

williams lea

Anti-Bribery & Corruption Policy

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Introduction

Ethical and lawful behavior in business practices determines the way we work within Williams Lea (WL) as well as our conduct towards Business Partners, Shareholders, and the General Public.

We always deal with our customers, suppliers, business partners and government agencies in a straightforward manner and in compliance with the relevant laws and regulations, especially international anticorruption standards as stated in the UN Global Compact, and local anti-corruption and bribery laws, e.g. the UK Bribery Act 2010 and the Foreign Corrupt Practices Act (FCPA).

The ultimate responsibility for ensuring that all employees adhere to this Policy lies with the individual regional, country and business unit management.

The guidelines included in this Policy are binding and apply to all Directors, Executives and Employees at WL (hereinafter referred to as "employees"). WL is defined as the Williams Lea Group including all its subsidiary and affiliated companies.

Provision of Gifts and Other Benefits Involving Public Officials

Strict rules apply when providing or receiving gifts involving public officials. Public officials include civil servants, ministers, mayors, and other people in public service. In some regions and countries, office holders under this heading also include employees of public sector companies.

Gifts and Hospitality with Public Officials

Giving monetary gifts or cash equivalents, or anything of value (including cash, gift cards, donations, charitable contributions, meals, or entertainment) to public officials anywhere in the world is illegal under the UK Bribery Act, restricted under the U.S. Foreign Corrupt Practices Act (FCPA), and expressly prohibited under this policy. This includes seemingly minor or friendly gestures, such as buying a coffee for a friend who works at a government agency, for example, the U.S. Securities and Exchange Commission (SEC).

No gifts of any kind, in any amount, may be offered to, or received from, any individual who works for a government entity, regardless of location or perceived value.

Facilitating Payments

Payments made to public officials to expedite an official process are expressly prohibited by the UK Bribery Act 2010. Williams Lea does not allow "Facilitating Payments" to any third party. Where there is no specific regulation or prohibition of such payments, Williams Lea will avoid making such payments.

Gifts and Hospitality with Other Third Parties

Approval Limits

The monetary values for the limits stated apply to the gross amounts (i.e. including any country specific taxes) and include all incidental expenditure for an event. Lower limits may apply in some countries for legal or tax reasons.

Gifts

It is strictly forbidden for employees to solicit, accept or provide **inappropriate or non-proportionate** gifts or hospitality from existing or potential business.

Cash gifts to employees are strictly prohibited (outside of the employee bonus/salary mechanism) and cannot be received from or given to third parties.

Branded promotional gifts with nominal monetary value do not require specific approval and do not need to be recorded on the Hospitality Register, provided they meet the requirements of this policy.

Other gifts with a value less than \$100 per individual require **documented** approval by line management (email approval should be archived by both the requestor and approver, clearly describe the date, value, and circumstances of the gift and hospitality, and made available to R&C upon request).

Gifts with a value over \$100 per individual must be submitted on the approved form for approval to line management and the Global Head of Legal and Compliance.

Gift Cards

Offering Gift Cards Externally

- Gift cards are **strictly prohibited** from being offered to **any third party**, including **clients, vendors, or anyone doing business with Williams Lea (WL)**.
- This includes any form of **cash or cash equivalents** (e.g., prepaid debit cards, digital gift cards).

Receiving Gift Cards from Third Parties

- WL employees should not accept cash gifts under any circumstances.
- Gift cards from clients or vendors may be accepted, provided that:
 - The total value of all gift cards from a single client or vendor does not exceed \$150 per calendar year.
 - Each gift card received must be reported, regardless of its value, using the Gifts and Hospitality Reporting Form, available on the [Risk & Compliance SharePoint](#).
 - Prior approval must be obtained from Risk & Compliance (R&C) for all such gifts.

Offering Gift Cards Internally (Staff to Staff or Manager to Staff)

- Gift cards may be offered internally (e.g., from manager to staff or between colleagues) only with prior approval from Human Resources.
- Any such offering must consider budgetary constraints and relevant internal recognition or reward program guidelines.

Hospitality/Entertainment (including Sponsored Events)

Hospitality with a value of less than \$100 per individual does not require specific approval, provided it meets the requirements of this policy.

Hospitality with a value over \$100 per individual but less than \$250 requires documented approval by line management (email approval should be archived by both the requestor and approver, clearly describe the date, value and circumstances of the gift and hospitality, and made available to R&C upon request).

Hospitality with a value of over \$250 per individual must be submitted on the approved form for approval to line management and the Global Head of Legal and Compliance.

Additional Requirements

1. **Gifts** valued at over \$100 or **hospitality** valued at over \$250 should not be offered or accepted within 12 months of a contract award or 3 months post renewal (and may not be approved if so).
2. Gifts valued at over \$100 or hospitality valued at over \$250 should not exceed one per individual for any given year with the same third-party business.
3. The invitation of spouses and other non-business partners is discouraged, but it is accepted that there are circumstances where this may be appropriate. In these cases, the total cost for all related parties should be treated as a single event for approval purposes and the guidelines around handling conflicts of interest shall be adhered to.
4. Any travel or accommodation intended to be paid for on behalf of or by third parties shall be considered as a gift or benefit.
5. All exceptions to these additional requirements must be approved by the Global Head of Legal and Compliance.

Acceptance of any gift or benefit more than those detailed above must be submitted for approval (in advance) on the standard Gifts and Hospitality Reporting Form to the Global Head of Legal and Compliance.

If refusal would cause offence to the provider and could result in damage to the business relationship, the gift or benefit must immediately be reported to the Divisional or Regional Head and the Global Head of Legal and Compliance, who will provide guidance on the appropriate course of action.

Manager/Employee to Employee Gifts & Hospitality

Offers of Gifts (including Gift Cards) and Hospitality that are made between a Manager and Employee or Employee and another Employee do not require approval from Risk & Compliance but do need to:

1. Have budgetary approval as appropriate.
2. Be pre-approved by the respective regional HR team.

Where managers and employees self-fund gifts and hospitality to other employees there is no requirement to obtain approvals.

Distinguishing Between Business and Personal Expenses

Employees must make a clear distinction between personal and business interests. Expenses incurred in situations where the line between private and business interests is not clearly drawn shall be considered as personal, especially in the case of gifts and hospitality.

Approval Process

Requests for approval must be submitted using the standard Gifts & Hospitality Reporting Form found on the [Risk & Compliance SharePoint](#) Site in advance of commitment and must include the information for the Hospitality Register, including any previous gifts/hospitality occurring in the past two years.

- Budget approval for any gifts/hospitality does not replace the need for approval of individual events.

- Where pre-approved costs increase by more than 10%, pre-approval must be sought, and the Hospitality Register amended
- Where approved invitees are unable to attend, managers can allocate acceptable replacements without pre-approval providing the same limits and criteria is met, however these must be notified to the highest-level approver and the Hospitality Register amended accordingly.

In line with this Policy, the responsible approver will determine whether any gifts or hospitality is appropriate after considering whether it:

1. Reflects good business practice and ethics and befits the seniority and status of the recipient.
2. Is not motivated or appears to be motivated by a desire to influence pending business decisions.
3. Does not create, intentionally or unintentionally, any obligation to reciprocate.
4. Is provided openly and would not embarrass the parties if publicly disclosed.
5. Does not contravene any law, rule or Policy which is known to be applicable to the recipient or the giving party; and
6. Does not form part of a pattern/series of benefits which, if taken together, would represent an inappropriate gift or benefit.

Hospitality Registers

A central Global Hospitality Register will be maintained by the Risk & Compliance Function and formally record each submitted standard form.

Conflicts of Interest

All Williams Lea employees must maintain high ethical standards in handling any perceived or actual conflict of interest. The employee must ensure that the engagement of a Business Partner for private purposes is based on transparent 'arms-length' terms. Every employee is responsible for ensuring that outside interests are not to the detriment of the company.

All employees must disclose any relationship with persons or firms with whom Williams Lea does business, and any perceived or actual conflict of interest using the formal online Conflicts of Interest form. When submitted this will be reviewed and approved by the Risk and Compliance team. Please note, such relations can include a relationship by blood or marriage, partnership, participation, or an investment in Business Partners.

Donations and Sponsoring

Williams Lea contributes to the community by making donations within the scope of common business practice that benefit various non-profit, social, cultural, sports and research projects. Donations and sponsorships of this nature may be made in compliance with current applicable law and internal company policies. Williams Lea Account teams should manage all such requests in accordance with this Policy requirement for gifts, and pre-approval from the Global Head of Legal and Compliance must be sought. Requests for approval must be submitted using the standard Gifts & Hospitality Reporting Form found on the [Risk & Compliance SharePoint](#) Site in advance of commitment.

Gifts Made to Political and Local Authority Representatives

Williams Lea employees are not permitted to make contributions to political parties and their affiliated organisations, members of parliament or representatives of public institutions on behalf of the Group. Regional laws and regulations apply when offering gifts to governmental and local authority representatives.

Payments to Representatives, Agents and Consultants

All Business Partners, Third Parties and their representatives must be carefully evaluated before being commissioned. All fees and commissions to be paid to these persons must represent adequate and justifiable remuneration for legitimate services rendered.

All contracts must be in written form and the business relationship carefully documented. All payments must be properly recorded and accounted for in the company's books and records.

The commissioning of representatives, agents and consultants requires full compliance with internal company policies, particularly with procurement policies.

Violations of the Anti-Bribery & Corruption Policy

It is the clear intention of the company to stringently enforce this policy.

Violation of the requirements detailed in this Policy could result in criminal charges as well as employment or disciplinary consequences under the applicable regulations for employees and claims for damages by the business.

Contact Points / Reporting a Policy Violation

There are various options open to employees who have questions regarding this Policy or require assistance in making any difficult decisions. An employee can:

- Speak with his or her supervisor, or
- Contact the Risk and Compliance Team at rcg@williamslea.com

Employees are encouraged to report any policy violations. Please refer to the "**Reporting a Violation**" section in the **Code of Conduct Policy** document for further guidance

No employee will be disadvantaged in any way for any effort made in good faith to report a potential issue of compliance with this Policy. All reports of breaches of this Policy will be kept confidential. Incident reports will be investigated immediately by the independent Regional Risk and Compliance Team.

If required by applicable law, information regarding the identity of the reporting employee may, however, be disclosed to the relevant persons or public authorities involved in an investigation or subsequent judicial proceedings.