



GOVERNANCE

nccgroup<sup>®</sup>

# ANTI-BRIBERY AND CORRUPTION POLICY





### What is this?

A policy to help you understand the values and principles that underpin NCC Group's stance on bribery and corruption, and your responsibilities in respect of these.



### Who does it apply to?

This policy applies to everyone acting for or on behalf of NCC Group (an 'associated person'):

- The Board of Directors has overall responsibility for establishing and implementing this policy.
- The Executive Committee is responsible for ensuring appropriate processes are implemented within their respective operations and ensuring all colleagues understand and comply.
- Everyone is responsible for living the values and principles outlined in this policy.



### What are the key points?

NCC Group has a zero-tolerance position in relation to bribery, wherever and in whatever form that it may be encountered, and it communicates this internally as well as externally to suppliers, contractors, and business partners.

- Bribery can broadly be defined as "the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust."
- NCC Group will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it conducts business.
- The most prevalent forms of bribery stem from:
  - i Payments to a company's employees, friends or their relatives, or to those of a third party, to secure advantage in business transactions;
  - ii Facilitation payments or kickbacks made to secure or accelerate routine or necessary business actions;
  - iii Gifts, hospitality and expenses payments made to secure advantage in business transactions.
- Colleagues, directors, and associated persons must never:
  - i Use company funds, in the form of payments, gifts and/or hospitality for any unlawful, unethical or improper purpose;
  - ii Authorise, make, tolerate or encourage, invite or accept, any improper payments to obtain, retain or improve business;
  - iii Give or receive gifts or hospitality in breach of the Group's Gifts and Hospitality Policy.



### What action should I take?

Read the following policy to understand how it applies in the context of your role and apply the policy in practice. Talk to your line manager if there are any aspects of this you do not understand or email the Director of Global Governance. Annual mandatory training on Anti-Bribery and Corruption is carried out annually.

### Introduction

It is our responsibility to ensure that we set the standard and uphold an anti-bribery and corruption stance in everything we say and do.

### Contents of this policy

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### How this works in practice

To achieve the highest standard of operations we expect all colleagues to reject and report bribery, and other corrupt behaviour, without hesitation.

### Responsibilities

#### Board and senior management

The Board is responsible for establishing and implementing this policy within the Group, and for leading an appropriate corporate culture. This culture must prohibit bribery and corruption involving the Group's employees, directors or any Associated Persons acting on behalf of the Group.

It is the responsibility of the Executive Committee members to:

- Establish appropriate responsibilities, procedures, and internal controls within their respective operations to ensure the consistent implementation of this policy across all jurisdictions and compliance with its requirements; and  
Ensure that all Group colleagues, directors, and all associated persons are made aware of this policy and that appropriate due diligence is undertaken in relation to the appointment of all such associated persons and the monitoring of their activities.

Under the UK's Economic Crime & Corporate Transparency Act 2023, a senior managers regime is introduced whereby an organisation is guilty if a senior manager commits an offence, including bribery, within the scope of their authority and role. Therefore, it is pursuant that senior management sets the correct tone at the top and ensures a zero-tolerance approach to bribery and corruption.

#### Colleagues and Associated Persons

NCC Group colleagues, directors and associated persons are integral to the Group's prevention of bribery. It is the responsibility of each employee, director, and associated person globally to ensure compliance with the terms of this policy.

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If any colleague, director, or associated person believes that the terms of this policy are not being correctly adhered to then they must raise any concerns with their line manager or in accordance with the terms of the Group's Whistleblowing Policy. Under the terms of the Group's Whistleblowing Policy, colleagues are encouraged, without fear of victimisation, to raise any concerns they may have regarding the conduct of the Group's business in order that such concerns may be properly investigated.

### How we manage issues

The Group takes the following action to prevent bribery, both locally and internationally:

**Risk assessment:** Assessing the risk of bribery and fraud is seen as an integral part of general risk management within the Group and is included as an item on the Group's Risk Register. Risk identification pinpoints the specific areas in which the Group, its colleagues, directors and Associated Persons could be exposed to bribery and corruption risks and allows the Group to evaluate and do everything practical to mitigate these risks.

**Monitoring and review:** The Group maintains an effective system of internal control and monitoring of its transactions. If a bribery or corruption risk is identified and highlighted via the risk assessment process, procedures are developed within a monitoring programme to help mitigate these risks on an on-going basis. Additionally, financial controls and procedures are in place to detect inappropriate or potentially corrupt expense claims.

**Due diligence:** The Group could be liable to prosecution if a colleague, director, or associated person bribes another person intending to obtain or retain business or an advantage in the conduct of business for the Group.

Associated person is defined widely as a person who performs services for or on behalf of the Group, for example, agents, consultants, and contractors. Before the Group appoints or does business through an associated Person, appropriate due diligence must be carried out. The level of due diligence required depends on the potential risk posed by the associated person, as determined by the Executive Committee member (as appropriate) and such risk is required to be monitored throughout the associated person's relationship with the Group.

**Hospitality and gifts:** All colleagues, directors and associated persons must comply with the Group's Gift and Hospitality Policy, which sets out the procedures for the approval, recording and accounting of payments, gifts, and hospitality.

Although this policy does not prohibit normal and appropriate gifts and hospitality (given and received) in compliance with the Gifts and Hospitality Policy, there may be circumstances where consideration needs to be given as to whether gifts and hospitality are appropriate.

For example, hospitality must not be made with the intention of improperly 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. As such, it will not be appropriate or compliant with this policy to organise a lavish lunch for a procurement officer of a customer at a time when NCC Group is tendering for a major piece of work with that customer with an expectation of gaining an advantage in the tender.

**Red flags:** All colleagues, directors and associated persons must be alert to "red flag" situations that create a greater risk of non-compliance and immediately report or seek guidance about them. These situations include, but are not limited to:

- Doing business in a country with historical corruption problems. The Group maintains an internal 'Country Risk Index' which is available on the Global Governance section of The Hub. This index allocates countries a risk status drawn from a number of sources which reflects the perceived risk of dealing in such countries and indicates where approvals may be required to proceed.
- Being advised by a government official that you must work through a designated agent or other third party to obtain business.
- Unusual payment arrangements, e.g. requests for payments in cash, or to out of country bank accounts.
- Invoices or requests for payment that are unusual or outside the normal authorisation, approval or payments process.
- You become aware that a third party engages in, or has been accused of engaging in, improper business practices.
- You learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials.
- A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
- A third-party request that a payment is made to "overlook" potential legal violations.
- A third-party request that you provide employment or some other advantage to a friend or relative.
- A third-party insists on the use of side letters or refuses to put terms agreed in writing.

**Accurate records:** The Group maintains accurate books, records, and financial reporting within all the Group's divisions. Its books, records and overall financial reporting are transparent, and they accurately reflect each of the underlying transactions. No false or inaccurate entries are made into the Group's records.

**Facilitation payments and kickbacks:** The Group does not make, and will not accept, facilitation payments or "kickbacks" of any kind. 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). 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 the Group's 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 team.

### **What should I do if I believe there has been or if I suspect a breach of this policy?**

We encourage everyone to speak up if they believe that any business practices do not meet anti-bribery and corruption standards. Colleagues can raise this directly with their line manager, in accordance with the terms of the Group's Whistleblowing Policy or directly with the Director of Global Governance.

### **Anti-bribery laws in specific jurisdictions**

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Everybody has a role to play in the Group's prevention of bribery. Below is a non-exhaustive list of current legislation (at the date of this policy) in some of the principal areas that the Group operates and which may apply to you depending on your nationality and/or location. For the avoidance of doubt, in addition to this policy, you are required to comply with all laws relevant to countering bribery and corruption in all jurisdictions where NCC Group conducts its business as applicable to you, from time to time:

Country	Law (as in force at the date of this policy)
Australia	Criminal Code Act 1995
Canada	Canadian Criminal Code
Denmark	Danish Criminal Code
Singapore	Prevention of Corruption Act
Spain	Spanish Criminal Code
Switzerland	Swiss Criminal Code
Philippines	Revised Penal Code
Portugal	Portuguese Criminal Code
The Netherlands	Dutch Criminal Code
UK	Bribery Act 2010
USA	Foreign Corrupt Practices Act 1977

### How we communicate

The policy is made available to any person (permanent or interim) joining NCC Group and understanding is assessed through induction and annual refresh training. Internally colleagues can access the latest Policy via the Hub, and externally from [www.nccgroupplc.com](http://www.nccgroupplc.com).

### Keeping the policy relevant

We review and update this policy regularly. Any changes will be communicated to all colleagues via email and supported by follow up conversations with their line leaders to check understanding of how it applies to their role.

### Security and confidentiality agreement

The nature of this document is subject to the security requirements of NCC Group. Ownership and responsibility for this document remains that of the Global Governance department.