

ETHICS, ANTI-BRIBERY AND CORRUPTION POLICY

1. General principles

This policy provides nZero Group employees, its subsidiaries and those who work for us with clear instructions regarding the Company policy on fraud and bribery.

nZero Group has a commitment to deter, prevent and detect bribery, fraud and other corrupt business practices. Such practice can cause financial loss to the Company and have the potential to damage the reputation and long-term success of nZero Group. It is a Company requirement that all employees, permanent or otherwise, act in an honest way at all times. Furthermore, all employees have a personal responsibility to comply with this policy and operate in accordance with the highest ethical principles, UK Law and the Law of any Nation with which we are trading. Breaches of this policy are not acceptable and may result in disciplinary action.

Any breach of this policy shall be regarded as a serious matter by the nZero Group and will result in disciplinary action for Employees, including where appropriate summary dismissal, or cessation of business in the case of business partners.

2. Definitions

For the purposes of this policy:

- 2.1. Fraud is described as the intentional misrepresentation or concealment of the truth in order to secure something of value from another. The Fraud Act 2006 includes fraud by false representation, by failing to disclose information or by the abuse of position.
- 2.2. Bribery is described as the behaviour associated by asking or making someone do something for you in return for payment (i.e. monetary, gifts, promises or favours). Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.
- 2.3. Corruption is described as illegal, immoral or dishonest behaviour.

3. Scope

This policy applies to all employees (whether temporary, fixed-term, or permanent), consultants, contractors, trainees, seconded staff, home workers, casual workers, agency staff, volunteers, agents, sponsors, or any other person or persons associated with the nZero Group (including third parties), no matter where they are located (within or outside of the UK). The policy also applies to Officers, Board, and/or Committee members at any level. 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.

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. Legislation

The key legislation related to this policy are:

- UK Bribery Act 2010
- UK Anti-Terrorism, Crime and Security Act 2001
- UK Fraud Act 2006

- UK Money Laundering Regulations 2007
- UK Combined Code on Corporate Governance
- UN Convention Against Corruption

5. Requirements

- 5.1. nZero Group has a zero-tolerance approach to bribery and corruption. Employees must at all times adhere to this policy and refer any suspected breaches to a Director immediately on suspicion. This report can take the form of a written note or discussion. We apply these standards to all dealings with employees, customers, suppliers and other stakeholders.
- 5.2. nZero Group prohibits all employees or contractors working on behalf of nZero from:
- 5.2.1. Receiving, promising, improperly influencing the payment of, authorising the payment of or contract award, directly or indirectly in return for anything of value which could be determined as being a bribe.
 - 5.2.2. Awarding payments for the facilitating or expediting of delivery or performance of duties.
 - 5.2.3. From using subcontracts, purchase orders or consultancy services to channel payments or reward such persons in a manner which could be determined as corrupt.
- 5.3. nZero Group requires all employees to:
- 5.3.1. Familiarise themselves with this policy and act in accordance with it;
 - 5.3.2. Ensure that transactions are correctly and accurately recorded;
 - 5.3.3. Ensure that any hospitality offered or received is reported and approved by their line manager or a Director; and
 - 5.3.4. Refer any suspected breaches of this policy to a Director immediately on suspicion.
 - 5.3.5. Conduct business in compliance with high ethical standards of business practice

6. Company Commitment

- 6.1. nZero Group is committed to ensuring the following:
- 6.1.1. That all breaches or suspected breaches of this policy are fully investigated by the Directors or their appointed representatives and, if appropriate, that disciplinary proceedings are undertaken to deter and prevent any repetition.
 - 6.1.2. If criminal activity is discovered, then the Directors will inform the Police.
 - 6.1.3. Making all employees aware of their personal responsibilities and adherence to this policy.
- 6.2. The Company aims for the highest possible standards of ethical conduct in all of its activities and expects the conduct of individual employees to reflect this. Dishonesty of any kind will be treated as a serious matter, which may amount to gross misconduct and therefore to dismissal without notice.

7. Gifts and hospitality

- 7.1. nZero Group accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:
- a. It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
 - b. It is not made with the suggestion that a return favour is expected.
 - c. It is in compliance with local law.
 - d. It is given in the name of the company, not in an individual's name.
 - e. It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
 - f. It is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).

- g. It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.
- h. It is given/received openly, not secretly.
- i. It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.
- j. It is not above a certain excessive value, as pre-determined by the company's Directors (usually in excess of £75).
- k. It is not offered to, or accepted from, a government official or representative or politician or political party, without the prior approval of the company's Directors.

7.2. Where it is inappropriate to decline the offer of a gift (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the Directors, who will assess the circumstances.

7.3. As good practice, gifts given and received should always be disclosed to the Directors. Gifts from suppliers should always be disclosed.

7.4. The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the Directors should be sought.

8. Facilitation payments

8.1. nZero Group does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action.

8.2. nZero Group does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.

8.3. nZero Group recognises that, despite our strict policy on facilitation payments and kickbacks, employees may face a situation where avoiding a facilitation payment or kickback may put their/their family's personal security at risk. Under these circumstances, the following steps must be taken:

- a. Keep any amount to the minimum.
- b. Ask for a receipt, detailing the amount and reason for the payment.
- c. Create a record concerning the payment.
- d. Report this incident to your line manager.

9. Charitable contributions

9.1. nZero Group accepts (and indeed encourages) the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes.

9.2. Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

9.3. We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the Directors.



INTERNAL DOC CONTROL

Document Ref:	NZP012
Issue:	1
Issue Date:	05/04/2024
Aut/Chk/Apvl:	ES/KD/NM
Review by:	05/04/2027
Page:	4 of 4

I _____ (insert name) confirm I have read and understood this Ethics, Anti-Bribery and Corruption policy.

Signed _____

Dated _____