

# Applegreen plc and its subsidiaries (“the Group”) – Anti-Bribery and Corruption Policy

## 1 INTRODUCTION

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- It is Applegreen plc’s policy to conduct all of its business in an honest and ethical manner. The Group takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships wherever the Group operates.
- Applegreen plc aims at all times to have suitable and proportionate structures and processes in place to identify and manage its risks to ensure that breaches are appropriately and proportionately escalated in a timely fashion.
- This policy applies to all persons working for the Group 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 the Group, wherever located.
- The purpose of this policy is to:
  - set out the Group’s responsibilities, and of those working for the Group, in observing and upholding its position on bribery and corruption in line with the applicable laws and regulations in the various jurisdictions in which the Group operates; and
  - provide information and guidance to those working for the Group on how to recognise and deal with bribery and corruption issues.
- It is a criminal offence to offer, promise, give, request, or accept a bribe, or to authorize any such exchange. Individuals found guilty can be punished by up to ten years’ imprisonment and/or a fine. As an employer if an entity in the Group fails to prevent bribery it can face an unlimited fine, substantial civil and criminal penalties, exclusion from tendering for public contracts, and reputational damage. The Group therefore takes its legal responsibilities very seriously.
- In this policy, third party means any individual or organisation you come into contact with during the course of your work for the Group, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties. It should also be interpreted to include intermediaries acting on behalf of or engaged in a business relationship with a third party.

## 2 WHAT IS BRIBERY AND CORRUPTION?

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- Corruption is the abuse of entrusted power or position for private gain.
- Bribery is a specific subset of corruption and is defined as the offering, promising, or providing an advantage to influence a government official.
- An "Advantage" includes money, gifts, loans, fees, hospitality, services, discounts, access to classified information, beneficial tax treatment, the award of a contract or anything else of value or which would result in an unfair business advantage.
- A person acts improperly where they act illegally, unethically, corruptly, 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.

## 3 WHAT WE EXPECT OF YOU

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The Applegreen policy incorporates two straightforward rules that all employees must strictly adhere to:

- Employees must not make, promise, authorize, request, agree, accept or offer payments to government and quasi-government officials to obtain or retain business, or secure any improper advantage, and
- bribing or making other improper payments to any person or organization even where that person is not a government official.

The risks of corruption are not always obvious therefore employees should follow these principles:

- Do not make or authorize payments to someone (or favor them in any other way) if you know that this will involve someone in misuse of their position (or them performing their functions improperly);
- Do not misuse your position (or perform your functions improperly) in connection with payments (or other favors) for yourself or others;
- You may not, directly or indirectly, give, offer, promise, or authorize giving an "Advantage" to a Government Official for an Improper Purpose. Promising or offering an "Advantage" is a violation of this Policy even if you do not actually give one to the Foreign Government Official. Similarly, you may not use any third party to give, offer, promise, or authorize giving an "Advantage" to a Government Official for an Improper Purpose.
- It is never a defense under this Policy or the Anti-Bribery Laws that giving an "Advantage" for Improper Purposes is common or widely accepted in the country in question.

Other examples of what is not acceptable for you (or someone acting on your behalf) to do include but are not limited to:

- giving, promising to give, authorizing, or offering, 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;
- giving or accepting a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- accepting a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that the Group will provide a business advantage for them or anyone else in return;
- accepting hospitality from a third party that is unduly lavish or extravagant under the circumstance.
- threatening or retaliating against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engaging in any other activity that might lead to a breach of this policy.

#### 4 FACILITATION PAYMENTS AND KICKBACKS

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- 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). They are not common in the UK, but are common in some other jurisdictions.
- Kickbacks are typically payments made in return for a business favour or advantage.
- You must avoid any activity that might qualify as or lead to a facilitation payment or kickback being made or accepted by the Group on its 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 your Line Manager in the first instance.

## 5 GIFTS, HOSPITALITY AND EXPENSES

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- Gifts, meals, entertainment, travel, or lodging for any Government Official are generally not permitted.
- Conducting business in the normal course of events may involve occasional entertainment or exchanges of gifts of nominal value. It is recognised that giving and accepting gifts and/or hospitality that are offered voluntarily and without compensation can be part of building normal business relationships. In different geographical locations, this practice can vary significantly, often depending on local laws and specific customs.
- Some gifts and hospitality can create improper influence and/or conflicts of interest or at least the appearance that your business judgment may be influenced by what you receive from third parties. For example, it would be best practice not to accept gifts or hospitality during a tender process or contract negotiation. In some instances gifts and/or hospitality can be viewed as bribes that could damage the Group's reputation or even break the law. If in doubt, always seek advice from your Manager in the first instance.
- This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:
  - i. establishing or maintaining good business relationships;
  - ii. improving or maintaining the Group's image or reputation; or
  - iii. marketing or presenting the Group's products and/or services effectively.
- The giving and accepting of gifts is allowed only if the following requirements are met:
  - I. it 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, or in explicit or implicit exchange for favours or benefits;
  - II. it is given in the Group's name, not in your name;
  - III. it does not include cash or a cash equivalent (such as gift certificates or vouchers);
  - IV. it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, it is customary for small gifts to be given at Christmas;
  - V. it is given openly, not secretly;
  - VI. it is properly recorded in the Group's books and records as required; and
  - VII. it complies with any applicable local law.
- Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.
- Reimbursing a third party's expenses, or accepting an offer to reimburse the Group's expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

- The Group appreciates that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.
- It is Applegreen's policy that significant gifts or hospitality received from business partners are in general not personally accepted, and they may only be accepted if they are distributed fairly to all staff, if they are permissible at all.
- In certain circumstances, employees may personally accept gifts or hospitality from business partners, but prior to doing so must seek and receive senior manager approval and must record the gift / hospitality on the Group's gifts register. The threshold for recording gifts received on the Groups gifts register/ hospitality is for gifts/ hospitality greater than €200, \$200, £200.

## 6 DONATIONS

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- The Group does not make contributions to political parties.
- The Group only makes charitable donations that are legal and ethical under local laws and practices.
- Proper due diligence should be exercised with respect to charitable contributions on behalf of the Group in order to ensure that any such contributions are not viewed as a vehicle to conceal improper payments.
- Should questions arise with respect to an intended charitable contribution, you should contact your Line Manager in the first instance prior to making the contribution or donation.

## 7 RECORD-KEEPING

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- The Group must keep accurate and reasonably detailed financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review over the thresholds outlined in Section 5 eg €200, \$200, £200. (see Appendix 2 & 3)
- You must submit all expenses claims relating to all hospitality, gifts or payments to third parties in accordance with the Group's expenses policy and record in reasonable detail the reason for expenditure.
- All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

## 8 YOUR RESPONSIBILITIES

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- You must ensure that you read, understand and comply with this policy.
- The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Group or under the Group's control. You are required to avoid any activity that might lead to, facilitate, authorize, enable or encourage a breach of this policy.
- You must notify your Line Manager as soon as possible if you believe or suspect that a conflict with or violation of this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with the Group, or indicates to you that a gift or payment is required to secure their business.
- You are required to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must alert your Line Manager as soon as possible.
- If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your Line Manager.

## 9 PROTECTION

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- Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Group aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- The Group is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has

taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform your Line Manager immediately. If the matter is not remedied, you should raise it formally to your Line manager, or another member of Senior Management if you feel necessary.

- If you do not feel comfortable with reporting concerns by way of the channels outlined above, you may also raise your concern under the Group's "Speak up" policy. This includes, but is not limited to, instances in which the conduct at issue relates in any way to your Line manager.

## 10 BREACHES OF THIS POLICY

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- Any employee who breaches this policy will face disciplinary action, which could result in dismissal.
- The Group may terminate its relationship with other individuals and organisations working on its behalf if they breach this policy.

## 11 OTHER MATTERS

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This policy will be subject to review annually, or earlier as deemed necessary.

## APPENDIX 1 – POTENTIAL RED FLAGS

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The following is a list of possible red flags that may arise during the course of you working for the Group and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for the Group, you must report them promptly to your Line Manager:

- 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 insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for the Group;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to “facilitate” a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to “overlook” potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customised;
- you notice that the Group has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Group; or
- you are offered an unusually generous gift or offered lavish hospitality by a third party.