



C L E A N W I S E



ANTI CORRUPTION AND ANTI BRIBERY

It is our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

We will conduct its relationships with clients and suppliers in the spirit of transparency openness and trust, albeit with due regard for commercial and personal confidentiality. All transactions undertaken on behalf of the business are required to be conducted with full and proper disclosure and record keeping.

Bribery will not be tolerated! Acts of bribery and corruption expose Cleanwise Ltd and its employees to the risk of prosecution, fines and imprisonment, as well as endangering its reputation.

This policy has been approved by our Director. The Director attaches the utmost importance to this policy and will apply a zero-tolerance approach to any breach of the policy. Any such breach will result in disciplinary action which could result in dismissal for gross misconduct being taken against the individuals concerned. We reserve our right to terminate our contractual relationship with other workers or suppliers if they are found to breach this policy

This policy applies to Cleanwise Ltd Services Limited and all wholly owned subsidiaries and joint ventures, including all colleagues whether acting as directors, officers and employees (whether permanent, fixed term or temporary) (referred to in this policy as 'colleagues') wherever located who work directly for us together with all agents and intermediaries who work for or on behalf of Cleanwise Ltd.

The company's Director has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. The Legal Counsel, as compliance officer, has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

We prohibit all employees, colleagues or partners from either directly or indirectly:

- Offering, promising to give or giving a bribe to another person, to gain a business advantage
- Requesting, agreeing to receive or accepting a bribe from another person, to gain a business advantage
- Bribing a foreign public official to obtain or retain business

- Engaging in any activity that might lead to a breach of this policy

A bribe will be construed in its widest context including anything of real or implied value giving rise to improper influence, and will include such items as kickbacks, loans, fee rewards, donations, gifts, excessive entertainment or voting designed to give advantage or as a reward for a business advantage already given. Examples of potential bribery circumstances are shown in a schedule at the end of this policy.

Gifts & Hospitality

This policy does not prohibit normal and appropriate hospitality (offered, given or received) and is appropriate in the circumstances. For example, it is customary for small gifts to be given and received at Christmas time in the UK in accordance with Christian traditions.

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 shall not place the receiver under any obligation. The intention behind the gift should always be considered. Gifts may never be given in cash.

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 government action by a government official. Whilst not commonly paid in the UK, they are regarded as more common in some other jurisdictions in which we operate.

If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the firm's Legal Counsel.

Kickbacks are typically payments made in return for a business favour or advantage. All colleagues must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

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 your line manager or the firm's Legal Counsel.

Our Director therefore requires:

- Strict adherence by all colleagues to this policy (if in doubt as to whether any act of hospitality or gift might amount to bribery, colleagues should seek advice from their Line Manager, Managing Partner or the firm's Legal Counsel).
- Terms of appointment of agents and intermediaries to contain terms requiring compliance with this policy.
- Encouragement of all colleagues to be vigilant and to report any suspicion of bribery to their Line Manager, Managing Partner or the firm's Legal Counsel.
- Provision of appropriate channels of communication regarding advice and guidance on the applicability of the Bribery Act (staff induction, Staff handbook and intranet, business

management process information) and will ensure sensitive information is treated appropriately.

- Rigorous investigation of instances of alleged bribery and will fully assist the appropriate investigative authorities in any resultant investigation and any subsequent prosecution.
- The taking of firm disciplinary action against any colleagues and appropriate steps against any agents and intermediaries involved in bribery.
- The appointment of a compliance officer to maintain and uphold the policy.
- An annual review by the Board of the applicability of the policy and adherence to the policy and its procedures.
- Instances of non-compliance and or issues which could give rise to concern are to be brought to the Boards' attention via the Legal Counsel.
- Annual risk assessment statement from subsidiary companies and JV partner companies that the relevant parts of the business under their control comply with the policy.

Protection

Colleagues who refuse to accept or offer a bribe, or those 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.

We are committed to ensuring no one suffers any detriment or ill treatment because of refusing to take part in bribery or corruption or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Compliance Officer immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our HR Policy Grievance Procedure.

Potential Bribery/Risk Scenarios:

The following is a list of possible red flags that may arise during your working 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 or comparable situation whilst working for us, you must report them promptly to your Line Manager OR to the firm's Legal Counsel:

- 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) 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;
- d) 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;
- e) third-party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f) a third party requests an unexpected additional fee or commission to "facilitate" a service;

- g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h) a third-party request that a payment is made to "overlook" potential legal violations;
- i) a third-party request that you provide employment or some other advantage to a friend or relative;
- j) you receive an invoice from a third party that appears to be non-standard or customised;
- k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- l) you notice that an invoice has been received for a commission or fee payment that appears large given the service stated to have been provided;
- m) 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.

Date	Reviewer	Comments (description change and amendments)
01/01/2023	David Williams	New policy