

## Statement and purpose

Workdry International Ltd (the organisation), the holding company of Selwood Ltd and Siltbuster Ltd is committed to the highest standards of ethical conduct and integrity in its business activities in the UK and overseas.

This policy outlines the organisation's position on preventing and prohibiting bribery, in accordance with the Bribery Act 2010. The organisation will not tolerate any form of bribery by, or of its employees, agents, representatives, partners or consultants, or any person or body acting on its behalf.

The organisation recognises that bribery and corruption have an adverse effect on communities wherever they occur and, if endemic, can threaten laws, democratic processes potentially impoverishing states and distorting free trade and competition. Senior leadership is therefore committed to implementing effective measures to prevent, monitor and eliminate bribery.

## Scope

This policy applies to all employees of Selwood Ltd, Siltbuster Ltd and Workdry International, and to temporary workers, workers, consultants, contractors, agents, and subsidiaries or other individuals or bodies acting for, or on behalf of, Workdry International Ltd ("associated persons") within the UK and overseas.

Every employee, worker and associated person acting for, or on behalf of, the organisation is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual, and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the organisation.

The organisation may also face criminal liability for unlawful actions taken by its employees, workers, or associated persons under the Bribery Act 2010.

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, the organisation; and
- the consequences of any breaches of this policy.

## Definitions

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

## Principles

The following Business Principles set out the organisation's firm commitment to countering bribery with these being reflected in the procedures implemented. The Board of Directors has agreed by resolution to commit to adopt and commit to such Principles, which in turn sets the tone that Bribery is never tolerated.

- The organisation will carry out its business fairly, honestly, and openly;
- It will not offer bribes or condone the offering of bribes on its behalf, so as to gain a business advantage;
- It will not accept bribes or agree to them being accepted on its behalf in order to influence business;
- It will keep to these principles even when it becomes difficult, and when operating within a pressurised environment;
- It will avoid doing business with others who do not accept the organisation's values and who may harm its reputation;
- It will set out processes for avoiding direct or indirect bribery and keeping to and supporting organisational values.
- It will cease trading relationships with organisations believed to operate in a manner contradictory to its principles.

## What is prohibited?

The organisation prohibits employees or associated persons from offering, promising, giving, soliciting, or accepting any bribe or facilitation payments. These might be:

- cash, a gift, hospitality, expenses, or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or organisation, regardless of whether the employee or associated person is situated in the UK or overseas, whenever they could affect or be perceived to affect the outcome of business transactions and are not reasonable and bona fide.
- made to ensure that a person or organisation 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 the organisation in either obtaining or maintaining organisation business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

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.

## What is permitted with appropriate authorisation?

### Corporate entertainment, gifts, hospitality, and promotional expenditure

The organisation recognises that in the normal course of business it is appropriate to provide customers, prospects, and other stakeholders with “promotional gifts” of low individual value and occasionally offer corporate hospitality for the purpose of:

- establishing or maintaining good business relationships;
- to improve the image and reputation of the organisation; or
- to present the organisations goods and services effectively

This is provided that it is:

- arranged in good faith; and
- not offered, promised, or accepted to secure an advantage for the organisation or any of its employees or associated persons or to influence the impartiality of the recipient; and
- particular care is taken to ensure that all organisation 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.

The organisation will authorise only reasonable, appropriate, and proportionate entertainment and promotional expenditure.

Employees and workers should refer to Workdry's current Business Expenses Policy for allowable expenses and authorised approvers for entertaining, gifts, hospitality, and promotional expenditure and to ensure appropriate records are kept and the organisation is not in breach of the Governments 2010 Bribery Act. <https://www.gov.uk/government/publications/bribery-act-2010-guidance>

## Charitable donations

The organisation considers that charitable giving can form part of its wider commitment and responsibility to the community. The organisation supports a number of charities that are selected in accordance with objective criteria, following a risk assessment. The organisation may also support fundraising events involving employees.

The organisation will ensure that charitable donations and sponsorships are not used as a subterfuge for bribery and will maintain records of charitable contributions made, with this being reviewed for appropriateness on a timely basis.

Employees and workers should refer to any Workdry Business Expense Policy in operation at this time or the pre-authorised amount permitted and claimable for donations when attending a charity event on behalf of the organisation and to ensure appropriate records of all charitable donations are kept.

## Risk Management

The organisation has due diligence risk management procedures to prevent, detect and prohibit bribery to ensure key business activities are assessed for risk on a regular basis and, where relevant, will identify employees or associated persons of the organisation who are in positions where they may be exposed to bribery.

The organisation will identify high-risk areas, for example work undertaken in high-risk countries, tenders for work, agents, representatives, distributors, partners, and those working on higher-value projects. Employees and associated persons conducting business on behalf of the organisation outside the UK may be at greater risk of being exposed to bribery or unethical business conduct than UK-based employees. Employees and associated persons owe a duty to the organisation to be extra vigilant when conducting international business and if dealing with government procedures overseas.

The organisation will:

- undertake extensive due diligence of third parties and associated persons; and
- communicate its zero-tolerance approach to bribery to third parties, including actual and prospective customers, suppliers, and joint-venture partners
- not maintain "off the books" financial records.

## Due Diligence

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

Where the organisation has significant business relationships, it will use its influence to encourage a reciprocal programme and to implement procedures that assess the ethics of the third party.

- The organisation shall not channel improper payment through third parties
- It shall undertake properly documented due diligence before appointing third parties, including financial and legal background checks, and seeking copies of equivalent third-party policies. In relation to business overseas it is also common practice for the organisation to finance the cost of a visit to third party facilities as part of a large sale or new distribution agreement for training and relationship purposes. This practice will remain with the appropriate Director or company authorised person.
- All agreements with associates shall require Director level and or Managing Director level approval and where deemed required, first seek legal advice before formalising. Contractual agreements shall reference relevant important organisation policies.
- Compensation paid to third parties, and other intermediaries, shall be appropriate and justifiable remuneration for legitimate services rendered.

The organisation shall endeavour to monitor the conduct of its agents, distributors, suppliers, representatives, partners, and other intermediaries and have the right of termination in the event that they pay bribes or act in a manner inconsistent with its principles.

## Employment

The organisation will ensure that practices regarding recruitment, promotion, training, performance evaluation, remuneration and recognition are conducted in accordance with this Policy.

The organisation will make it clear that no employee will suffer demotion, penalty, or other adverse consequences for refusing to pay, or receive, bribes even if such refusal results in our organisation losing business.

## Training

All employees shall receive appropriate training on the anti-bribery policy and systems and processes in place to ensure that all employees and associated persons of the organisation act in accordance with the policy. This is delivered via internal e-learning.

## Reporting suspected bribery and raising concerns

The organisation depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the organisation and to remain vigilant in preventing, detecting, and reporting bribery, particularly when working overseas.

We depend on employees to raise concerns about Bribery without delay. 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 their line manager, senior leadership team or HR department.

Employees and non-employees can also raise concerns and report violations in confidence and without risk of reprisal using the organisation's Whistleblowing Policy.

## Monitoring bribery

The organisation will review and update its Bribery Act Policy and associated procedures as needed.

- The organisation will maintain for inspection accurate records that properly and fairly document all financial transactions.
- The organisation will not maintain "off the books" financial records.

## Responsibility and review

The **Workdry Board of Executive Directors** has general responsibility and oversight to ensure that this policy and its implementation complies with our ethical and legal obligations. This statement will be reviewed at regular intervals, after seeking expert advice and guidance, to ensure it remains

compliant and effective. Review of this policy should be in conjunction with the Business Expenses Policy to ensure ongoing alignment.

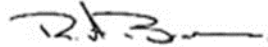
**Company Leadership and Management Teams** have ultimate responsibility for following and implementing the organisation's Bribery Act Policy and ensuring good risk management and communication on this subject matter with employees and associated persons.

**The Safety, Health, Environmental and Quality department** will be responsible for or support any investigations and due diligence in conjunction with the relevant Company's (or Business Unit) Managing Directors.

The **HR department** is responsible for making available suitable e-learning which is available to employees to better understand the subject, risks, and consequences of bribery. It can also support any investigations in conjunction with appointed investigating officers.

**Employees and associated persons** are required to comply with this Policy in accordance with the Bribery Act 2010. They are also required to adhere to the organisation's risk management procedures and to report suspicions of bribery without delay to their line manager, senior leadership team member, or HR department, or in accordance with the organisation's Whistleblowing Policy.

Director's Signature:



Director's Name: Richard Brown, CEO

Date: 03 May 2023

*This document becomes uncontrolled on printing. Please ensure you are using the most current version by checking on SharePoint.*