

SCHEDULE L: TOTSCO ANTI-BRIBERY POLICY

VERSION 1 - EFFECTIVE FROM THE PRODUCTION DELIVERY DATE

Introduction

This **Anti-Bribery Policy** is a schedule to **our agreement** with **you**.

It explains how **we** comply with our obligations to act lawfully, including compliance with **our** obligations under the Bribery Act 2010.

Our Anti-Bribery Policy

We are committed to the highest standards of ethical conduct and integrity in **our** business.

Bribery in any form by, or of, **our** employees, agents, consultants, or any persons or body acting on **our** behalf will not be tolerated by **us**.

This anti-bribery policy sets out the responsibilities of TOTSCo and **our** employees regarding upholding our zero-tolerance position. This policy also exists to help employees recognise and deal with bribery and corruption issues.

Purpose and Scope

This policy sets out **our** position on bribery and corruption and provides guidelines aimed at:

- Ensuring compliance with anti-bribery laws, rules, and regulations, not just within the UK, but also in any other country within which we may carry out our business or in relation to which our business may be connected.
- Enabling employees and persons associated with us to understand risks associated with unlawful conduct and to enable and encourage them to be vigilant and to effectively recognise, prevent, avoid, and report any wrongdoing, whether by themselves or others.
- Providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with.
- Creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or other unethical conduct.

This policy applies to all employees and officers of **our** company, and to temporary workers, consultants, contractors, agents, and subsidiaries acting for, or on behalf of, our organisation (**associated persons**) within the UK and overseas. Every employee and associated person acting for, or on behalf of, our company is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary and criminal matter for the individual concerned and may cause serious damage to our reputation and standing.

All employees and associated persons are expected to adhere to the principles set out in this policy.

Legal Obligations

The key UK legislation on which this policy is based is the Bribery Act 2010 and it applies to **our** conduct both in the UK and abroad.

A bribe is an inducement or reward offered, promised, or provided to gain any commercial, contractual, regulatory, or personal advantage.

It is an offence (with personal liability for individuals) in the UK to:

- Offer, promise, or give a financial or other advantage to another person (i.e., bribe a person) whether within the UK or abroad, with the intention of inducing or rewarding improper conduct.
- Request, agree to receive or accept a financial or other advantage (i.e., receive a bribe) for or in relation to improper conduct.
- Bribe a foreign public official.

In the UK, it is also an offence for an employee or associated person to bribe another person in the course of doing business intending either to obtain or retain business or to obtain or retain an advantage in the conduct of business, for us. We can be liable for this offence where we have failed to prevent such bribery by associated persons. As well as an unlimited fine, we could also suffer substantial reputational damage in connection with this offence.

Policy Statement

1. TOTSCo is committed to conducting business ethically and honestly. **We** are committed to implementing and enforcing systems that ensure bribery is prevented. TOTSCo has zero tolerance for bribery and corruption. We are committed to acting honestly, responsibly and with integrity, in all business dealings and relationships, in all countries we operate.
2. TOTSCo will comply with the anti-bribery and anti-corruption legislation, that applies in any jurisdiction in any part of the world. The laws of the UK, including the Bribery Act 2010, regarding our conduct both at home and abroad, bind us.
3. TOTSCo recognises that bribery and corruption are punishable by up to ten years of imprisonment and a fine. If we are discovered to have taken part in corrupt activities, we may be subjected to an unlimited fine, be excluded from tendering for public contracts, and face serious damage to our reputation. It is with this in mind that we commit to preventing bribery and corruption in our business and take our legal responsibilities seriously.

What is prohibited?

Employees or associated persons are prohibited from offering, promising, giving, soliciting, or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a

public or government official, an official of a state-controlled industry, a political party or a private person or organisation, regardless of whether the employee or associated person is situated in the UK or overseas.

The bribe might be made to ensure that a person or organisation improperly performs duties or functions (for example, by not acting impartially or in good faith or accordance with their position of trust) to gain a:

- commercial, contractual, or regulatory advantage for our organisation in either obtaining or maintaining organisation business, or
- 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 and is not acceptable?

Gifts and hospitality:

TOTSCo accepts normal appropriate gestures of gifts, hospitality and goodwill that are undertaken:

- to establish or maintain good business relationships.
- to improve the image and reputation of our organisation; or
- to present our services effectively.

Provided that it is:

- arranged in good faith; and
- not promised, offered, or accepted to gain an advantage for our company or any of its employees or associated persons or to influence the impartiality of the recipient.

TOTSCo recognises that the practice of giving/receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.

Where it is inappropriate to decline the offer or a gift (i.e., when meeting an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the Compliance Officer, who will assess the circumstances.

Gifts received or given must always be disclosed to the Compliance Officer. The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the Compliance Officer should be sought.

Facilitation Payments and Kickbacks

TOTSCo does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action.

TOTSCo does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.

Political Contributions

TOTSCo will not make donations, whether in cash, kind or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

Charitable Contributions

TOTSCo accepts the act of donating to charities – whether through services, knowledge, time, or direct financial contributions and agrees to disclose all charitable contributions it makes.

No charitable donations will be made/offered without the approval of the Compliance Officer, to ensure that the donations are legal and ethical under local laws and practices. Employees must take care to ensure that their contributions to a charity are not used to facilitate and conceal acts of bribery.

Record keeping

TOTSCo will keep detailed and accurate financial records and will have appropriate internal controls in place to act as evidence for all payments made. We will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given and understand that gifts and acts of hospitality are subject to managerial review.

What happens if I need to raise a concern?

TOTSCo relies on all employees and associated persons to help uphold our high standards of ethical conduct in all business dealings. If an employee or associated person suspect that there is an instance of bribery or corrupt activities occurring in relation to TOTSCo, they are encouraged to raise their concerns at as early a stage as possible. If they are unsure if an action/behaviour can be considered bribery they should speak to the Compliance Officer.

If an employee or associated person is a victim of bribery or corruption, they must inform their Compliance Officer immediately if they:

- Are offered a bribe by anyone
- Are asked to make a bribe
- Suspect that they may be bribed
- Are asked to make a bribe in the near future
- Have any reason to believe that they are a victim of another corrupt activity.

TOTSCo will support anyone who raises concern in good faith under this policy, even if the investigation finds that they were mistaken. We will ensure that the individual is not subjected to detrimental treatment because of their report. Any instances of detrimental treatment by a fellow employee, because an employee has made a report, will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to the Compliance Officer.

If an employee or associated person has reason to believe they have been subjected to unjust treatment as a consequence of a concern or refusal to accept a bribe, they should inform the Compliance Officer immediately.

Action by our organisation

Any instances of alleged or suspected bribery or other corrupt activities will be fully investigated. The disciplinary procedures will be invoked in cases where an employee is suspected of bribery, and proven allegations may be classified as gross misconduct that could result in summary dismissal. Any contracts of associated persons, including consultants or other workers who act for, or on behalf of, TOTSCo, who are found to have breached this policy may be terminated.

Matters may also be reported to the relevant authorities including the Serious Fraud Office and the police. In the case of any subsequent prosecution, we will provide all the necessary assistance to the relevant authorities.

Monitoring and reviewing

The Compliance Officer is responsible for monitoring the effectiveness of the policy and will review the implementation of it regularly.