

OVERVIEW

blu-3 Holdings and all subsidiary companies is committed to conducting business in an ethical and honest manner and will take all reasonable steps to ensure that corruption, bribery, and fraud is prevented in line with the Bribery Act 2010 or equivalent local act. We have a zero-tolerance for these activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships.

blu-3 considers that breaching competition law is unacceptable and adopts a zero-tolerance policy towards infringements of the UK Competition Act 1998 and Articles 81 and 82 of the EC Treaty or equivalent.

What is and what is not acceptable

We know that our people value relationships and work hard to build and maintain them. It is important to explain that normal and appropriate gestures of hospitality and goodwill (whether given to/or received from third parties) are acceptable, 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 a holiday or as a small thank you to a company for helping with a project upon completion.
- g. It is of an appropriate type and value and given at an appropriate time, considering the reason for the gift.
- h. It is given or received openly, not secretly.
- i. It is not selectively given to a key, influential person, with the intention of directly influencing them.
- j. It is not above the value of £500. If in doubt, check with the Financial Controller.
- k. It is not an offer to, or accepted from, a government official or representative, or politician or political party, without the prior approval of the company's Financial Controller.

As good practice, gifts given and received should always be declared to the Corporate Support Team, who will then add to the Gift and Hospitality Register.

If you are not clear on any of these statements or are uncertain about the intention behind a gift being given / received, please do speak to a member of the People and Culture Team. All questions are valid questions: we would rather you ask and remain compliant and safe, than make a potentially costly mistake.

Employees should keep this policy in mind when dealing with competitors where there is any such risk, it must be reported, and blu-3 will monitor practices in areas of particular risk and will maintain processes to make sure no employee suffers adverse consequences as a result of reporting any suspicions.

PURPOSE

This Policy will help you to:

- understand what bribery and corruption are (not just payments of cash, but also other kinds of behaviour, gifts, or benefits that you may not have previously thought was improper).
- 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
- decide what to do in the event that you are concerned that bribery and corruption may be taking place.

In order to ensure that you are fully informed and for the protection of yourself and those who you work with, it is vital that you familiarise yourself with the Policy and take part in any training provided.

This means:

- reading, understanding, and complying with this Policy.
- attending all related training when requested to do so.
- seeking advice from your line manager or the Head of People & Culture if you are unsure about your obligations or any action you may need to take to comply with the Policy; and
- reporting any activity which you suspect infringes the Policy, whether or not the activity takes place within your own sphere of operation.

blu-3 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 blu-3. Therefore, everyone employed by or performing services for blu-3 in any capacity is responsible for ensuring that they (and those reporting to them) always comply with the law.

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 as per the blu-3 Whistle-blowing Policy (a copy of which can be found on SharePoint, or can be requested, so that they can be investigated in a confidential manner.

No employee will:

- 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
- suffer any adverse consequences as a result 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.

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. blu-3 could also face unlimited fines, which could result in significant reputational damage and undermine the trust and relationships that blu-3 has built up with its customers and stakeholders. In many countries, those who have suffered damage or lost business as a result of bribery and corruption can claim compensation for that damage. Complying with this Policy will help protect both you and blu-3.

blu-3 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 take into account 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.

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 if and when you are required to take the training. It is mandatory to complete the training.

WHAT IS BRIBERY AND CORRUPTION?

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

"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.

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.

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

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

blu-3 can be liable for bribery committed by:

- an employee, officer or director of blu-3; or
- any other person performing services for or on behalf of blu-3 anywhere in the world (including agency workers, contractors, agents, intermediaries and other business partners).

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.

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.

BUSINESS DEALINGS AND CONTACTS

Private sector

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 in the course of a person’s employment.

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

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 (see the Gifts and Hospitality policy for more information, a copy of which can be found on the SharePoint, or is available if requested)
- 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

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 a number of 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 blu-3 for some other purpose (e.g. lobbying regulators with the power to approve blu-3 products and services.)

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)

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

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.

There may be a temptation to try to influence or expedite the decision-making or actions of the public official in question in order to ensure a particular outcome for blu-3 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.

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

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 patterns
- Unknown third parties or third parties lacking transparency
- Third parties that appear under-qualified or under-staffed or are specified or recommended by government officials
- Using a subcontractor as a *'payment vehicle'* to pay the invoices of another subcontractor

- A deliberate breakdown or circumnavigation of company payment processes e.g. not following the approved PQQ process, permission to proceed or purchase orders, with missing signatures, or not authorised at the correct level.
- Repeated or excessive instances of gifts and hospitality
- Requests by clients/client representatives for 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

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

- 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?

Consider how you and blu-3 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.

FACILITATION PAYMENTS

"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.)

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 CFO.

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 Divisional Director (or COO, CCO, CFO) 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.)

AGENCIES, INTERMEDIARIES AND BUSINESS PARTNERS

Intermediaries are third parties that act as "middle-men" in dealings with suppliers, contractors or clients on behalf of blu-3. The use of any such intermediaries would be unusual for blu-3; such arrangement must have a formal written contract in place that clearly defines the services being provided, to be agreed via the relevant Divisional Director or CFO.

Agents are third parties who have the power to create legal rights or obligations for blu-3, by acting and entering into contracts on behalf of blu-3.

blu-3 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.

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.

blu-3 endeavours to ensure that all contracts signed with third party companies or individuals under which they perform services for or on behalf of blu-3 should contain contractual provisions that prohibit anti-bribery and corruption and protect blu-3 against the risks associated with it. blu-3 will seek to ensure that third parties are aware of those provisions and the expectation that they will comply.

Any remuneration payable or advantages given to intermediaries, agents or other business partners acting on behalf of blu-3 must be appropriate for the services carried out (which is to be determined objectively as far as possible) and made strictly in accordance with blu-3's financial controls.

Payments must never be made or accepted in cash.

CONFLICTS OF INTEREST

You must avoid any actual or perceived conflicts of interest. Please refer to the Conflict of Interest Policy for more information.

ACCOUNTS AND FINANCIAL RECORDS

It is blu-3's policy to maintain transparent and accurate books, records and financial reporting within all its business units and for all third parties working on blu-3'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 policy controls mandated by blu-3 and report any concerns or suspicions that this is not being done. You must also report any concerns that the blu-3 financial policies are inadequate or incomplete in any way to deal with any arrangements or risks that blu-3 may face.

REPORTING PROCEDURE

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

Follow the procedures outlined in blu-3's Whistleblowing policy, a copy of which is available within SharePoint.

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

Risk Identification and Review

A risk register will be maintained to cover all elements of ABAC within the company, the purpose of this is so risks are continuously reviewed to ensure the company, and its employees are compliant. The registers contain all identified potential risks, the risk scoring allocated to the risks, the mitigation / controls in place to prevent the risks, owners and when applicable, comment areas for changes. The registers will be reviewed at two levels each month.

Stage 1 – The Head of Compliance will review the register with the SLT at the monthly risk review meetings along with the company risk register.

Stage 2 – The register will be presented and reviewed with the board at the monthly operational meetings.

During the meetings all mitigation controls are discussed to ensure that they are effective and working. If they are found not to be new actions will be allocated to corrected them, along with the individual's

initials who will be carrying out the action and an acceptable time frame for the actions to be completed. Any actions will be reviewed at the agreed completion date or the next meeting (whichever is sooner).

Due Diligence – Suppliers / Subcontractors

Suppliers and Subcontractors that wish to work for and on behalf of blu-3 will need to achieve a minimum level of “Gold” through the certification services of Constructionline (and Builders Profile addition for international entities). Which includes having a policy and processes which meet the Bribery Act 2010.

Suppliers can either be found on the Construction Line system who have already achieved the “Gold” level, or a request will be sent by the procurement team directly via email with a link to complete the PQQ process.

Only suppliers and subcontractors that have achieved “Gold” level will be eligible for use. The PQQ reviews are completed by Constructionline (With some reviews done inhouse for additional compliance elements). The reviews are completed on an annual basis. Reminders will be automatically sent via Constructionline to the suppliers / subcontractors when nearing expiry.

Through the portal (those with access) can see those that are approved or pending review. If during a live working relationship, a supplier / subcontractor goes from an approved to pending status the finance team will place a hold on their accounts until this has been rectified.

If a company fails to qualify as approved or fails during reassessment, they will be removed from the supplier list until such time that they meet the requirements and that is shown via the portal.

Communication & Training

Training relating to ABAC elements will be completed twice a year, once through our eLearning platform and once through a company workshop. The eLearning will fall inline with when the person had previously completed it via the platform. The ABAC workshop will be completed between the months of April-June, dependant on when the policies have been released from their annual review.

Communications relating to ABAC elements will be released on a quarterly basis, covering varying topics. In addition to the communications being issued, there will also be a policy update given in the first available monthly business update are they have been approved. Communications and workshops will be managed and presented by the Compliance team.

If required further communication and/or training will be given when needed if there has been any changes made to company policies, legislation, client requirements or incidents.

DEFINITIONS

“Bribery” / “Corruption”: Bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory, or personal advantage. It can be direct or indirect through Third Parties.

“Conflict of Interest”: Occurs when an individual or organisation is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.

“Anti-Competition”: Occurs when businesses act together in ways that can prevent, restrict, or distort competition. For example, price fixing, bid rigging and other ways of agreeing not to compete and abuse of dominant markets.

“Employee”: For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors.

"Fraud": An act of deception that is intended to make a financial gain or to cause loss to another party.

"Third Party": Any individual or organisation you come into contact with during the course of your time with us. This includes actual and potential customers, suppliers, business contacts, intermediaries, government, and public bodies, including their advisors, representatives and officials, politicians and political parties.

Gerry Curran



Chief Executive Officer

Ramnik Kapur



Chief Financial Officer

Paul Zeevaart



Chief Commercial Officer

Richard Hope



Chief Delivery Officer