

## Anti Bribery and Collusion Policy

### Introduction

Restore Plc has a zero tolerance policy towards bribery and corruption and is committed to acting fairly and with integrity in all of its business dealings.

### Purpose and Scope of Policy

This Policy sets out the Group’s position on any form of bribery, collusion and corruption and provides guidelines aimed at:

- ensuring compliance with anti-bribery and anti corruption laws, rules and regulations, including, but not limited to, the Bribery Act 2010 (‘the Act’), and ensures that no bribes or other corrupt payments, inducements or collusive arrangements are made, offered, sought or obtained by the Company or anyone working on it’s behalf;
- enabling employees and persons associated with the Group to understand the risks associated with bribery and to encourage them to be vigilant and effectively recognise, prevent and report any wrongdoing, whether by themselves or others;
- providing suitable communication channels and ensuring that any information that is reported is properly and effectively dealt with; and
- creating and maintaining a framework for dealing with any suspected instances of bribery or corruption.

This Policy applies to all permanent and temporary employees of the Group and should be read in conjunction with the Restore Plc Whistleblowing Policy. It also applies to any associated individual or corporate entity that performs functions in relation to, or for and on behalf of, the Group, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, seconded staff, agents, suppliers and sponsors (“associated persons”).

### Bribery

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. It is an offence 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; or
- bribe a foreign public official.

### Collusion

A collusive practice is an arrangement between two or more parties designed to achieve an improper purpose, including influencing improperly the actions of another party.

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## Policy Statement

All employees and associated persons are required to:

- comply with the anti-bribery and anti-corruption legislation that applies;
- act honestly, responsibly and with integrity; and
- safeguard and uphold the Group's values by operating in an ethical, professional and lawful manner at all times.

Bribery and collusion of any kind are strictly prohibited. Adherence to the guidelines set out in this Policy is expected of all employees and associated persons at all times. If in doubt as to what might amount to bribery or what might constitute a breach of this Policy, you should refer the matter to your line manager, a director or member of the HR team.

Restore accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- the gift is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage;
- is given in the Company's name, not in the giver's personal name; it does not include cash or a cash equivalent (such as gift vouchers);
- it is of an appropriate and reasonable type and value and given at an appropriate time taking into account the reason for the gift;
- it is given openly, not secretly; and it is approved in advance by a director;
- it is not above a certain excessive value, as pre-determined by the divisional Managing Director; and
- it is recorded in the Gifts and Hospitality Register held in each division and sent to the Company Secretary on a quarterly basis.

In summary, it is not acceptable 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, or to accept a payment, gift or hospitality from a third party that you know or suspect is offered or provided with the expectation that it will obtain a business advantage for them.

## Anti-Bribery and Collusion Policy

Where an employee or associated person/party becomes aware of any inappropriate behaviour under this Policy, it is their responsibility to ensure that bribery and/or collusion is prevented, detected and reported and all such reports should be made in accordance with the Restore Plc Whistleblowing Policy.

No party may:

- give or promise any financial or other advantage to another party (or use a third party to do the same) on the company's behalf where that advantage is intended to induce the other party to perform a particular function improperly, to reward them for the same, or where the acceptance of that advantage will itself constitute improper conduct;

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- request or agree to receive any financial or other advantage from another party where that advantage is intended to induce the improper performance of a particular function, where the acceptance of that advantage will in itself constitute improper conduct, or where the recipient intends to act improperly in anticipation of such advantage; or
- collude with other parties in order to achieve an improper purpose including influencing improperly the actions of another party specifically in relation to a bid or tendering process.

Parties must:

- be aware of and alert at all times of all bribery risks;
- exercise due diligence at all times when dealing with third parties on behalf of the Group; and
- Report any and all concerns to the relevant person in accordance with the Restore Plc Whistleblowing Policy. In the case of non employees, they should contact their normal point of contact in the Group or if that person may be implicated they should contact a Director or the Company Secretary.

The Group will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. It is also committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or collusion, or because of reporting in good faith their suspicion that an actual or potential bribery or collusive offence has taken place or may take place in the future.

### Record Keeping

Restore will keep detailed and accurate financial records in the Group Gifts and Hospitality Register held centrally by the Company Secretary. The Group 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.

A Gifts and Hospitality register will be kept by each division and will be regularly reviewed by the Company Secretary. Limits on gift values to be declared and authorisation procedures in excess of this limit will be set at divisional level and are outlined in Appendix 1.

### Sanctions for Breach

A breach in complying with this Policy will constitute a disciplinary offence. Depending on the nature of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal. As far as associated persons are concerned, a breach of this Policy could lead to the suspension or termination of any relevant contract, sub-contract or other agreement. In addition there may be Criminal penalties under the Act which may result in a fine and/or imprisonment for up to 10 years.

### Monitoring Compliance

The Company's Directors have the lead responsibility for ensuring compliance with this Policy and will review its contents when appropriate.

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