

Anti-Bribery and Corruption

Purpose Statement		
The purpose of this Policy is to ensure compliance with all applicable anti-bribery and corruption laws and regulations. It aims to mitigate risks associated with bribery and corruption and to demonstrate the Venterra Group’s commitment to ethical and transparent conduct. This Policy operates alongside our Anti-Fraud Policy and our Anti-Money Laundering and Counter-Terrorist Financing Policy as part of our broader approach to preventing economic crime.		
Reference Number		Version
VG-LEG-POL-001		3
Status		Classification
Approved		Internal
First Issue Date		Revision Issue Date
3/1/2022		4/14/2026
Document Owner		Function Owner
Group General Counsel		Legal and Compliance
Approver		Approval Date
Group General Counsel		3/23/2026
Insert References		
Document Name	Reference Number	Linked
Code of Ethics and Conduct	VG-LEG-COD-001	☒
Whistleblowing Policy	VG-LEG-POL-004	☒
Compliance Framework Policy	VG-LEG-POL-001	☒
Gifts and Entertainment Procedure	VG-LEG-PRO-008	☒
Conflict of Interest Procedure	VG-LEG-PRO-007	☒
Related Parties Policy	VG-LEG-POL-013	☒
Screening and Due Diligence Procedure	VG-LEG-PRO-005	☒
Delegation of Authority	VG-LEG-MAT-001	☒

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Social Investment Policy	VG-COR-POL-001	☒
Anti-Fraud Policy	VG-LEG-POL-014	☒
Anti Money Laundering and Countering Terrorist Financing Policy	VG-LEG-POL-016	☒

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1 Abbreviations & Definitions

Term	Content Definition
Advantage	Any benefit or anything of value or perceived value (such as gifts, hospitality, services, discounts, the award of a contract or anything else of value). It need not be a physical thing. It could be a promise to do, or not to do, something in the future.
Agents	Any individual or organisation contractually appointed to represent Ventera Group (or any one of its businesses) for the purpose of selling Ventera's services in return for a commission.
Bribe	The offering, giving, receiving, or soliciting of an Advantage with the intention of inducing or rewarding behaviour (whether in the public or private sector) that is illegal, unethical or a breach of duty. A bribe can be given directly or indirectly, in cash, kind, or through a third party.
Bribery	The act of committing a Bribe. Bribery occurs when a person, directly or indirectly, offers, gives, requests, promises, or accepts any financial or other Advantage to influence, induce, secure, or reward behaviour (whether in the public or private sector) that is illegal, unethical or a breach of duty.
Compliance Framework	Framework that outlines our approach to legal and regulatory adherence, including communication and risk assessment strategies.
Corruption	Dishonest, fraudulent or illegal behaviour involving a person in a position of power or entrusted with power e.g. the abuse of entrusted power, authority, or position for personal, commercial, or financial gain. Corruption includes, but is not limited to, Bribery, extortion, fraud, nepotism, favouritism.
Employees	All individuals working for Ventera Group, including permanent, temporary, and fixed-term staff, as well as Directors and Officers.
Group Company(ies)	An operating subsidiary of Ventera Limited.
High Risk Country	See the Corruption Perceptions Index by Transparency International
Public Official	An officer, employee or representative of a state or a state-controlled or owned entity, which includes: - any officer, employee or representative of any national or local government institution - any person holding a legislative, administrative or judicial position of any kind, whether elected or appointed - any officer, employee or representative of a public international organisation such as the United Nations, or World Bank - any person who performs public functions in any branch of the national, local or municipal government of such a country or territory or who exercises a public function for any public agency or public enterprise of such a country or territory, such as professionals working for public health agencies and officers exercising public functions in state owned enterprises any officer or representative of a political party, or any candidate for a political office
Sales Representatives	See Agent.

Term	Content Definition
SpeakUp Channels	See channels in Whistleblowing Policy.
Third Parties	Any individuals or organisations engaged by or acting on behalf of the Ventera Group. This includes, but is not limited to, Agents, intermediaries, Sales Representatives, service providers, contractors, consultants, distributors, business partners, vendors, and suppliers.
Ventera Group	Ventera Group Limited and its subsidiaries including any Group Company.

2 Roles and Responsibilities

Role	Details of Responsibilities
Employees	- Comply with this policy and applicable anti-bribery and corruption laws. - Never offer, give, request, or accept Bribes or improper Advantage - Follow internal procedures, including approvals, record-keeping, and Third-Party checks. - Report any concerns, red flags, or suspected breaches promptly via our SpeakUp Channels. - Complete required training and seek guidance when unsure about a situation.
Managing Directors	- Support the messaging presented in this policy - Fulfil your obligations under the Compliance Framework Policy regarding implementation, communication and training etc. for this policy. - Same as for “Employees”.
Legal and Compliance	- Periodically review and update this policy incl. adding any new key risks areas as identified. - Provide support and guidance on this policy. - Provide training and awareness to Employees and selected Third Parties - Conduct risk assessment and other tasks as presented in the Compliance Framework Policy. - Same as for “Employees”
Third Parties	- Comply with this policy and applicable anti-bribery and corruption laws. - Never offer, give, request, or accept Bribes or improper Advantage - Follow contractual requirements - Report any concerns, red flags, or suspected breaches promptly via our SpeakUp Channels. - Cooperate with investigations relating to Bribery and Corruption risks.

3 Introduction

Ventera Group (“we, us, our”) are committed to conducting business ethically, honestly, and transparently. This policy mandates compliance with all applicable laws and regulations on bribery and corruption.

We maintain a zero-tolerance stance on Bribery and Corruption and this policy reaffirms our unwavering commitment to preventing Bribery and Corruption. This policy is backed by our Code of Ethics and Conduct and forms an integral

part of our Compliance Framework. This policy also operates alongside our Anti-Fraud Policy and our Anti-Money Laundering and Counter-Terrorist Financing Policy as part of our broader approach to preventing economic crime.

This policy will help you understand our stance on Bribery and Corruption, become able to identify Bribery and Corruption, highlight some of our key risk areas, and the controls in place to prevent Bribery and Corruption.

4 Scope

This policy is applicable to all companies within Venterra Group and their Employees. Furthermore, it applies to all Third Parties (as defined).

This policy sets the minimum standards and processes required for all companies within the Venterra Group. The terms of this policy takes precedence over any conflicting terms of any standards, procedures, or policies of each Group Company. Deviations to this policy must be approved and recorded in accordance with our Compliance Framework Policy.

Policy Statement

Venterra Group does not tolerate Bribery or Corruption of any kind. We comply with all applicable anti-bribery and corruption laws, including but not limited to the UK Bribery Act 2010, U.S. Foreign Corrupt Practices Act, and other relevant national anti-bribery and corruption laws, statutes, and regulations.

Venterra Group Employees and Third Parties are strictly prohibited from engaging in any form of Bribery or Corrupt practices, whether directly or indirectly, in all business dealings and relationships whether in the public or privacy sector.

We expect Third Parties to act in a manner consistent with our policy and/or to have adopted similar commitments to the prevention of Corruption and Bribery.

We are committed to preventing Bribery and Corruption. Therefore, each Group Company must complete an integrated risk assessment process to identify and assess (amongst other things) their anti-Bribery and Corruption risks (cf. Compliance Framework Policy). The identified key risk areas are outlined in herein together with reference to procedures and controls that help mitigate such risks.

We expect all Employees and Third Parties to stay vigilant and help identify, mitigate, and report any Bribery and Corruption risks which they may come across during their day-to-day work. We have several SpeakUp Channels available for both Employees and Third Parties.

Our zero-tolerance approach to Bribery and Corruption must be communicated to all Third Parties at the outset of our business relationship with them.

5 Identifying Bribery and Corruption

A Bribe is an may be monetary or non-monetary, tangible or intangible. A Bribe may take the form of:

	Payments of Money
	Discounts, loans, or financing on non-commercial terms
	Sponsorships, charitable contributions, community investments
	Employment or internships
	Information or assistance

	Gifts, entertainment, hospitality
	Overpayment to a business partner
	Rebated or kickback in relation to services provided
	Political contributions
	Use of assets at a discount or free of charge

Patterns of Bribery can vary from county to county, but there are common forms to look out for. The below table provides some common examples of Bribery:

Examples of Bribery	
Offering a bribe	You offer a potential client and her family tickets to a major sporting event, but only if she first agrees to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual Advantage or to obtain business for us. It may also be an offence for the potential client to accept your offer.
Receiving a bribe	A supplier gives your nephew a job but makes it clear that in return, they expect you to use your influence in our organisation to ensure we continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal Advantage.
Bribing a foreign official	You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs. The offence of bribing a foreign public official is committed as soon as the <u>offer is made</u> because the offer is made to gain a business Advantage for us.

It is important to understand that ignorance is not a defence under the law, so claiming ignorance, for example, of a Third Party paying a Bribe on our behalf would not evade our liability. We will never compromise our integrity or use the fact that others are paying Bribes as an excuse to engage in misconduct. It is essential that we remain alert to the risks of Bribery and Corruption and understand that:

- Some level of hospitality is acceptable in business dealings, but failing to realise when it could constitute a Bribe is not an acceptable defence even if the amount is within the allowable limit.
- Offering or asking for a Bribe is a criminal offence even when no one accepts or provides it.
- Local practices are not a defence. Hence, we must stay vigilant if we have business dealings in a High-Risk Country

6 Key Risk Areas

This section sets out the identified key areas of risk for Venterra Group regarding Bribery and Corruption. Furthermore, it presents the internal controls put in place to help identify, mitigate, and/or manage these risks.

6.1 Acquisitions

Acquisitions of target companies or entry into joint ventures may pose as a Bribery and Corruption risk. The risks include pre-existing corrupt practices and third-party risks. To mitigate such risk, we must conduct pre-acquisition due diligence and improve compliance programs and internal controls after acquisitions where relevant. This would include:

- Conducting thorough risk-based screening and due diligence to understand Bribery and Corruption risks associated with the transaction and take steps to address same.
- Examining the policies, procedures, training and anti-Bribery and Corruption assessments undertaken by the target company to understand if the compliance program and internal controls require strengthening.
- Undertaking background screening checks on prospective targets or partners and their senior management.
- Evaluate significant Third-Party relationships associated with the target company
- Meeting with the target company to talk through any issues that have arisen during the research and establish whether there is a genuine commitment to Venterra Group's values.

6.2 Third Parties

Engaging with Third Parties such as Agents, sales representatives, business partners, or external consultants can increase our Bribery or Corruption risk. The risks include third parties disguising Bribes as invoice payments, consultants using their fees or commission to pay a Bribe to secure a contract. We can face legal penalties even if not aware of payment of such a Bribe.

To mitigate the high risk associated with Third Parties, we must perform risk-based screening and due diligence prior to engaging with any new third party. Please refer to the Screening and Due Diligence Procedure for the specific process involved. In addition to screening and due diligence, there must be a clear reason and business case for the engagement with the Third Party.

Engagements with Agents and sales representatives are always high risk. Therefore, one must always obtain approval in accordance with the Delegation of Authority Matrix for any appointment, renewal or variation of engagements with Agents and sales representatives. Furthermore, all contracts with Agents and Sales Representatives must:

- Describe the services clearly and precisely
- Require adherence to our policies and procedures (including our Partner Code of Conduct) and applicable law
- Allow for termination of the relationship in the case of a breach of policies, codes, or applicable law
- Allow for an audit of their books and records related to their business dealings with or on behalf of Venterra

Furthermore, the Venterra Group Limited board requires that any company within the Venterra Group dealing with Agents and Sales Representatives must:

- Have close oversight of Agents and Sales Representative and require that records are kept detailing hours worked
- Monitor deliverables, work, and commitments undertaken
- Ensure monthly reporting on deliverables
- Have visibility of funds flow
- Ensure the amount of work undertaken is proportionate to compensation received

Documentation pertaining to engagements with Agents and Sales Representatives (incl. reporting) must be stored in accordance with the Screening and Due Diligence procedure. It is the responsibility of the relevant Group Company to ensure records are kept in accordance with this policy.

Employees must stay vigilant and report any suspicious activity. Red flags that you must report to the Group General Counsel or compliance@venterra-group.com include:

- The Third-Party is in a different line of business than that for which it has been engaged.
- The Third Party indicating that it pays (or is willing to pay) Bribes
- Negative press reports suggesting that the Third Party engages in unethical or unlawful conduct or is under investigation for same
- The Third Party's contracts with others being terminated because of integrity issues
- The Third Party requesting unusual or suspicious payments or unexpected additional fees or commissions to "facilitate" a service (e.g. large advances, contractual payments to be made into accounts other than its own, cash payments)
- Invoices being presented with insufficient underlying documents related to expenses or work performed
- The Third Party appearing to have inappropriate or close relationships with Public Officials
- A Public official insisting on the use of the Third Party

- A Third Party insists on the use of side letters or refuses to put terms agreed in writing

6.3 Gifts and Hospitality

A small gift or token of esteem/gratitude is often an appropriate way for business people to display respect for each other. However, the act of offering, promising, or accepting gifts, entertainment, or hospitality is also a Bribery and Corruption risk if, for example, the intent is to obtain any improper advantage or influence decision-making.

Venterra Group prohibits offering to pay, paying, promising to pay, or authorising the payment of money or anything of value to any third party in order to influence any act or decision of the third party in his or her capacity, or to secure any other improper advantage in order to obtain or retain business.

To help mitigate the risk associated with the above, Venterra Group have implemented a Gifts and Hospitality Procedure. The procedure sets out the considerations, approval levels, and record-keeping requirements regarding gifts, entertainment, and hospitality.

6.4 Overseas Travel

Overseas travel is a risk area for Venterra Group. In certain jurisdictions, Public Officials may request small payments, known as facilitation payments, to speed up or to secure the performance of a routine governmental action such as issuing permits, immigration controls, processing government papers such as visas, providing customs clearances, providing police protection, or handling cargo.

Unless they are officially sanctioned and receipted (e.g. paying an official fee to fast-track a passport application), they are Bribes and therefore illegal. We do not make or authorise the payment of facilitation payments or “kickbacks.” Our Agents, Sales Representatives, freight agents, and other Third Parties, contractors and suppliers must not make facilitation payments and/or other Bribes on our behalf.

If you suspect a payment might be considered a facilitation payment, then seek a formal receipt or written confirmation of its legality before making payment. If practicable, senior management approval should be obtained.

If a payment demand is accompanied by immediate threat of physical harm, then the over-riding principle is to put safety first. In these limited circumstances, the payment may be made, and it must be reported immediately to the Group General Counsel or compliance@venterra-group.com, detailing the date, time, and location of the threat, the nature of the threat, the individuals involved, and the amount paid. Legal and Compliance will report any such incidents to the relevant authorities.

6.5 Conflict of Interest

A conflict of interest occurs when an individual's personal interests could potentially interfere with their professional duties and responsibilities. Therefore, conflicts of interest pose as a Corruption risk. It is our policy to avoid any actual conflict of interest and appropriately manage any potential or perceived conflicts of interest in accordance with our Conflict-of-Interest Procedure and Related Parties Policy.

6.6 Contributions and Donations

Companies often engage in charitable giving as part of legitimate local outreach. However, charities can be Corrupt or act as vehicles for Corruption

6.6.1 Charitable Donations

Venterra Group only make charitable donations or social/community investments that are legal and ethical under local laws and practices. We never provide sponsorship, a charitable contribution, or social/community investment to disguise a Bribe, or to gain an improper business advantage.

To help mitigate risks associated with social investments we have implemented a Social Investment Policy that must be followed. This ensures appropriate levels of screening and due diligence are conducted prior to any engagement, implementation of appropriate approval levels, and/or reporting and monitoring mechanisms.

6.6.2 Political Contributions

We do not make contributions to any political campaign, political party, political candidate or any politically affiliated organisation.

6.7 Delegation of Authority

Lack of delegation of authority can lead to a misuse of power, unauthorised decisions, and increased opportunities for Bribery and Corruption. Our policy mandates clear delineation of authority levels and responsibilities to ensure transparency, accountability, and ethical conduct. All significant decisions, particularly those involving financial transactions and contractual agreements, must follow established approval hierarchies and documented processes as outlined in our Delegation of Authority Matrix.

7 Record-Keeping

We ensure all transactions are accurately recorded in our books and that all records are stored in accordance with the relevant procedures. All of these must accurately reflect the nature and substance of the relevant transaction.

All accounts, invoices, and other records relating to dealings with Third Parties must be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments. No one is permitted to change or remove material information from payments to make it difficult to identify payments or recipients of the payment.

8 Training and Collaboration

Basic training will be provided to all Employees to ensure they understand what Bribery and Corruption is and how to prevent and avoid it. Those facing a higher degree of risk in the course of employment (e.g. people involved in travel to High-Risk Countries, responsible for contracting and procurement, recruitment, fundraising) receive more detailed training. Training on this policy will form part of the induction process and is provided by Legal and Compliance

You must cooperate with Bribery risk assessments, investigations, or audits by responding to requests promptly, truthfully, and completely.

9 Whistleblowing

We strongly encourage a culture of accountability and openness, where employees feel empowered to raise concerns about misconduct or unethical behaviour. Whether through their manager or our designated Speak Up Channels, Employees and Third Parties have a responsibility to act. We are committed to treating all reports seriously and confidentially. We strictly prohibit retaliation, ensuring that individuals who report in good faith are protected and supported.

If you are unsure about whether a particular act constitutes Bribery or Corruption, raise it with your manager or any of the Speak Up Channels listed in the Whistleblowing Policy.

10 Violations

We take violations of our policies and procedures seriously. Violations to this policy may result in disciplinary action or legal ramifications. Disciplinary action will be consistent with the severity of the incident as determined by an investigation and as deemed appropriate by Management and HR. We may terminate our relationship with Third Parties if they breach this policy. Please be aware that failing to report a breach of this policy may also result in disciplinary action.

11 Change History

All major revisions made to this document must be listed in chronological order, with the most recent revision at the bottom.

Date	Version	Changes	Author
01/03/2022	1	Approved for Use	Suzi Potter
02/08/2024	2	Added to new template. New section regarding delegation of authority. Has been updated throughout but main content is still the same but now with references to additional policies and procedures.	Rikke Skrepneck
04/14/2026	3	Added to new template under document control procedure. Venterra Group PLC changed to Venterra Group Limited. Updated Third Party section to reflect updated DAM. Definition of High-Risk Country inserted. Tie in with anti-fraud policy.	Rikke Skrepneck