Purpose

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that O Reilly Groups business is conducted in a socially responsible manner.

Policy statement

Bribery is the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised, or provided to gain any commercial, contractual, regulatory or personal advantage.

It is the O Reilly Groups policy to conduct all their business in an honest and ethical manner. O Reilly Groups take a zero- tolerance approach to bribery and corruption. The O Reilly Group are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever the O Reilly Group operate and implementing and enforcing effective systems to counter bribery.

O Reilly Group will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and a fine. If we are found to have taken part in corruption, we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. The O Reilly Group therefore take our legal responsibilities very seriously.

Scope

Who is covered by the policy?

In this policy, third party means 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.

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with the O Reilly Group, or any of our subsidiaries or their employees, wherever located (collectively referred to as employees in this policy).

This policy covers:

- Bribes.
- Gifts and hospitality.
- Facilitation payments.
- Political contributions.
- Charitable contribution.

Gifts and hospitality:

Employees must not offer or give any gift or hospitality:

- Which could be regarded as illegal or improper, or which violates the recipient's policies.
- Unless approved in writing by the managing director

Employees may not accept any gift or hospitality from our business partners:

- If it is in cash.
- If there is any suggestion that a return favour will be expected or implied.
- Unless approved in writing by the managing director.

If it is not appropriate to decline the offer of a gift, the gift may be accepted, provided it is then declared to the managing director and donated to charity.

Political Contributions:

The O Reilly Group do not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

Charitable contributions.

Charitable support and donations are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. The O Reilly Group only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the managing director. All charitable contributions should be publicly disclosed.

Employees responsibilities

O Reilly Group employees must ensure that they 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 O Reilly Group or under our control of the O Reilly Group. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Employees must notify the managing director as soon as possible if you believe or suspect that a conflict with or breach of this policy has occurred, or may occur in the future.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. The O Reilly Group reserve their right to terminate our contractual relationship with other contractors and employees if they breach this policy.

Record-keeping.

The O Reilly Group will keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

All employees must declare and keep a written record of all hospitality, or gifts accepted or offered, which will be subject to managerial review.

Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers, and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

How to raise a concern.

Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with the CEO.

What to do if you are a victim of bribery or corruption.

It is important that you tell the CEO as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

Protection.

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. O Reilly 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 O Reilly Group are committed to ensuring no one suffers any detrimental treatment because 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 the CEO immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the company's Grievance Procedure.

Training and communication.

Training on this policy forms part of the induction process for all new employees. All existing employees will receive regular, relevant training on how to implement and adhere to this policy. In addition, all employees will be asked to formally accept conformance to this policy on an annual basis.

The O Reilly Groups zero-tolerance approach to bribery and corruption is communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

Who is responsible for the policy?

The CEO has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The operations managers have the primary day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them is made aware of and understand this policy and are given adequate and regular training on it.

Monitoring and review.

HR and the Safety Department will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

Signed: _____ Date: 23rd January 2025

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Regularly

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