

## The DE Group Bribery, Corruption & Competition Policy Statements

### Executive Statement on Both Policies

The DE Group takes great pride in the fact that it acts fairly and ethically in all markets where we conduct business. Acting with integrity is one of our core values.

The Board and Senior Management of the Group wish to make a statement regarding two key compliance objectives for the group – the prevention of Bribery and Corruption and the support of Fair Competition and the two Policies which advance these objectives.

### A) Anti-Bribery And Corruption Policy

The Board and Senior Management of the Group condemns corruption and will not tolerate it from our staff, suppliers, or partners.

We recognise that corruption is not a victimless crime – it causes significant damage to society and business. Our Policy sets out the minimum standards we expect from all employees at every level of the Group.

The Policy is for your benefit as much as for the Group. Significant criminal penalties for breach of anti-bribery and corruption laws exist and although these are mainly aimed at the individuals directly involved, corporate entities can also be liable if a very senior person takes part in the offence or the company fails to prevent the bribery by not having adequate prevention procedures.

The Group may suffer lasting reputational damage. A conviction of a bribery offence can mean you face a significant prison sentence and fines. Any employee found to be involved in Bribery or Corruption is liable to be terminated for gross misconduct.

### B) Fair Competition Policy

The Board and Senior Management of the Group are also committed to ensuring that as a company and as individuals we comply with the laws which are designed to ensure that market competition is not restricted, prevented, or distorted.

It is critical that these rules are observed. Failure to comply can have an extremely high financial cost for the Group both in terms of monetary fines and significant reputational damage.

In some cases, individuals may also face criminal charges for those who facilitate or are personally involved in price-fixing, market-sharing, bid-rigging or other cartel agreements/arrangements between competing firms.

All employees should be aware that any infringements of the procedures or guidelines in both Policies will be viewed very seriously and that any employee who violates or knowingly permits a subordinate to violate the laws against anticompetitive practices and/or bribery/corruption will be subject to disciplinary action which could result in termination of employment.

If you have any questions about the Group's position on either policy, please contact Ashley Griffiths, Group Managing Director on 020 7734 6655.



Paul Ford  
Group Chairman  
23<sup>rd</sup> January 2025

## A) Anti-Bribery And Corruption Policy

### 1. Our Approach

The DE Group maintains a zero-tolerance approach to bribery and corruption. We commit to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate. We implement and enforce effective systems to counter bribery and corruption.

We adopt the highest standards to ensure that we are compliant wherever we operate. This Policy does not form part of any employee's contract of employment and as such we may amend it at any time.

The section at the end of this Policy provides details of contacts in relation to this Policy.

### 2. Who Must Comply With Policy

The Policy applies to everyone working for The DE Group, or on our behalf, including all directors, permanent and internal temporary employees.

We also expect our suppliers and Clients to take bribery and corruption seriously and our standard terms place obligations on them. Some Clients and suppliers will contract on their own terms.

If this is not obvious, please contact the Group Managing Director for guidance.

### 3. What Is Bribery & Corruption?

Bribery is giving, promising, or offering someone a financial or other advantage to induce them to act improperly in their function or an activity or to reward them for doing so after the event.

There are two elements to bribery:

- *A benefit of some kind being offered, coupled with*
- *The person receiving that benefit then acting or agreeing to act, wrongfully or improperly (or at least the person making the bribe intending for a person to act improperly).*

It is not the benefit in itself which leads to a breach of the law, but the intention behind that benefit.

Corruption is the abuse of entrusted power or position for private gain.

### 4. What Must You Do and Not Do

You must not, and must not allow anyone on your behalf to:

- *Give, promise, or offer, any payment, gift or hospitality with the expectation that an improper advantage will be received, or to reward an improper advantage already given.*
- *Give or accept any gift, hospitality or expenses during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome.*
- *Misuse any position which you hold to act corruptly.*
- *Accept payment, gift or hospitality that you know, or suspect is offered with the expectation that it gives an improper advantage to the giver or anyone else.*
- *Accept hospitality that is unduly extravagant under the circumstances.*
- *Offer or accept a gift to or from government officials or representatives directly or indirectly through another person without the express written permission of the Board. Exception may be made where a government body is a Client, and we are offering the same level of corporate hospitality as other similar Clients; or*
- *Threaten or retaliate against another individual who has refused to commit a bribery or corruption or who raises concerns.*

**You must:**

- *Report any attempt by another member of staff, a supplier, or a Client to engage in any of the activities listed above. You should do this as soon as possible. Do not turn a blind eye.*
- *Be transparent. Keep accurate records of everything that you do which could be perceived as a gift or incentive. Full and accurate records demonstrate complete transparency and that you have nothing to hide.*
- *If you are unsure about giving or receiving a benefit to or from a Client, or any other person, seek guidance from the Group Managing Director.*

**5. What is Not “Bribery”?**

It is not bribery for a business to organise events or provide hospitality to market its services or to get to know its Clients better.

**6. Our Clients**

Each company will have its policy. Larger Clients with complex business such as financial institutions will have very extensive and comprehensive policies. Smaller Clients may have something much simpler. You should not be surprised if some Clients impose limitations on hospitality which are more restrictive than those we impose.

Clients may also ask you to provide the details of the value of hospitality. Please refer any such questions to the Group Managing Director. We are keen to assist our Clients regarding their compliance.

Your Client may from time to time ask us to accept contract obligations as part of their own anti-bribery and corruption policy. If you receive these, please pass to the Group Managing Director for review.

**7. How to Make a Report or Raise Concerns**

If you wish to discuss any issues concerning this policy or report any activity that you believe may breach this policy, please contact the Group Managing Director. Your query will be treated in confidence and only shared with senior management.

This policy does not affect your rights under the Group’s Whistle-blower Policy.

## B) Fair Competition Policy

### 1. Our Approach

The DE Group wishes to state its commitment to comply with Competition Law as set out by the Competition and Markets Authority (CMA) guidelines OFT 1341

<https://www.gov.uk/government/publications/how-your-business-can-achieve-compliance-with-competition-law>

We adopt the highest standards we could be subject to, ensuing compliance.

This policy does not form part of any employee's contract of employment. We may amend it at any time.

The section at the end of this policy provides details of contacts in relation to this policy.

### 2. Who Must Comply With Policy

The Policy applies to everyone working for The DE Group, or on our behalf, including all directors, permanent and internal temporary employees.

### 3. What is competition?

There are common themes in Competition Laws across the world, but essentially, they prohibit behaviours and agreements which restrict, prevent or distort competition.

For example, competitors dividing up markets between each other (i.e., an anti-competitive agreement) or a firm abusing its "dominant market position" for example by below-cost pricing or offering discounts targeted at switching customers to keep new entrants out of the market or to drive out incumbent competitors.

The penalties for breaching Competition Law have an extremely high financial cost.

Also, there are potential criminal sanctions for individuals for certain breaches and potential civil claims from Clients and competitors who have been adversely affected by the anti-competitive activities.

Agreements which are anti-competitive can also be held to be invalid and unenforceable (the infringing restrictions in an agreement will certainly be unenforceable). There is also the damage to reputation.

### 4. What Must You Do and Not Do

- *Industry Groups* – Think very carefully about joining industry groups and what benefit they bring. Agreements (even tentative or informal) in these forums can be anti- competitive, and this is often a way that companies fall foul of the law.
- *Communications* – Assume all correspondence (including email and voicemails) would be available to the authorities during an investigation (including in some cases communications with in-house legal or marked as confidential). A poor choice of words or turn of phrase can be very damaging.
- *Anti-competitive Agreements* – Do not engage in any arrangements with competitors which could be seen as fixing prices, taking a collective position on legal terms with clients or suppliers, excluding a particular supplier from PSL's, sharing/allocating markets or customers, or coordinating competing bids. This is not an exhaustive list but gives some examples of activities which may be prohibited. In particular, arrangements between competitors who are "horizontal" (i.e., agency to agency) rather than a supplier / client relationship are particularly dangerous. Even the unilateral disclosure by one competitor to another of the former's competitively sensitive information (e.g., future pricing intentions; future competitive conduct intentions) will be treated as a cartel if the recipient accepts the disclosure without objection.



- *Verbal Agreements – Anti-competitive agreements do not necessarily need to be in writing – it is much wider than that and can be simply a common understanding made over one or a series of meetings. Think about the collective effect. Any discussion between competitors (even if only at a single meeting) about their competitive conduct (such as pricing policy, intention to refrain from bidding for a particular contract, intention to target a customer category or territory) could cross the line and constitute an infringement.*
- *Working for Competitor Clients – It is vital that you do not share any information with one Client about other Clients even if it does not appear particularly sensitive. This could lead to DE Group being deemed to have facilitated a cartel or anticompetitive agreement between the Clients (or even as being treated as one of the main parties in the infringement).*

### **When to Seek Guidance**

You must seek guidance from the Group Managing Director if you are ever asked any questions relating to Competition by a Client or any regulatory authority. You should never attend any meeting with the Client and their legal representatives to discuss competition issues no matter how routine this seems.

You should seek specific guidance (which can be by email) before:

- *Working on a joint bid with a competitor*
- *Joining an industry group or association*
- *Attending a meeting with the representative of a competitor company*
- *Sharing any information with a competitor even under a non-disclosure agreement (NDA)*

### **Contacts**

If you wish to discuss any issues concerning this Policy or report any activity that you believe may breach this policy call the Group Managing Director on 020 7734 6655.

Your query will be treated in confidence and only shared with senior management.

This policy does not affect your rights under the Group's Whistle-blower Policy.