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# Anti-Bribery and Corruption Policy

## May 2026

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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
v4.3	May 2025	Annual review of policy	Company Secretary	The Board	POL-004
v4.4	May 2026	Annual review of policy, amendments made throughout.	Company Secretary	The Board	POL-004

## Anti-Bribery and Corruption Policy

Clancy Group Holdings Limited and its subsidiaries (Clancy, our, or we) expect all employees, consultants, contractors, and agency workers to meet the high standards of conduct required across our business. However, all organisations face the risk that things may go wrong from time to time, including the risk of unknowingly harbouring illegal or unethical conduct.

This policy is intended to help us manage that risk and reduce the harm that it can cause. We 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 wherever we operate. We are also 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 we conduct 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

This policy sets 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?

Bribery is when someone offers, promises or gives (or requests, agrees to receive or accepts) something of value to induce or reward someone to act improperly, or to influence them in the performance of their role. This is known as improper performance for example, ignoring proper procedure, failing to act impartially or abusing a position of trust.



**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.** It is not bribery where a gift or hospitality is given or received genuinely and transparently with no intention to influence decision-making or secure an improper advantage.

### 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 defence. 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.**

### **Supply Chain Compliance**

We expect all suppliers, contractors and partners to maintain robust anti-bribery and corruption measures. They must implement effective policies, financial controls, and audit procedures to prevent,



detect and address any potential or actual bribery or corruption.

### 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.

### **Our Approach to Managing These Risks**

To address those risks, we:

- engage proactively with our supply chain and joint venture partners to ensure that all parties understand their obligations under the Bribery Act and that they are aware of the specific risks we face. We will continue to review and update these arrangements regularly to ensure that our policy and controls remain proportionate and effective; and
- circulate this policy internally, and publish this policy on our website and on One Clancy to ensure visibility and awareness across the business.

### 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 maintain accurate financial records and implement internal controls that clearly demonstrate the business rationale for all payments to third parties. All accounts, invoices, memoranda and other documents and records relating to dealings with clients, suppliers and business contacts must be prepared and maintained with complete accuracy. No “off-book” accounts or records may be kept to facilitate or conceal improper or unlawful 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><u>DO</u></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 Company Secretary 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 Company Secretary 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 to the Company Secretary or using our Whistleblowing procedure.	Fail to report concerns.

**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.**

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 expedite a routine government action by a government official. Under the UK Bribery Act 2010, facilitation payments are treated as bribes (there is no exemption for them), and they are prohibited by this policy regardless of value, frequency or local custom.

A government official includes:

- 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 state-owned, state-controlled or publicly funded organisation, or any person performing a public function (for example a highways authority or similar body);
- 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 request official documentation (for example an invoice and/or receipt) which clearly sets out the legal basis for the payment and the reason for it.

- Do not make or authorise the payment (including through a third party), and do not accept or request any kickback.
- Explain that our policy and the UK Bribery Act prohibits such payments.
- Escalate immediately to the Company Secretary (and, where relevant, your line manager) and follow any applicable escalation process.
- Record and retain details of the request (who, what, when, where, amount, and any supporting documentation).
- If there is an immediate threat to personal safety, your safety comes first. Where a payment is made under duress, it must be reported as soon as it is safe to do so.

Kickbacks are bribes (often disguised as commission, rebates or referral fees) paid or received in return for a business favour or advantage (for example, awarding work, approving invoices, or providing confidential information). You must not offer, request, agree to receive, accept, or facilitate any kickback, and you must avoid any activity that might lead to, or suggest that a facilitation payment or kickback will be made or accepted on behalf of Clancy.