

Anti-Bribery Policy

Introduction

Sabio Ltd (“**Sabio**”) is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas. This policy outlines Sabio’s position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. Sabio will not tolerate any form of bribery by, or of, its employees, suppliers, agents or consultants or any person or body acting on its behalf.

Scope

This policy applies to all employees and officers of Sabio, and to workers, consultants, contractors, suppliers, agents and subsidiaries acting for, or on behalf of, Sabio (“associated persons”) within the UK and overseas. Every employee and associated person acting for, or on behalf of, Sabio is responsible for maintaining the highest standards of business conduct. Any breach of this policy could constitute a serious disciplinary, contractual or criminal matter for the individual or entity concerned.

Suppliers to Sabio are also required to have in place and enforce an anti-bribery policy equivalent to this policy.

Sabio may also face criminal liability for unlawful actions taken by its employees or associated persons under the Bribery Act 2010. All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by Sabio.

This policy covers:

- the main areas of liability under the Bribery Act 2010;
- the responsibilities of employees and associated persons acting for, or on behalf of, Sabio; and
- the consequences of any breaches of this policy.

Bribery Act 2010

Sabio is committed to complying with the Bribery Act 2010 in its business activities in the UK and overseas.

Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:

- intention of inducing or rewarding improper performance of a function or activity; or
- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity.

A relevant function or activity includes public, state or business activities or any activity performed in the course of a person’s employment, or on behalf of another company or individual, where the

person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act 2010 if:

- an employee or associated person acting for, or on behalf of, Sabio offers, promises, gives, requests, receives or agrees to receive bribes; or
- an employee or associated person acting for, or on behalf of, Sabio offers, promises or gives a bribe to a foreign public official with the intention of influencing that official in the performance of his/her duties (where local law does not permit or require such influence); and
- Sabio does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

All employees and associated persons are required to comply with this policy, in accordance with the Bribery Act 2010.

What is prohibited?

Sabio prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or company, whether a public or government official, official of a state-controlled industry, political party or a private person or company, regardless of whether the employee or associated person is situated in the UK or overseas. The bribe might be made to ensure that a person or company improperly performs duties or functions (for example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for Sabio (or itself) in either obtaining or maintaining Company (or its own) business, or to gain any personal advantage, financial or otherwise, for the individual/entity or anyone connected with the individual/entity.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

Records

Employees and, where applicable, associated persons, are required to take particular care to ensure that all company records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, or with any agent, consultant or representative.

Working overseas

Employees and associated persons conducting business on behalf of Sabio (or itself) outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based individuals/entities. Employees and associated persons owe a duty to Sabio to be extra vigilant when conducting international business.

Employees and associated persons are required to report suspicions of bribery to the Chief Human Resources Officer (or your main point of contact at Sabio, if you are a supplier). While any suspicious circumstances should be reported, employees and associated persons are required particularly to report:

- close family, personal or business ties that a prospective agent, representative or joint-venture partner may have with government or corporate officials, directors or employees;
- a history of corruption in the country in which the business is being undertaken;
- requests for cash payments;
- requests for unusual payment arrangements, for example via a third party;
- requests for reimbursements of unsubstantiated or unusual expenses; or
- a lack of standard invoices and proper financial practices.

If an employee or associated person is in any doubt as to whether or not a potential act constitutes bribery, the matter should be referred to the Chief Human Resources Officer (or your main point of contact at Sabio, if you are a supplier).

Facilitation payments

Sabio prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures. They are more common overseas. Facilitation payments are distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, might constitute a criminal offence by both the individual/entity concerned and Sabio under the Bribery Act 2010, even where such payments are made or requested overseas. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

Corporate entertainment, gifts, hospitality and promotional expenditure

Sabio has a policy in place on the above, in compliance with the Bribery Act 2010, and requires all employees and associated persons to comply with it (and suppliers to have their own compliant policy in place).

Reporting suspected bribery

Sabio depends on and requires its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its and their business dealings. Employees and associated persons are requested to assist Sabio and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to the Chief Human Resources Officer (or your main point of contact at Sabio, if you are a supplier) as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

Employees or associated persons who report instances of bribery in good faith will be supported by Sabio. Sabio will ensure that the individual is not subjected to detrimental treatment by Sabio as a consequence of their report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to the Chief Human Resources Officer (or your main point of contact at Sabio, if you are a supplier).

Employees suspected of bribery may be suspended from their duties while the investigation is being carried out in line with Sabio's disciplinary procedures, and proven allegations may result in a finding of gross misconduct and immediate dismissal. Sabio may terminate the contracts of any associated persons, including suppliers, consultants or other workers who act for, or on behalf of, Sabio who are found to have breached this policy.

Sabio may also report any matter to the relevant authorities, including the Director of Public Prosecutions, Serious Fraud Office, Revenue and Customs Prosecutions Office and the police. Sabio will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

Penalties

Conviction for offences under the Bribery Act 2010 carries severe penalties. These include up to 10 years' imprisonment and fines for an individual and/or unlimited fines for a company convicted of bribery.

Review of procedures and training

Sabio will regularly communicate its anti-bribery measures to employees and associated persons.

The Legal team will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

Sabio reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.