

Carclo

Anti-Bribery & Corruption Policy

Introduction

Carclo (meaning Carclo plc and its subsidiary companies) has a number of fundamental principles and values which it believes are the foundation of sound and fair business practice and as such are important to uphold. One such principle is a **zero tolerance approach to bribery and corruption**, wherever and in whatever form that it may be encountered.

This policy outlines our commitment to preventing bribery and corruption and sets forth the principles and guidelines that all persons working for us or on our behalf in any capacity must adhere to.

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is improper. Corruption is the mis-use of power for gain.

This document is intended to ensure conformance to our principles as well as the legal requirements within the countries in which Carclo and its subsidiary companies operate.

Carclo values its reputation for ethical behaviour, financial probity and reliability. It recognises that, over and above the commission of any crime, any involvement in bribery or corruption will also reflect adversely on its image and reputation. Its aim is therefore to limit its exposure to bribery and corruption by:

- Setting out a clear anti-bribery & corruption policy
- Working with employees so that they can recognise and avoid the use of bribery by themselves and others
- Encouraging employees to be vigilant and to report any suspicion of bribery, providing them with suitable channels of communication and ensuring sensitive information is treated appropriately
- Rigorously investigating instances of alleged bribery and assisting the police and other appropriate authorities in any resultant prosecution
- Taking action against any individual(s) involved in bribery or corruption

Who does this policy apply to?

This policy applies globally to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, distributors, consultants, third-party representatives and business partners, sponsors, or any other people or bodies associated with Carclo.

What is Bribery?

A bribe does not need to be financial. It can be any form of advantage offered, requested or received, for example, gifts, loans, fees, hospitality services, discounts or anything else of value. A recipient does not need to benefit personally from a bribe – it may be that the intended beneficiary is a third party or a company.

Bribery can occur in the private as well as the public sector – it is not just about our relationship with public officials.

What is an improper act?

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.

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What is Corruption?

A contract does not need to be won for a corruption offence to have been committed.

Policy

Carclo's policy consists of three straightforward rules that must be strictly adhered to:

- Do not offer, promise or pay bribes
- Do not request, agree to or accept bribes
- Do not participate in any form of corruption

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 Whistleblowing Officer immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure.

Gifts and Hospitality

Gifts and hospitality can also amount to bribery. Local custom and practice is not a valid defence. The test to be applied in all circumstances is whether the gift or entertainment does, or could be perceived to, aim to achieve a particular advantage, outcome or action.

This policy prohibits any gifts and/or hospitality that could amount to bribery.

This policy is not meant to prohibit the practice of giving or receiving of reasonable and appropriate hospitality providing this is proportionate and are properly recorded.

We have a separate Gifts & Hospitality Policy that you should also consult.

Facilitation Payments

This policy also prohibits 'facilitation payments', which are typically small, unofficial payments for routine or necessary action (for example, by a government official). Examples include speeding up the unloading of cargo, issuing permits, and other actions of an official to expedite performance of duties which they are already bound to perform. This should be contrasted with recognised 'fast track' processes available to all on payment of an official fee.

If you are unsure as to the validity of an official's request for a payment, the steps below should be followed as far as they are applicable and as far as it is possible for you to do so without putting your personal safety or security at risk:

- If possible, contact your line manager or supervisor immediately
- Ask the official for proof of the validity of the fee
- Request that a receipt is provided confirming the validity of the payment
- If no proof of validity is provided, or no receipt will be provided, politely decline to make the payment and explain you cannot do so because of company policy and anti-bribery laws
- If possible ask to see the official's supervisor
- Make a full note of the request, the circumstances and the parties involved
- At all times remain calm, respectful and polite

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Employees' Responsibilities

Inevitably, decisions as to what is acceptable may not always be easy. If anyone is in doubt as to whether a potential act constitutes bribery, a facilitation payment or other form of corruption the matter should be referred to their immediate manager, supervisor or the Company Secretary before proceeding.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all employees throughout Carclo. Suitable channels of communication by which employees or others can confidentially report any suspicion of bribery, will be maintained; details of this can be found in the Carclo Whistleblowing Policy.

Employees who are suspected of involvement in bribery or corruption will be subject to the disciplinary procedure.

The Chief Executive Officer has lead responsibility for policy implementation within the Carclo Group.

Approved by the Board on 25 March 2024

Version control

Version	Date Approved	Approved By	Description
1	1 March 2021	Board	Annual Review
2	8 March 2022	Board	Annual Review
3	7 March 2023	Board	Annual Review
4	25 March 2024	Board	Annual Review