

Anti-bribery and Corruption Policy

Cenergist Limited and its subsidiaries (“the Company” or the “Group”) comply with UK legislation in its business activities and requires that all employees of the Group cooperate in this by adhering to all law, policies, and procedures applicable to their work.

Due to the nature of Group’s business and in particular the jurisdictions in which it conducts its business and the nature of the individuals and organisations with which it deals, the board has implemented policies to ensure that the Company’s reputational integrity is maintained.

Policy statement

The UK Bribery Act 2010 (the Act) relates to offences and penalties for bribery and corruption. The Act creates a corporate offence of failure to prevent bribery and requires the Company to implement ‘adequate procedures’ to prevent bribery. This policy sets out the responsibilities of the Company and its employees, contractors etc in preventing bribery and corruption and how we will implement ‘adequate procedures’ to do so.

- Bribery is a criminal offence and morally wrong. It exposes the Company and its employees to the risk of prosecution, fines and imprisonment as well as endangering the Company’s reputation.
- The Company is committed to maintaining the highest ethical standards and to carrying on its activities fairly, honestly, openly and in compliance with all applicable laws.
- The Company adopts a policy of compliance with the Act and Bribery will not be tolerated by the Company in any form. All employees etc are required to uphold the highest standards of integrity in their dealings with or on behalf of the Company and to comply with all applicable laws. Failure to do so will result in disciplinary and, where appropriate, legal action against the individuals/ organisations concerned.
- Anyone who suspects, or is concerned, that bribery may be taking place are obliged to report it in line with the whistleblowing policy which can be found in the Company Policies folder.
- Where the Company confirms or reasonably suspects an offence under the Act may have been committed it will inform the relevant authorities as well as carrying out its own investigations.

Offences under the Act, including but not limited to active and passive bribery or facilitation payments, by employees etc directly employed by the Company, will constitute gross misconduct under the Employee Code of Conduct policy. The conduct of persons associated with the Company will be regulated via their contracts with the Company which will similarly prohibit offences under the Act. The Company’s Financial, HR and other procedures have been designed to inhibit financial and contractual impropriety.

Who does this policy apply to?

This policy applies to everyone who carries out work for the Company:

- All employees (whether temporary, fixed terms or permanent);
- Contractors and sub-contractors.
- Seconded staff.
- Agency staff.
- Casual workers.

- Consultants; and
- Work experience, interns, or other trainees.

Definition of bribery

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decisions.

A briber refers to an inducement, reward, or object/item of value offer to another individual in order to gain commercial, contractual, regulatory, or personal advantage.

Bribery is not limited to the act of offer a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

The Company adopts the legal definitions as set out in the Act, abridged versions of which are detailed below for ease of reference.

The principal offences established by the Act are:

- Offering or giving a bribe.
- Requesting or receiving a bribe.
- Bribing a public official (including overseas public officials); and
- Failure by a company to prevent a bribe being paid on its behalf (e.g., by agents and distributors).

The definition of a bribe is drawn very widely to include the giving of gifts and hospitality which are excessive in the business context. Unlike the U.S. Foreign Corrupt Practices Act there is no exemption for facilitation payments ("tips") which may be custom and practice in different geographies.

The Act has an extra territorial reach applying to any activities, carried out anywhere, by a company that is managed by or reports to the Company.

The following people could be liable to prosecution:

- Individuals can be liable for all of the first 3 offences (requesting and paying bribes).
- The Company itself can also be prosecuted for any of these offences if an associated person (which includes directors, members of staff, agents/distributors, and subsidiary companies) is involved in the offence. The Company can, however, avoid prosecution if it can show that it has adequate procedures in place to prevent bribery occurring; and
- Company directors will be liable if they give or receive a bribe plus directors will also be found liable if they are found to have consented to or connived in the offence.

What is and what is NOT acceptable?

This section of the policy refers to 4 areas:

- Gifts and hospitality
- Facilitation Payments
- Political and Charitable Contributions
- Charitable contributions

Gifts and Hospitality

Gifts

In general, the receipt of gifts by Company employees etc is discouraged.

However legitimate gifts associated with the business organisation (e.g., goods with the organisations brand) may be accepted if it is considered that it may damage the relationship or cause offence to do otherwise and so long as it meets the following requirements:

- All gifts over the value of £25 received by employees etc must be recorded on the Gifts and Hospitality Register.
- Gifts over the value of £50 per person should not be accepted without prior authorisation from an individual's line manager. All gifts given to employees etc while on the business of the Company may be the property of the Company at the discretion of the Board of Directors.
- All gifts given or received and in excess of £200 or the equivalent received by any board directors or any employees etc must be reported to the board of directors.
- Giving or receiving of cash or cash-convertible gifts is forbidden.

Hospitality

The Act does not prohibit hospitality, but due consideration must be given to the level of hospitality given or received, the way in which it was provided and to whom. For the purposes of the Gifts and Hospitality Register, hospitality given (or received) by employees etc using catering services procured using the appropriate process does not need to be recorded on the register.

- Where hospitality is given or received off Company premises over the value of £25 per person and not paid by invoice to the Company this must be entered onto the Gifts and Hospitality Register.
- Individuals that receive or give low value hospitality to/from the same third party on a regular basis must declare it once the cumulative value exceeds £25 and, on every occasion, thereafter.
- Where a group of Cenergist employees etc receives hospitality, the most senior present when hospitality is received is responsible for completing the Gifts and Hospitality Register on behalf of the others present.
- Hospitality over the value of £50 per person should not be accepted without prior authorisation from an individual's line manager.
- Employees' attendance at sporting or artistic events, or conferences paid for by a third party must be pre-approved by senior management and submitted to the board of directors for approval.
- Travel and hotel costs paid for by a third party for whatever reason must be reported to the board of directors. The individual may be required to personally meet the cost of certain items.

The Register will be reviewed by the Board of Directors regularly.

Facilitation Payments

Facilitation payments are unofficial, improper, small payments made to a low-level official to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment is legally entitled.

Facilitation payments are prohibited in most jurisdictions. The Act provides in clear terms that it is a crime for any individual or company with a UK presence to bribe a public official. This includes facilitation payments which are illegal regardless of their size or frequency.

This prohibition is consistent with the United Nations Convention against corruption, which similarly does not allow any exception for the use of facilitation payments.

The Serious Fraud Office is the lead agency for the enforcement of the Act. Individuals and companies that use facilitation payments in the course of their business are at risk of criminal prosecution in the UK.

If an employee of the Company is asked to make a facilitation payment in the course of the Company's business, they must inform the Business Services Director immediately who in turn is encouraged to notify the Serious Fraud Office.

The Serious Fraud Office can be notified in the following ways:

Secure online reporting:

<https://report.sfo.gov.uk/s-for-confidential---provide-information-in-confidence.aspx>

By email: confidential@sfo.gsi.gov.uk

Or by writing: SFO Confidential, Serious Fraud Office, 2-4 Cockspur Street, London, SW1Y 5BS.

Political and Charitable Contributions and Sponsorships

The Company will only make contributions to political parties, party officials and candidates in accordance with applicable law and public disclosure requirements. The amount and timing of political contributions should be reviewed to ensure that they are not used as a subterfuge for corruption.

The Company will take measures within its power to ensure that charitable contributions and sponsorships are not used as a subterfuge for corruption. Charitable contributions and sponsorships should be transparent and in accordance with applicable law.

The Company has established controls and procedures to ensure that improper political and charitable contributions are not made. Special care is exercised in reviewing contributions to organisations in which prominent political figures, their close relatives, friends, and business partners are involved.

Additional Anti-bribery measures

The Company has reviewed the existing regulatory and policy framework and considered it sufficiently robust to manage many of the risks outlined above. However, where additional measures are considered necessary, they have been put in place and are detailed below.

- **Communication** The Business Services Director will highlight the Company's anti-bribery policy statement to all employees etc. The policy has been included within induction arrangements for new employees and issued to all existing employees etc. We will also communicate this policy to our suppliers, contractors and business partners and wider stakeholders.
- **Training** We will ensure that all persons identified within the scope of the policy receive training appropriate to their activities and the associated risks.
- **Commercial and business relationships** we will ensure that all commercial partners' contractors, suppliers, and associates are fit to do business with.
- **Supply chain** – We will address bribery and corruption risk in our supply chain, for example by ensuring that payments made for goods and services are reasonable.
- All employees etc should declare gifts/hospitality using the Gifts and Hospitality Register available via the internal reporting system.
- No employee is to approach a Company appointed Client, supplier, or business partner for the purpose of seeking financial or non-financial support for a personal initiative without approval from the CEO or Business Services Director.

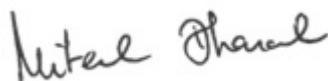
Reporting and Guidance

- The Gifts and Hospitality Register is maintained by the Business Services Director; Non-Executive Directors are only expected to make entries on the Register where gifts/hospitality have been given or received in the pursuance of the Company's business.
- Use of a Cenergist credit / purchase card to pay for gifts or hospitality does **not** exempt staff from the disclosure requirements outlined below.

Responsibilities

- The CEO is the Board director with primary accountability for our anti-bribery and corruption efforts and shall report the results of adherence to this policy at least annually to the Cenergist Board of Directors.
- The CEO under the direction of the Company's Company Secretary has the primary responsibility for implementing the anti-bribery and anti-corruption strategy, policy and process.
- All senior managers are accountable for implementing this policy within their business units.

Signed



Date

January 2022

Name

Mitesh Dhanak

Position

CEO