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Last reviewed: October 2021

ANTI-BRIBERY POLICY

THIS POLICY APPLIES TO ALL COMPANIES WITHIN, AND ALL EMPLOYEES OF, THE BENCHMARK GROUP

A. Introduction

1. Benchmark Holdings plc and its subsidiaries (the “**Group**”) values its reputation for ethical behaviour and for financial probity and reliability. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.
2. The Group recognises that over and above the commission of any crime, any involvement in bribery will also reflect adversely on its image and reputation. Its aim therefore is to limit its exposure to bribery by:
 - Setting out a clear anti-bribery policy;
 - Encouraging employees to be vigilant and to report any suspicion of bribery;
 - Providing employees with suitable channels of communication and ensuring that sensitive information is treated appropriately;
 - Investigating instances of alleged bribery and assisting the police and other appropriate authorities in any resultant prosecution; and
 - Taking action against any individual(s) involved in bribery.
3. This policy applies all persons working for any Group company or on its behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located. Failure to comply with this policy will be treated as a serious breach of the rules and will result in disciplinary action being taken. The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
4. The Compliance Officer has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

5. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by UK laws, including the Bribery Act 2010 (the “**Bribery Act**”), in respect of our conduct both at home and overseas.
6. This policy does not form part of any employee’s contract of employment, and we may amend it at any time.

B. Definition of Bribery and Corruption

7. “**Bribery**” is offering, promising, giving or accepting any financial or other **advantage**, to induce the recipient or any other person to act **improperly** in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.
 - a. An **advantage** can include money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
 - b. A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.
8. **Corruption** is the abuse of entrusted power or position for private gain.
9. Offences under the Bribery Act fall into 4 categories:
 - Offering a bribe;
 - Receiving a bribe;
 - Bribery of a Foreign Official;
 - Corporate failure to prevent Bribery.
10. Arguably the most significant measure of the Bribery Act is the offence of corporate failure to prevent bribery. An offence can be committed if a ‘person associated’ with an organisation bribes another person with the intention of:
 - obtaining or retaining business for the organisation; or
 - obtaining or retaining an advantage in the conduct of business for the organisation.
11. The definition of an associated person is wide, including employees, agents, contractors or any other person who performs services in any capacity on behalf of the organisation. The offence is absolute and there is no requirement for anybody senior in the organisation to have acted with any intent, knowledge or participation in the act that constituted the offence for the organisation to be guilty of failing to prevent bribery.

C. What you must NOT DO

12. It is not acceptable for you (or someone on your behalf) to:
 - give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
 - give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;

- accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your manager OR the Compliance Officer;
- threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any other activity that might lead to a breach of this policy.

D. Facilitation payments and kickbacks

13. We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.
14. Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the UK, but are common in some other jurisdictions in which we operate.
15. Kickbacks are typically payments made in return for a business favour or advantage. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Compliance Officer.
16. The Group's senior management team is committed to preventing bribery and corruption. Assessments must be carried out to establish the level of risk from working in different geographical areas, business sectors, types of transaction, business opportunities and business partnerships.
17. Thought must be given to all transactions in countries or states where there are perceived to be high levels of corruption. It is essential to bear in mind that an offence may be committed if a business carries out an act in another country that is permitted by the country's law and anti-bribery legislation but is considered an offence under the UK's anti-bribery legislation. For example, if a UK incorporated organisation pays facilitation fees to have telephone lines installed in the US, a common practice in the US, it will be an offence under the new legislation and is prosecutable in the UK.

E. Donations

18. We do not make contributions to political parties.
19. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Compliance Officer.

F. Gifts and hospitality

20. This policy is not meant to prohibit normal and appropriate hospitality or the giving of a ceremonial gift on a festival or at another special time, providing they are:
 - a. not made with the intention of influencing anyone to obtain or retain business or a business advantage, or reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits,

- b. are customary in a particular market,
- c. are given in Benchmark’s name rather than in the name of an individual,
- d. does not include cash or a cash equivalent,
- e. is given openly, not secretly,
- f. complies with applicable local law,
- g. are proportionate, and
- h. are properly recorded and/or prior consent is obtained as detailed in 22 and 23 below.

21. Inevitably, decisions as to what is acceptable may not always be easy. If you are in any doubt as to whether a potential act constitutes bribery, the matter should be referred to the Compliance Officer before proceeding.

22. When you receive a gift or hospitality

Value (or estimated value)	Gift/ hospitality received	For Genetics/ Health/ Function Areas Send form to	Nutrition
US\$0- US\$100	Declare (Gift Declaration) in Appendix 1	compliance@bmkholdings.com	Please use the Intranet link to “Gift Declaration Form” and submit details directly into Sharepoint
US\$100 - US\$200	Declare (Gift Declaration) in Appendix 1	compliance@bmkholdings.com	Please use the Intranet link to “Gift Declaration Form” and submit details directly into Sharepoint
US\$200 +	Declare (Gift Declaration) via Appendix 1 and approval needed from Chief Financial Officer	Approval required: Septima.maguire@bmkholdings.com Signed version to: compliance@bmkholdings.com	Please use the Intranet link to “Gift Declaration Form” and submit details directly into Sharepoint. Approval required: Septima.maguire@bmkholdings.com

23. When you would like to give a gift or hospitality

Value (or estimated value)	Gift/ hospitality to give estimated value	For Genetics/ Health/ Function Areas Send form to	Nutrition
US\$0- US\$100	Declare (Gift Declaration) in Appendix 1, approval from your line manager and declare through the expenses process, signed form to Compliance	compliance@bmkholdings.com	Please use the Intranet link to “Gift Declaration Form” and submit details directly into Sharepoint
US\$100 - US\$200	Declare (Gift Declaration) in Appendix 1, approval from your line	compliance@bmkholdings.com	Please use the Intranet link to “Gift Declaration Form” and submit details directly into Sharepoint

	manager and declare through the expenses process, signed form to Compliance		
US\$200 +	Declare Gift Declaration via Appendix 1 and approval needed from Chief Financial Officer	Approval required: Septima.maguire@bmkholdings.com Signed version to: compliance@bmkholdings.com	Please use the Intranet link to "Gift Declaration Form" and submit details directly into Sharepoint. Approval required: Septima.maguire@bmkholdings.com

G. Breaches of this policy

24. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
25. We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

H. Employees' responsibility

26. The prevention, detection and reporting of bribery is the responsibility of all employees and any suspicion of bribery should be reported verbally in confidence to the Compliance Officer, in the first instance via compliance@bmkholdings.com. Should the Compliance Officer be absent for any reason, any concerns should be reported to Septima Maguire, Chief Financial Officer.
27. When you join the Group, each employee must sign the declaration statement below to confirm that they have read, understood and will abide by the requirements of this policy. Training on this policy forms part of the induction process for all individuals who work for us, and regular training will be provided as necessary. Please return the completed form to People people@bmkholdings.com, for inclusion in your personnel file or upload to the Training Platform directly in the mandatory training section.
28. If you have any questions relating to this policy, please email compliance@bmkholdings.com and the compliance officer will support you with your question.

DECLARATION

Anti-Bribery Policy for Benchmark Holdings plc and all of its subsidiaries and subsidiary undertakings

I confirm that I have read, understood and will abide by the Benchmark Holdings plc Anti-Bribery Policy.

Signature: _____

Name: _____

Date: _____

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Appendix One: Hospitality and Gifts Declaration Form

Log of all entertainment and hospitality attended and gifts given or received as part of your work with Benchmark Holdings plc. It is expected that you submit this annually, or when you receive a highly valued item.

NAME:				
COMPANY:				
DATE	ITEM	VALUE	RECEIVED FROM/ GIVING TO	REASON

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APPROVAL REQUIRED? Y/N

Approval signature: _____

Name: _____

Date: _____