



1. Introduction

One of the core values of Rundle Holdings Limited is to uphold responsible and fair business practices. We are committed to promoting and maintaining the highest level of ethical standards in relation to all of our business activities. Our reputation for maintaining lawful business practices is of paramount importance and this Policy is designed to preserve these values.

Rundle Holdings Ltd therefore has a zero tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all of its business dealings and relationships and implementing and enforcing effective systems to counter bribery.

In the context of this Policy, Rundle Holdings Ltd (RHL) is understood to also include its trading divisions, subsidiaries and associated companies.

2. Purpose and Scope of Policy

This Policy sets out RHL's position on any form of bribery and corruption and provides guidelines aimed at:

- ▶ ensuring compliance with anti-bribery laws, rules and regulations, not just within the UK but in any other country within which RHL may carry out its business or in relation to which its business may be connected;
- ▶ enabling employees and persons associated with RHL to understand the risks associated with bribery and to encourage them to be vigilant and effectively recognise, prevent and report any wrongdoing, whether by themselves or others;
- ▶ providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with;
- ▶ creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or corruption.

This Policy applies to all permanent and temporary employees of RHL (including any of its divisions, intermediaries, subsidiaries or associated companies). It also applies to any individual or corporate entity associated with RHL or who performs functions in relation to, or for and on behalf of RHL, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers and sponsors ("associated persons"). All employees and associated persons are expected to adhere to the principles set out in this Policy.

3. Legal Obligations

The UK legislation on which this Policy is based is the Bribery Act 2010 and it applies to RHL's conduct both in the UK and abroad. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

It is an offence in the UK to:

- ▶ offer, promise or give a financial or other advantage to another person (i.e. bribe a person), whether within the UK or abroad, with the intention of inducing or rewarding improper conduct;
- ▶ request, agree to receive or accept a financial or other advantage (i.e. receive a bribe) for or in relation to improper conduct;



- ▶ bribe a foreign public official.

An individual can be held personally liable for any such offence. Under UK law (UK Bribery Act 2010), bribery and corruption is punishable for individuals by up to ten years imprisonment.

RHL can also be liable for any such offence where it has failed to prevent bribery by associated persons. As well as an unlimited fine, it could be excluded from tendering for Government contracts and suffer substantial reputational damage.

4. Policy Statement

All employees and associated persons are required to:

- ▶ comply with any anti-bribery and anti-corruption legislation that applies in any jurisdiction in any part of the world in which they might be expected to conduct business;
- ▶ act honestly, responsibly and with integrity;
- ▶ safeguard and uphold RHL's core values by operating in an ethical, professional and lawful manner at all times.

Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside or accounts created for the purposes of facilitating the payment or receipt of a bribe.

RHL recognises that industry practices may vary from country to country or from culture to culture. What is considered unacceptable in one place may be normal or usual practice in another. Nevertheless, a strict adherence to the guidelines set out in this Policy is expected of all employees and associated persons at all times and is required by UK legislation.

If in doubt as to what might amount to bribery or what might constitute a breach of this Policy, an employee should refer the matter to their line manager or to the Company Secretary.

In summary, it is not acceptable to 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, or to accept a payment, gift or hospitality from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

Any payment or gift to a public official or other person to secure or accelerate the prompt or proper performance of a routine government procedure or process, otherwise known as a "facilitation payment", is also strictly prohibited. Facilitation payments are not commonly paid in the UK but they are common in some other jurisdictions.

5. Responsibilities and Reporting Procedure

It is the duty and responsibility of all employees and associated persons to take whatever reasonable steps are necessary to ensure compliance with this Policy and to prevent, detect and report any suspected bribery or corruption. The duty to prevent, detect and report any incident of bribery and any potential risks rests not only with the directors of RHL but equally to all employees and associated persons.

RHL encourages all employees and associated persons to be vigilant and to report any unlawful conduct, suspicions or concerns promptly and without undue delay so that investigation may proceed and any action can be taken expeditiously. Confidentiality will be maintained during the investigation to the extent that this is practical and appropriate in the circumstances.

RHL will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. It is also committed to ensuring nobody suffers any detrimental treatment as a result of refusing to take part in bribery or corruption.



6. Record Keeping

All accounts, receipts, invoices and other documents and records relating to dealings with third parties must be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off the record" to facilitate or conceal improper payments.

7. Sanctions for Breach

RHL is committed to taking appropriate action against bribery and corruption.

A breach of any of the provisions of this Policy will constitute a disciplinary offence and will be dealt with accordingly. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal.

As far as associated persons are concerned, a breach of this Policy could lead to the suspension or termination of any relevant contract, sub-contract or other agreement.

In accordance with their legal obligation, RHL may also report the matter to an appropriate government department, regulatory agency or the police.

8. Monitoring Compliance

The Company Secretary has lead responsibility for ensuring compliance with this Policy and will review its contents on a regular basis to ensure this Policy complies with the Company's legal and ethical obligations.

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