

Anti-bribery and Anti-Corruption Policy incorporating Anti-Slavery and Anti-Human Trafficking

1. What does our policy cover?

- 1.1** This anti-bribery policy exists to set out the responsibilities of ADW Developments and those who work for us in regards to observing and upholding our zero-tolerance position on bribery and corruption.
- 1.2** It also exists to act as a source of information and guidance for those working for ADW Developments. It helps them recognise and deal with bribery and corruption issues, as well as understand their responsibilities.

2. Policy Statement

- 2.1** ADW Developments is committed to conducting business in an ethical and honest manner, and is committed to implementing and enforcing systems that ensure bribery is prevented.
- 2.2** ADW Developments has zero-tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships, wherever in the country we operate.
- 2.3** ADW Developments will constantly uphold all laws relating to anti-bribery and corruption in all the jurisdictions in which we operate. We are bound by the laws of the UK, including the Bribery Act 2010, in regards to our conduct both at home and abroad.

3. Who is covered by the policy?

- 3.1** This anti-bribery policy applies to all employees (whether temporary, fixed-term, or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person or persons associated with us (including third parties), or any of our subsidiaries or their employees, no matter where they are located (within or outside of the UK).
- 3.2** The policy also applies to ADW Developments Officers, Trustees, Board, and/or Committee members at any level.
- 3.3** In the context of this policy, third-party refers to any individual or organisation our company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and

public bodies – this includes their advisors, representatives and officials, politicians, and public parties.

- 3.4** Any arrangements our company makes with a third party is subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and corruption.

4. Definitions

- 4.1** **"Agent"**: Any individual acting as an agent, paid by the company, acting on the company's behalf in negotiating with Third Parties.
- 4.2** **"Bribery" / "Corruption"**: Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through Third Parties.
- 4.3** **"Company"**: All subsidiaries and affiliated companies.
- 4.4** **"Conflict of Interest"**: Occurs when an individual or organisation is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.
- 4.5** **"Donation"**: A Donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organisations that serve business interests are not necessarily considered Donations.
- 4.6** **"Employee"**: For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or joint ventures or their employees, wherever they are located.
- 4.7** **"Facilitation Payments"**: A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low income Public Officials in exchange for providing services to which one is legally entitled without such payments.
- 4.8** **"Gifts, Invitations & Hospitality"**: Invitations given or received to social functions, sporting events, meals and entertainment, gifts or customary tokens of appreciation.

- 4.9** **“Intermediary”**: Includes but is not limited to Agents, distributors, consultants, sales representatives, implementation partners, sales partners.
- 4.10** **“Kickback”**: A bribe to obtain an undue advantage, where a portion of the undue advantage is ‘kicked backed’ to the person who gave, or is supposed to give, the undue advantage.
- 4.11** **“Public Official”**: Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.
- 4.12** **“Sponsorship”**: Sponsorship is about partnering with external organisations to deliver mutual benefits through an exchange of monies, products, services, content or other intellectual property.
- 4.13** **“Third Party”**: Any individual or organisation you come into contact with during the course of your work for us. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

5. Gifts, Invitation & Hospitality

- 5.1** This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties.
- 5.2** You are prohibited from accepting a gift or giving a gift to a third party in the following situations:
- it is made with the intention of influencing a Third Party to obtain or retain business, to gain 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;
 - it is given in your name and not in the name of the Company;
 - it includes cash or a cash equivalent (such as gift certificates or vouchers);
 - it is of an inappropriate type and value and given at an inappropriate time (e.g. during a tender process); and
 - it is given secretly and not openly.
- 5.3** We appreciate that the practice of giving business gifts 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 or hospitality is reasonable, justifiable and is proportionate. The intention behind the gift should always be considered.

Appendix 1

“Red Flags”

The following is a list of possible red flags that may arise during the course of your work 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 the ADW Developments CEO:

- you become aware that a Third Party engages in, or has been accused of engaging in, improper business practices;
- if the Third Party refuses to divulge adequate information during due diligence procedure;
- 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 Public Officials;
- a Third Party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a Third Party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a Third Party requests that payment is made to a country or geographic 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 demands lavish Gifts, Invitations or Hospitality before commencing or continuing contractual negotiations or provision of services;
- a Third Party requests that a payment is made to ‘overlook’ potential legal violations;
- a Third Party requests that you provide employment or some other advantage to a friend or relative;
- a Third Party requests that you make a political contribution or donation to the party or charity of their choice before agreeing to undertake a business relationship with the Company
- you receive an invoice from a Third Party that appears to be non-standard or customised;
- a Third Party refuses to put terms agreed in writing;
- 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.

Definition of a Slavery and Human Trafficking

The legal definition is:

"Trafficking in persons shall mean the recruitment, transportation, transfer, harbouring or receipt of persons, by means of the threat or use of force or other forms of coercion, of abduction, of fraud, of deception, of abuse of power or of a position of vulnerability or of the giving or receiving of payments or benefits to achieve the consent of a person having control of another person, for the purpose of exploitation. Exploitation shall include, at a minimum, the exploitation of the prostitution of others or other forms of sexual exploitation, forced labour or services, slavery or practices similar to slavery, servitude or removal of organs."

1.1 Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour, and human trafficking ("modern slavery"), all of which include the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain.

1.2 ADW Developments has a zero-tolerance approach to modern slavery within its business and supply chains.

1.3 This policy applies to all persons:

- working for the ADW Developments, or on our behalf, in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns and agents
- our contractors, external consultants, agencies, third-party representatives, and business partners ("Suppliers").

1.4 The Group is committed to:

- acting ethically and with integrity in all our business dealings and relationships;
- implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our business or in any of our supply chains; and
- ensuring there is transparency in our approach to tackling modern slavery in our business and in our supply chains consistent with our disclosure obligations under the Modern Slavery Act 2015.

1.5 We expect the same high standards from all of our Suppliers. As part of our contracting process, we include specific prohibitions against modern slavery, and we expect that our Suppliers will hold their own suppliers to the same high standards.

Commitments

We shall be a company that expects everyone working with us or on our behalf to support and uphold the following measures:

We have a zero-tolerance approach to modern slavery in our organisation, our supply chain and our distribution network. The prevention, detection and reporting of modern slavery in any part of our organisation, supply chain or distribution network is the responsibility of all those working for us and on our behalf. Stakeholders must not engage in, facilitate or fail to report any activity that might lead to, or suggest, a breach of this policy. We are committed to engaging with our stakeholders to address the risk of modern slavery in all our operations.

We take a risk based approach to our contracting processes and keep them under review.

We assess whether the circumstances warrant the inclusion of specific prohibitions against the use of modern slavery and trafficked labour in our contracts with third parties. Using this risk based approach we will also assess the merits of writing to stakeholders requiring them to comply with this policy beyond ensuring that all stakeholders receive a copy of this policy. As part of our ongoing risk assessment and due diligence processes we will consider whether circumstances warrant us carrying out audits of stakeholders for their compliance to this policy.

If we find that other individuals or organisations working on our behalf have breached this policy we will ensure that we take appropriate action.