

# Anti-Bribery and Corruption

Legal

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## Document Owner

Group General Counsel

## Document Approver

Group General Counsel

## Purpose

The purpose of this policy is to ensure compliance with all applicable laws and regulations, mitigate risks associated with bribery and corruption, and help demonstrate our commitment to ethical conduct. This policy sets out our expectations for Employees and third parties, promoting our culture of integrity and transparency.

## Applicable Business Name(s) / Location

This document is primarily relevant for the following business(es):

Venterra Group Plc and its Member Companies

## References

Document Title	Document Reference
Code of Conduct	VG-LEG-COD-001
Whistleblowing Policy	VG-LEG-POL-004 (008)
Compliance Framework Policy	VG-LEG-POL-011
Gifts and Entertainment Procedure	VG-LEG-PRO-008
Conflicts of Interest Procedure	VG-LEG-PRO-007
Related Parties Policy	VG-LEG-POL-013
Social Investment Policy	VG-COR-POL-001
Screening and Due Diligence	VG-LEG-PRO-005
Delegation of Authority	VG-LEG-MAT-001

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## 1 Abbreviations and Definitions

Term	Definition
Advantage	Any benefit or anything of value or perceived value (such as gifts, hospitality, services, discounts, the award of a contract or anything else of value). It need not be a physical thing. It could be a promise to do, or not to do, something in the future
Agents	Any individual or organisation contractually appointed to represent a company and to negotiate or to act on behalf of the company. Please see "VG-LEG-MAT-001 Delegation of Authority" for more information.
Bribe	Is the Advantage given to someone to induce or reward behaviour (whether in the public or private sector) that is illegal, unethical or a breach of duty. Examples are provided in section 6.
Bribery	Directly or indirectly, promising, offering, giving or accepting any financial or other Advantage, to induce or reward behaviour (whether in the public or private sector) that is illegal, unethical or a breach of duty
Corruption	Dishonest, fraudulent or illegal behaviour involving a person in a position of power or entrusted with power
Gifts	Includes discounts, gifts, entertainment (which includes meals, sporting events etc) or favours
Group	Venterra Group Plc, Venterra Limited and its Member Companies
Hospitality	Includes meals, entertainment, transport, accommodation and any other activities.
Managing Director	Managing Director of a Member Company and Service Line
Member Company	An operating subsidiary (Member Company) of Venterra Limited
Public Official	An officer, employee or representative of a state or a state-controlled or owned entity, which includes: <ul style="list-style-type: none"> <li>▪ any officer, employee or representative of any national or local government institution</li> <li>▪ any person holding a legislative, administrative or judicial position of any kind, whether elected or appointed</li> <li>▪ any officer, employee or representative of a public international organisation such as the United Nations, or World Bank</li> <li>▪ any person who performs public functions in any branch of the national, local or municipal government of such a country or territory or who exercises a public function for any public agency or public enterprise of such a country or territory, such as professionals working for public health agencies and officers exercising public functions in state owned enterprises</li> <li>▪ any officer or representative of a political party, or any candidate for a political office</li> </ul>
Sales Representatives	Someone that promotes and sells products on behalf of a company
Venterra CEO	Chief Executive Officer of Venterra
Venterra GGC	Group General Counsel of Venterra

Term	Definition
Venterra Group	Venterra Group Plc and its subsidiaries but excluding any Member Company

## 2 Introduction

Venterra Group and its Member Companies (“We, Us, Our”) are committed to conducting business ethically, honestly, and transparently. This policy mandates compliance with all applicable laws and regulations on bribery and corruption, including but not limited to the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and other relevant national anti-Bribery statutes and regulations.

We maintain a zero-tolerance stance on Bribery and Corruption and this policy reaffirms our unwavering commitment to preventing Bribery and Corruption. This policy is an integral part of our Compliance Framework, which outlines our comprehensive approach to legal and regulatory adherence, including communication and risk assessment strategies.

## 3 Application of this Policy

This policy applies to all members in the Group including all their Employees, Directors, and Officers (“**Employees**”). Furthermore, it applies any third-party personnel such as Agents, Sales Representatives, temporaries, contractors, consultants, business partners, and suppliers ( “**External Personnel**”).

This policy sets the standards and processes required to be in place for the operations of each member of the Group. The terms of this policy also take precedence over conflicting terms of any standards, procedures, or policies of each Member Company.

If a Managing Director considers it not appropriate to adopt this policy or any of the policies and procedures forming the Compliance Framework, then they must discuss this with the Group CEO and Group GGC. Furthermore, they must demonstrate that the proposed alternative local policies and control processes meet (or exceed) the same minimum standards as set out in this policy and any referenced policies and procedures. Any such deviations including local policies must also be submitted to [Compliance@venterra-group.com](mailto:Compliance@venterra-group.com) for registration on the Compliance Register once approval has been obtained.

## 4 Responsibilities

Role	Responsibility
Employees	<ul style="list-style-type: none"> <li>- Read, understand, and follow this policy and referenced policies and procedures.</li> <li>- Report any actual or suspected violations of this policy or breaches of anti-Bribery and Corruption laws.</li> <li>- Ensure timely completion of assigned training.</li> </ul>
Managing Directors	<ul style="list-style-type: none"> <li>- Support the messaging presented in this policy via communications.</li> <li>- Read, understand, and follow this policy and referenced policies and procedures.</li> <li>- Report any actual or suspected violations of this policy or breaches of anti-Bribery and Corruption laws.</li> <li>- Ensure timely completion of assigned training.</li> <li>- Please see the Compliance Framework Policy for additional responsibilities under the Compliance Framework.</li> </ul>
Legal and Compliance	<ul style="list-style-type: none"> <li>- Periodically review and update this policy and include any new key risks areas as identified.</li> <li>- Provide support and advice to Member Companies on this policy</li> <li>- Provide training and awareness to Employees and selected External Personnel (in accordance with Screening and Due Diligence Procedure.</li> <li>- Please see the Compliance Framework Policy for additional responsibilities.</li> </ul>

<b>External Personnel</b>	- Act in a manner consistent with this policy or have adopted similar commitments to the prevention of Corruption and Bribery.
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## 4.1 Breach

The Group takes breaches of our policies and procedures seriously. The consequences for breaching this policy depend on the severity of the breach but may range from a warning to termination of employment. In certain instances, there may also be civil and/or criminal liability.

We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

## 5 Policy Statement

The Group does not tolerate Bribery or Corruption of any kind. Employees and External Personnel are strictly prohibited from engaging in any form of Bribery or Corrupt practices, whether directly or indirectly, in all business dealings and relationships whether in the public or private sector.

We expect our External Personnel to act in a manner consistent with our policy or to have adopted similar commitments to the prevention of Corruption and Bribery.

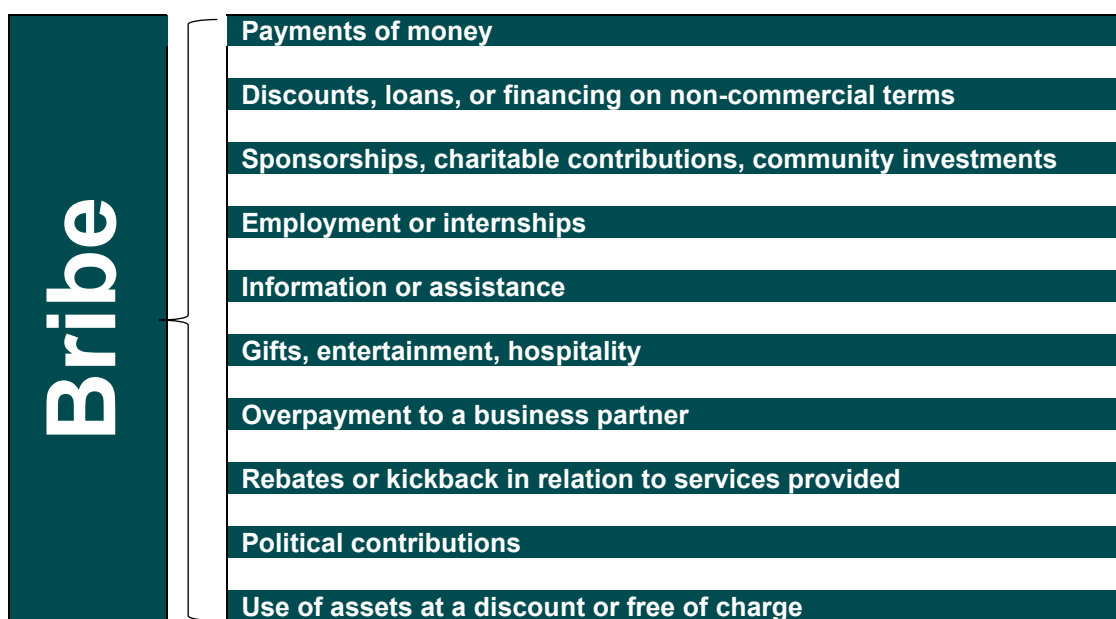
We are committed to preventing Bribery and Corruption. Therefore, each Member Company must complete an integrated risk assessment process to identify and assess (amongst other things) their anti-Bribery and Corruption risks (cf. Compliance Framework Policy). The identified key risk areas are outlined in section 7 together with reference to procedures that help mitigate such risks.

The Group expect all Employees and External Personnel to stay vigilant and help identify, mitigate, and report any Bribery and Corruption risks which they may come across in the course of their day to day work. Section 6 below will provide some more information on identifying Bribery and Corruption.

Our zero-tolerance approach to Bribery and Corruption must be communicated to all suppliers, clients, contractors, business partners and External Personnel at the outset of our business relationship with them.

## 6 Identifying Bribery and Corruption

A Bribe may be monetary or non-monetary, tangible or intangible. A Bribe may take the form of:



Patterns of Bribery can vary from county to county, but there are common forms to look out for. The below table provides some common examples of Bribery

Examples of Bribery	
<b>Offering a bribe</b>	<p>You offer a potential client and her family tickets to a major sporting event, but only if she first agrees to do business with Us.</p> <p>This would be an offence as you are making the offer to gain a commercial and contractual advantage or to obtain business for Us. It may also be an offence for the potential client to accept your offer.</p>
<b>Receiving a bribe</b>	<p>A supplier gives your nephew a job but makes it clear that in return, they expect you to use your influence in Our organisation to ensure We continue to do business with them.</p> <p>It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.</p>
<b>Bribing a foreign official</b>	<p>You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing Our goods through customs.</p> <p>The offence of bribing a foreign public official is committed as soon as the <u>offer is made</u> because the offer is made to gain a business advantage for Us.</p>

It is important to understand that ignorance is not a defence under the law, so claiming ignorance, for example, of a third party paying a Bribe on our behalf would not evade Our liability. We will never compromise Our integrity or use the fact that others are paying Bribes as an excuse to engage in misconduct. It is essential that We remain alert to the risks of Bribery and Corruption and understand that:

- Some level of hospitality is acceptable in business dealings, but failing to realise when it could constitute a Bribe is not an acceptable defence even if the amount is within the allowable limit.
- Offering or asking for a Bribe is a criminal offence even when no one accepts or provides it
- Local practices are not a defence. Hence, we must stay vigilant if we have business dealing in a high-risk country (see Transparency International).

## 7 Key Risk Areas

This section sets out the identified key areas of risk for the Group regarding Bribery and Corruption, and the internal controls put in place to help identify, mitigate, and/or manage these risks.

### 7.1 Acquisitions

Venterra is expanding and the acquisition of target companies or entry into joint ventures may pose as a Bribery and Corruption risk. The risks include pre-existing corrupt practices and third-party risks.

To mitigate such risk, we must conduct pre-acquisition due diligence and improve compliance programs and internal controls after acquisition where relevant. This would include:

- Conducting thorough risk-based screening and due diligence to understand Bribery and Corruption risks associated with the transaction and take steps to address same.
- Examining the policies, procedures, training and anti-Bribery and Corruption assessments undertaken by the target company to understand if the compliance program and internal controls require strengthening.
- Undertaking background screening checks (including screening through RiskScreen) on prospective targets or partners and their senior management.
- Meeting with the target company to talk through any issues that have arisen during the research and establish whether there is a genuine commitment to Venterra's values.

## 7.2 Third Parties

Engaging with third parties such as Sales Representatives, Agents, business partners, or external consultants can increase our Bribery or Corruption risk. The risks include third parties disguising Bribes as invoice payments, consultants using their fees or commission to pay a Bribe to secure a contract. The Group can face legal penalties even if not aware of payment of such a Bribe.

To mitigate the high risk associated with third parties, We must perform screening and due diligence prior engaging with any new third party. Please refer to the Screening and Due Diligence Procedure for the specific process involved. In addition to screening and due diligence, there must be a clear reason and business case for using Agents and Sales Representatives and the contract must:

- Describe the services clearly and precisely
- Require adherence to our policies and procedures and applicable law
- Allow for termination of a relationship in the case of a breach of the policy or applicable law
- Allow for an audit of their books and records related to their business dealings with or on behalf of Venterra

Furthermore, the Venterra Group Plc board requires that any Group company dealing with Agents and Sales Representatives must:

- Have close overview of Agents and Sales Representative and require that records are kept detailing hours worked
- Monitor deliverables, work, and commitments undertaken
- Ensure at least quarterly reporting by the third party on deliverables
- Have visibility of funds flow
- Ensure the amount of work undertaken is proportionate to compensation received

Employees must stay vigilant and report any suspicious activity. Red flags that you should report to the Group General Counsel include:

- The third-party consultant is in a different line of business than that for which it has been engaged.
- The third party indicating that it pays (or is willing to pay) Bribes
- Negative press reports suggesting that the third party engages in unethical or unlawful conduct or is under investigation for same
- The third party's contracts with others being terminated because of integrity issues
- The third party requesting unusual or suspicious payments or unexpected additional fees or commissions to "facilitate" a service (e.g. large advances, contractual payments to be made into accounts other than its own, cash payments)
- Invoices being presented with insufficient underlying documents related to expenses or work performed
- The third party appearing to have inappropriate or close relationships with Public Officials
- A government official insisting on the use of the third party
- A third party insists on the use of side letters or refuses to put terms agreed in writing

## 7.3 Gifts and Hospitality

A small gift or token of esteem/gratitude is often an appropriate way for business people to display respect for each other. However, the act of offering, promising, or accepting gifts, entertainment, or hospitality is also a Bribery and Corruption risk if, for example, the intent is to obtain any improper advantage or influence decision-making.

The Group prohibits offering to pay, paying, promising to pay, or authorising the payment of money or anything of value to any third party in order to influence any act or decision of the third party in his or her capacity, or to secure any other improper advantage in order to obtain or retain business.

To help mitigate the risk associated with the above, Venterra and its Member Companies have implemented a Gifts and Hospitality Procedure. The procedure sets out the considerations, approval levels, and record-keeping requirements regarding gifts, entertainment, and hospitality.

## 7.4 Overseas Travel

Overseas travel is a risk area for the Venterra Group. In certain jurisdictions, Public Officials may request small payments, known as facilitation payments, to speed up or to secure the performance of a routine governmental action

such as issuing permits, immigration controls, processing government papers such as visas, providing customs clearances, providing police protection, or handling cargo.

Unless they are officially sanctioned and receipted (e.g. paying an official fee to fast-track a passport application), they are Bribes and therefore illegal. We do not make or authorise the payment of facilitation payments or “kickbacks.” Our Agents, Sales Representatives, freight agents, and other intermediaries, contractors and suppliers must not make facilitation payments and/or other Bribes on our behalf.

If you suspect a payment might be considered a facilitation payment, then seek a formal receipt or written confirmation of its legality before making payment. If practicable, senior management approval should be obtained.

If a payment demand is accompanied by immediate threat of physical harm, then the over-riding principle is to put safety first. In these limited circumstances, the payment may be made, and it must be reported immediately to the Group General Counsel, detailing the date, time, and location of the threat, the nature of the threat, the individuals involved, and the amount paid. Venterra Legal and Compliance will report any such incidents to the relevant authorities.

## 7.5 Conflict of Interest

A conflict of interest occurs when an individual's personal interests could potentially interfere with their professional duties and responsibilities. Therefore, conflicts of interest pose as a Corruption risk. It is our policy to avoid any actual conflict of interest and appropriately manage any potential or perceived conflicts of interest in accordance with our Conflict of Interest Procedure and Related Parties Policy.

## 7.6 Contributions and Donations

Companies often engage in charitable giving as part of legitimate local outreach. However, charities can be corrupt or act as vehicles for Corruption.

### 7.6.1 Charitable Donations

The Group only make charitable donations or social/community investments that are legal and ethical under local laws and practices. We never provide sponsorship, a charitable contribution, or social/community investment to disguise a bribe, or to gain an improper business advantage.

To help mitigate risks associated with social investments we have implemented a Social Investment Policy with associated forms that must be followed. This ensures appropriate levels of screening and due diligence are conducted prior to any engagement, implementation of appropriate approval levels, and/or reporting and monitoring mechanisms.

### 7.6.2 Political Contributions

We do not make contributions to any political campaign, political party, political candidate or any politically affiliated organisation.

## 7.7 Delegation of Authority

If not properly managed, the delegation of authority can lead to a misuse of power, unauthorised decisions, and increased opportunities for Bribery and Corruption. Our policy mandates clear delineation of authority levels and responsibilities to ensure transparency, accountability, and ethical conduct. All significant decisions, particularly those involving financial transactions and contractual agreements, must follow established approval hierarchies and documented processes as outlined in our Delegation of Authority Matrix.

## 8 Accurate Record-Keeping

We ensure all transactions are accurately recorded in Group books and records in accordance with our procedures and that these accurately reflect the nature and substance of the transaction.

You must submit all expenses relating to hospitality, entertainment, gifts or payments to third parties in accordance with the expenses policy of your employing company and record the reason for the expenditure. In addition, gifts and



hospitality must also be recorded on the Gift and Hospitality Register and Conflict of Interests must be recorded on the associated register.

All accounts, invoices, and other records relating to dealings with third parties including suppliers and clients must be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments. No one is permitted to change or remove material information from payments to make it difficult to identify payments or recipients of the payment.

## 9 Communication and Training

Basic training will be provided to all people working for the Group in how to understand and avoid Bribery. Those facing a higher degree of risk in the course of employment (e.g. people involved in travel to countries that are high-risk for Bribery, responsible for contracting and procurement, recruitment, fundraising) receive more detailed training. Training on this policy will form part of the induction process and is provided by Legal and Compliance.

## 10 Reporting, and Cooperation

Venterra strongly encourages a culture in which Bribery and Corruption risks are discussed openly. You are required to raise concerns about violations of this policy or any suspicion of Bribery or Corruption at the earliest possible stage with your manager or any of the "Speak Up" resources in the Whistleblowing Policy. The Whistleblowing Policy contains provisions on confidentiality and explains that no one will suffer detrimental treatment as a result of raising concerns in good faith under this policy.

If you are unsure about whether a particular act constitutes Bribery or Corruption, raise it with your manager or any of the Speak Up resources listed in the Whistleblowing Policy.

Failure to report is a breach of this policy and may result in disciplinary action. You must cooperate with Bribery risk assessments, investigations, or audits by responding to requests promptly, truthfully, and completely.

## 11 Change History

Date	Version	Changes
01/03/2022	1	Approved for Use
02/08/2024	2	Added to new template. New section regarding delegation of authority. Has been updated throughout but main content is still the same but now with references to additional policies and procedures.