

Anti-Bribery and Corruption Policy

In accordance with M O'Brien Group's CSR Policy the Board of M O'Brien Group is committed to operating in an honest way and without the use of corrupt practices or acts of bribery to obtain an unfair advantage.

This anti-bribery policy sets out the general rules and principles to which M O'Brien Group adheres.

The policy will be communicated to all businesses and employees of M O'Brien Group together with our relevant business partners, such as agents, suppliers and customers. Those who work in areas that are identified as having a potentially higher risk will receive additional training and support in identifying and preventing corrupt practices.

All Employees are required to read and abide by all aspects of this policy

The local General Manager, together with the senior management team for M O'Brien Group, is responsible for compliance with the requirements of this policy within their division of the business. The Board of M O'Brien Group will support each business in the reinforcement of this policy through guidance, monitoring and updating.

What is bribery and corruption?

Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

Corruption is the misuse of public office or power for private gain or the misuse of private power in relation to business outside the realm of government.

Acts of bribery or corruption are intended to influence an individual in the performance of their work to act dishonestly.

The person being bribed is usually someone who can obtain, retain or direct business for example during a tender or contracting process or it may be through the handling of administrative tasks such as licences or customs matters.

Anti-Bribery and Corruption Policy (cont.)

What is a bribe?

A bribe can take many forms for example:

- A direct or indirect promise or offer of something of value
- The offer or receipt of a kickback, fee, reward or other advantage
- The giving of aid, donations or voting designed to exert improper influence

Who can engage in bribery and corruption?

- An employee, officer or director
- Any person acting on behalf of M O'Brien Group i.e. our agents;
- Individuals or organisations who authorise someone else to carry out these acts
- Government or public officials whether foreign or domestic

The Law

Bribery is a criminal offence in all countries in which M O'Brien Group operates.

In the United Kingdom, the Bribery Act 2010 has introduced a new offence which makes UK companies liable if they fail to implement adequate procedures to prevent acts of bribery and corruption by those working for the Company or who act on its behalf, no matter where in the world the act takes place. Accordingly, corrupt acts committed abroad, by us or by our business partners whilst working on our behalf, may result in a prosecution in the UK.

Steps we can take to prevent bribery and corruption

1. Risk assessment

Effective risk assessment is critical to the success of this policy. By identifying the risk of bribery and corruption in particular situations M O'Brien Group can evaluate and mitigate the risks and protect against them.

Local management must therefore continue to assess, on an ongoing basis, their business unit's vulnerability to these risks with ongoing communication between local management and M O'Brien Group's Head Office.

Risk assessments should be periodic, informed and documented. The type of risks that will need to be considered are, the country risk (i.e. doing business in some countries carry much greater risks), the transactional risk (i.e. where licenses or permits are required this may give rise to a higher risk), the operational risk (i.e. where the contract is for a higher value, involves more contractors and/or intermediaries) and the business partnership risk (i.e. where an agent or another intermediary is involved). The risks that will need to be considered will vary according to the particular situation.

Anti-Bribery and Corruption Policy (cont.)

2. Accurate books and record keeping

We must ensure that accurate books, records and financial reports are maintained within M O'Brien Group's business units and for significant business partners working on our behalf. Books, records and financial reporting must be transparent and accurately reflect each of the underlying transactions. Reference should be made to M O'Brien Groups Finance Manual which specifies the requirements that are already in place i.e. the checks to be made for new agents and customers.

3. Effective monitoring and control

Each business must maintain an effective system of internal control and monitoring of its transactions. If bribery and corruption risks are identified and highlighted through the risk assessment process, then procedures must be adopted to mitigate these risks.

Each local General Manager must ensure the local management engages in effective risk assessment and implements the necessary steps to prevent bribery and corruption. As these steps may vary by geography and business unit, local Finance Directors should consult with M O'Brien Groups Financial Controller, who will assist with the preparation of any additional guidelines and methodologies for the identification, mitigation and monitoring of risk that may be required.

Where do bribery and corruption risks typically arise?

These risks typically fall within the following categories:

1. Use of business partners

A business partner can include agents, distributors, joint venture partners or partners in M O'Brien Group's supply chain who act on behalf of M O'Brien Group.

Arrangements with business partners can present us with significant risks; for example, where a business partner conducts activities on M O'Brien Group's behalf and as a result of his actions M O'Brien Group receives a benefit.

Local management is responsible for the evaluation of each relationship and for determining whether or not it falls within this category. Having identified a risk relating to a business partner the local management must then:

- Evaluate the background, reputation and experience of the business partner
- Understand the services to be provided and for what consideration
- Evaluate why the business partner is being retained
- Monitor the transactions with the business partner
- Make sure there is a written agreement in place with the business partner which states M O'Brien Group's policy and the requirement for the business partner's compliance with it

Anti-Bribery and Corruption Policy (cont.)

2. Gifts, entertainment and hospitality

This policy is not intended to prohibit the offer or receipt of gifts, meals, invitations to events or functions in connection with matters related to the business provided they are appropriate and proportionate to the particular market and they are properly recorded.

The following, provided there is no improper or corrupt motive associated with them, will usually be acceptable:

- Normal and appropriate hospitality such as modest/occasional meals with someone we do business with or occasional attendance at events such as the theatre, cultural and sporting events
- Modest gifts with a nominal value such as pens or promotional items
- The giving of ceremonial gifts to mark a festival or special event

The following are not acceptable:

- Being offered something provided something is given in return
- Gifts in the form of cash or its equivalent
- Lavish hospitality
- Inappropriate entertainment

Custom and cultural factors may influence the level of what is acceptable. If something is not within the acceptable activities set out above, you should seek prior approval from your General Manager. If you are uncertain whether an activity is acceptable you should refer to your General Manager, M O'Brien Group Company Secretary or the Chief Executive for guidance and ask yourself:

What is the intention behind the offering? Is it intended to build a relationship or for some other reason i.e. to persuade the recipient to do something? If an outsider looked at this, how would it be viewed by them?

If it is difficult to answer either of these questions, then there may be an unacceptable risk and the action could be unlawful.

Local management is required to maintain a gift and hospitality register. Any form of gift, entertainment or hospitality that is given, received or offered must be recorded in the register. If an impermissible gift, entertainment or hospitality has been offered and inadvertently accepted this must be recorded and notified immediately to your General Manager, M O'Brien Group Company Secretary or the Chief Executive as appropriate.

Anti-Bribery and Corruption Policy (cont.)

3. Facilitation payments

Facilitation payments are usually small payments or gifts of small value given to junior government officials to facilitate a particular process i.e. a permit or licence. Whilst facilitation payments may be common in many countries they are illegal in the UK and in the countries in which M O'Brien Group operates. They are not permitted under the terms of this policy. Employees must make their General Manager, the Director or the Contracts Manager immediately aware of any requests for a facilitation payment.

If such a payment is extorted and an employee is forced to make the payment under duress or because they are faced with safety issues or the risk of harm, then the payment may be made provided:

- The Director, General Manager, Contracts Manager is told as soon as possible
- A written report is made and submitted to the Director, General Manager, the Contracts Manager; and
- The payment is recorded in M O'Brien Group's books so that the underlying transaction is clear

What to do if you have a concern about a suspected/an actual instance of bribery and corruption

Please speak up and alert the management at M O'Brien Group to your concerns as soon as possible. Your concerns may relate to an act within M O'Brien Group by any of our business partners or by our competitors.

In the first instance you should refer the matter to your General Manager or if that is not possible, for whatever reason, then you should report it to the Director, General Manager, Contracts Manager or through the M O'Brien confidential whistleblowing service. Full details of this service are contained in the M O'Brien Group Ethics Policy which is available from M O'Brien Group's Company Secretary or can be found on the M O'Brien website.

On receipt of a report M O'Brien Group will investigate instances of alleged bribery thoroughly and will assist the appropriate authorities with their investigations and any subsequent prosecution. M O'Brien Group will take firm action against anyone found, after investigation, to be involved in bribery.

A handwritten signature in black ink, appearing to read 'John Silom'.

John Silom
HSEQ Director

Review date: 21st August 2022