

Anti-Bribery & Corruption Policy

1. Introduction

This policy sets out the principles by which EPI Group Holdings and its subsidiaries (“EPI” or “the Group”) must adhere when doing business in the United Kingdom or abroad. The policy will be communicated to all employees.

At EPI we believe in the importance of ethical behaviour in our relations with clients and we must maintain our high ethical standards. We must ensure we conduct our business with integrity, openness and transparency at all times. We will not engage in bribery, unethical Inducement or unauthorised payments of any kind. EPI Ltd expects that all employees abide by principles of good faith, trust and impartiality in the conduct of business.

EPI will comply with the UK Bribery Act 2010 when operating both in the UK and Internationally. We must also be aware that the US Foreign Corrupt Practices Act 1977 may also apply in some circumstances. Both Acts create a corporate offence for failure to prevent bribery and criminal penalties could be imposed. In accordance with the UK Bribery Act 2010, an individual could be imprisoned for up to 10 years. The company could, if found guilty for corruption, face unlimited fines.

Therefore, there is a zero tolerance approach to bribery and corruption and any employee found to have played any part in bribery and corruption and/or to have breached this policy or any related guidance, will be disciplined appropriately. Any such involvement may amount to gross misconduct and may ultimately lead to dismissal.

2. Bribery

It is a criminal offence to bribe or be bribed, regardless of where in the world it occurs and regardless of whether or not public officials are involved. Individuals found guilty of committing bribery offences are potentially liable to 10 years imprisonment.

Any company within the Group may also be liable to prosecution if an employee or other person associated with the Group, bribes another person.

Bribery occurs when a person offers, promises or gives a financial advantage or other advantage, to induce or reward another person (whether directly or via a third person) to perform a business or public activity improperly, in breach of their duty.

It is important to understand that a person can be found guilty of an offence whether or not they know that they are acting improperly. It is therefore of paramount importance that this policy and the related guidance made under it are adhered to and any suspicions are reported.

2.1. How to recognise bribery

The following are some common indicators of bribery:

- Abnormal cash payments;
- Pressure exerted for payments to be made urgently or ahead of schedule;
- Payments being made through a third party country;
- Abnormally high commission percentage being paid to a particular party;
- Lavish gifts being received;
- An individual who never takes time off even if they are ill, or for holidays, or insists on dealing with specific business associates him/herself;

- Unexpected or illogical decisions accepting business;
- Abusing a decision-making process or delegated powers in specific cases;
- Agreeing contracts that are unfavourable to the Group;
- Bypassing normal Group safeguarding procedures;
- Invoices being agreed in excess of a contract amount without reasonable cause;
- Missing documents or records regarding meetings or decisions;
- Group procedures or guidance not being followed; and
- The payments of, or making funds available for, high value expenses on behalf of others.

Anyone who is unsure whether a certain arrangement amounts to bribery and corruption should seek further guidance from the Group CEO or FD. Do not engage in any activity or transaction which may lead to a breach of this policy or any related guidance.

3. Bribery Prevention

3.1. Risk assessment

The Group will carry out and document a risk assessment relating to its business activities to identify any areas that are vulnerable to the possibility of bribery and corruption. This allows the Group to better evaluate and mitigate the risk of bribery and corruption.

The business must be assessed on an ongoing basis and be subject to review as appropriate. Any significant risks identified must be reported to the board of directors.

Using this information, the Group can provide appropriate procedures to tackle any areas of potential concern.

3.2. Guidance

Guidance will be provided by the Group to assist employees in following this policy. Business in any other way will simply not be accepted.

The guidance will be aimed at those employees who need to be aware of the risk of bribery and corruption and will be reviewed and updated as appropriate.

3.3. Training

All relevant employees, including board level directors will receive training in relation to this policy and the guidance that is applicable to them.

The training will ensure that relevant employees, including board level directors are able to fulfil their obligations under this policy.

3.4. Accurate books and record keeping

The Group's books, records and financial reporting systems must be accurate, fully maintained and transparent. False, misleading or inaccurate records will not be tolerated.

3.5. Concerns

Anyone who suspects that bribery and corruption, involving any person who acts on behalf of the Group, has or may occur, must report their suspicions immediately to the Group CEO or CFO.

The Group will act on any reports as soon as practicable to evaluate the situation and will conduct an investigation where appropriate.

3.6. Checks

The Group will undertake a number of internal checks to identify any possible instances of bribery and to assess compliance with this policy and related guidance.

The Group has processes for disciplinary action as appropriate.

4. Risks to the EPI Group

4.1. Expenses

Only Reasonable expenses properly and necessarily incurred for business purposes will be reimbursed. It is the employee's responsibility to ensure that costs are reasonable and necessary. All such expenses should be reclaimed in accordance with the Group Travel and Expenses Policy which includes requirements for receipts and authorisation. Specific additional checks relating to employee expenses will be undertaken by the Group CEO and/or the CFO.

4.2 Gifts & Hospitality

Giving and receiving hospitality and gifts is acceptable provided the activities fall within acceptable and proportionate limits of value and occurrence, are transparent and bona fide. Those providing or receiving third party hospitality and gifts in their corporate capacities are expected to exercise good judgement in each case, taking into account pertinent circumstances, including the character of the hospitality or gift; its purpose; its appearance; the positions of the persons providing and receiving; the business context; and applicable laws and social norms.

What is acceptable and proportionate will depend on the circumstances. For example, if the intent is to build a genuine and honest business relationship, then it is likely to be acceptable. Such activities may include:

- modest meals;
- occasional attendance at sports or cultural events; or
- gifts of nominal value or small promotional items.

However, if the real intent is improper in any way, these activities will not be acceptable.

Circumstances which are never permissible include but are not limited to:

- any activities offered specifically for something in return;
- anything provided to influence a specific business decision;
- gifts in the form of cash or cash equivalent; and
- entertainment of an inappropriate nature.

Employees must not:

- give any gift or hospitality which could be regarded as illegal, improper or that violates the recipients' policies.
- accept any gift or hospitality if it is in cash, or there is any suggestion that a return favour will be expected or implied.

All instances of hospitality in excess of £500 or gifts in excess of £50 whether received or given must be documented (showing the basis of the acceptance or giving of the gift etc.) and pre-approved by the Group CEO.

All instances of hospitality in excess of £100 for gifts or entertaining or any other form of hospitality must be included on the Corporate Hospitality register, which will be maintained by the Finance Manager and should be highlighted on

reimbursable expense claims when submitted for approval. The Corporate Hospitality Register will be reviewed on a monthly basis by the Group CEO and CFO and shared with the Board.

4.3 Charitable, political and educational donations

Group policy is not to make political contributions in any form whether to political parties, causes or to support individual candidates.

Charitable and educational donations must not be made on behalf of the Group without the authorisation of the Group CEO (once background checks have been completed) and any authorised donations must be fully documented. Legitimate donations will be permitted subject to ensuring that they are not made to gain improper commercial advantage.

The concealment of payments in donations is prohibited.

This policy does not seek to govern donations made in an individual capacity. However, should individual donations be made when there is any potential for suggestion that the donation is made on behalf of the Group, it must be made clear that it is provided in an individual capacity only. In doing so, individuals should consider any possible conflicts of interest.

4.4 Sponsorship

Sponsorship agreements must not be made on behalf of the Group without the authorisation of the Group CEO and any sponsorship agreement must be fully documented. Legitimate sponsorships will be permitted subject to ensuring that they are not made to gain improper commercial advantage.

The concealment of payments in sponsorships is prohibited.

4.5 Facilitation Payments & Kickbacks

Facilitation payments are small payments made to secure or speed up routine actions, usually by public officials, such as issuing permits, immigration controls, providing services or releasing goods held in customs.

- These are a form of bribery to a public official in order to receive a level of service which one would normally be entitled to.
- These payments must not be made.
- **EXCEPTION.** It is accepted that in some situations a risk to personal security may result where a facilitation payment is unavoidable, in this case you must:
 - Minimise the amount if possible
 - Create a record concerning the payment
 - Report it to your line manager

5. Responsibility

You must ensure that you read and comply with this policy. The prevention, detection and reporting of bribery and other forms of corruption is everyone's responsibility and if you believe that a violation to this policy has occurred or may occur, you must report it to your line manager, remember:

- EPI does not tolerate any form of bribery or corruption.

- Do not make, offer or accept any personal gift or payment in return for information or favourable treatment.
- Declare and record all hospitality or gifts, accepted or offered in the EPI Corporate Hospitality Register.
- Report any suspicion of Bribery or Corruption to your line manager.
- Any employee who violates this policy will be subject to disciplinary action.

6 Reporting

Should you have any concerns regarding the implementation of EPI's ABC policy they can be anonymously reported via the link at the bottom of every page of the EPI website www.epigroup.com. Once a report has been submitted a director of EPI will receive the report and decide what action needs to be taken. All anonymous reports and the actions and resolutions they invoke will be reported to the board of directors of EPI and logged in the IMS.

7. Conclusions &

It is the responsibility of the Board of directors to routinely refresh and reinforce this policy and its underlining principles and guidance. In particular, the Group CEO is appointed to take ultimate responsibility for the content, implementation, monitoring and review of the anti-bribery programme.

The board of directors must demonstrate commitment to compliance and promote awareness within the Group.

It is the responsibility of all employees to ensure they understand the policy and relevant guidance and to support the Group CEO in implementing this policy. This includes reporting any breaches of this policy or the guidance.

Andy Smart - CEO

Date – 30th June 2023