

**Tennants Consolidated Limited (TCL) and its  
Operating Companies (together “the Group”)**

**ANTI-BRIBERY, ANTI-CORRUPTION & FRAUD PREVENTION POLICY**

(last reviewed and updated December 2025)

**1. Approach to reducing and controlling the risks of bribery (the “Policy statement”)**

THE GROUP HAS ADOPTED A ZERO TOLERANCE APPROACH TO BRIBERY AND/OR ANY FORM OF CORRUPTION OR FRAUD.

The Group intends to conduct all of its business dealings in a professional, honest and ethical manner and with integrity in such a way as to enhance the good reputation of the Group.

The Group intends to uphold all laws relevant to countering bribery, corruption and fraud, including the Bribery Act 2010 and the Economic Crime & Corporate Transparency Act 2023 (ECCTA), in respect of our conduct both in the UK and overseas.

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. As an employer if we fail to prevent bribery, we can face an unlimited fine, exclusion from tendering for public contracts, and damage to our reputation.

‘Failure to prevent fraud’ is a new corporate criminal offence under the ECCTA. TCL meets the definition of a ‘large organisation’ and will be criminally liable where a specified fraud offence is committed by an employee, agent or other ‘associated person’ for the organisations benefit and /or if, as an organisation, we do not have ‘reasonable’ fraud prevention procedures in place.

For the avoidance of doubt ‘associated persons’ are defined under the ECCTA as ‘employees, agents or subsidiaries of the relevant body, employees of a subsidiary of the relevant body; or those who otherwise perform services for or on behalf of the relevant body’.<sup>1</sup>

Moreover, a subsidiary of a large organisation, which is not itself a large organisation, can be prosecuted rather than the parent organisation if an employee of the subsidiary commits a fraud intending to benefit the subsidiary.<sup>i</sup>

As a Group we recognise that fraud, bribery and corruption can have serious consequences, including damage to our reputation, financial loss and legal penalties. As an employer, we are committed to taking all necessary steps to prevent fraud, bribery and corruption within the Group.

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<sup>1</sup> sections 199(7) and 199(8) of the ECCTA

## **2. What is bribery, corruption and fraud?**

For the purposes of this policy, bribery includes offering, promising, giving or accepting any incentive, to induce the recipient, or any other person, to act improperly in the performance of their functions, or to reward them for acting improperly with the intention to facilitate or gain an unfair business advantage.

An incentive includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

For the purposes of this policy, corruption includes any act or omission that is intended to deceive or mislead, or that could be seen to influence improperly, an employee, agent, or contractor. Examples of prohibited practices include bribery, embezzlement, fraud, and conflicts of interest.

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.

## **3. About this policy**

The purpose of this policy is to:

- a) set out the responsibilities in upholding our zero tolerance approach to bribery corruption and fraud; and
- b) provide guidance to those working for the Group on how to recognise and deal with bribery, corruption and fraudulent issues

This policy applies to all persons working for the Group or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, agents, contractors, distributors, external consultants, joint venture partners, suppliers, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

In this policy, 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.

This policy does not form part of any member of staff's contractual arrangements with the Group (including without limitation any employee's contract of employment) and we may amend, replace or withdraw it at any time.

#### **4. Who is responsible for the policy?**

The TCL Board of Directors has overall responsibility for this policy.

The Group's Company Secretary has responsibility for implementing this policy, monitoring its use and effectiveness, and reviewing internal control systems and procedures to ensure they are effective in countering bribery and corruption and preventing fraud.

Local management are responsible for ensuring that appropriate procedures are in place to prevent fraudulent and corrupt practices within your organisation.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

#### **5. Guidance on what you must not do**

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

- give, promise to give, or offer, an incentive with the expectation that a business advantage will be received, or to reward a business advantage already given;
- give or accept an incentive during any commercial negotiations or tender process if this could reasonably be perceived as intended to, or likely to, influence the outcome;
- accept an incentive 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; and accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.

#### **6. Facilitation payments and kickbacks**

We do 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 or necessary action (for example by a government official).

Kickbacks are typically payments made in return for a business favour or advantage.

#### **7. Rules about accepting gifts, hospitality or donations**

This policy allows reasonable and appropriate gifts, hospitality or entertainment given to or received from third parties in the course of carrying out your duties, for the purposes of:

- establishing or maintaining good business relationships;
- improving or maintaining the Group's image or reputation; or
- marketing or presenting the Group's products and/or services effectively.

The giving and accepting of gifts is allowed if the following requirements are met:

- it is given in the Group's name, not in your name;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- 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;
- it is given openly, not secretly; and
- it complies with any applicable local law.

Approved promotional gifts of low value to or from existing customers, suppliers and business partners will usually be acceptable.

Reimbursing a third party's expenses or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting, including reasonable travel and accommodation costs) 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.

As a matter of guidance ask yourself this question: "Would I be embarrassed if I had to explain this, or would I cringe if someone tried to explain their behaviour in similar circumstances?" If the answer to either is 'yes', then it is likely the relevant conduct should be avoided.

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, entertainment or payment is reasonable and justifiable. The intention behind it should always be considered.

## **8. Political donations**

The Group does not intend to make contributions to political parties.

## **9. Charitable donations**

The Group only makes charitable donations or sponsorships that are legal and ethical under local laws and practices.

A charitable donation is defined as a gift of cash or property made to a non-profit organisation to help it accomplish its goals, for which the donor receives nothing of value in return. Sponsorship is defined as money given to support a person, organisation or activity.

If you are in any doubt as to what constitutes a charitable donation or sponsorship you should contact the Group Company Secretary prior to any charitable donation and/or sponsorship being made.

No charitable donation must be offered or made without the prior approval of the respective local Board of Directors. The local Board of Directors may approve charitable donations or sponsorships

of up to £2,000 per donation (or local equivalent) up to an aggregate of £10,000 (or local equivalent) in total per annum. The charitable donation and/or sponsorship should be properly recorded.

No charitable donation in excess of £2,000 (or local equivalent) must be offered or made without the prior approval of the TCL Board of Directors.

Each year the TCL Board will consider making a charitable donation of up to £2,000 (or local equivalent) to a relevant, local, registered charity that will enhance the operating companies standing in the community.

No charitable donations or sponsorship should be made where there is a potential conflict of interest that could affect a material transaction, or where it could influence a current bidding situation. It should not be given subsequently as a 'reward' for the award of the contract.

## **10. Record-keeping**

Companies must keep financial records and have appropriate internal controls in place which will evidence the business reason for any payments or incentives provided to third parties. Accounts must not be kept 'off-book' to facilitate or conceal improper payments.

You should keep a written record of all hospitality or gifts given or received, which may be subject to managerial review.

You must submit all expense claims relating to hospitality, gifts, entertainment, payments or charitable donations and sponsorships to third parties in accordance with your expenses policy and record the reason for expenditure.

## **11. Your responsibilities**

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

You must conduct the business of the Group in full compliance with both the letter and spirit of the law and the guidelines established by this policy. You should avoid any activity that might lead to, or suggest, a breach of this policy.

## **12. How to raise a concern**

If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption, fraudulent, facilitation payment or other breach of this policy has occurred or may occur, you must notify your line manager in the first instance or a member of your local Board of Directors (such as the Company Secretary or Chair) in relevant cases at the earliest possible stage.

You have the right to bypass the line management structure if you deem this necessary and report relevant information concerning wrongdoing direct to the Group Head of Finance or Group Company Secretary. In that event, you should explain why you have deemed it necessary to bypass local management.

### **13. Protection**

We encourage openness and are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery, corruption or fraudulent activities, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption/fraud offence has taken place or may take place in the future.

### **14. Training**

Training on this policy will be provided as necessary. As a minimum it must be shared and discussed with all new members of staff including employees at all levels, directors, officers, agency workers, agents, contractors, distributors, external consultants, joint venture partners, suppliers, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located. If you have any questions, in the first instance contact your Company Secretary or you may contact the Group Company Secretary (hannah.gibson@tg-tcl.com).

### **15. Breaches of this policy**

Any employee who breaches this policy will face disciplinary action, which could result in dismissal. The Group may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy. The Group reserves the right to report any inappropriate acts to the relevant authorities.

### **16. Potential 'red flags'**

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

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- 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;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us;
- a third party requests that payment is made to a country or location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to 'facilitate' a service;
- a third party requests that a payment is made to 'overlook' potential legal violations;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations;
- a third party demands that you provide employment or some other incentive to

- a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customised;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- you are offered an unusually generous gift or offered lavish hospitality by a third party;
- fraud by abuse of position which entails a payroll department diverting pensions contribution to other projects but continuing to record the payments as transfer to the pension fund;
- where an overseas laboratory falsifies product test results to benefit a UK customer; and
- HR fraud involving right to work checks being falsified.

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<sup>i</sup> Section 199(2) of the Economic Crime and Corporate Transparency Act 2023