



# SPHERE GROUP

GLOBAL PARTNERSHIPS.  
LOCAL DEVELOPMENTS.

## ANTI-BRIBERY AND CORRUPTION POLICY

1 September 2025

## 1. POLICY STATEMENT

It is the policy of Sphere Group and every subsidiary within the group (together **"Sphere"**) to conduct business in an honest and ethical manner. Sphere will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it conducts business, including, in the UK, the Bribery Act 2010 (**"the Act"**), in respect of our conduct both at home and abroad.

Sphere takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships, wherever it operates.

Sphere will not knowingly conduct business with clients, consultants, contractors, suppliers or other agents or representatives that do not support appropriate anti-bribery and corruption objectives.

## 2. SCOPE

This policy applies to any other person who performs services for Sphere including but not limited to company directors, senior managers and all other employees (whether permanent, fixed-term or temporary) working at all levels and grades, consultants, contractors, agency staff, volunteers, interns, agents, sponsors and joint venturers (together **"Associated Persons"**).

This policy exists to set out the responsibilities of Sphere and its Employees in regard to observing and upholding our zero-tolerance position on bribery and corruption. The policy acts as a source of information and guidance for those working for Sphere and helps them recognise and deal with bribery and corruption issues, as well as understanding their responsibilities.

In this policy, **"Third Party"** means any individual or organisation that we come into contact with during the course of work and the running of Sphere's business, and includes actual and potential clients, funders, joint venture partners, intermediaries, referrers of work, suppliers, consultants, contractors, distributors, business contacts, agents, advisers, government and public bodies (including their advisers, representatives and officials), politicians and political parties.

## 3. WHAT IS BRIBERY AND CORRUPTION

A bribe is an inducement or reward offered, promised or provided in order to improperly gain any commercial, contractual, regulatory or personal advantage.

It is an offence under the Act for an individual to offer, promise or give a bribe (active bribery) or request or accept a bribe (passive bribery) or to bribe a foreign public official.

It is an offence for Sphere under the Act to fail to prevent bribery by an Associated Person for Sphere's benefit.

#### 4. WHAT IS NOT ACCEPTABLE

##### General

It is not acceptable for any Associated Person to:

- give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that they or Sphere will improperly be given a business advantage, or as a reward for a business advantage already improperly given;
- accept payment from a Third Party where it is known or suspected that it is offered or given with the expectation that the Third Party will improperly obtain a business advantage;
- accept a gift or hospitality from a Third Party where it is known or suspected that it is offered or provided with an expectation that a business advantage will be improperly provided by Sphere in return;
- threaten or retaliate against another Associated Person who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy.

When engaging with new Third Parties, employees are expected to satisfy themselves that individuals who may perform services for Sphere are genuine and someone Sphere can trust to do our business without bribing. This could be done by making enquiries with business contacts, local chambers of commerce or business associations or via the internet for example. Where the risks are high, a CV, financial statements or accounts, and other references may be requested.

##### Facilitation Payments And Kickbacks

Sphere prohibits the making of or accepting of, facilitation payments or “kickbacks” of any kind, such as small, unofficial payments made to secure or expedite a routine government action by a government official, or payments made in return for a business favour or advantage.

Legally required administrative fees or official fees for fast-track services are not facilitation payments.

##### Charitable Donations And Sponsorships

Sphere will only make charitable donations and provide sponsorships that are legal and ethical under local laws and practices and which are in accordance with Sphere’s internal policies and procedures. Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

### Gifts And Hospitality

This policy does not prohibit normal and appropriate gifts and hospitality (given and received) to or from Third Parties. However, all gifts and hospitality are, subject to the principles set out below, namely that any gift or hospitality:

- must not be made with the intention of improperly influencing a party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- must comply with local law;
- must be given in the name of the organisation, not in an individual's name;
- must not include cash or a cash equivalent;
- must be appropriate in the circumstances, for example, in the UK it is customary for gifts to be given at Christmas time;
- must be of an appropriate type and value and given at an appropriate time taking into account the reason for the gift;
- must be given openly and transparently, not secretly; and
- gifts must never be offered to, or accepted from, government officials or representatives, politicians or political parties, without the prior approval of Sphere's Managing Director.

Sphere keeps appropriate financial records and has appropriate internal controls in place which evidence the business reason for gifts, hospitality and payments made and received.

## 5. RESPONSIBILITIES AND RAISING CONCERNS

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All Associated Persons are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Employees are required to notify Sphere's Managing Director as soon as possible if it is believed or suspected that a conflict with this policy has occurred, or may occur in the future, or if they are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

Any Sphere employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. Contracts for non-employees may be terminated.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if Sphere was found to have taken part in corruption, it could face an unlimited fine, be excluded from tendering for public contracts and face irreparable damage to our reputation. It therefore takes its legal responsibilities very seriously.

If any Third Party is aware of any activity which might lead to, or suggest, a breach of this policy, they should raise their concerns with Sphere's Managing Director.

## **6. MONITORING AND REVIEW**

This policy is regularly reviewed by Sphere's Managing Director to ensure its effectiveness, suitability and adequacy and it may be amended at any time.

**End**





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