

Anti-Bribery and Corruption Policy

GLO-POL-001



Ovarro GLO-POL-001 Anti-Bribery and Corruption Policy ("the Policy") commits Ovarro Group Limited, its subsidiaries and affiliated companies ("Ovarro", "we", "us"), to conducting business ethically and with the utmost **integrity** in all its operations throughout the world.

Ovarro conducts all its business in an honest and ethical manner. The company has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with **integrity** in all our business dealings and relationships, wherever we operate, by implementing and enforcing effective systems to counter bribery and corruption.

Ovarro does not tolerate any form of bribery or corruption, whether direct or indirect, by, or of, our employees, officers, agents or consultants or any persons or companies acting for us or on our behalf.

Purpose and Overview

This Policy applies to all individuals working at all levels and job functions, including senior managers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with Ovarro (collectively referred to as "**Workers**", "**you**", "**your**" for the purposes of this Policy).

This Policy does not form part of any employee's contract of employment, and it may be amended at any time.

The **purpose** of this Policy is to:

- (a) set out Ovarro's responsibilities, and those of our Workers, in observing and upholding Ovarro's position on bribery and corruption; and
- (b) provide information and guidance to Workers on how to recognise and deal with bribery and corruption issues.

Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage. **Corruption** is the abuse of entrusted power or position for private gain.

It is a criminal offence to offer, promise, give, request, or accept a bribe. Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if Ovarro is found to have been involved in corruption it could face an unlimited fine, be excluded from tendering for public contracts and face damage to its reputation. Therefore, Ovarro takes its legal responsibilities very seriously.

The Leadership Team has overall responsibility for ensuring Ovarro complies with all legal and ethical obligations and that all those under its control comply with it. All Function Leads have primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

All Workers are responsible for ensuring that they read, understand and comply with this Policy.

Compliance with this Policy

This Policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties to maintain good business relationships, improve or maintain our image or reputation or market and present our services effectively. Employees are, however, prohibited from accepting a gift from or giving a gift to a third party unless they have written authorisation from senior management. Even if you receive this authorisation, the following requirements should still be met in respect of the gift:

- It should **not** be made or received with the intention of obtaining or retaining business or a business advantage or rewarding the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits.
- It should comply with local law.
- It should be given or received in Ovarro's name, not in your name.
- It should not include cash or a cash equivalent (such as gift certificates or vouchers).
- It should be appropriate in the circumstances. Taking into account the reason for the gift, it should be of an appropriate type and value and given at an appropriate time.
- It should be given or received openly, not secretly; and
- Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Leadership Team.
- Within the UK offices all gifts are collected by the Site Leads and raffled to employees at the companies' social events with all proceeds going to a local charity chosen by the Social Committee.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered. It is not acceptable for you (or someone on your behalf) to:

- Give, promise, 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.
- Give, promise, or offer, a payment, gift 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 that individual or organisation.
- Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return.
- Threaten or retaliate against another Worker who has refused to commit a bribery offence or who has raised concerns under this Policy.

Ovarro does not make, and will not accept, "**facilitation payments**" or "**kickbacks**" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in the UK but are common in some other jurisdictions in which we operate. Kickbacks are typically payments made in return for a business favour or advantage. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on Ovarro's 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 should raise these in accordance with this Policy.

Ovarro does not make contributions to political parties. It only makes charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Leadership Team.

Your Responsibilities

You must ensure that you **read, understand and comply** with this Policy.

You must **complete within the set deadlines all mandatory anti-bribery and corruption training** provided by Ovarro. Such is provided to all new starters as part of their induction process. Refresher training is also provided thereafter to all employees on an annual basis.

You must assist in all internal anti-bribery and corruption annual compliance checks and provide the relevant team/s with all information required for such activities.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All Workers are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

You must raise your concerns as soon as possible using the reporting procedures outlined below if you believe or suspect that a conflict with this Policy has occurred, or may occur, in the future.

Any employee who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. Ovarro reserves its rights to terminate its contractual relationship with other Workers if they breach this Policy.

You must declare and keep a written record of all hospitality, or gifts accepted or offered, which will be subject to managerial review. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our GLO-POL-028 Travel and Expenses Policy and specifically record the reason for the expenditure.

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.

Reporting Procedures

You are encouraged to raise concerns about any issue or suspicion of bribery at the earliest possible stage with either your Line Manager or a member of the Leadership Team, if different, in the first instance. However, if you are not comfortable reporting these concerns to either your Line Manager or a member of the Leadership Team, they can be brought to our attention using the alternative reporting procedures set out in the GLO-POL-030 Whistleblowing Policy.

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Ovarro encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. If you believe that you have suffered any repercussions or detriment, you should inform the People and Culture Team immediately. If the matter is not remedied, you should raise it formally using the HR-PROC-002 Grievance Procedure.

Ovarro's zero-tolerance approach to bribery and corruption shall be communicated to all suppliers, contractors and business partners at the outset of its business relationship with them and as appropriate thereafter.

Approval	Date
	July 2024
David Frost, Chief Executive Officer	