

## Anti-bribery Statement

**ODGroup (including OD Projects (Holdings) Ltd, OD Interiors Ltd & OD Create Ltd) is a dynamic construction services company, specializing in turnkey design and build projects as well as traditional fit-out solutions. Integrity is fundamental to our values, and we maintain a zero-tolerance approach to bribery and corruption. We are committed to upholding the highest ethical standards in every aspect of our work.**

ODGroup believes that corrupt acts are wrong under any circumstances; they expose ODGroup and its employees to the risk of prosecution, fines, debarment from tendering for business and other penalties, as well as damaging reputations and increasing the cost of doing business.

This Policy statement confirms ODGroup's intention and commitment to comply with the Bribery Act 2010 (the "Act"), to take measures to operate and carry out business in an open, honest and fair manner and to adopt a zero-tolerance policy towards bribery and corruption.

The purpose of this Policy statement, ODGroup's anti-bribery policy is to set standards of behaviors that help prevent ODGroup from becoming involved in bribery and corruption. The principles underpinning this Policy are the same in every country in the world in which we operate, regardless of business sector, local customs and practices.

ODGroup will seek to ensure that it:

- Adopts the approach that it is better not to do business at all than to risk doing corrupt business.
- Reviews the Policy regularly to ensure its effectiveness, considering any feedback, questions and suggested areas for improvement.
- Has in place adequate procedures to prevent the risk of bribery and corruption, both to aid compliance and to investigate fully any matters of potential non-compliance with the Policy.
- Trains all relevant employees to ensure they understand the Policy, the requirements of the Act, how to spot issues and raise concerns, the responsibilities placed upon them and the potential penalties involved for non-compliance.
- Monitors the giving and receiving of gifts and hospitality and that approval procedures are understood and complied with
- Maintains systems and processes to make sure that no employee suffers any adverse consequences because of reporting any suspicion of bribery or corruption.

**Everyone who is employed by ODGroup anywhere in the world in any capacity is bound by the Policy, including directors, officers, employees, agency workers and contractors. We expect all agents, intermediaries and other business partners to act consistently with the principles in the Policy and to act ethically in all their dealings with, or while performing services on behalf of ODGroup.**


Compliance with the Policy does not mean that ODGroup cannot entertain its customers, suppliers and partners as part of normal commercial relationship building, which is a legitimate part of business. It means that any gifts and hospitality need to be acceptable and proportionate. It is important to be extra careful when dealing with public officials, as any form of gift giving or hospitality could be perceived to be improper.

Employees must also avoid actual or perceived conflicts of interest, which means that they should avoid being in a position where they (or close relations) can personally gain from, or be influenced by, a personal or business relationship or interest while performing their duties for ODGroup. Where there is any such risk, they must report it to allow decisions to be taken to avoid any conflict risk.

A copy of the Policy is available from the HR Team upon request and can be accessed via the ODGroup intranet. Any questions regarding the Policy or the Act should be directed to Natalie Starkey, HR Director, and matters can be escalated to Jon Kearney, Group Managing Director where appropriate.

Overall responsibility for the Policy rests with the Managing Directors of ODGroup businesses.

**For and on behalf of ODGroup**

A handwritten signature in black ink, appearing to be 'Jon Kearney', written over a faint, light-colored signature line.

**Date:** 2 May 2025

**Signed:** Jon Kearney, Group Managing Director

## **1. Purpose of this Policy**

### **1.1 This Policy will help you to:**

1.1.1 understand what bribery and corruption are (not just payments of cash in brown envelopes, but also other kinds of behaviour, gifts or benefits that you may not have previously thought was improper);

1.1.2 identify typical situations in the course of your work that may be “red flags”, which should alert you to the risk that bribery and corruption may be taking place; and

1.1.3 decide what to do if you are concerned that bribery and corruption may be taking place.

### **1.2 It is vital that you familiarise yourself with the Policy and take part in any training provided. This means:**

1.2.1 reading, understanding and complying with this Policy;

1.2.2 attending all related training when requested to do so;

1.2.3 seeking advice from your line manager or HR Director if you are unsure about your obligations or any action you may need to take to comply with the Policy; and

1.2.4 reporting any activity which you suspect infringes the Policy, whether the activity takes place within your own sphere of operation.

### **1.3 ODGroup must comply with the laws of every country in which it operates. Compliance can only be achieved with the active cooperation of everyone associated with ODGroup. Therefore, everyone employed by or performing services for ODGroup in any capacity is responsible for ensuring that they (and those reporting to them) always comply with the law.**

### **1.4 Compliance with this Policy on a day-to-day basis, and the prevention, detection and reporting of suspected bribery and corruption, is the responsibility of everyone to whom this Policy applies. Any knowledge or suspicion of bribery or corruption must be reported through the ODGroup Whistle-blowing Policy (a copy of which can be found on the ODGroup intranet, or is available from the HR Team), so that they can be investigated in a confidential manner.**

### **1.5 No employee will:**

1.5.1 suffer demotion, penalty or other adverse consequences for refusing to pay or receive bribes, even if that may result in the company losing business; or

1.5.2 suffer any adverse consequences because of reporting any suspicion of bribery or corruption in good faith. Any retaliatory behaviour will be taken very seriously and will be dealt with accordingly.

### **1.6 Failure to comply with this Policy will be treated as a serious disciplinary offence, and may result in reprimand, suspension and/or summary dismissal for gross misconduct. If you commit a bribery offence, you could be prosecuted and face an unlimited fine and/or a maximum penalty of 10 years' imprisonment. ODGroup could also face unlimited fines, which could result in significant reputational damage and undermine the trust and relationships that**

ODGroup has built up with its customers and other stakeholders. In many countries, those who have suffered damage or lost business because of bribery and corruption can claim compensation for that damage. Complying with this Policy will help protect both you and ODGroup.

- 1.7 ODGroup will seek to ensure that all necessary arrangements are in place to aid compliance and will maintain and administer the Policy and thoroughly investigate any reports made in accordance with it. This Policy will be regularly reviewed to consider any changes in legislation, feedback and queries. It may be amended and updated from time to time, and new versions will be communicated and made available.
- 1.8 It is important that this Policy is fully understood by all those to whom it applies. Compulsory training will be provided periodically to all relevant employees and will be monitored, evaluated and refreshed regularly. You will be informed when you are required to take the training.

## **2. What is bribery and corruption?**

There are various legal definitions of bribery and corruption, but broadly, and for this Policy:

### 2.1 “Bribery” is:

- Promising, offering or giving, or
- Requesting, soliciting or accepting
- Directly or through a third party
- Any advantage
- To or from any person or company
- To induce or reward behaviour that is illegal, unethical or a breach of duty.

An “advantage” can be any kind of benefit, financial or otherwise, or anything of value or perceived value. It could include any personal, commercial, contractual or regulatory advantage, including even a promise to do or not do something. The advantage could be for an individual, or any person or company associated with them.

2.2 The value of the advantage does not matter. Even if of low value, if the intent is improperly to influence the recipient, it can still be a bribe.

2.3 Even if a bribe is turned down or fails to have the intended effect, it is still a bribe.

2.4 “Corruption” is the abuse of entrusted power for private gain.

2.5 ODGroup can be liable for bribery committed by:

- An employee, officer or director of ODGroup; or
- Any other person performing services for or on behalf of ODGroup anywhere in the world (including agency workers, contractors, agents, intermediaries and other business partners).

2.6 In addition, any UK citizen and any person resident in the UK who commits bribery outside the UK, can still be prosecuted in the UK for that offence.

2.7 Associated offences may also be committed where acts of bribery and corruption occur, including for example, money laundering, fraud, or false accounting. Those who assist, incite or procure a bribe or conspire with others to bribe can also be guilty of offences.

### **3. Business dealings and contacts**

#### **Private sector**

3.1 Bribery can occur in the private sector (i.e. between companies or their employees) in relation to:

- Any activity connected with a business; or
- Any activity performed during a person's employment.

3.2 Payments or other advantages that may be bribes could be given to or received from:

- Subsidiaries
- Labour unions
- Customers
- Suppliers
- Contractors
- Agents
- Individuals working for any of the above

3.3 How to spot advantages that may constitute bribery/corruption "Advantages" may be financial or non-financial and could include:

- Money
- Loans
- Donations (including charitable donations)
- An award of business
- Employment contracts
- Consultancy contracts
- Preferential treatment or promises to do or not do something
- Gifts and hospitality
- Holidays
- Any other advantage or benefit which is intended or perceived to be of value to the recipient or another person (e.g. a relative or friend of the recipient).

#### **Public Sector**

3.4 Bribery can also occur in the public sector. This will often take the form of someone in the private sector bribing a public or government official to secure a particular decision or to be awarded a particular benefit or business. There are several contexts in which bribery/corruption could arise in the public sector, for example:

- Obtaining utilities and similar services.
- The granting of planning or other consents, or of licences for commercial activities by public authorities.
- The granting of subsidies by public authorities.

- Contract awards by public authorities.
- Any other situations where a public authority or official is on the other side of a business deal or is engaged in discussions with ODGroup for some other purpose (e.g. lobbying regulators with the power to approve ODGroup's products and services.)

3.5 Each of these situations could involve communication or negotiation with a "public official". A public official can be any person holding any legislative, executive, administrative or judicial position of a State, whether domestic or foreign and whether at local or central government level.

They may be:

- Appointed or elected.
- Permanent or temporary.
- Paid or unpaid.
- Of any level of seniority.
- Legislative, administrative or judicial officials.
- An employee of a government-owned or controlled entity (e.g. nationalised corporations or the NHS).
- An officer or individual who holds a position in a political party.
- A candidate for public office.
- A person who otherwise exercises a public function for or on behalf of or within any country.
- An employee of a public international organisation (such as the World Bank).

3.6 In many countries, public sector employees (e.g. civil servants or doctors) or employees of State-owned enterprises are treated as public officials.

3.7 All dealings with public officials or private individuals and enterprises must be open, transparent and conducted in a proper and appropriate way. This will help to ensure that no bribery or corruption takes place and will also avoid any appearance or suggestion of improper activity.

3.8 There may be a temptation to try to influence or expedite the decision-making or actions of the public official in question to ensure a particular outcome for ODGroup or the individual in question.

Alternatively, the public official may seek to exploit his position for his own gain or for the benefit of someone else. Advantages offered or given to public officials in either context could be bribes and are strictly forbidden. Refer to the Gifts and Hospitality policy for further details.

3.9 If a bribe is given to a public or government official in another country ("Foreign Public Official"), the rules are even stricter and a person or company could be prosecuted for any attempt to influence the official to obtain a business advantage, even if there is no intention to induce or reward behaviour that is illegal, unethical or a breach of duty. Therefore, great care must be taken in any dealings with public officials, particularly Foreign Public Officials.

### **Red flags**

3.10 You should be aware that certain situations may be indications, sometimes referred to as "red flags", that there is a risk of bribery or corruption:

- Unusually large commissions or unusual payment pattern
- Unknown third parties or third parties lacking transparency
- Third parties that appear under-qualified or under-staffed or are specified/recommended by government officials.
- Repeated or excessive instances of gifts and hospitality
- Requests to cover unusually large expenses, or expenses for associates or family members
- Requests for meetings at unusual times or in unusual places
- Hospitality with no legitimate connection to the promotion or demonstration of products or services.
- A history or perception of corruption in the country in question.
- Payments to/from foreign public officials or individuals who may be politically exposed.
- Unusual offshore payment arrangements.

3.11 In order to determine whether giving or receiving an advantage may amount to bribery and corruption, ask yourself:

3.11.1 What is the intention in giving/receiving the advantage - is it to:

- seek to unduly influence decision-making or the performance of a person's duties (including your own)?
- obtain an advantage from a public official?

3.12 Consider how you and ODGroup would feel if the transaction or behaviour in question was made public – would there be any appearance of wrongdoing?

If the answer to any of the questions above is 'yes', this indicates that the giving/receiving of the advantage may be improper and should therefore be avoided. Speak to your line manager if you are unsure of what to do.

#### **4. Facilitation payments**

4.1 "Facilitation Payments" are non-official payments (often of low value) made to public officials to facilitate routine procedures or other necessary actions. For example, paying a foreign official to authorise a visa that would and should officially be authorised anyway without any fee (and where sometimes, but not necessarily, the payment speeds up or facilitates the procedure). In these circumstances, the payment and the acceptance of it by the foreign official is improper. (This is different from a situation where there is an official and published fee for obtaining a particular permit or visa, or a range of tariffs depending on the speed of service required.)

4.2 Facilitation payments are bribes and are (in most cases) illegal. They are strictly prohibited under this Policy. If you have any doubts about a payment and suspect that it might be a facilitation payment, you should only make that payment if the official can provide you with a receipt or written confirmation that it is a legal payment. If possible, you should seek prior written approval from the Managing Director of the relevant part of the ODGroup business, or the HR Director.

4.3 If for any reason you are threatened with physical harm unless you make the payment, or there are issues of safety at stake in connection with the payment, you should make the payment, but then immediately contact the HR Director and inform them of the issue. (However, it will not be adequate justification for making the payment if there are no associated safety concerns – e.g. if

the official confiscated your mobile phone for no reason and demanded a payment to get it back, that would be extortion and illegal. You should not make the payment in those circumstances.)

## **5. Agencies, Intermediaries and Business Partners**

5.1 Intermediaries are third parties that act as “middlemen” in dealings with suppliers, contractors or clients on behalf of ODGroup.

5.2 Agents are third parties who have the power to create legal rights or obligations for ODGroup, by acting and entering contracts on behalf of ODGroup.

5.3 ODGroup generally only works with and engages those third-party intermediaries, agents and other business partners (including, for example, suppliers and contractors) who have been approved in writing under the pre-qualification processes.

5.4 If deemed appropriate, we will check to see whether the third-party intermediaries, agents and other business partners have an equivalent policy to this Policy in place, and if they do not and we think they should have, we may decide not to work with them.

5.5 ODGroup endeavours to ensure that all contracts signed with third-party companies or individuals under which they perform services for or on behalf of ODGroup should contain contractual provisions that prohibit anti-bribery and corruption and protect ODGroup against the risks associated with it. ODGroup will seek to ensure that third parties are aware of those provisions and the expectation that they will comply.

5.6 Any remuneration payable or advantages given to intermediaries, agents or other business partners acting on behalf of ODGroup must be appropriate for the services carried out (which is to be determined objectively as far as possible) and made strictly in accordance with ODGroup’s financial controls.

5.7 Payments must never be made or accepted in cash.

## **6. Conflicts of interest**

6.1 You must avoid any actual or perceived conflicts of interest.

6.2 This means that you should not allow yourself to be placed in a position where (directly or indirectly) you can personally gain from, or be influenced by, a personal or business relationship or interest while performing your duties for ODGroup. Even if there is no actual conflict, you should be careful to ensure that even the potential perception of such a conflict is avoided. The safest way to resolve any issues is to disclose the matter to the relevant Managing Director or the HR Director. They can then determine what, if anything, should be done. Therefore, you are required to do this whenever you have any concerns that there could be real or perceived conflict of interest involving yourself or anyone else.

6.3 In addition, to avoid actual or perceived conflicts of interests, you must:

6.3.1 When negotiating or authorising a contract with a third party, immediately declare any shareholding or other interest (including any indirect interest, e.g. an interest held by a family member) in that third party company or its holding company, subsidiaries or associated

companies. (This requirement does not apply to personal shareholdings in publicly listed companies.)

- 6.3.2 Not authorise the payment of ODGroup funds to any outside organisation or charity of which you (or any family member) are a trustee, board member, beneficiary, director or other officer.
- 6.3.3 Not take part in any business decisions, particularly appointments and the placing of contracts, where they could be influenced by any personal relationship (whether familial or otherwise), or by membership of any social, religious or political association to which entry is restricted by payment, election or oath of loyalty or secrecy.
- 6.4 As noted above, if at any time you become aware of any potential or actual conflict of interest, you must notify your Managing Director or HR Director immediately in writing, so that the matter can be considered further and any issues resolved.

## **7. Accounts and financial records**

7.1 It is ODGroup's policy to maintain transparent and accurate books, records and financial reporting within all its business units and for all third parties working on ODGroup's behalf. This includes in some circumstances producing and maintaining records of payments or advantages made to or received from third parties in accordance with the Gifts & Hospitality policy. You must always follow all financial and accounting policy and controls mandated by ODGroup and report any concerns or suspicions that this is not being done. You must also report any concerns that the ODGroup financial policies or controls are inadequate or incomplete in any way to deal with any arrangements or risks that ODGroup may face.

## **8. Reporting Procedure**

8.1 It is your duty immediately to report any knowledge or suspicion of bribery or corruption.

8.3 Follow the procedures outlined in ODGroup's Whistleblowing policy.

8.3 All reported concerns (including those that have been made anonymously) will be treated in the strictest confidence.

8.4 It is much better to speak up than to keep quiet about a concern. Keeping quiet may make you personally liable for being complicit in the bribe or corruption. In addition, failure to report a suspicion or occurrence of bribery and corruption will be taken very seriously by ODGroup and may result in disciplinary action. You will not suffer any adverse consequences because of reporting any suspicion of bribery or corruption.

## **9. Training/awareness**

9.1 Anti-bribery awareness and updates are integrated into our office and on-site health & safety induction training. Additionally, relevant employees - including those in supply chain, procurement, human resources, health & safety, and senior on-site roles - are required to complete a Anti-bribery e-learning module.

This training, recently updated to reflect the latest guidance, ensures compliance with the The Bribery Act 2010.

Furthermore, all employees will be required to acknowledge that they have read and understood the Anti-bribery Policy, with this process overseen by the HR Team.

**Date:** 02 May 2025

A handwritten signature in black ink, appearing to be 'Jon Kearney', written over a horizontal line.

**Signed:** Jon Kearney, Group Managing Director