



ANTI-BRIBERY & CORRUPTION POLICY

This policy applies to JSM Group Holdings Limited, including all UK and International subsidiaries and its personnel.

1 Our Commitment

JSM has zero tolerance for bribery and corruption.

We conduct our business with integrity, transparency and high ethical standards that protect our clients, supply chain partners, investors and the communities in which we operate.

Bribery and corruption undermine fair competition, distort decision-making and expose the Company and individuals to serious criminal liability, regulatory sanction and reputational damage.

The Board is committed to maintaining proportionate and effective procedures to prevent bribery and corruption across the Group.

This policy forms part of JSM's Economic Crime Compliance Framework, which also includes the Group Anti-Fraud Policy and related financial governance procedures.

2 Legal Framework

JSM is subject to the UK Bribery Act 2010 and other applicable anti-corruption legislation in the jurisdictions in which we operate.

The Bribery Act 2010 creates criminal offences for:

- Offering, promising or giving a bribe;
- Requesting, agreeing to receive or accepting a bribe;
- Bribing a foreign public official;
- Failure of a commercial organisation to prevent bribery.
- Under the Bribery Act 2010, a commercial organisation may commit an offence where a person associated with it engages in bribery and the organisation did not have adequate procedures in place to prevent it.
- For the purposes of this policy, a person associated with the Company includes employees, directors, agency workers, subcontractors, consultants, agents and any person performing services for or on behalf of JSM.
- Breaches may result in unlimited fines, imprisonment, exclusion from public procurement, regulatory sanction and significant reputational damage.

3 What We Mean by Bribery & Corruption

A bribe is any financial or other advantage, whether offered, promised, given or received, intended to induce improper performance of a function or activity, or to reward improper conduct.

An advantage may be direct or indirect and may arise in either the public or private sector.

Bribery may include (but is not limited to):

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- Cash or cash equivalents;
- Gifts and hospitality;
- Travel, accommodation or entertainment;
- Preferential treatment in tendering or contract award;
- Discounts, rebates or commissions not properly disclosed;
- Personal benefits provided by suppliers, subcontractors or intermediaries;
- Facilitation payments.

Corruption is the misuse of office, position or power for private gain.

Bribery and corruption may occur even where there is no personal enrichment or where the intention is perceived to benefit the business.

Facilitation payments are prohibited.

4 Our Standards

No person working for or on behalf of JSM may:

- Offer, promise or give any payment, gift or other advantage to secure an improper business benefit;
- Request or accept any payment, gift or benefit intended to influence decision-making or improperly reward performance;
- Make or authorise facilitation payments;
- Circumvent or bypass approval processes, delegated authority limits or reporting requirements relating to gifts, hospitality or expenses;
- Retaliate against anyone who refuses to engage in bribery or who raises a concern in good faith.

All business interactions must be conducted transparently and recorded accurately in the Company's systems.

Business advantage must never be obtained through improper means.

5 Responsibilities

The Board has oversight of JSM's anti-bribery framework and will periodically review its effectiveness.

The Chief Executive Officer has overall accountability for ensuring this policy is implemented and embedded across the business.

The Finance Director is responsible for ensuring appropriate financial and approval controls operate effectively to prevent bribery and corruption.

Directors and Senior Managers must:

- Demonstrate visible leadership and promote a culture of integrity;

- Ensure effective controls and approval processes are in place within their areas of responsibility;
- Prevent and challenge any attempt to circumvent established controls;
- Ensure transactions are properly authorised and documented;
- Escalate concerns promptly and without delay.

All employees and associated persons must:

- Comply with this policy and related procedures;
- Complete required training;
- Seek guidance where uncertainty exists;
- Report concerns immediately in accordance with this policy.

6 Controls and Procedures

These controls operate alongside the Company's Anti-Fraud Policy and Financial Controls Framework. Together, these documents form JSM's adequate and reasonable procedures framework for preventing economic crime.

JSM maintains procedures designed to prevent bribery and corruption, including:

- Defined approval thresholds and delegated authority limits;
- Gifts and hospitality registers and reporting requirements;
- Conflict of interest declarations and management processes;
- Procurement governance procedures and competitive tender controls;
- Due diligence on subcontractors, suppliers, intermediaries and other associated persons;
- Segregation of duties between approval and payment functions;
- Periodic monitoring and review of compliance with this policy.

All payments, gifts, hospitality and expenses must be transparent, properly authorised and accurately recorded in the Company's systems.

7 Speaking Up

Any suspected bribery, corruption or related misconduct must be reported promptly and without delay to:

- Director;
- The Legal or Finance function; or
- Through the Company's Speak Up / Whistleblowing mechanism.

Reports may be made confidentially in accordance with the Speak Up Policy.

The Company prohibits retaliation against anyone who raises a genuine concern in good faith, even where the concern is not ultimately substantiated.

Failure to report known or suspected bribery may itself constitute a breach of this policy.

8 Investigation and Consequences

Allegations of bribery or corruption will be investigated promptly, proportionately and fairly.

Where appropriate, JSM may:

- Suspend individuals pending investigation;
- Treat bribery or corruption as gross misconduct and take disciplinary action up to and including summary dismissal;
- Recover losses or seek restitution where applicable;
- Terminate contracts or relationships with third parties;
- Refer matters to law enforcement or relevant regulatory authorities.

The Company will preserve evidence and cooperate with authorities where required..

9 Review and Continuous Improvement

This policy will be reviewed at least annually and updated as necessary to reflect changes in legal, regulatory or operational risk.

The Board will periodically review the effectiveness of JSM's economic crime prevention framework, including the adequacy of anti-bribery procedures and monitoring arrangements.

Lessons learned from internal incidents, audit findings or regulatory developments will be incorporated into updates to this policy and associated controls.

Date: 24 March 2026

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