

Bell & Bain Limited Anti-Bribery and Corruption Statement

1. Purpose

Bell & Bain Ltd is committed to conducting all business activities with honesty, integrity and transparency. The purpose of this Statement is to communicate Bell & Bain's zero-tolerance approach to bribery, corruption, fraud and improper influence, and to reinforce the company's commitment to ethical business conduct throughout its operations and supply chain.

This Statement supports Bell & Bain's wider commitment to responsible business practices, legal compliance, good governance and continual improvement.

2. Scope

This Statement applies to:

- All employees
- Directors and managers
- Agency workers and contractors
- Suppliers and service providers
- Business partners acting on behalf of Bell & Bain

The requirements of this Statement apply throughout all business operations and commercial activities undertaken by Bell & Bain.

3. Commitment

Bell & Bain prohibits:

- Offering, promising or giving a bribe
- Requesting, agreeing to receive or accepting a bribe
- Facilitating improper payments
- Any activity that could be perceived as bribery or corruption
- Any conduct that could compromise the integrity of business decisions

Bell & Bain operates a zero-tolerance approach to bribery and corruption and expects the same standards from all employees, suppliers, customers and business partners.

4. Legal Compliance

Bell & Bain is committed to compliance with all applicable legislation relating to bribery and corruption, including the requirements of the **Bribery Act 2010**.

The company recognises the importance of preventing bribery by employees, contractors, suppliers and other associated persons acting on its behalf.

Compliance forms part of Bell & Bain's wider governance, risk management and ethical business framework.

5. Risk Areas

Bell & Bain recognises that bribery and corruption risks may arise within commercial activities including:

Purchasing Activities

The procurement of goods and services represents a significant area of commercial expenditure and therefore requires appropriate controls and oversight.

Sales Activities

Sales activities involve significant commercial interactions and require employees to maintain the highest standards of integrity and transparency.

Financial Controls

The processing of payments, invoices, expenses and financial transactions requires robust controls to minimise the risk of fraud, bribery and financial misconduct.

These risks are monitored through Bell & Bain's Risk & Opportunity Management processes.

6. Supplier and Third-Party Due Diligence

Bell & Bain seeks to work with suppliers and partners who share its commitment to ethical business practices.

As part of supplier approval and monitoring activities, Bell & Bain considers:

- Reputation and integrity
- Relevant qualifications and accreditations
- Ethical business practices
- Compliance arrangements

- Alignment with Bell & Bain policies and requirements

Supplier performance and compliance expectations are reviewed periodically in accordance with the Supplier Approval & Monitoring Procedure.

7. Financial Controls and Authorisation Processes

Bell & Bain maintains financial controls designed to prevent bribery, corruption and unauthorised payments.

These controls include:

- Segregation of financial responsibilities
- Authorised payment approval processes
- Multiple signatory requirements for payments
- Director-level approval for higher-value transactions
- Approved expense claim processes
- Verification of expenditure through receipts and supporting records

These controls support financial integrity and accountability throughout the business.

8. Gifts and Hospitality

Bell & Bain recognises that reasonable gifts and hospitality may occasionally form part of normal business relationships.

Any gifts, hospitality or business entertainment must:

- Be reasonable and proportionate
- Be transparent and appropriately approved
- Comply with company procedures
- Not influence, or be perceived to influence, business decisions

Examples may include:

- Corporate hospitality
- Modest seasonal gifts
- Business meals associated with legitimate business activity

No gifts or hospitality shall be offered where they could create an actual or perceived conflict of interest.

Additional controls are defined within the Gifts & Hospitality Procedure.

9. Training and Awareness

Bell & Bain provides appropriate training, guidance and awareness activities to ensure employees understand:

- Their responsibilities under this Statement
- The requirements of the Bribery Act 2010
- How to identify bribery and corruption risks
- Reporting arrangements for concerns or suspected misconduct

Training requirements are reviewed periodically and updated where appropriate.

10. Reporting Concerns

Employees are encouraged to raise concerns regarding suspected bribery, corruption or unethical conduct without fear of retaliation.

Concerns may be raised through:

- Line management
- Senior management
- Whistleblowing arrangements

All reported concerns shall be reviewed and investigated appropriately.

11. Non-Compliance

Failure to comply with this Statement, associated policies or applicable legislation may result in:

- Investigation
- Disciplinary action
- Termination of employment or contractual arrangements
- Referral to regulatory or enforcement authorities where required

Bell & Bain considers bribery and corruption offences to constitute serious misconduct.

12. Monitoring and Continual Improvement

Bell & Bain is committed to continually strengthening its ethical business controls.

Performance may be monitored through:

- Internal audits
- Risk reviews
- Supplier monitoring activities
- Management Reviews
- Corrective Action processes
- Employee reporting mechanisms

Improvement opportunities shall be considered through Bell & Bain's continual improvement framework.

13. Related Documents

- Ethics & Anti-Bribery Procedure
- Gifts & Hospitality Procedure
- Whistleblowing Procedure
- Supplier Approval & Monitoring Procedure
- Corporate Code of Conduct
- Risk & Opportunity Register
- Corrective Action Procedure
- Corporate Responsibility & Sustainability Statement

14. Approval and Review

This Statement shall be reviewed annually and updated where necessary to reflect changes in legislation, business activities, risks, or recognised best practice.

Responsibility for oversight of this Statement rests with the Directors of Bell & Bain Ltd.

Approved: Stephen Docherty

Chairman

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