Anti-Bribery and Anti-Corruption Policy

Douglas OHI Corporate Policy

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Contents

1. Policy Objectives

At Douglas OHI, we are committed to conducting business with integrity, transparency, and accountability.

Our reputation is built on trust with our customers, employees, partners, shareholders, suppliers, regulators, and the communities in which we operate. Maintaining the highest standards of ethical conduct is fundamental to our continued success.

Douglas OHI has a zero-tolerance approach to bribery, corruption, fraud, improper payments, and unethical business practices. We are committed to complying with all applicable anti-bribery and anti-corruption laws and regulations in every country where we operate.

This Anti-Bribery and Anti-Corruption Policy ("Policy") establishes the principles and minimum standards that govern how Douglas OHI prevents, identifies, reports, and responds to bribery and corruption risks.

This Policy supports the commitments outlined in the:

- Douglas OHI Code of Ethics and Business Conduct
- Human Rights Policy
- People Policy
- Supplier Code of Conduct
- Sustainability Policy
- Procurement Policies and Procedures
- Governance and Compliance Framework

Douglas OHI competes based on the quality of our people, capabilities, technical expertise, innovation, and value delivered to customers. We will never seek commercial advantage through improper, unethical, or unlawful means.

No business opportunity, contract, project, relationship, or financial objective justifies engaging in bribery or corruption.

2. Scope

This Policy applies across Douglas OHI and all subsidiaries, controlled entities, business units, and operations in the countries where the Group operates.

This Policy applies to all individuals acting on behalf of Douglas OHI, including:

- Members of the Board of Directors
- Executive Leadership Team members
- Employees at all levels
- Permanent and temporary employees
- Consultants and secondees
- Agency workers
- Apprentices, graduates, and trainees

Douglas OHI also expects all third parties acting on behalf of the Group to comply with the principles contained within this Policy, including:

- Joint venture partners
- Suppliers
- Contractors and subcontractors
- Agents and representatives
- Consultants
- Business partners
- Intermediaries

Where local laws, regulations, contractual obligations, or customer requirements impose higher standards than this Policy, the higher standard must be followed.

This Policy applies regardless of location, role, seniority, or business function.

3. Accountability and Responsibilities

Preventing bribery and corruption is the responsibility of everyone at Douglas OHI.

Board of Directors
The Board provides oversight of ethical business conduct and ensures appropriate governance arrangements are established to manage corruption risks.

Managing Director and Executive Leadership Team
The Managing Director and Executive Leadership Team are responsible for:
- Demonstrating visible commitment to ethical business practices
- Ensuring this Policy is implemented across Douglas OHI
- Promoting a culture where integrity and transparency are prioritised
- Ensuring appropriate resources are available to manage compliance risks

Legal & Compliance Function
Legal & Compliance is responsible for:
- Maintaining this Policy and supporting procedures
- Providing guidance on anti-bribery and corruption matters
- Supporting risk assessments and compliance reviews
- Advising on complex business relationships and transactions
- Monitoring compliance effectiveness

Business Leaders and Managers
All leaders and managers are responsible for:
- Leading by example
- Ensuring employees understand and follow this Policy
- Identifying and managing bribery and corruption risks within their areas
- Escalating concerns appropriately
- Supporting ethical decision-making

Employees
Every employee has a responsibility to:
- Understand and comply with this Policy
- Act honestly and professionally
- Avoid situations that may create actual or perceived conflicts of interest
- Report suspected bribery, corruption, or unethical conduct
- Seek guidance when unsure about appropriate actions

4. Consequences of Violating this Policy

Bribery and corruption are serious ethical, legal, and reputational risks.

Individuals involved in bribery or corruption may face:
- Disciplinary action, including termination of employment
- Personal liability and criminal prosecution
- Financial penalties
- Imprisonment or other legal sanctions
- Damage to professional reputation

Douglas OHI may also face significant consequences, including:
- Criminal and regulatory investigations
- Fines and financial penalties
- Loss of contracts and business opportunities
- Restrictions on future business activities
- Damage to our reputation and stakeholder trust

Failure to report suspected violations may also constitute a breach of this Policy.

Douglas OHI will not tolerate retaliation against any person who raises a concern in good faith.

5. Policy Requirements

5.1 Anti-Bribery and Anti-Corruption

Douglas OHI prohibits bribery and corruption in any form.

We do not offer, promise, give, request, agree to receive, or accept anything of value where the intention is to improperly influence a decision, secure an unfair advantage, or reward improper behaviour.

Bribery is prohibited whether conducted directly or indirectly through another person or organisation.

This applies whether the interaction involves:
- Government officials
- State-owned enterprises
- Private sector customers
- Suppliers and contractors
- Consultants and agents
- Joint venture partners
- Any other third party acting on behalf of Douglas OHI

A bribe does not need to be successful or completed for a violation to occur. The offer, request, authorisation, or agreement to provide an improper advantage may itself constitute a breach of this Policy and applicable laws.

5.1.1 What is Bribery?

Bribery is the offering, giving, receiving, requesting, or accepting of an advantage intended to influence a person's actions or decisions improperly.

A bribe may involve money, but it can also take many other forms.

Examples of improper advantages include:
- Cash payments or hidden commissions
- Kickbacks or unofficial rebates
- Excessive gifts or hospitality
- Unjustified sponsorships
- Favourable treatment outside normal business processes
- Employment opportunities offered to influence decisions
- Personal benefits provided to relatives, friends, or associates
- Donations made to improperly influence business outcomes
- Unnecessary consulting agreements or payments for services not provided

Bribery may be disguised through different descriptions, including:
- Facilitation fee

- Service fee
- Commission
- Success payment
- Consultancy payment
- Marketing contribution
- Administrative charge
- Expediting fee

The description given to a payment does not determine whether it is acceptable. The purpose, intent, and circumstances surrounding the payment are what matter.

5.1.2 Prohibited Conduct

Employees and anyone acting on behalf of Douglas OHI must not:
- Offer or provide anything of value to improperly influence a decision
- Request or accept anything of value in exchange for preferential treatment
- Make payments intended to secure business unfairly
- Authorise improper payments by third parties
- Ignore warning signs of potential bribery or corruption
- Use personal funds to make payments that would breach this Policy
- Create false, misleading, or incomplete records to conceal improper conduct

The term "anything of value" is interpreted broadly and includes:
- Money
- Gifts
- Hospitality
- Travel expenses
- Accommodation
- Entertainment
- Employment opportunities
- Discounts or benefits not available through normal business processes
- Sponsorships
- Donations
- Favourable treatment

5.1.3 Government Officials and State-Owned Entities

Douglas OHI operates extensively within industries where customers, partners, and stakeholders may include government entities, state-owned enterprises, and government-related organisations.

Additional care must be taken when dealing with government officials or representatives of state-owned entities.

For the purposes of this Policy, government officials may include:
- Government employees
- Officials of government ministries and authorities
- Employees of state-owned companies
- Representatives of regulatory bodies
- Individuals acting on behalf of government organisations
- Political candidates or party representatives
- Consultants acting for government entities

Interactions with government officials must always be:
- Transparent
- Properly documented
- Based on legitimate business purposes

- Conducted in accordance with applicable laws and customer requirements

No payment, gift, hospitality, or benefit may be offered to influence a government decision, approval, permit, tender outcome, inspection, or regulatory process.

5.1.4 Facilitation Payments

Douglas OHI prohibits facilitation payments.

Facilitation payments are unofficial payments made to government officials or other individuals to speed up or secure routine services that should normally be provided without additional payment.

Examples include:
- Expediting customs clearance
- Accelerating permit approvals
- Obtaining routine government documentation
- Avoiding unnecessary delays in standard processes

Even small payments may constitute bribery and create legal and reputational risks.

The only exception is where a payment is made under genuine threat to personal safety, health, or wellbeing.

Where such a situation occurs:
- Personal safety must always be the priority
- The payment must be reported immediately to Legal & Compliance
- The circumstances must be documented
- Appropriate action must be taken to prevent recurrence

Employees acting in good faith in such circumstances will not face disciplinary action.

5.1.5 Bribery Risks in Douglas OHI Operations

Douglas OHI recognises that certain activities may present increased corruption risks, including:
- Tendering and bidding processes
- Contract negotiations
- Procurement and subcontractor selection
- Government approvals and permits
- Licensing and regulatory interactions
- Customs and import/export processes
- Claims, variations, and commercial negotiations
- Use of agents, consultants, and intermediaries
- Joint ventures and partnerships
- Recruitment and employment decisions

Employees must remain alert to situations where improper influence may be requested or offered.

Examples of warning signs include:
- Requests for unusual payments or commissions
- Requests to use a particular intermediary without clear justification
- Requests for payments to personal accounts
- Lack of transparency around ownership or relationships
- Unusually high consultancy fees
- Pressure to bypass normal procurement processes
- Requests for confidential tender information

Any concerns must be raised through the appropriate reporting channels.

5.2 Gifts, Hospitality and Entertainment

Douglas OHI recognises that reasonable and appropriate business hospitality can support legitimate professional relationships.

However, gifts and hospitality must never be used to improperly influence business decisions or create an obligation.

All gifts, hospitality, entertainment, and business courtesies must be:
- Legitimate
- Reasonable and proportionate
- Infrequent
- Transparent
- Connected to a genuine business purpose
- Permitted under applicable laws and customer requirements

Employees must consider how the activity would appear if publicly disclosed.

If a gift or hospitality arrangement could reasonably be perceived as influencing a business decision, it must not be offered or accepted.

5.2.1 Prohibited Gifts and Hospitality

Employees must not offer, request, or accept:
- Cash or cash equivalents
- Personal loans
- Gift cards or vouchers
- Lavish or excessive hospitality
- Entertainment unrelated to legitimate business activities
- Gifts intended to influence a decision
- Gifts during sensitive business processes without approval

This includes gifts or hospitality funded personally by an employee where the intention is to avoid internal approval requirements.

5.2.2 Gifts and Hospitality During Tender Processes

Particular caution is required during:
- Tender submissions
- Bid evaluations
- Contract negotiations
- Supplier selections
- Commercial disputes
- Claims negotiations

Employees must not offer or accept gifts, hospitality, entertainment, or benefits where they could influence, or appear to influence, a procurement or commercial decision.

Low-value business refreshments associated with legitimate meetings may be acceptable where they are reasonable and transparent.

5.2.3 Gifts and Hospitality Register

Douglas OHI will maintain an appropriate Gifts and Hospitality Register to promote transparency and accountability.

Employees must record gifts and hospitality where required by applicable procedures, including:

- Gifts above approved thresholds
- Hospitality involving government officials
- Sponsored travel or accommodation
- Events primarily involving entertainment
- Hospitality received during procurement or contract decisions

The register should include:

- Name and organisation of giver or recipient
- Description of the gift or hospitality
- Estimated value
- Business purpose
- Approval details where applicable

5.2.4 Government Officials

Any gifts, hospitality, travel, or entertainment involving government officials, government representatives, or state-owned entities require additional scrutiny and approval.

Employees must obtain approval before offering or accepting such benefits, regardless of value, unless specifically permitted under approved procedures.

5.2.5 Business Travel and Hospitality

Where Douglas OHI sponsors travel, accommodation, or hospitality for customers, partners, or other third parties:

- There must be a clear business purpose
- The activity must be reasonable and proportionate
- Expenses must be properly documented
- Personal expenses, family members, or unrelated guests must not be included
- Business activities must represent the primary purpose of the visit

5.3 Charitable Contributions and Sponsorships

Douglas OHI is committed to supporting communities and creating positive social impact through responsible charitable contributions and sponsorship activities.

Charitable contributions and sponsorships must always be made for legitimate purposes and must never be used as a means to improperly influence business decisions, secure commercial advantages, or create an obligation.

All charitable contributions and sponsorship activities must:

- Align with Douglas OHI values, sustainability objectives, and community commitments
- Have a legitimate business, social, environmental, or community purpose
- Be transparent and appropriately documented
- Be approved through the relevant internal approval processes
- Be made only to legitimate and reputable organisations

Douglas OHI will not make charitable contributions or sponsorships where there is a reasonable risk that they may:

- Influence a tender, contract award, approval, licence, or regulatory decision
- Provide a personal benefit to an individual involved in business decisions
- Be viewed as a payment in exchange for favourable treatment
- Conceal an improper payment or business arrangement

Employees must not make charitable contributions on behalf of Douglas OHI without appropriate approval.

5.3.1 Charitable Contributions

Before approving any charitable contribution, Douglas OHI will consider:
- The legitimacy and reputation of the recipient organisation
- The purpose of the contribution
- The relationship between the organisation and any customer, government entity, or business partner
- Whether the contribution could create an actual or perceived conflict of interest
- Whether appropriate due diligence has been completed

Payments must only be made to approved organisations and must never be made to personal accounts.

5.3.2 Sponsorships

Sponsorships must have a clear business or community rationale and must not be used to obtain an improper advantage.

Examples of acceptable sponsorships may include:
- Industry events
- Professional development initiatives
- Community programmes
- Sustainability initiatives
- Educational initiatives aligned with Douglas OHI objectives

All sponsorship arrangements must:
- Be supported by written agreements
- Clearly define deliverables and expectations
- Be recorded accurately in Douglas OHI financial records
- Be reviewed for potential conflicts or corruption risks

5.4 Political Activities and Contributions

Douglas OHI respects employees' rights to participate in political activities in their personal capacity, provided such activities comply with applicable laws and do not create conflicts of interest.

Employees must not:
- Represent personal political views as those of Douglas OHI
- Use Douglas OHI resources, facilities, systems, or communication channels for personal political activities
- Make political contributions on behalf of Douglas OHI without appropriate approval
- Engage in political activities that create an actual or perceived conflict with their responsibilities

Douglas OHI does not make political contributions unless specifically approved through appropriate governance processes and permitted by applicable laws.

Employees engaging with government representatives, regulators, or public authorities on behalf of Douglas OHI must ensure that:
- Communications are transparent and accurate
- They have appropriate authority to represent Douglas OHI
- Discussions are conducted professionally and ethically
- No improper influence is attempted or offered

5.5 Third-Party Due Diligence

Douglas OHI recognises that bribery and corruption risks may arise through third parties acting on our behalf.
Douglas OHI may be held responsible for improper conduct by individuals or organisations acting on behalf of the Group.

Accordingly, appropriate due diligence must be undertaken before establishing relationships with higher-risk third parties, including:
- Agents and representatives
- Consultants
- Joint venture partners
- Strategic partners
- Subcontractors
- Suppliers and intermediaries

Third-party due diligence may include:
- Ownership and beneficial ownership checks
- Reputation screening
- Conflict of interest checks
- Review of anti-bribery commitments
- Assessment of corruption risks
- Verification of qualifications and capabilities

Third parties must:
- Conduct business ethically
- Comply with applicable laws
- Follow Douglas OHI ethical standards
- Maintain accurate records
- Avoid improper payments or unethical practices

5.5.1 Third-Party Contract Requirements

Contracts with third parties should include appropriate provisions relating to:
- Compliance with applicable anti-bribery and corruption laws
- Commitment to ethical business conduct
- Right to request information or conduct reviews where appropriate
- Termination rights in the event of misconduct

Payments to third parties must:
- Reflect genuine services provided
- Be commercially reasonable
- Be supported by appropriate documentation
- Be made only to approved entities and accounts

Payments to personal accounts or unexplained intermediaries are prohibited.

5.6 Procurement Integrity

Douglas OHI is committed to fair, transparent, and ethical procurement practices.

Procurement decisions must always be based on:
- Quality
- Capability
- Safety performance
- Sustainability considerations
- Commercial value

- Technical suitability
- Compliance with Douglas OHI requirements

Employees involved in procurement activities must:
- Follow approved procurement processes
- Treat suppliers fairly and consistently
- Avoid conflicts of interest
- Protect confidential information
- Maintain accurate documentation
- Ensure decisions can withstand appropriate scrutiny

Employees must not:
- Accept improper benefits from suppliers or subcontractors
- Provide confidential tender information
- Influence supplier selection for personal benefit
- Bypass procurement controls without appropriate approval

5.6.1 Construction and Project Delivery Risks

Given the nature of Douglas OHI's activities, employees should remain particularly alert to corruption risks associated with:
- Tender submissions
- Bid evaluations
- Subcontractor appointments
- Variations and claims
- Change orders
- Progress certification
- Material approvals
- Inspection processes
- Consultant appointments
- Project-related approvals

Commercial decisions must always be based on legitimate business considerations and supported by appropriate records.

5.7 Accurate Records and Financial Controls

Douglas OHI is committed to maintaining accurate, complete, and transparent financial records.

All transactions must be:
- Properly authorised
- Accurately recorded
- Supported by appropriate documentation
- Recorded in accordance with applicable accounting standards and internal controls

Employees must never:
- Create false or misleading records
- Conceal payments or transactions
- Record improper payments as legitimate expenses
- Establish undisclosed accounts or arrangements
- Submit inaccurate expense claims

Examples of records requiring accuracy include:
- Supplier payments
- Consultant fees

- Gifts and hospitality expenses
- Sponsorships
- Charitable contributions
- Travel expenses
- Project costs
- Contract variations

Accurate records are essential to demonstrating compliance and protecting Douglas OHI.

6. Speak Up: Reporting Actual or Suspected Violations

Douglas OHI encourages everyone to speak up when they have concerns regarding potential bribery, corruption, fraud, unethical conduct, or violations of this Policy.

Employees should report concerns if they:
- Observe suspected misconduct
- Are asked to make an improper payment
- Receive an inappropriate request from a customer, supplier, or third party
- Become aware of inaccurate or misleading records
- Have concerns regarding a business relationship

Reports can be made through Douglas OHI's approved Speak Up channels.
Douglas OHI is committed to ensuring that:
- Reports are treated confidentially
- Concerns are reviewed appropriately
- Investigations are conducted fairly
- Individuals raising concerns in good faith are protected from retaliation

Retaliation against anyone who raises a genuine concern or participates in an investigation is prohibited.

7. Training, Awareness and Communication

Douglas OHI recognises that effective prevention of bribery and corruption requires awareness, understanding, and consistent application.

Douglas OHI will support implementation of this Policy through:
- Employee communication and awareness campaigns
- Training for relevant employees and leaders
- Additional guidance for higher-risk roles and functions
- Procurement and supplier awareness activities
- Leadership engagement

Employees whose roles involve increased exposure to corruption risks may receive enhanced training, including:
- Procurement teams
- Commercial and contracts teams
- Finance teams
- Project management teams
- Business development teams
- Employees engaging with government entities or strategic partners

8. Monitoring, Assurance and Review

Douglas OHI will monitor the effectiveness of this Policy through appropriate governance and assurance activities.

Monitoring activities may include:
- Compliance reviews
- Internal audits
- Risk assessments
- Third-party reviews
- Procurement reviews
- Financial controls testing
- Training completion monitoring
- Speak Up trend analysis

Where concerns or breaches are identified, Douglas OHI will take appropriate corrective action and implement improvements where required.

This Policy will be reviewed periodically to ensure it remains effective, relevant, and aligned with:
- Applicable legislation
- International good practice
- Douglas OHI governance requirements
- Business developments and risk environment

The Policy will be reviewed at least every two years or earlier where significant changes occur.

9. Questions Regarding this Policy

Employees who are uncertain about how this Policy applies to a particular situation should seek guidance before taking action.

Advice should be obtained from the appropriate Douglas OHI functions, including:
- Legal & Compliance
- People & Culture
- Finance
- Procurement
- Commercial and Contracts

When in doubt, employees should ask before acting.