

This policy applies to all those who work for, act on behalf of or represent AMALTHEA HOLDCO LIMITED and group companies ('SRL'). This includes full-time and part-time employees, as well as Directors and other employees, temporary staff, contractors and consultants at all our business locations ('SRL staff'). We keep this policy under regular review and reserve the right to change it at any time. It is your responsibility to ensure that your knowledge of this policy is up to date and that you comply with its terms.

## Our Policy

We will maintain high standards of ethical behaviour in all our business activities. Accordingly, we will not offer, pay or accept bribes. This policy cannot address every situation and sets out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on preventing bribery and corruption. This also provides information and guidance to those working for and on our behalf on how to recognise and deal with bribery and corruption issues.

## Why does SRL have a Policy?

Bribery, or even the suggestion of bribery, may seriously damage SRL's reputation and affect our ability to do business. A bribe involves offering or giving money or anything else of value to any person to improperly influence an outcome, to gain an advantage or in return for favourable treatment. The person receiving the bribe will often be induced to act (or fail to act) in a manner which is illegal, unethical or an abuse of a position of power or trust. Bribery is a crime in the majority of countries. Many countries have laws that prohibit bribery even when it is committed outside that country.

The consequences of not complying with this policy can be very serious including damage to SRL's and your own reputation, significant fines and penalties, and even criminal liability for individuals and SRL.

Any failure to comply with this policy and its supporting policies will be investigated and appropriate action taken. Breach of this policy is a ground for discipline, leading up to and including dismissal. You will be asked to confirm annually that you have complied with this policy and any supporting policies and procedures, which will be managed and monitored by the HR department. Exceptions or non-compliance will be reported to the SRL board.

## Your obligations

### You must never:

- Offer, give or receive – directly or indirectly – any payment, benefit or gift which is intended to be, or may be construed as, a bribe. This includes offering or giving money or anything else of value to any person, in return for favourable treatment, to improperly influence a business outcome or to gain a business advantage for SRL.
- Accept anything of value if it might compromise your independence or judgement or create a conflict of interest or give the appearance of doing so.

### You must always:

- Adhere to highest levels of honesty, integrity & ethics **at all times** when conducting business for SRL.
- Report any breaches or potential breaches of this policy, even if the breach does not relate directly to you. It is unacceptable to ignore breaches that come to your attention. More detail on how to report a concern can be found at the end of this policy.

## Hospitality and gifts

The exchange of legitimate hospitality and gifts can build goodwill in business relationships. However, you (and any of your connected persons) must never offer or accept hospitality or gifts to or from SRL business contacts if it may improperly influence a business decision, impair independence or judgement or create a sense of obligation or if there is a risk it could be misconstrued or misinterpreted by others as a bribe.

### You must never:

- Solicit or actively seek hospitality or gifts.
- Offer or accept hospitality or gifts in return for a specific decision being made (or not made); to gain influence; which generally places you under a sense of obligation to the other person or that might create a conflict of interest for SRL or its staff.
- Offer or accept gifts of cash or cash equivalent (e.g. vouchers) or a gift to or from someone with whom you are negotiating.
- Offer or accept hospitality or gifts of an inappropriate or offensive nature or anything that would embarrass you or SRL if publicly disclosed.
- Offer or accept hospitality or gifts that are extravagant.

## **You must:**

- Comply with SRL's Hospitality and Gifts Rules. These may require you to obtain approval before offering or accepting hospitality or gifts and/or to record them on the Hospitality and Gifts register, depending on the value of the hospitality or gift offered or to be accepted. The Hospitality and Gifts register is owned by SRL's Director Alison Spooner and will be reviewed on a monthly basis.
- Understand whether there are any legal or other restrictions, such as the recipient's corporate policies, that may prevent the potential recipient from accepting hospitality or gifts, particularly when dealing with government or public officials.
- Be cautious when offering or accepting hospitality to or from someone with whom you are negotiating. Normal business lunches and dinners are, however, usually acceptable in these circumstances. You are not permitted to offer to or accept gifts from someone with whom you are negotiating.
- Be present with those you have invited to a hospitality event or with those who have invited you.
- Only pay or reimburse travel, accommodation and other expenses of third parties who attend events held by SRL, if the expenses are reasonable. No friends or family members can travel at SRL's expense.
- Report it to your manager, Director or Head of HR if you suspect that you have been offered a gift with corrupt intent. Please also refer to the Whistleblowing Policy for alternative ways to raise a concern. More detail on how to report a concern can be found at the end of this policy. SRL staff should refer to SRL's Hospitality & Gifts rules for more information.

## **Facilitation & Kickback payments**

Facilitation payments are unofficial payments made to secure or expedite a routine government action by a government official. If you are asked to make a payment on our behalf, you must request an official quotation which details of what the payment is for and upon receipt of the quotation, forward to a member of the senior management team, who will then decide whether the amount requested is proportionate to the goods or services provided and is legal.

Provided the payments are legal and comply with this policy, you should always obtain a receipt that matches the quote. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your manager. Kickbacks are typically payments made in return for a commercial favour or advantage. All workers must avoid any activity that might result in a kickback being made or accepted by us.

## **You must not:**

- Pay or authorise a facilitation payment.
- Allow a third party to pay a facilitation payment on SRL's behalf.

## Relationships with third party agents and advisers

We will not permit a third party to receive, offer or pay bribes or make facilitation payments on SRL's behalf. We will only engage third parties if we believe they will act with standards substantively consistent with our own. The term 'third party' applies to any consultant, adviser, agent, contractor, supplier, service provider or other intermediary engaged or used by SRL.

### **You must be alert where:**

- Any third party suggests that an amount of money is needed to "seal the deal," "get the business" etc. or that they can circumvent "red tape" or "expedite" normal business processes.
- Any third party requests an unusual up-front payment or performance-related bonus or commission.
- Any third-party requests payment in cash or in another country (not connected to the services being provided) or through unusual or convoluted means, such as to an offshore numbered account.
- Any third party is being considered due to his connections with, or due to recommendations from, a public official.
- The country where the services are to be conducted, or the sector to which the services relate, has a reputation for bribery.

## Political contributions and public officials

You must not use either your own or SRL's funds, resources or facilities to make any payment or contribution to influence, reward or incentivise any public or government official who can directly or indirectly decide whether to transact with us or influence any decision that would benefit SRL. SRL does not make contributions to political parties.

### **You must not:**

- Use SRL's funds to make political contributions to political organisations or election candidates.

### **You must:**

- Be cautious when dealing with public or government officials. Such officials can make or influence decisions that could benefit business and can be susceptible to bribery.
- Ensure that all interactions with political, government and public officials are conducted in a manner that adheres to this policy and SRL core values and comply with all relevant laws. This includes any lobbying by SRL.
- Seek the approval of the Operations board of SRL before engaging a current or former politician, government or public official to act as agent or consultant for SRL.

## Charitable and community support

SRL supports social enterprise and the communities in which we operate. Community support contributions, whether to community organisations or other persons, including charitable donations and grants for research and sponsorship ('Charitable Contributions'), made with SRL funds or resources must be appropriate and genuine.

### **You must not:**

- Make a Charitable Contribution as an incentive or reward for obtaining or retaining an advantage for or influencing a decision favourable to SRL.

### **You must:**

- Seek the approval of the operations board before SRL makes a Charitable Contribution.
- Deny any request for a Charitable Contribution by any third party who has promised or implied the possibility of a benefit or issued a threat in connection with that request.
- Conduct due diligence on the body to which the Charitable Contribution is to be paid to ensure that there is no conflict of interest for SRL, the funds will not be applied for another purpose.

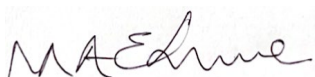
## Reporting a concern

You are expected to report any breaches or potential breaches of this policy, even if the breach does not relate directly to you. SRL prohibits any form of retaliation or discrimination against anyone for raising or helping to address a genuine business conduct concern. Should you have any questions or concerns about this policy, or any other unethical behaviour discuss them in the first instance with your manager.

If you feel uncomfortable discussing the concern with your manager, you should report your concerns to any senior SRL person with whom you feel comfortable to have such a conversation e.g. a senior representative from the operations board, the group CFO, the group CEO or the group Chairman. Please also refer to the Whistleblowing Policy.

Anything you raise will be treated confidentially and communicated on a need-to-know basis. If you believe you or anyone else is experiencing retaliation or discrimination, having raised or helped to address a business conduct concern, please report it. Retaliation is a ground for discipline, up to and including dismissal.

**This Policy Statement is reviewed annually.**



Mark Eburne  
**Chief Executive Officer**

Dated: 23<sup>rd</sup> August 2024

## Version Control

<b>Version</b>	<b>Release Date</b>	<b>Reviewer</b>	<b>Approval Date</b>
1.1	September 2024	John McLaughlin	August 2024