



South Staffordshire Group

Anti-Bribery and Corruption Policy

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Introduction

South Staffordshire Group and its subsidiary companies (together “the Group” and each a “Group Company”) maintain the highest standards of ethical behaviour in all of our business dealings. We are committed to conducting ourselves fairly, honestly, and lawfully in all business dealings and relationships and we have zero-tolerance approach to bribery and corruption.

The Group is bound by the UK Bribery Act 2010, which applies to our conduct both in the UK and worldwide. Under this Act, bribery is a strict liability offence for organisations if they fail to prevent bribery by an associated person, unless they can demonstrate having adequate procedures in place to prevent it. The Group is committed to upholding all laws relevant to countering bribery and corruption in all jurisdictions where we operate.

Purpose

The purpose of this policy is to state the Group’s position on and to provide information and guidance on recognising and dealing with bribery and corruption. This policy:

- sets the minimum requirements and procedural steps that all Group Personnel must follow in order to comply with this policy. Each jurisdiction may impose additional, more onerous requirements to meet their local obligations but cannot reduce the requirements of this policy; and
- provides information and guidance to those working for the Group on how to recognise and manage bribery and corruption.

Scope

This policy applies 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, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located (“Group Personnel”). It is the responsibility of Group Personnel to ensure that are acquainted with this policy and any subsequent updates.

In this policy, third party means any individual or organisation you come into contact with during the course of your work and includes actual and potential clients, suppliers, distributors, business contacts, agents, advisers, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

Our Vision, Mission and Values

Our commitment in terms of compliance with the Bribery Act 2010 and all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate is also supported by our Group Vision, Mission and Values. Our core values and the values driven behaviour that applies to the Group and to all of our employees. In this way, all the parties involved know what they can expect from the Group and conversely what the Group expects of them.

One of our core values is “trusted”. Applying “trusted” to our relationships and dealings with our partners and suppliers means that we expect high ethical standards from our employees and our whole supply chain. This is the only way we can maintain our integrity and remain worthy of the trust placed in us by shareholders, investors, clients and customers. Operating our businesses ethically and sustainably and complying with the Bribery Act 2010 and all laws relevant to countering bribery and corruption in all jurisdictions in which we operate is key in our daily activities.

Policy

Definitions

A **“bribe”** is an inducement, reward or anything of value including any financial or other advantage given, offered, requested, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage, or to improperly influence any act or decision of any person.

“Corruption” is the misuse of entrusted power for private gain.

“Acts of bribery or corruption” are designed to influence the individual in the performance of their duty and induce them to act in a contrary manner. Inducements can take the form of gifts, fees, rewards, jobs, internships, favours or other advantages such as complimentary concert tickets and/ or inappropriate access to sporting events.

Dependent on the nature of individual circumstances, offences could be attributed to a Group Company as an organisation or could be attributed to individual Group Personnel.

Gifts and Hospitality

Group Personnel are prohibited from giving or receiving money or gifts which could improperly influence, or be perceived to influence, the recipient’s performance of their duties. Under the Bribery Act 2010, hospitality or gifts will be considered bribery if they lead to, or are intended to lead to, improper performance of a function or activity. This policy does not prohibit reasonable and appropriate hospitality (given or received) to or from third parties. Please ensure that you refer to our separate Business Gifts and Corporate Hospitality / Entertainment Policy for further information.

Occasionally you may give or receive a gift of low monetary value from someone who does business with a Group Company. For example, you may be offered or provide a corporate branded giveaway, consumables, or other items of nominal value. Branded gifts below £50 such as pens, diaries, calendars are not required to be recorded on the Group Business Gifts and Corporate Hospitality/Entertainment Register. Once the aggregate value of the gifts received amounts to £50 or more in any six-month period to or from a single source, approval is required. Please refer to the Group’s Business Gifts and Corporate Hospitality / Entertainment Policy for more information.

If any one gift offered or received is valued at £50 (or local equivalent) this gift should be recorded on the Group’s Business Gifts and Corporate Hospitality/Entertainment Register and is subject to the prior written approval of your line manager. Among the factors to be considered in determining the appropriateness of a gift(s) over £50 will be whether the gift is customary in the particular geography or industry concerned and openly given without any expectation or realisation of special advantage.

Larger gifts are more likely to cause a conflict of interest. Therefore, the advance approval from the relevant Group Company’s Head of Finance/Finance Director and Managing Director is required in order to accept more than £50 (or local equivalent) worth of gifts. Specific approvals are required for gifts whose value exceeds £100 (or local equivalent). Please refer to the Group Business Gifts and Corporate Hospitality / Entertainment Policy for more information.

All offers of corporate hospitality should be recorded in the Group’s Business Gifts and Corporate Hospitality/Entertainment Register regardless of the perceived value, with information duly recorded on rationale to support the decision reached. Corporate hospitality, such as business lunches, dinners, drinks,



hospitality at a sports or social event or other meetings in a social context are not considered to be gifts if (1) a significant purpose of the meeting is business-related, and (2) your participation is in the ordinary course of business and is usual and customary. This can be a tricky area; caution should be applied to ensure that practices adopted are reasonable and in line with our requirements. If you are given tickets to a sporting event for your personal use, this would be considered a gift. If you attend an event with clients, business partners or suppliers, it would ordinarily not be considered a gift unless this occurs with a frequency that suggests a business purpose is not valid. Please refer to the Group Business Gifts and Corporate Hospitality / Entertainment Policy for more information on the rules for accepting corporate hospitality. If you have any doubts about your participation in such events, they should be discussed with a member of the Group Legal Team.

When accepting gifts and hospitality the test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift or hospitality should always be considered. For example, there is a difference between accepting a 'corporate gift' (such as a traditional mark of a partnership between companies, which may sit on display in your office) and a 'personal gift' (which you might take home or enjoy personally) that might have the appearance of influencing your objectivity or impartial judgement.

In general gifts or hospitality should not be given to clients or potential clients, third parties or anyone outside the Group. There are exceptions to the general rule which are set out in the Group's Business Gifts and Corporate Hospitality/Entertainment Policy.

What is not acceptable?

General principles

- It is not permitted for you to offer anything over a nominal value without first getting approval in accordance with the Business Gifts and Corporate Hospitality / Entertainment Policy.
- It is not permitted for you to accept anything over a nominal value without first getting approval in accordance with the Business Gifts and Corporate Hospitality / Entertainment Policy.

It is not acceptable for you (or someone on your behalf) to:

- give, promise to give 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 to give or offer a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a procedure.
- accept payment from a third party that you know or suspect is offered with the expectation that the third party will obtain a business advantage in return for the payment.
- 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 employee or person working on behalf of or representing the Group who has refused to commit a bribery offence or who has raised concerns under this policy; or engage in any activity that might lead to a breach of this policy.

Facilitation payments and kickbacks

Facilitation payments are illegal under the UK Bribery Act 2010, regardless of local customs or expectations in other jurisdictions. The Group prohibits any facilitation payments, even if they are common practice in the country where we operate. They are not commonly paid in the UK but may be common in some other jurisdictions in which we operate. Kickbacks are typically payments made in return for a business favour or advantage.



The Group will not make facilitation payments or kickbacks of any kind. You must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by any Group Company.

If you are asked to make any payment on behalf of any Group Company, 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 an invoice or a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Group Legal Team via legalservices@south-staffordshire.com

Charitable Donations and Sponsorship

The Group only makes charitable donations and provides sponsorship that are legal and ethical under local laws and practices and which are in accordance with our internal policies and procedures. Please refer to the Group Charitable Donations Policy for specific information relating to making charitable donations or providing sponsorship.

Contracts of Employment

Anti-bribery and corruption provisions must be included in all contracts of employment and such provisions must include reference to the:

- Group's position of zero tolerance on bribery and corruption;
- fact that the Group considers bribery and corruption to be gross misconduct and that an employee can be dismissed on that basis; and
- the relevant Group Company's gifts and hospitality procedures.

Procurement, Due Diligence, and Contracts

Each Group Company has a clear procurement framework for negotiating, tendering and managing contracts. Appropriate anti-bribery and corruption provisions must be included in each Group Company's standard purchasing and supply terms and in all commercial or other contracts entered into by each Group Company.

The Group's zero tolerance position must be clearly stated in all commercial contracts and understood by the contracting party prior to the start of negotiations.

Individuals involved in a tender process or in negotiating commercial or procurement contracts must not under any circumstances, offer or accept any gifts and/or hospitality from existing or potential suppliers, contractors or business partners during any active bidding, procurement or negotiation process.

Each Group Company must ensure robust anti-bribery due diligence is completed before engaging with third parties, including suppliers, contractors, and business partners. The Group can be held criminally liable under the Bribery Act 2010 for failing to prevent bribery by an associated person (e.g., an agent or intermediary acting on its behalf).

Due diligence should include:

- Verifying whether the third party has anti-bribery policies and procedures.
- Ensuring anti-bribery clauses are included in contracts.
- Assessing whether the third party has been accused of bribery-related offences within the past 10 years.
- Confirming the third party's ultimate beneficial ownership.

If risks are identified, appropriate mitigation measures must be put in place before proceeding



Each Group Company must ensure that the procedures referred to above are completed before adding a supplier to its preferred supplier list (if any).

Reporting

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Group or under our control. All Group Personnel are required to avoid any activity that might lead to, or suggest, a breach of this policy. If you suspect bribery or corruption, you must report it immediately.

UK law provides legal protections for whistleblowers under the Public Interest Disclosure Act 1998 (PIDA). Employees will not face retaliation for making a genuine report in good faith, even if the concern is later found to be unfounded.

Concerns can be raised confidentially via the Whistleblowing and Non-Retaliation Policy. If necessary, external disclosures can be made to relevant authorities such as the Serious Fraud Office (SFO) or the Financial Conduct Authority (FCA).

If you believe or suspect that a conflict with this policy has occurred, you must immediately notify the Group Legal Team via legalservices@south-staffordshire.com.

Risk Assessment

It is the responsibility of each Group Company's senior management to complete a risk assessment to identify vulnerable areas of the business that may be "at risk" to bribery and corruption ("Vulnerable Areas").

The following are examples of Vulnerable Areas:

- tendering and procuring contracts (including assessing the vulnerability of individuals associated with the tendering and procurement process).
- acquisitions and/or joint ventures.
- corporate hospitality and gifts; or
- a Group Company operating in a foreign jurisdiction and /or colleagues working in a foreign jurisdiction.

Record Keeping

The Group must maintain accurate and transparent financial records in line with the Bribery Act 2010. Any financial records related to payments, gifts, hospitality, or contracts must clearly document the legitimate business reason for the transaction.

Expense claims must be submitted in accordance with our Expenses Policy, and all gifts or hospitality above £50 must be recorded in the Business Gifts and Corporate Hospitality/Entertainment Register.

So, you must ensure that all expense claims relating to hospitality or gifts incurred by you on behalf of the Group or any Group Company for the benefit of a third party are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

You must declare all gifts and hospitality (excluding nominally valued items) given or received, and if an aggregate amount of £50 has been reached in one six -month period, this will be reviewed by the Group Legal Team and Group Finance Team. Gifts and hospitality must be declared using the Group's Business Gifts



and Corporate Hospitality/Entertainment Register. Records will be audited and monitored by the Group Legal Team and Group Finance Team.

How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of corruption at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, you should raise them with your line manager, Group Legal or HR Team

It is important that you tell your line manager or the Group Legal or the HR Team as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

Protection

Group Personnel or those who are acting on behalf of the Group who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

The Group is committed to ensure that 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 your line manager, Group Legal or the HR Team. If the matter is not remedied, and you are an employee, you should raise it formally using the Grievance Policy and Procedure.

Training

Mandatory training on this policy will form part of the induction process for all new employees. All existing employees, workers and temporary employees will receive mandatory training and regular, relevant updates on how to implement and adhere to this policy as appropriate. Board members will receive training on this policy as part of their induction programme.

Responsibility for this Policy

South Staffordshire Group's Board of Directors has approved and issued this policy as part of its overall responsibility for ensuring that South Staffordshire Group and each Group Company complies with its legal and ethical obligations, and that all those under its control comply with this policy.

Management, at all levels, are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

All Group Personnel must read, understand, and comply with this policy.

Disciplinary and other Action

Violations of this policy may result in disciplinary action, which could result in dismissal for gross misconduct.

The Group will not discharge, demote, suspend, threaten, harass or in any manner discriminate or retaliate, directly or indirectly, against Group Personnel who, in good faith, report suspected misconduct to the Group or participate in any investigation of suspected misconduct, even if the facts alleged are not confirmed by



subsequent investigation. Failure to report known or suspected wrongdoing of which Group Personnel have knowledge, or making a report other than in good faith, may subject Group Personnel to disciplinary action, up to and including termination.

We reserve our right to terminate our relationships with third parties' if they breach this policy.

Any queries on the application or interpretation of this policy as it applies to Group Personnel should be discussed with the Human Resources Department prior to any action being taken. Please email: peopleteam@south-staffordshire.com

Related Policies

This policy must be read in conjunction with:

- (i) Business Gifts and Corporate Hospitality/Entertainment Policy;
- (ii) Whistleblowing and Non-Retaliation Policy; and
- (iii) Grievance Policy and Procedure.

Management and Administration

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

The General Counsel & Company Secretary will be responsible for the management of this policy and has final authority over this policy.

Questions regarding this policy should be directed to Group Legal using the following email address legalservices@south-staffordshire.com

Group Legal Team has the responsibility for ensuring the maintenance, review and update of this policy. Suggested changes / amendments should be submitted via email to: legalservices@south-staffordshire.com. Any review, update or changes to this policy shall be carried out and approved in accordance with South Staffordshire Group policy and procedure review process.

Document Details

Owner: Group Legal
Approved By: Group Board
Signed By: Charley Maher, CEO

Signature:

Date of Approval: July 2026

Version no.	Ref Number	Last Review Date	Next Review Date	Author	Version Update
1.0	GL-003	14/03/2024	01/04/2025	Group Legal and HR	Published
2.0	GL-003	19/03/2025	01/04/2027	Group Legal and HR	Minor amendments / clarifications as follows: • Clarified corporate liability – Confirmed the Bribery Act 2010's strict liability offence for failing to prevent bribery. • Strengthened gifts & hospitality rules. • Facilitation payments – Ensured there is no ambiguity about their illegality. • Enhanced procurement & due diligence section – Confirmed that third-party liability applies to the Group. • Improved whistleblower protections section. • Ensured record-keeping aligns with UK Bribery Act
3.0	GL-003	23/07/2026	01/04/2027	Group Legal and HR	Interim Annual Review completed no changes other than updated to reflect name change to South Staffordshire Group