

Anti-Bribery and Corruption Policy

Policy Statement

Acal BFi is committed to acting with integrity, honesty and in an ethical manner in its business activities globally. We take a zero-tolerance approach to bribery and corruption and conduct our business dealings and relationships professionally and fairly wherever we operate. We implement and enforce effective systems to prohibit bribery and corruption.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We take our legal responsibilities very seriously. This policy should be read in conjunction with the Whistleblowing and Gifts and Hospitality policy.

About this policy

The purpose of this policy is to:

- a) set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position to prevent, detect and mitigate bribery and corruption; and
- b) provide information and guidance to those working for and on our behalf on how to recognise and deal with bribery and corruption issues.

Who does this policy apply to

This policy applies to all persons working for Acal BFi Holdings Limited, Acal BFi UK Limited, Acal BFi Central Procurement UK Limited, Acal BFi Netherlands BV, Acal BFi Holdings GmbH, Acal BFi Germany GmbH, Acal BFi Italy Srl, Acal BFi France SAS, Acal BFi Belgium NV/SA and Acal BFi Nordic AB including all subsidiaries and branches (together the **Acal BFi Group**) or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors and casual workers, or any other person associated with us, wherever located (together referred to as **employees**).

This policy does not form part of any contract of employment or other contract to provide services, and we may amend it at any time.

Responsibility for this policy

The board of directors (the **Board**) has overall responsibility for the effective operation of this policy but has delegated responsibility for overseeing its implementation to senior management and the General Counsel and Company Secretary. Suggestions for change should be reported to the General Counsel and Company Secretary.

Line managers have day-to-day responsibility for this policy, and you should refer any questions about this policy to them in the first instance. They will involve the General Counsel and Company Secretary where appropriate.

This policy is reviewed continually by the General Counsel and Company Secretary and at least once every year, to consider its ongoing suitability, adequacy, and effectiveness and shall report to the board appropriately. Improvements will be made as appropriate..

Internally, the Managing Director of each Acal BFi Group subsidiary company is required to establish and maintain appropriate responsibilities and procedures within their operations to implement the policy. This includes:

- a) maintaining an accurate and up-to-date Gifts and Hospitality Register in accordance with the Gifts and Hospitality Policy;
- b) acting as a point of contact for any queries and concerns over bribery and corruption;
- c) acting as or nominating a suitable representative to be the principal point of contact for Acal BFi Holdings Limited Head Office to communicate changes/updates to the policy;
- d) assisting Head Office in bribery related procedures, including the provision of training and guidance.

What is Bribery

Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

Bribery is not only about money exchanged in brown envelopes or wired to secret accounts. A bribe can be anything of value to the person being bribed (e.g., a holiday for a purchasing manager disguised as a business trip).

Bribes are often made to appear innocuous, and may be disguised as a gift of hospitality, or delivered through an intermediary. The method of payment will typically be concealed, sometimes through false invoices, consultant's fees, or third-party payment.

Each time a company is involved with paying or receiving a bribe, it is contributing, even in a small way, to perpetuating a system of corruption that embeds poverty and inequality.

It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine and employers that fail to prevent bribery can face an unlimited fine, exclusion from tendering for public contracts, and damage to its reputation.

What is Corruption?

Corruption is the abuse of entrusted power or position for private gain.

Examples:

Offering a bribe: You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe: A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official: You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

Other Terms

Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example, by a government official). They are not common in the UK, but are common in some other jurisdictions.

Kickbacks are typically payments made in return for a business favour or advantage.

Third party 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.

The Law

Bribery is a crime that is prohibited by law in every country, and a company can be prosecuted for paying bribes outside of its jurisdiction. For example, a UK company can be prosecuted for paying bribes anywhere in the world. Similarly, a non-UK company that carries out any business in the UK can be prosecuted in the UK for bribes paid anywhere in the world.

A company can be prosecuted even if the bribe was paid by an agent rather than its own officers or employees and even if the company had no knowledge that the agent was offering the bribe. The party giving the bribe can be prosecuted even if the person receiving it doesn't perform improperly in return.

None of the following excuses provide a defence under the law:

- a) Ignorance
- b) Complacency
- c) Citing custom
- d) Inadequate procedures to prevent bribery
- e) Pretending that it was not a bribe
- f) Outsourcing bribery (e.g., via agents)

The UK's Bribery Act 2010 (the **Bribery Act**) provides a strict liability offence for companies and partnerships of failing to prevent bribery. This places a burden of proof on companies to show that they have adequate procedures in place to prevent bribery. A company is guilty of an offence if an "associated person" (anyone who performs services on behalf of a company) carries out an act of bribery in connection with its business. The Bribery Act also contains strict penalties for active and passive bribery by individuals as well as companies.

Under the Bribery Act there are four offences:

- a) Offering, promising or giving of an advantage, with the intent to induce a person to act improperly.
- b) Requesting, agreeing to receive, or accepting an advantage, intending that a function be performed improperly.
- c) Bribery of a foreign public official (defined below).
- d) Failure by a commercial organisation to prevent a bribe being paid to obtain, or retain, business or a business advantage.

Penalties

The penalties for committing an offence under the Bribery Act are:

- a) For companies (meaning any individual Acal BFi Group company):
 - a. an unlimited fine; and
 - b. potential consequences such as (a) the voiding of any contract obtained as a result of a bribery offence, (b) the termination of other business contracts (especially with public sector organisations), and (c) debarment from competing for public contracts.
- b) For individuals – either or both of:
 - a. up to 10 years imprisonment
 - b. an unlimited fine.

There may also be additional penalties under local laws in the relevant country or territory.

Jurisdictional Reach

The Bribery Act has extra-territorial reach both for UK companies operating abroad and for overseas companies with a presence in the UK.

For the Acal BFi Group this means that it applies to all Acal BFi Group companies wherever they operate.

A foreign company which carries on any part of its business in the UK could be prosecuted for failure to prevent bribery even where the bribery takes place wholly outside the UK and the benefit or advantage to the company takes place outside the UK. This would be in addition to any sanctions that may apply in the foreign company's own jurisdiction.

In addition to the requirements of this Policy, all Acal BFi Group companies must observe all applicable local laws.

What you must not do

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

- a) 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;
- b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- d) offer or accept a gift to or from government officials or representatives, or politicians or political parties;
- e) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- f) engage in any other activity that might lead to a breach of this policy.

Facilitation payments and kickbacks

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. See above for definitions of these terms.

You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our 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 General Counsel and Company Secretary.

Donations

The Acal BFi Group considers charitable donations to be an important part of its commitment to supporting the communities in which our employees and customers live and work. We expect excellent standards of conduct from everyone and this includes following the process set out in this policy regarding charitable and political donations. We only make charitable donations that are legal and ethical under local laws and practices.

Charitable donations include financial contributions as well as products, services, time and other benefits provided to a charity, or to an individual connected to a charity by the Acal BFi Group, its employees on behalf of the Acal BFi Group or using the Acal BFi Group's funds, assets or resources.

Political donations are defined to include any gift of money, goods or other property, sponsorship, subscription, payment of expenses or anything of value given by the Acal BFi Group, its employees on behalf of the Acal BFi Group or using the

Acal BFi Group's funds, assets or resources, to a political party, representative or cause, or otherwise given for the purpose of influencing any election for office or any period in office.

Political donations are not permitted to be made by or on behalf of the Acal BFi Group in any country in which it operates.

When considering whether and how to make a charitable donation, consider whether the charitable donation is appropriate, taking into account the proposed recipient, the value of the donation and the reason for it.

If you wish to proceed, consult the table below to determine the individual or individuals from whom you should seek authorisation to make the donation.

There is an enhanced risk that donations made to charities linked to or otherwise associated with public officials (for instance, where a public official is a patron of the charity) may be construed as a bribe, so pre-approval must be sought from the CEO or Managing Director in these circumstances, regardless of the value of the donation proposed.

Who should I seek approval from to make a donation?

Charitable donation proposed	Seek pre-approval from
Donation worth £0 to £150	Line manager
Donation worth £150 or more	Line manager and CEO or Managing Director
Donations to charities linked to or those received on behalf of public officials (regardless of value)	Line manager and CEO or Managing Director

Charitable and political donations made in your personal capacity

The preceding sections of this policy do not apply to charitable or political contributions made by employees in their personal capacity (for example, colleague-only fundraising for charity). If employees wish to make charitable or political contributions in their personal capacity, they are not required to follow the procedure set out in this policy.

Employees should however be aware of the principles that arise under this policy in relation to any personal charitable or political contributions and ensure that when making such contributions:

- a) Personal funds or assets are not used as a means of avoiding compliance with this policy or the procedure contained within it (regardless of whether any reimbursement is sought from the business).
- b) Such contributions are not reclaimed as personal expenses.

Employees should contact their line manager if they would like help, advice or guidance on making personal charitable or political contributions.

Record-keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

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

You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.

All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

Your responsibilities and how to raise a concern

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

Complete the online training provided by an independent third party (Skillcast). This interactive learning aid helps explain what is meant by bribery and corruption and provides practical guidance (e.g., examples and scenarios).

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. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify your line manager or the confidential helpline (Safecall) 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 client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out at the end of this policy.

You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your line manager or report it in accordance with our Whistleblowing Policy as soon as possible.

If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your line manager or the General Counsel and Company Secretary or through the confidential helpline.

All "associated persons" must raise concerns about bribery and corruption as soon as they become aware of it. All alleged, suspected or actual instances of bribery and corruption should be reported immediately.

Any concerns should be reported to one of the following:

- a) the Managing Director of your Group business;
- b) the Anti-Bribery Representative for your Group company;
- c) the General Counsel and Company Secretary; or
- d) the Group's independent whistleblowing line provided by SafeCall. Please also refer to the Group Whistleblowing Policy for more information.

Please be assured that anything you say will be treated with confidence, as far as reasonably practical, and that there will be no retaliation for reports made in good faith. The Acal BFi Group will take disciplinary action against anyone who threatens or engages in retaliation or harassment of any other person who has reported a concern in good faith.

Protection

Individuals who refuse to accept or offer a bribe, or 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, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the General Counsel and Company Secretary immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which is available from the HR Department.

Training and Communication

Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary.

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.

Breaches of this policy

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

We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

Conflicts of Interest

Conflicts of interest, or the perception of a conflict of interest, can harm the reputation of the Group and its subsidiaries, and may negatively impact the credibility of our business decisions. Conflicts of interest may arise when an employee's personal, social, financial or political activities or relationships have the potential to interfere with their professional judgement.

Conflicts of interest may especially arise when an employee:

- a) accepts the role of a Public Official, or has a close relationship with a Public Official who may make consequential decisions affecting the Group;
- b) hires or oversees an employee or agent who is also a close personal relation or friend; or
- c) works or reports to, directly or indirectly, a close personal relation or friend;
- d) has a private interest in one of Acal BFi Group's competitors or a relevant third-party.

Employees should declare any potential conflicts of interest to the Managing Director or Finance Director of their business unit or the Anti-Bribery Representative. It is also important to ensure that an employee's external commitments do not detract from their work at the Acal BFi Group.

Money Laundering

Money laundering is the activity of taking the proceeds of criminal activity, and disguising the origin, identity and destination of this illicit money through a series of transactions.

Employees should be alert to the following 'red flags' from a customer or supplier:

- a) paying from multiple bank accounts, or from an account with a different name
- b) making payments in cash, any other unusual method, or overpaying
- c) paying in advance.

Employees must ensure that the Acal BFi Group and its subsidiaries do not receive the proceeds of money laundering. Customers, suppliers and other relevant third parties should be screened for suspicious activity before any transactions or agreements are made.

Non-compliance with the Anti-Bribery Policy

This Policy applies to all Acal BFi Group employees irrespective of location and position. Non-compliance will be treated as grounds for disciplinary action, which may result in a finding of gross misconduct and termination of employment. Ignorance of the Policy is not an excuse for failure to comply.

Breaches of anti-bribery laws may also result in civil or criminal penalties for the employee.

If you have any issues/queries on this Policy please contact your Managing Director, line manager or the General Counsel and Company Secretary.

Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your line manager or using the procedure set out in the Whistleblowing Policy:

- a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h) a third party requests that a payment is made to "overlook" potential legal violations;
- i) a third party requests that you provide employment or some other advantage to a friend or relative;
- j) you receive an invoice from a third party that appears to be non-standard or customised;
- k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- n) you are offered an unusually generous gift or offered lavish hospitality by a third party; or
- o) you learn that a third party has been subject to criminal enforcement actions or civil actions for acts of or suggesting illegal, improper or unethical conduct; or
- p) you learn that other companies have terminated the third party for improper conduct; or
- q) the transaction or the third party is in a country known for widespread corruption, as measured by the Transparency International Corruption Perceptions Index or other similar indices; or
- r) there are misrepresentations or inconsistencies identified in the third party application or during the due diligence process; or
- s) a third party refuses to agree to comply with the compliance system, code of conduct or anti-corruption clauses in an agreement; or
- t) a third party' business address is a mail drop location or virtual office that does not seem fitting to its purported size/scope; or

- u) a third part refuses to execute a written contract or accept standard anti-corruption warranties and undertakings;
or
- v) a third party demands that a charitable contribution or sponsorship is given to a charity or group before commencing or continuing contractual negotiations or the provision of services.

Signed:

A handwritten signature in black ink, appearing to read 'Paul Webster', written over a light grey dotted rectangular background.

Paul Webster

Group Chief Executive Officer, Acal BFi

Date: 16 August 2023

Version 2

Paragraph	Change
	The Anti-Bribery and Corruption Policy was adopted in 2018
	Aug 2023: Updates to whole policy to bring it in line with Acal BFi Group template and bring the policy up to date. Re-published 16 August 2023.