

# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY FOR THIRD-PARTY AGENTS

## 1. Overview

- 1.1 This policy applies to all individuals and companies who provide goods or services to, or purchase Garrison products and services for resale, or act in any capacity for or on behalf of, Garrison Technology Limited or any of its subsidiaries (“Garrison”, “we” or “us”), including suppliers, vendors, service providers, agents, contractors, consultants, professional advisors, resellers, and other business partners (“Third-Party Agent” or “you”).
- 1.2 This policy sets out:
  - (a) Garrison’s commitment to ensuring compliance with all applicable laws, regulations and codes relating to anti-bribery and anti-corruption, including, but not limited to, the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act (“Anti-Bribery Laws”); and
  - (b) the commitments Garrison expects from Third-Party Agents regarding compliance with Anti-Bribery Laws.
- 1.3 A Third-Party Agent must ensure that it and all of its personnel (including employees, contractors and subcontractors) comply with this policy and that they each take responsibility for preventing, detecting, and reporting anything that could amount to bribery or corruption. All Third-Party Agents must have appropriate anti-bribery and anti-corruption internal policies in place.

## 2. Our commitment and working with us

- 2.1 Garrison is committed to absolute integrity and fairness and has a zero-tolerance policy for bribery or corruption of any kind. Garrison expects all Third-Party Agents to share this commitment.
- 2.2 All Third-Party Agents must comply with this policy, Garrison’s anti-bribery procedures and the law. We will include specific obligations in our contracts relating to anti-bribery and anti-corruption and we will avoid doing business with Third-Party Agents who will not accept these obligations or seek to avoid or dilute them.
- 2.3 Garrison may carry out due diligence on your business prior to onboarding and at any time we deem necessary during the relationship.
- 2.4 Garrison may require a Third-Party Agent to participate in training on the prevention of bribery and corruption and all such Third-Party Agents agree to nominate appropriate staff to attend any such training.

## 3. What is bribery?

- 3.1 Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an improper performance of an action or decision.
- 3.2 A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.
- 3.3 Bribery is not limited to the act of offering a bribe. It also extends to a recipient of a bribe if they accept it.

## 4. Required procedures

- 4.1 Third-Party Agent must ensure that in respect of activities carried out for or on behalf of Garrison, it operates policies and procedures (including controls, processes, and operations) designed to manage the risk of bribery, which are:
  - (a) proportionate to the bribery risk as identified through a risk assessment exercise;
  - (b) appropriate and relevant for the type of Third-Party Agent’s business;
  - (c) communicated to relevant parties (internal and external);
  - (d) documented in a clear and comprehensible manner and accessible to all persons; and
  - (e) reviewed regularly to ensure they remain up-to-date and reflect current practice.

## 5. Prevention of corruption

- 5.1 Corruption is defined as the abuse of entrusted power for private gain and is a term used to describe a wide range of financial misconduct. Garrison does not tolerate any acts of corruption committed by Third-Party Agents. Any incidents or potential incidents of corruption by employees of Third-Party Agents or any other person on behalf of a Third-Party Agent who will perform services on behalf of Garrison must be reported in accordance with the reporting requirements of this policy.
- 5.2 Dealings with public officials may pose a greater corruption risk due to their position and status. Third-Party Agents must, when dealing with any public official, ensure that appropriate steps are taken to minimize the bribery and corruption risks associated with relationships of this nature.
- 5.3 Neither Third-Party Agent (nor any of its officers, directors, employees, or other agents) may be a government official or have a relationship with a government official who has or may have responsibility or oversight of any Garrison business. Third-Party Agents must promptly notify Garrison if a government official becomes a director or officer of or acquires an ownership interest in the Third-Party Agent.

## 6. General Obligations

6.1 Third-Party Agent or anyone engaged by the Third-Party Agent to act for or on behalf of Garrison must not:

- (a) offer, promise, give, request, agree to receive or accept a bribe; or
- (b) do anything to circumvent controls in place to deter, prevent or detect bribery.

6.2 Third-Party Agent must:

- (a) conduct its business free of any bribery or other forms of corruption;
- (b) not directly or indirectly offer, pay, authorise to pay, or promise money, gifts, or anything of value, including but not limited to bribes, entertainment, kickbacks or any benefit to any entity or person, whether a public official or an employee of a private company, to improperly secure or retain business or to retain, or secure an improper advantage in the conduct of any service or other activity for Garrison;
- (c) not directly or indirectly offer, pay, authorise to pay, or promise money, gifts, or anything of value, whether in cash or in kind to any public official or other person or entity, while knowing or having reason to believe that some portion or all of the payment or thing of value was offered, given, or promised, directly or indirectly, for the purpose of:
  - i. influencing any act or decision of such public official or such person or entity in his/her or its official capacity, including a decision to do or omit to do any act in violation of his/her or its lawful duties or proper performance of functions; or
  - ii. inducing such public official or such person or entity to use his/her or its influence or position with any Government entity or other person or entity to influence any act or decision in order to obtain or retain business for, direct business to, or secure an improper advantage.
- (d) not directly or indirectly solicit or accept any payment or other benefit described above while performing any service or other activity for or on behalf of Garrison.

## 7. Facilitation Payments and Kickbacks

7.1 Facilitation payments are illegal under certain Anti-Bribery Laws. A facilitation payment is a payment which is made to expedite or secure the performance of a routine non-discretionary action, such as processing papers, issuing payments, and other actions taken by a person which they are already bound to perform. Kickbacks are typically made in exchange for a business favour or advantage.

7.2 Facilitation payments and kickbacks which relate in any way to the services provided to Garrison are prohibited.

7.3 All Third-Party Agents must ensure that:

- (a) the risk of facilitation payments which relate in any way to the services provided to Garrison is included in their risk assessments;
- (b) any requests for facilitation payments are reported to Garrison;
- (c) suitable procedures to mitigate the risk are in place where there is a likelihood that facilitation payments will be requested. These procedures must include specific training for individuals who may have to manage such requests; and
- (d) all of those personnel who are acting for or on behalf of Garrison are aware of their responsibilities in respect of facilitation payments even where these are declined or refused.

## 8. Political contributions

Third-Party Agents must not make any donations to support any political parties or candidates for or on behalf of Garrison.

## 9. Charitable contributions

Third-Party Agents must not make any charitable contributions for or on behalf of Garrison.

## 10. Reporting concerns

Third-Party Agents must ensure that all persons engaged by it are aware of the reporting procedures of suspected or attempted bribery. To the extent permitted under applicable law, the Third-Party Agent will, as soon as reasonably practicable, notify Garrison in the event that a person acting on its behalf is suspected of bribery or corrupt practices. The Third-Party Agent will promptly notify Garrison if any person engaged by it is prosecuted, charged, or convicted of any bribery-related offence.

## 11. Training

A Third-Party Agent must ensure that all its employees complete anti-bribery and awareness training appropriate to their roles and the level of bribery risk associated with their role.