



# GROUP ANTI-BRIBERY & CORRUPTION POLICY

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*Bribery or corruption could seriously damage our business and the reputation of the Group and our operating companies.*

## Basis

The basis of this policy is that all Group employees and anyone providing services on behalf of the Group's operating companies will not make any offer of reward or payments to facilitate the doing of business between a Group operating company and a third party, nor engage fraudulently or dishonestly with a third party.

## What is 'Bribery'?

**Bribery** is offering, providing or receiving an item of value, including cash, gifts, hospitality or entertainment, to persuade you to do something or as a reward for doing something improper or illegal. Any demand for, or offer of, a bribe in whatever form to any company employee or representative must be rejected and reported immediately to your line manager.

## What is 'Corruption'?

**Corruption** involves, but is not limited to, any of the following types of activities: bribery, extortion, fraud, deception, collusion, abuse of power, embezzlement and money laundering and includes the corporate criminal offence of tax evasion.

## Adoption

This Policy has been adopted by the Group and will be updated or modified as appropriate.

## Implementation

The Board of Hill & Smith PLC has overall responsibility for compliance with this Policy. The senior leaderships teams of each operating company are responsible for ensuring the employees of their business understand and comply with this Policy.

## Principles

*We will:*

- never offer, pay, solicit or accept bribes in any form, either directly or indirectly or engage with any corrupt activity;
- take disciplinary action against employees who are found to be giving or taking bribes or who offer, promise or give any improper or corrupt financial or other advantage. This may lead to dismissal or termination of employment and potentially criminal proceedings;
- terminate business relationships with any agent or third-party representative that violates any provision of this Policy;
- give mandatory training to appropriate staff on Anti-Bribery and Corruption and ensure that this training is periodically refreshed;
- ensure that fees paid for services from third parties, agents, intermediaries, advisors, and consultants are for legitimate business purposes and are consistent with the service provided;
- report any suspicions of bribery, attempted bribery, or corrupt behaviour. This can be done to your local Managing Director, Group President, to the Group Company Secretary, or through the Group's Whistleblowing hotline, see below;
- conduct appropriate due diligence on our suppliers; and
- comply with the UK Bribery Act 2010; the Corporate Finances Act 2017; and the US Foreign Corrupt



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Practices Act 1977 and any similar laws that apply in the country where we are doing business.

*We will not:*

- take part in any bribery or corrupt behaviour or activity or allow others to do so, on behalf of the Group;
- give, receive, ask for or permit anyone else to give bribes or engage in any corrupt activities to win new business, retain business or otherwise secure the Group or its operating companies any form of improper business advantage;
- choose agents or third-party representatives who contravene our standards and any applicable regulatory requirements;
- pay more than a fair market price for goods and services;
- pay any form of facilitation or enabling payments to speed up or otherwise procure a transaction. These are the same as bribes;
- hide or fail to record properly our activities, or falsify any company records or accounts; and
- act in such a way as to directly or indirectly facilitate the evasion of tax by any individual or entity.

## Further Information

Sometimes you know what the right thing to do is but there is an element of doubt. If you are unsure then ask and remind yourself:

- Does it comply with this Policy and the Group's Code of Business Conduct?
- Would I be embarrassed if anyone within or outside of the Company knew about the situation or my actions?
- The Policy applies not only to employees but also to anyone providing services to the Company. I cannot arrange for someone else to do something that I know I am prohibited from doing.
- Bribes are illegal no matter what the local custom or practice may be.

## Violation

If you become aware of a violation of this policy you should report it either via your Managing Director, Group President or Group Company Secretary, or report using the Group's online 'SPEAK UP' portal, provided by Navex Global EthicsPoint at <https://www.hsgroup.ethicspoint.com>

## Associated Documents

- Group Code of Business Conduct
- Gifts & Entertainment Policy
- Group Whistleblowing Policy
- Anti-Tax Evasion (Corporate Criminal Offences) Policy

## Other Contacts

Your Managing Director/local Finance Director  
Group Company Secretary Tel: +44 (0)121 704 7430  
Email: [compliance@hsgroup.com](mailto:compliance@hsgroup.com)

**Approved by the Board of Directors of Hill & Smith PLC  
29 January 2024**