as gift certificates or vouchers);
- g) the gift is appropriate in the circumstances, e.g., in the UK it is customary for small gifts to be given at Christmas time;
- h) taking into account the reason for any gift, it is of an appropriate type and value and given at an appropriate time;
- i) the gift must be given openly, not secretly; and
- j) gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of your manager and the Company Secretary.

The Company appreciates that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift is reasonable and justifiable. The intention behind the gift should always be considered.

2) Hospitality

In respect of hospitality, the following requirements must be adhered to:

- a) if the hospitality is worth more than £100 but less than £250, it must be approved by your manager by email;
- b) if the hospitality is worth £250 or over, you must record this in your Business's G&H Register as included in Appendix 3. Your line manager must provide approval prior to participating in the hospitality event;
- c) the hospitality event must not be hosted or attended 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;
- d) the hospitality event must be in the Company's name, not in your name;
- e) the hospitality event must be appropriate in the circumstances;
- f) the hospitality event must take place openly, not secretly;
- g) any hospitality event involving an overseas trip must be approved by the relevant Business Unit Managing Director and recorded in the Business's G&H register as outlined in this Policy and as

- included in Appendix 3; in relation to the Business Unit Managing Directors, this must be approved by the Chief Executive Officer;
- h) any hospitality event hosted by Customers or Suppliers which extends the invitation to employees' partners must be approved by the Business Unit Managing Director, or in the case of Business Unit Managing Directors, by the Chief Executive Officer. Details of partners attending must be included in the Business's G&H Register accordingly; and
 - i) any hospitality event hosted by the Company which has a total value $\geq$ £2,000 must include a business case for the event and the business case must be submitted to the relevant Business Unit Managing Director for approval. Final approval to proceed must be given by a Director of the Company in accordance with the DOA matrix.

3) Sponsorship

In respect of offering sponsorship in the name of the Group, the following requirements must be complied with:

- a) potential sponsors should be compatible with Genuit as an organisation and its strategy
- b) the benefits of the proposed sponsorship should be clearly set out in a written proposal, including:
 - i. the nature of the sponsorship
 - ii. the proposed term of the sponsorship arrangement
 - iii. the amount requested
 - iv. the benefits to Genuit of the proposed sponsorship
- c) any sponsorship requests from Customers or Suppliers must be approved by the Business Unit Managing Director, or in the case of Business Unit Managing Directors, by the Chief Executive Officer.

Joint Investment Funds

Joint Investment Funds must be used in accordance with the guidelines included in Appendix 2.

Charity and Political donations

It is not the policy of Genuit to make political donations.

We are proud to support charities and communities across the UK, through charitable donations, gifts in kind and time. Charitable contributions or donations must never be made with the expectation of receiving any improper benefit. Any donation that is made by a third-party to Company charity fundraisers should be made directly to the fundraising forum or portal so the donation goes directly to charity. If this is not possible and the donation is given to the Company for us to donate on the third-party's behalf, you must follow the documentation and approval process set out in this Policy in Gifts 1(a) and 1(b) and in keeping with 1(c). Donations to charities associated with public officials and their families represent a significant risk for bribery and should be carefully considered and recorded.

Facilitation payments and kickbacks

The Company does 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. They are not commonly paid in the UK but may be common in some other jurisdictions in which the Company (or third parties acting on its behalf) operate.

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 the Group Legal Counsel and Company Secretary.

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

Record-keeping

The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. In accordance with this Policy, for gifts/corporate hospitality valued at £250 or over, you must submit a report to the ABC Register with the details and value of such gift or corporate hospitality. Your line manager must approve the gift/hospitality reported. This information will then be logged in the Group's ABC Register 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 the Company's expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memorandum 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. No accounts must be kept "off-book" to facilitate or conceal improper payments.

How to raise a concern

If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this Policy has occurred or may occur, you should report this to your Line Manager immediately, or report it in accordance with the Group's Whistleblowing Policy as soon as possible.

APPENDIX 1

Gifts and hospitality

(i) Receiving Gifts / Samples

- 1) Never accept or offer monetary gifts.
- 2) Never give the impression that the award of business is conditional upon gifts or hospitality, or ask /encourage a third party to provide a gift or hospitality.
- 3) Gifts must be delivered to a work location, and not to a colleague's home / alternative address.

(ii) Giving Gifts

- 1) Never offer or give a gift to a Public Official, including Foreign Public Officials.
- 2) Never make a cash payment to a Public Official other than in an official capacity.

(iii) Hospitality

- 1) For certain roles, it will be appropriate to have dinner with a supplier (e.g. when on a foreign trip or at an exhibition).
- 2) Meals and entertainment (including sporting/music events) are acceptable provided they are:
 - a. incidental to a business-related event(s);
 - b. reasonable in value;
 - c. given in good faith;
 - d. permitted under local laws and customs;
 - e. offered infrequently; and
 - f. approved by a Line Manager prior to the activity and recorded on the appropriate form submitted to the Group Legal Counsel and Company Secretary

Gifts or hospitality should always be avoided whilst any tendering process is underway or any contract or engagement is being negotiated.

Where hospitality is being offered, Genuit should seek to pay and/or reciprocate at least half of the time and when more than one colleague is involved and Genuit is paying, the most senior employee must pay. Any such payment may be recoverable as expenses but only if it is incurred in accordance with the Expenses Policy.

Relevant approval must be sought as outlined within this Policy and the DOA matrix, as applicable and recorded in the G&H Register as included in Appendix 3.

APPENDIX 2

Joint Investment Fund Guidelines

In respect of contributing to and using Joint Investment Funds in place with customers, the following requirements must be complied with:

- a) The primary purpose of the JIF should be for use for promotional activities between Genuit and the relevant third party to develop joint sales opportunities.
- b) Genuit's contribution to any fund should be based on the relevant Business/Business Unit's prior year sales, as applicable.
- c) Use of the fund must be authorised by the relevant Business MD, or Business Unit MD, if the proposed use of funds is for promotional activity involving entertainment or hospitality of over >£2,000. A log of events, the cost of the event and the payback target should be maintained by all Businesses and reviewed by the Business Unit MD annually.
- d) Any funds not used at the end of the relevant period should be carried forward.

APPENDIX 3

Template Gifts and Hospitality/Events Register



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