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# Anti-Bribery and Corruption Policy

## January 2024

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| Version No | Date Issued   | Update Details   | Owner             | Approved By | Policy Number |
|------------|---------------|--|-------------------|-------------|---------------|
| v3.0       | February 2022 | Policy in previous format  | Company Secretary | The Board   | CG1-POL-004   |
| v4.0       | January 2023  | Policy finalised following major revision and review of February 2022 policy, amendments and change of format. | Company Secretary | The Board   | CG1-POL-004   |
| v4.1       | February 2023 | Policy updated to reflect change to definition of bribery  | Company Secretary | The Board   | CG1-POL-004   |
| v4.2       | January 2024  | Annual review of policy  | Company Secretary | The Board   | POL-004       |

## Anti-Bribery and Corruption Policy

Clancy Group Holdings Limited and its subsidiaries (Clancy or we) trust that you and your fellow employees, consultants, contractors, and agency workers will always meet the high standards of conduct that we expect from all of our teams. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harboring illegal or unethical conduct.

This policy aims to assist all of us against the harm that risk can cause. It is our policy to conduct our business in an honest, transparent 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 however, we operate and are committed to implementing and enforcing effective systems to counter bribery and corruption.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it conducts business, including in the UK, and we are bound by the Bribery Act 2010 (“Bribery Act”) in respect of our conduct both in the UK and abroad.

### Policy

The purpose of this policy is to set out our responsibilities and of those working for us, in observing and upholding our position on bribery and corruption; and to provide information and guidance to colleagues, individuals and businesses working with or for us in the provision of services and how to recognise and deal with bribery and corruption issues.

This policy is reviewed annually by the Company Secretary and will be monitored for compliance by Line Managers/Supervisors within their own area of responsibility and routine audits will be carried out annually. If you have any questions or concerns at any time around any matters covered, or possibly covered, by this policy speak to your manager or if you prefer, to the Company Secretary (in confidence).

This policy does not form part of any contract of employment, and we may amend it at any time.

### Who must comply with this policy?

This policy applies to all employees working for Clancy at all levels and also applies to consultants, seconded employees, agency workers, agents, or any other person associated with Clancy, (referred to as “you” in this policy).

### What is bribery and corruption?

When someone bribes someone else they offer them a reward to purposely do something incorrectly – to ignore proper procedure. This is known as improper performance and is breaking the trust of the organisation they work for. The word 'purposely' is important. It is NOT bribery if there is no intention for anyone to do anything improperly.



**It is important to know that it is a bribe the moment a reward is offered or promised, even if it is not accepted or actually given.**

### Examples of bribery

The reward could be money or any other type of reward. It could be something physical, such as cash, lavish hospitality, or a gift of some sort, for example a car or a holiday, however it can also be something more subtle such as a job offer, a service, the promise of extra work, giving a job to a close relative, and so on.

Simply, it is anything which will benefit the person receiving it. It is important to note that the reward does not even have to be going to the person accepting the bribe, it could be given to a member of the family or a friend, or it could be a donation to a charity.

**Receiving a bribe:** A supplier gives your nephew a job, however, makes it clear that in return they expect you to use your influence at Clancy to ensure that we continue a business relationship with the supplier. It is an offence for a supplier to make such an offer. It would also 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 Clancy to pay an additional payment to a foreign official to speed up an administrative process (such as clearing goods ordered by us through customs). The offence of bribing a foreign public official has been committed as soon as you make the offer as it was accepted to gain a business advantage for us. We may also be found to have committed an offence.

A bribe covers the transfer of anything of value and other “advantages” including excessive gifts and/or hospitality and is **not just a cash payment**.

**If you have any involvement in giving or receiving gifts and/or hospitality, you must report this to your line manager or the Company Secretary immediately.**

### Individuals

Under the Bribery Act it is an offence for individuals to:

- offer, promise or give a bribe; and/or
- request, agree to receive or accept a bribe; and/or
- bribe a Foreign Public Official

Dishonesty does not need to be proved. This means ignorance or a genuine belief is not a defense. Penalties include an unlimited fine and/or up to ten years imprisonment.

### Businesses

Businesses can be guilty of an offence under the Bribery Act if they fail to prevent bribery. An offence is committed where a person “associated with the business” bribes another person, intending to obtain or retain business or an advantage for the business. Passive acquiescence (a “nod and a wink” or staying silent in response to a suggestion) can amount to an offence.



A person is “associated with the business” if they are an employee, agent, subsidiary, or joint venture partner of the business.

A business found guilty of the corporate offence of “failing to prevent bribery” can face unlimited fines. We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

The only defence that a business has to prosecution is to demonstrate that it has “adequate procedures” in place which are designed to prevent bribery. This revised policy, awareness campaigns, training and the ability to seek advice from the Company Secretary and Legal Counsel form those adequate procedures. Our approach will be regularly reviewed and updated to ensure that we continue to operate “adequate procedures”.

**Any prosecution could also lead to us being excluded from tendering for public contracts and facing substantial damage to our reputation.** We therefore take our legal responsibilities very seriously and we all have a common interest in ensuring that our colleagues and those who interact with our business are aware of Bribery Act offences.

**It is vitally important that each of us take this policy seriously in all of our dealings on behalf of Clancy.**

We are **all personally responsible** for:

- reading, understanding, and complying with this policy;
- the prevention, detection and reporting of bribery and other forms of corruption;
- our own ethical and professional conduct and for seeking to ensure that anyone for whom we have line management responsibility complies with this policy;
- obtaining advice and guidance where necessary;
- reporting any suspected breach of the policy, or suspected future breach or any concerns as to the behaviour of others as soon as possible to your line manager or the Company Secretary; and
- avoiding any activity that might lead to, or suggest, a breach of this policy.

**Further “red flags” that may indicate bribery or corruption are set out in Schedule 1, found at the back of this policy.**

**Directors and senior managers are personally responsible** for:

- monitoring compliance in all areas for which they are responsible; and
- monitoring compliance by all those with whom they engage on behalf of the business.

**Directors and managers must lead by example, demonstrate, and actively promote awareness and commitment to compliance as the correct thing to do.**

### **Our supply chain must comply**

We expect a high level of commitment in the implementation of suitable anti-bribery and corruption prevention policies. Effective financial and audit controls will be implemented and maintained to



identify any potential and actual irregularities.

### Our risks

We have identified that the following are of particular risk for our business:

- joint ventures;
- tendering for public and commercial contracts; and
- sub-contracting and supply chains.

To address those risks, we:

- have engaged with our supply chain to ensure that all parties are aware of our and their obligations under the Bribery Act, as well as the risks we have identified. We will continue to review and if necessary, update this policy on a regular basis to ensure that our policy and measures are proportionate to the current risks that we face; and
- will circulate this policy to you as well as publish the policy on our website and on One Clancy.

### Additional information:

Schedule 1 to this policy sets out the '**Red Flags**' you must look for and be aware of.

Schedule 2 gives examples of what to do, and what not to do if dealing with any Governmental bodies including advice around facilitation payments and kickbacks.

### 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 and other audit records. 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. No accounts must be kept "off-book" to facilitate or conceal improper payments.

### Training and Communication

Training on this policy will form part of the induction process for all new employees. All existing employees 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.

### How to raise a concern

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 the Company Secretary.

If you are unsure as to whether a particular act constitutes bribery or corruption, or if you have any other queries, raise these with the Company Secretary immediately.

Alternatively, you have the option to raise concerns anonymously through our Whistleblowing



Procedure (in accordance with the Whistleblowing Policy that can be found on One Clancy).

### Reporting your concerns

We seek to encourage openness and will support anyone who raises genuine concerns under this policy, even if they turn out to be mistaken. We are committed to ensuring no one suffers any detrimental treatment because 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.

If you believe that you have suffered any such treatment, you should inform your manager or the Company Secretary immediately. If the matter is not remedied, and you are an employee, you should raise the matter formally using our Grievance Policy. Our Whistleblowing Policy is designed to allow you to raise concerns if that is the route with which you feel most comfortable.

### Breaches of this policy

If you breach this policy, you will face disciplinary action which could result in dismissal for misconduct or gross misconduct in accordance with our Disciplinary Policy. In addition, we may refer the matter to law enforcement bodies where warranted. We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.



**SCHEDULE 1: POTENTIAL RISK SCENARIOS:**  
**“RED FLAGS”**

| <b>DO</b>  | <b><u>DON'T</u></b>   |
|--|---|
| Remain alert to the risks of bribery and corruption.   | Engage in any activity which could potentially breach this policy and/or the law.                             |
| Seek guidance from the Security Department if you are at all unsure before acting.   | Attempt to induce anyone else to do something which you suspect might be illegal or in breach of this policy. |
| Seek guidance from the Security Department if you are approached to do anything which makes you uncomfortable or which you suspect may be illegal. | Be persuaded by others to do something with which you feel uncomfortable.                                     |
| Report any concerns you have as soon as possible either to the Security Department or using our Whistleblowing procedure.                          | Fail to report concerns.  |

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The following is a list of possible red flags that may arise 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 or become aware of any of these red flags you must report this promptly to the Company Secretary or the Security Department:

- Payments in cash;
- One-time payments to vendors and other third parties;
- Unusually generous gifts or lavish hospitality;
- Abnormally high commission or fee payments;
- Failure to follow sign off procedures or avoiding checks on clients or suppliers;
- Circumventing recruitment processes and checks;
- Excluding departments/functions from a process with which they are ordinarily involved;
- A party engaging in, or having been accused of engaging in, improper business practices;
- A reputation for paying bribes, or requiring that bribes are paid;
- A request to make payment in cash and/or refusal to sign a formal commission or fee agreement;
- Failure to provide an invoice or receipt for a payment made, or one that appears to be non-standard or customised;
- A request that payment is made to a country/geographic location different from where a party resides or conducts business;
- A request for an unexpected additional fee or commission to “facilitate” a service;
- A request that a payment is made to “overlook” potential legal violations;
- A request that a party provide employment or some other advantage to a friend or relative;
- Insistence on the use of side letters or refuses to put terms agreed in writing;
- Use of an agent, consultant, or supplier that is not typically used by or known to us; and/or
- A demand for lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.

## **SCHEDULE 2- FACILITATION AND KICKBACKS**

We do not make, and will not accept, facilitation payments or “kickbacks” of any kind. They are not commonly paid in the UK, but are common in some other jurisdictions.

Facilitation payments are typically small, unofficial payments made to secure or expediate a routine government action by a government official.

A government official is:

- a) An officer or employee of a government (for example civil servants, local government officials and members of the armed forces);
- b) An employee of a business in which a governmental body has an interest/influence (for example Highways England);
- c) A political party or a candidate for political office; or
- d) Any person known or suspected to be a close family member of any government official.

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 must raise this with your manager.

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