

# ANTI-BRIBERY AND CORRUPTION POLICY

Policy Owner:	Governance, Risk and Compliance Director
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## 1. Purpose

Yondr is committed to doing business with integrity and transparency wherever we operate. The purpose of this Policy is to set standards of behaviour that help prevent Yondr from becoming involved in bribery and corruption in any business dealings worldwide. Any form of bribery and corruption is prohibited. This includes accepting, offering, paying, giving, soliciting, or authorising bribes. These acts expose Yondr and its people to the risk of prosecution, fines and other penalties, as well as creating reputational damage and increasing the cost of doing business.

## 2. Scope

### 2.1 Applicability

This Policy applies to all:

- / full-time, fixed term, part-time, PEO, and temporary employees,
- / officers and directors,
- / interns and secondees, and
- / agency workers, casual workers, volunteers, contractors, and consultants, as relevant to the nature of their engagement, and who provide work and/or are engaged to deliver goods and services on behalf of Yondr (referred to at times as “we,” “us,” “our,” and “ours,” and includes affiliates, subsidiaries, or entities in which Yondr holds a significant interest), regardless of where in the world they are situated.

This Policy should not be construed or implied to infringe on rights guaranteed by the laws of the local jurisdiction, thus, where this Policy conflicts with local rules, laws or regulations, the local framework shall prevail.

Yondr can be liable for bribery or corruption committed by employees or any other person performing services for or on behalf of Yondr anywhere in the world (including intermediaries and other business partners).

## 3. Policy requirements

### 3.1 Key principles

We abide by all applicable laws, including the US Foreign Corrupt Practices Act, and the UK Bribery Act as well as the relevant local laws in the countries where we operate.

### 3.2 No bribes

Yondr will never give, promise, authorise or suggest a bribe to anyone in a position of responsibility.

Yondr will never authorise a third party to pay a bribe on our behalf. You will not suffer any adverse consequences for refusing to pay or receive bribes, even if the company loses business, or falls behind schedule, as a result.

Examples of bribery and corruption could include:

- / **Offering a bribe:** You offer a potential client tickets to a major sporting event, but only if they agree to do business with Yondr. This would be an offence as you are making the offer to gain a commercial and contractual advantage. Yondr may also be found to have committed an offence because the offer has been made to obtain business for Yondr. It may also be an offence for the potential client to accept your offer.
- / **Receiving a bribe:** A supplier gives your nephew a job but makes it clear that in return they expect you to use your influence at Yondr to ensure Yondr continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.
- / **Bribing a foreign official:** You arrange for Yondr to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing Yondr's goods through customs. The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for Yondr. Yondr may also be found to have committed an offence.

### 3.3 Business relationships

Yondr works with a broad range of business partners including third-party subcontractors, external consultants, suppliers or advisers. We require all business partners to apply ethical principles that are consistent with our own, including our Anti-Bribery and Corruption Policy. We conduct risk based due diligence and vetting on our business relationships. Yondr executives who select, engage and manage the services of subcontractors, external consultants, suppliers or advisers must ensure that they are made aware of this Policy at the outset of the relationship. Similarly, through regular contact with these third parties, they should ensure that they are fully aware of our Policy and apply our principles as long as they are working for us.

In all cases, the fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered.

Where problems arise, we will in the first instance use our influence to seek corrective action. Where this proves impossible, we reserve the right to withdraw from the business relationship.

### **3.4 Government officials**

Bribery of public officials, including employees of state-owned enterprises, is a serious offence. We take particular care to comply with all laws prohibiting bribes to officials.

### **3.5 Gifts and hospitality**

Compliance with this policy does not mean that Yondr cannot entertain its customers, suppliers and partners as part of normal commercial relationship building, which is a legitimate part of business. It just means that any gifts and hospitality need to be acceptable and proportionate.

Yondr does not offer or accept gifts or hospitality that could affect the impartiality of the giver or receiver, influence a business decision or lead to the improper performance of an official duty. Therefore, this policy should be read in conjunction with Yondr's [Gifts and Hospitality Policy](#) (refer to Appendix B).

### **3.6 Facilitation payments and kickbacks**

Yondr does not make facilitation payments and we will not authorise anyone else to make them on our behalf – even if in the relevant country such payments are generally accepted business practice. If you are asked to make a payment on Yondr'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, copying the GRC team at [compliance@yondrgroup.com](mailto:compliance@yondrgroup.com).

Measures that should be taken to avoid and, if necessary, respond to a request for a facilitation payment include:

- / Have you made sure that we can meet all the official requirements when dealing with government entities?
- / Do you have a back-up plan in case a transaction is delayed? If necessary, can you afford to wait?
- / Are Yondr-ites fully aware of the prohibition on facilitation payments?

### **3.7 Political neutrality**

Yondr has a policy of strict political neutrality. We reserve the right to represent the interests of our company and our industry to policy-makers but we do not make corporate political donations.

### **3.8 Charitable donations**

As part of our social commitment, Yondr may make selective contributions to recognised charities that fulfil a defined social purpose and are themselves subject to high standards of transparency and accountability and are never for the benefit of a public official. Our contributions will always be transparent and properly documented.

### **3.9 Books and records**

Yondr maintains proper books, records, and accounts, which accurately and fairly detail the transactions and payments. Yondr strictly maintains and follows internal control procedures when making payments.

### **3.10 Raising concerns**

It is your duty to immediately report any knowledge or suspicion of bribery or corruption in accordance with our [Speak Up Policy](#) (refer to Appendix B).

It is better to speak up than to keep quiet about a concern. Keeping quiet may make you personally liable for being complicit in the bribe or corruption. In addition, failure to report a suspicion or occurrence of bribery or corruption will be taken very seriously by Yondr and may result in disciplinary action in accordance with any relevant local rules. You will not suffer any adverse consequences as a result of reporting any suspicion of bribery or corruption.

### **3.11 Training**

Compulsory online training will be periodically provided to all Yondr-ites. These courses will be monitored, evaluated and refreshed regularly. You will be informed if and when you are required to take the training.

### **3.12 Preventative measures**

Yondr-ites are to take the following measures into consideration to prevent or reduce the risk of bribery and corruption:

- / Make clear that Yondr does not participate in any form of bribery or corruption both formally and informally, for example in conversations with business partners.
- / Ensure that legal contracts and agreements include anti-corruption provisions.
- / By keeping a transparent administration.
- / Plan well in advance, for example when arranging the clearance of goods through customs.

### **3.13 Third party relationships**

“Red flags” in third party relationships include:

- / Lack of formal agreements
- / Unrealistic promises
- / An unusually high commission percentage
- / Requests to be paid in cash or for an upfront payment or bonus
- / Personal link with government or recommended by a public official
- / Ability to bypass legal or bureaucratic obstacles more easily than others
- / A refusal to allow you to examine books or records
- / A dominant or controlling individual

These red flags should trigger particular care when considering or managing a relationship with this third party. It is not acceptable to make payments in cash or to enter a substantive commercial relationship without a formal agreement.

### **3.14 Non-Compliance**

Anyone subject to this Policy, may face disciplinary action for breaches, up to and including dismissal or termination of engagement, in accordance with local legal requirements.

There may also be criminal consequences. Yondr may terminate its relationship with other individuals and organisations working on its behalf if they breach this policy.

## **4. Roles and responsibilities**

In addition to roles and responsibilities noted in Section 3, the following also apply:

### **4.1 All covered by this Policy**

- / Abiding by the requirements noted in this Policy.
- / Promptly disclosing any potential policy breaches they become aware of.
- / Co-operating with Yondr GRC Department in resolving any issues.
- / Communicating Yondr's policies to third parties where required.

### **4.2 Line Managers**

- / Ensure team members understand this Policy and abide by it.
- / Provide guidance as necessary.

### **4.3 People Team**

- / Participate in any investigations as requested by the GRC Team.

### **4.4 GRC Team**

- / Provide guidance as necessary.
- / Consult with anyone who request such under this Policy.
- / Investigate all incidents raised under this Policy.

### **4.1 Legal Team**

- / Participate in any investigations as requested by the GRC Team.

## Appendix A: Key Terms

### **Advantage or bribe**

Any kind of benefit, financial or otherwise, or anything of value or perceived value. It could include any personal, commercial, contractual or regulatory advantage, including even a promise to do or not to do something. The advantage could be for an individual, or any person or company associated with them. The value of the advantage does not matter. Even if of low value, if the intent is improperly to influence the recipient, it can still be a bribe. Even if a bribe is turned down or fails to have the intended effect, it is still a bribe.

### **Bribery**

Promising, offering or giving, or requesting, soliciting and accepting directly or through a third party any advantage to or from any person or company to induce or reward a behaviour that is illegal, unethical or a breach of duty.

### **Corruption**

Any act intended or to result in the misuse or abuse of entrusted power for improper personal or corporate gain or for any other reason. Examples include conflicts of interest (refer to the [Conflict of Interest Policy](#) in Appendix B).

### **Facilitation payment**

A small or unofficial payment or bribe, often known as a 'grease payment' or a 'speed payment', that is typically requested by a public or government official to facilitate or expedite the performance of a routine transaction or service to which the person or company making the payment is legally entitled.

### **Indirect bribery**

Takes place when a third party such as a consultant, a business partner or an advisor pays a bribe on the company's behalf.

### **Kickbacks**

Typically payments made in return for a business favour or advantage.

### **Public or government official**

An individual working for an administrative, legislative, executive or judicial government body or government-controlled entity. This includes police officers, army officers, judges, customs officials and other civil servants, individuals working for state-owned enterprises and individuals holding or performing a public function for a public agency, public (international) organisations or providing a public service.

### **Red flags**

Facts or circumstances that raise a concern that a particular transaction, relationship or engagement involves a risk of bribery or corruption.

### **Third party**

Any individual or organisation you come into contact with during the course of your work for us, 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.



## Appendix B: Associated documentation

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**Document name**

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- / [Conflict of Interest Policy](#)
- / [Gifts and Hospitality Policy](#)
- / [Speak Up Policy](#)