



DATED 27 August 2025

**ANTI-BRIBERY, ANTI-CORRUPTION, ANTI-FRAUD AND DISHONESTY
POLICY**



Registered Office: Berkeley House 304 Regents Park Road London N3 2JX

Company Registered in England Registration Number: 03244100

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1. Policy statement

- 1.1 We conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and to fraud and dishonesty and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption and fraud and dishonesty.
- 1.2 We take our legal responsibilities very seriously. We will uphold all laws relevant to countering bribery and corruption and to fraud and dishonesty in all and any jurisdictions in which we may operate. However, we remain bound by UK laws, including the Bribery Act 2010, in respect of our conduct in the UK.
- 1.3 We will review this Policy at suitable intervals to identify, monitor and address any risks.

2. About this Policy

- 2.1 The purpose of this Policy is to:
 - (a) set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery and corruption and on fraud and dishonesty; and
 - (b) provide information and guidance to those working for and on our behalf on how to recognise and deal with bribery and corruption and fraud and dishonesty issues.
 - (c) provide a clear route by which concerns can be raised by anyone. A copy of this Policy is available on request from E policies@e-m.uk.com and MyHub
- 2.2 We may amend this Policy at any time.

3. Who does this Policy apply to?

This Policy applies to all persons or entities working for or contracted with Estates & Management Limited or Fairhold Services Limited or any of each of these companies' clients ("us) and on behalf of any of us 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 or entity associated with us, wherever located.

4. Who is responsible for the policy?

- 4.1 The board of directors of Estates & Management Limited (the Board) has overall responsibility for the effective operation of this Policy but has delegated responsibility for overseeing its implementation to the HR Department. Any suggestions for change may be made to E policies@e-m.uk.com .
- 4.2 Line managers have day-to-day responsibility for this policy, and you should promptly refer any questions about this Policy to them in the first instance or alternatively the HR Department. Line Managers will involve the HR Department and the senior management team where appropriate.
- 4.3 This Policy is reviewed periodically by the Board and / or the HR Department.

5. Definitions

- 5.1 **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.

- (a) An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- (b) A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine and employers that fail to prevent bribery can face an unlimited fine, exclusion from tendering for public contracts, and damage to its reputation.

- 5.2 **Corruption** is the abuse of entrusted power or position for private or personal gain.

Examples:

Offering a bribe: You offer a potential client or tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe: 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.

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.

Bribing a foreign official: 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.

The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

Fraud: You become aware of actual or attempted false accounting, cheating the public revenue, participation in fraudulent trading and false statements by directors and anything in contravention of fraud legislation.

Participation in Dishonesty: You approve accounts or an application prepared by someone else which you know or suspect is or have been made on a false or misleading basis.

Dishonesty: You provide or obtain services in the expectation of a Kickback.

Theft: You take office equipment for personal use.

5.3 **Facilitation payments**, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example, by a government official). They are not common in the UK but are common in some other jurisdictions in which we operate.

5.4 **Fraud** a deliberate attempt to acquire money or goods dishonestly through the falsification of records or documents. The deliberate changing of financial statements or other records. The criminal act is the attempt to deceive, and attempted fraud is therefore treated as seriously as accomplished fraud.

- 5.5 **Kickbacks** are typically payments made in return for a business favour or advantage.
- 5.6 **Misuse of equipment** deliberately misusing materials or equipment belonging to a third party.
- 5.7 **Theft** dishonestly acquiring physical or intellectual property belonging to a third party or receiving something inadvertently and not making reasonable attempts to return it to the appropriate person or entity.
- 5.8 **Third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

6. Identifying risks of bribery and corruption and of fraud and dishonesty

- 6.1 In respect of any risks identified we will do as follows
- (a) implement a sound system of internal controls at appropriate levels designed to respond to and manage the whole range of risks that our business faces
 - (b) undertake a regular review of all risks
 - (c) establish an effective antifraud response plan in proportion to the level of fraud risk identified
 - (d) establish appropriate mechanisms for reporting fraud risk issues, reporting any incidents of fraud, preventing fraud and ensuring ongoing compliance with procedures
 - (e) ensure appropriate action is taken to minimise the risk of previous frauds happening in the future
 - (f) carry out internal training to identify, report and avoid risks

7. What you must not do

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

- (a) 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;

- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- (d) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of the Managing Director and in his absence the Chief Operating Officer;
- (e) carry out, participate or be involved in any way with offences of dishonesty including but not limited to cheating the public revenue, false accounting, false statements by directors, fraudulent trading and offences under the Companies Acts and offences under the Fraud Act including but not limited to fraud, participating in fraudulent business and obtaining or providing services dishonestly, theft, kickbacks, facilitation payments and misuse of power and equipment.
- (f) threaten or retaliate against another individual who has refused to commit a bribery offence, any act of corruption, fraud or dishonesty or who has raised genuine concerns under this Policy; or
- (g) engage in any other activity that is or might lead to a breach of this Policy;
- (h) engage in any other activity that is or might lead to a breach of our Anti-Facilitation of Tax Evasion Policy; or
- (i) fail to report promptly your reasonable suspicions or actual knowledge of anything that is or might be or become a breach of this Policy.

8. Gifts, hospitality and expenses

8.1 This Policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

8.2 If you accept a gift from or give a gift to a third party the following requirements should be met:

- (a) the gift is not given or received with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward

the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;

- (b) it is given in our name, not in your name;
- (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in the UK it is customary for small gifts to be given at Christmas;
- (e) it is given openly, not secretly; and
- (f) it complies with any applicable local law.

8.3 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

8.4 Reimbursing a third party's expenses or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

8.5 We appreciate that practice 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, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

9. Donations

We only make 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 Managing Director or in his absence the Chief Operating Officer.

10. Record-keeping

10.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

10.2 You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.

10.3 You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses Policy and record the reason for expenditure.

- 10.4 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

11. Your responsibilities

- 11.1 You must ensure that you read, understand and comply with this policy.
- 11.2 The prevention, detection and reporting of bribery, other forms of corruption and theft, fraud and dishonesty are the responsibility of all those working with and for us or under our control. You are required to be alert to the possibilities and avoid any activity that might lead to, or suggest, a breach of this policy.
- 11.3 You must notify your line manager or alternatively the HR Department in each case as soon as possible and in any event within 48 hours if you believe or suspect that a conflict with this Policy has occurred or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery, corruption, fraud and dishonesty are set out in clause 16.
- 11.4 You must cooperate fully in any investigation into any matter associated with this Policy.

12. How to raise a concern

- 12.1 You must raise concerns about any issue or suspicion of bribery or corruption or fraud or dishonesty at the earliest possible stage and in any event within 48 hours.
- 12.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption, fraud, dishonesty or other breach of this Policy has occurred or may occur, you must notify your line manager or alternatively the HR Department or report it in accordance with our Whistleblowing Policy as soon as possible and in any event within 48 hours.
- 12.3 If you are unsure about whether a particular act constitutes bribery or corruption, fraud or dishonesty or any other breach of this Policy, you should raise it with your line manager or alternatively the HR Department as soon as possible.

13. Protection

- 13.1 Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 13.2 However, any malicious allegations will not be tolerated and will be dealt with under disciplinary procedure.

14. Training and communication

- 14.1 Training on this Policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary.
- 14.2 Our zero-tolerance approach to bribery and corruption, fraud and dishonesty will be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

15. Breaches of this policy

- 15.1 Any employee who breaches this Policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct as appropriate.
- 15.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this Policy.

16. Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of your working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your line manager and head of your department or alternatively to the HR Department or using the procedure set out in the Whistleblowing Policy:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;

- (c) third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (d) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (e) a third party requests that a payment is made to "overlook" potential legal violations;
- (f) you receive an invoice from a third party that appears to be unusual;
- (g) a third party demands or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- (h) you are offered an unusually generous gift or offered lavish hospitality by a third party;
- (i) there is an actual, intended or suspected breach of our Anti-Facilitation of Tax Evasion Policy; or
- (j) a homeowner or a third party wants to pay more than £10,000 in cash or make a series of payments in cash amounting to over £10,000 in cash.
- (k) a homeowner or a third party wants to conduct a transaction in an exceptional hurry
- (l) a colleague or a third party wants to deviate from company policy or asks you to collaborate in deviation from company policy which is or may be or become a breach of this Policy

ESTATES & MANAGEMENT LIMITED