



## Anti-Bribery and Corruption Policy

### Introduction

At Modulaire Group (“**Modulaire**”) we are committed to doing business in the right way to maintain the trust and respect of our customers, our shareholders, other stakeholders and the wider community.

We never use, support or promote corrupt practices.

Modulaire respects all anti-bribery and anti-corruption legislation, and all relevant legislation countering tax evasion, in the countries in which it operates. Employees are responsible for ensuring that their personal behaviour and business conduct complies with such requirements and with the requirements of this Anti-Bribery and Corruption Policy.

If employees have any questions concerning this Anti-Bribery and Corruption Policy, they should contact their Ethics and Compliance Advisor (“**ECA**”).

### Purpose

The purpose of this policy is:

- To set out Modulaire’s position on bribery and corruption;
- To set out Modulaire’s position on preventing the facilitation of tax evasion;
- To set out Modulaire’s position on the engagement of third party service providers; and
- To detail how responsibility for observing and upholding Modulaire’s position is established across its international operations.

### Application

This Anti-Bribery and Corruption Policy applies to all employees of Modulaire and third party service providers acting for or on behalf of Modulaire, regardless of where they are doing business in the world.

For the purposes of this Anti-Bribery and Corruption Policy, an “employee” means employees (whether fixed term, permanent or temporary), directors, officers and other individuals working for Modulaire, such as contractors and agency workers.

This Anti-Bribery and Corruption Policy should be read in conjunction with Modulaire’s Code of Ethics and Gift & Entertainment Policy.

### Prohibition on Bribery and Corruption

**Bribery** is offering, promising, giving or accepting any financial or other advantage (for example, money, gifts, loans, fees, hospitality, services, discounts or award of a contract) to induce the recipient

or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

**Corruption** is the abuse of entrusted power or position for private gain.

Bribery and corruption offences present a serious risk for our business. Breaches of bribery and corruption laws can lead to imprisonment for individuals and unlimited fines, exclusion from tendering for public contracts and damage to reputation for companies.

No person who is subject to this Anti-Bribery and Corruption Policy will authorise or be a party to any financial payment or benefits in kind, with the intention of inducing or rewarding any person to perform improperly a function or activity that they are otherwise expected to undertake in good faith, impartially or from a position of trust.

### **Prohibition on Facilitation Payments**

Facilitation payments, also known as “back-handers” or “grease-payments”, are typically small, unofficial payments made to secure or expedite a routine or necessary action. In some countries it may be considered routine to make such payments, but they are often nonetheless illegal in such countries.

No person who is subject to this Anti-Bribery and Corruption Policy will make or accept facilitation payments of any kind. If employees are asked to make a facilitation payment or have any suspicions or concerns about a payment they should immediately report the matter to their ECA.

### **Tax Evasion Facilitation**

In the UK, a company commits an offence if a person acting for or on behalf of the company, for example, an employee or agent of the company or any other person performing services for or on behalf of the company, facilitates another’s offence of tax evasion.

Although the failure to prevent the facilitation of tax evasion is a UK offence, the offence applies to evasion of UK tax and foreign tax and to companies incorporated in the UK and overseas and so is relevant to all of Modulaire’s employees.

No person who is subject to this Anti-Bribery and Corruption Policy will engage in any form of facilitating tax evasion (whether UK tax or tax in a foreign country) or assist any person in the commission of a tax evasion offence.

Employees should promptly report to their ECA any request or demand from any third party to facilitate the evasion of tax (whether UK tax or tax in a foreign country), or any suspected evasion of tax (whether UK tax or tax in a foreign country) by another person.

### **Engagement of Third Party Service Providers**

Modulaire could be held responsible for the actions of third party service providers. Therefore, care must be taken to ensure that those third party service providers do not engage in bribery or corruption.

Modulaire is committed to ensuring that third-party service providers acting on Modulaire’s behalf carry out their business to the highest ethical standards and avoid any conduct which may constitute bribery or corruption or the facilitation of tax evasion. Modulaire prohibits the use of contracts or

consulting agreements to channel improper payments through agents or other intermediaries to third parties, whether public or private.

When engaging third party service providers, employees should:

- Consider whether the use of the third party service provider is necessary;
- Consider whether the third party service provider is appropriate for the role;
- Consider whether the remuneration to be paid to the third party service provider is appropriate;
- Undertake sufficient due diligence procedures in respect of the third party service provider; and
- Ensure that the third party service provider is contractually bound by Modulaire's Supplier Code of Conduct and this Anti-Bribery and Corruption Policy.

In addition, when appointing agents or other intermediaries authorised to act on behalf of any member of the Modulaire group, employees should comply with Modulaire's Policy on Engagement of Intermediaries.

### **Obligation to Report Violations and Cooperate**

Each employee must promptly report any known or suspected violation of this Anti-Bribery and Corruption Policy to their line manager, human resource representative or other management within their immediate working environment. If employees feel they need to raise their issue outside of their immediate working environment they should promptly report their issue to their ECA or anonymously via the Modulaire Global Helpline <http://modulairegroup.ethicspoint.com>.

Employees are obligated to report such known or suspected conduct without regard to the identity or position of the suspected offender. Under no circumstances will any employee who makes a report in good faith be subject to any acts of retribution, retaliation, or disciplinary action. Additionally, all employees must fully cooperate in any investigation of a suspected violation of this Anti-Bribery and Corruption Policy and fully cooperate with requests by an ECA or the Legal and Risk Department.

Failure to comply with this Anti-Bribery and Corruption Policy may result in an employee's conduct being subject to review. In the most serious cases, such review may potentially lead to the termination of their employment and / or result in personal criminal or civil liability.