

Anti-Corruption, Anti-Bribery & Anti-Competitive Practices Policy

1. Introduction

It is the policy of the Morson Group to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery, corruption, money laundering and anti-competitive behaviour, and we are committed to acting professionally, fairly and with integrity in all our business dealings and relationships, implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery, corruption, money laundering and anti-competitive behaviours in all the jurisdictions in which we operate. However, we remain bound by laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad as well as the laws of the United States of America (the United States Foreign Corrupt Practices Act) and Australia (The Anti-Bribery Convention).

In the UK bribery and corruption are punishable for individuals by up to ten years' imprisonment. Anti-competitive collusion can also lead to fines of up to 10% of its turnover and sued for damages. Individuals can also be fined and face possible imprisonment. If we are found to have taken part in corruption, we could face an unlimited fine, be excluded for tendering for public contracts and face damage to our reputation and client relationships.

We therefore take our legal responsibilities very seriously.

The purpose of the policy is to:

- Set out our responsibilities, and those working for us, in observing and upholding our position on bribery, corruption, money laundering and anti-competitive behaviour; and
- Provide information and guidance to those working for us on how to recognise and deal with bribery, corruption, money laundering and anti-competitive issues.
- Ensure adherence to the UK Bribery Act 2010 as well as compliance with the relevant regulatory acts in the United States, Canada and Australia for our companies operating in these jurisdictions.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve the right to terminate our contractual relationship with other workers if they breach this policy.

2. Scope

The policy covers all individuals employed by Morson Group as well as those engaged with the Group in the capacity of consultants, contractors, casual and agency staff (hereafter referred to as "colleagues").

This policy does not form part of your Contract of Employment. We may vary this policy at any time.

3. Definitions

Anti-Competitive Behaviour

Anti-Competition is unfair business practices that reduce or prevent competition in a market. This can lead to unfair (or disloyal) competition, higher prices, reduced quality, or levels of service, or less innovation. Anti-competitive practices negatively impact consumers and increase costs to business.

Bribery

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

This could be in the form of cash, cash equivalents (such as gift cards, certificates or vouchers, store cards or gambling chips), gifts to family members, forgiveness of a debt, loans, personal favours, entertainment, meals and travel, political and charitable donations, business opportunities or medical care.

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.

Corruption

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

Third Party

Within this policy, third party refers to 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 as well as immediate family members.

Money Laundering

Money Laundering is the process by which criminally obtained money or other criminal property is exchanged for "clean" money or other assets with no obvious link to their criminal origins. The term is used for a number of offences involving the integration of "dirty money" (i.e. the proceeds of crime) into the mainstream economy. The aim is to legitimise the possession of such monies through circulation, and this effectively leads to "clean" funds being received in exchange.

4. Principles

Anti-Competitive Behaviour

Price fixing, bid rigging, agreeing to market or customer share, sharing commercially sensitive information, and other ways of agreeing not to compete. These agreements are sometimes called 'cartels'. An agreement does not have to be in writing for it to be illegal. Companies/individuals can break the law based on an informal conversation or 'gentleman's agreement' with another business, even if the agreement is not carried out.

Other anti-competitive activity includes abuse of a dominant market position. This may occur if a

company is unfair to customers or other businesses, for example where customers are treated differently, for example by offering different prices or terms to similar customers, making customers buy products they do not want, for example forcing them to take warranties for products, or charging low prices that do not cover actual costs so to drive out competitors.

Gifts

This policy does not prohibit normal and appropriate gifts and hospitality (given or received) to or from third parties. Where colleagues (or third party, when received) are not in attendance for the hospitality, these shall be considered gifts and subject to the rules and requirements for gifts specified in this policy.

The giving and receiving of gifts are 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 laws.
- It is given in our name, not in yours.
- It does not include cash or cash equivalent.
- It is appropriate in the circumstances. For example, in the UK it is 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 not given secretly.
- It is properly recorded subject to the record keeping requirements in this policy.
- The value is less than £150, \$200USD or \$250AUD; and
- The recipient has confirmed sign off by their employer to accept the gift.

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

Hospitality

Common sense and moderation should prevail in hospitality (given or received) to or from third parties. Hospitality should be provided only if the hospitality is infrequent, modest and intended to serve legitimate business goals.

Hospitality (which may include meals, entertainment, travel and lodging) should never be offered as a means of influencing another person's business decision. Each should only be offered if it is appropriate, reasonable for promotional purposes, offered or accepted in the normal course of an existing business relationship, and if the primary subject of discussion or purpose of travel is business. The appropriateness of a particular type of hospitality depends upon both the reasonableness of the expense and on the type of activity involved. This is determined based on whether or not the expenditure is sensible and proportionate to the nature of the individual involved.

Expenses for hospitality for any third party that has the power to decide or influence the Group's commercial activities may be incurred without prior approval by a member of the Operations Board only if all of the following conditions are met:

- The expenses are bona fide and related to a legitimate business purpose and the events involved are attended by appropriate Group Workers.
- The cost is less than £175, \$250USD or £300AUD per person; and
- The hospitality is permitted by the rules of the third party's employer (if applicable).

For all such expenses, the reimbursement request must identify the total number of all attendees and their names, employer, and titles (if possible). All expense reimbursements must be supported by receipts, and expenses and approvals must be accurately and completely recorded in the Company's records. In all instances, colleagues must ensure that the recording of the expenditure associated with the hospitality clearly reflects the true purpose of the expenditure.

Please note that the provision of hospitality as well as the reporting requirements, in this policy, apply even if colleagues are not seeking reimbursement for the expenses (i.e. paying these expenses out of your own pocket does not avoid these requirements).

When possible, hospitality payments should be made directly by the Group to the provider of the service and should not be paid directly as a reimbursement. Daily allowances may not be paid to a third party that has the power to decide or influence the Company's commercial activities for any reason.

Any hospitality expense greater than £150, \$200USD or \$250AUD per person and any expense at all that is incurred for hospitality unrelated to a legitimate business purpose, must be pre-approved by a member of the Operations Board.

Any gift or hospitality that does not fall specifically within the above guidelines requires advance consultation with a Director / Senior Manager.

Unacceptable Gifts

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.
- Make any political contributions or charitable contributions in your own name or that of the Company to obtain business or to gain an improper business advantage.
- Give, promise to give, or offer, a payment 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 with an expectation that a business advantage will be provided by us in return.
- Threaten or retaliate against another colleague 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.

Donations

We only make charitable and/or political donations that are legal and ethical under local laws and practises. No donations must be offered or made without the prior approval of a member of the Operations Board. Individuals should also only make donations that are legal and ethical under local

laws and practices and must not make any donations on behalf of the Company.

Money Laundering

The following constitute acts of money laundering (primary offences) and are therefore strictly prohibited:

- Concealing, disguising, converting, transferring criminal property, or removing it from the UK.
- Entering into or becoming concerned in an arrangement which you know, or suspect facilitates the acquisition, retention, use or control of criminal property by or on behalf of another person.
- Acquiring, using, or possessing criminal property.
- Becoming concerned in an arrangement facilitating concealment, removal from the jurisdiction, transfer to nominees or any other retention or control of terrorist property.

In addition to the above, it is also an offence to; fail to disclose any primary offences; and tipping-off. Tipping-off is where someone informs a person or people who are, or are suspected of, being involved in money laundering, in such a way as to reduce the likelihood of them being investigated or prejudicing an investigation.

5. Record-keeping and Monitoring

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 accepted or offered, which will be subject to managerial review. Please ensure that the relevant information is recorded on the Hospitality and Gifts tracker with the HR team.

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

Any red flags such as excessive payment requests, last minute payments, requests for payment to another third party or requests for payments to an account outside of the country where the third party is working should be investigated.

6. Responsibilities

The Executive Board and Group HR Director have overall responsibility for the effective operation of this policy. Day to day operational responsibilities, including regular review of this policy has been delegated to the HR department.

Board of Directors

The Board of Directors are responsible for:

- Ensuring this policy complies with our legal and ethical obligations, and that all those under the control comply with it.

HSQE Director

The HSQE Director is responsible for:

- Assessing the risk of bribery and corruption within the organisation, at least annually or sooner if deemed necessary.
- Completing an Anti-bribery Risk Assessment where required

HR Department

The HR department are responsible for:

- Primary day-to-day implementation of this policy.
- Monitoring the policy's use and effectiveness.
- Initiating a preliminary investigation and progressing with formal action if a breach of this policy is found to have taken place

Managers

Managers are responsible for:

- Ensuring their direct reports are made aware of and understand this policy, and are given adequate training on its contents.

Colleagues

All colleagues are responsible for:

- Reading, understanding, and complying with this policy.
- Complying with the Bribery Act, Competition Act, Proceeds of Crime Act, Money Laundering, Terrorist Financing and Transfer of Funds Regulations, and any other anti-bribery, anti-corruption, anti-money laundering and anti-competitive legislation that applies to their business activities.
- Avoid any activity that might lead to, or suggest, a breach of this policy.
- Notifying the HR department as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future. Concerns can be reported via our Whistleblowing Policy and you are appropriately protected as a result.

7. Amendment Record

Issue	Amendments	Date	Issued By
12	Italy removed and new tracker referred to. Refer to v.11 for old amendment record.	August 2024	Lorraine Reece
13	Additional detail entered surrounding Anti-Competitive behaviour and money laundering. Rebrand.	September 2024	Lorraine Reece Katie Hancock

8. Document Control

	Name	Signature	Date
Author	Lorraine Reece	<i>Lorraine Reece</i>	13/09/2024
Checked By	Katie Winstanley	<i>Katie Winstanley</i>	13/09/2024
QA Approval	Katie Hancock	<i>Katie Hancock</i>	13/09/2024
MG Approval	Gareth Morris	<i>Gareth Morris</i>	13/09/2024