

ANTI-BRIBERY AND CORRUPTION POLICY

- 1. INTRODUCTION AND THE IMPORTANCE OF REPORTING CONCERNS**
 - 1.1 AOTI INC (the "**Company**") is committed to conducting its business in an open, honest and ethical manner. It takes a zero-tolerance approach to all forms of corruption. This policy sets out the standards expected of all Company employees in relation to anti-bribery and corruption and others within the Company's group of companies.
 - 1.2 Part of our commitment to our values is to adhere strictly to relevant laws, in all jurisdictions in which we operate, in relation to corruption including but not limited to the UK Bribery Act 2010 (the "**Act**"), where they are directly relevant to our group company operations or where they set the standards that we, as a group of companies, consider it is imperative for the Company to follow.
 - 1.3 This policy is also relevant for third parties who perform services for or on behalf of the Company and its group companies. The Company expects those persons to abide by this policy or have in place equivalent policies and procedures to combat bribery and corruption.
 - 1.4 This policy should be read in the context of a number of other measures that the Company has in place to ensure there is effective communication about anti-corruption issues in connection with its businesses. These include:
 - 1.4.1 internal training on anti-bribery issues;
 - 1.4.2 promoting anti-corruption standards with everyone with whom we work; and
 - 1.4.3 developing our internal channels of communication for employees and others to raise concerns, such as a Whistleblowing Helpline (please refer to the Whistleblowing Policy for more details).
- 2. RAISING A CONCERN**
 - 2.1 The Company will ensure any concerns are investigated appropriately and any employee making a report in good faith shall suffer no detriment for doing so.
 - 2.2 The Company will take action against any individuals or other parties that it discovers are involved in bribery. Breaches of this policy will lead to disciplinary action against employees, which could result in dismissal for gross misconduct.
 - 2.3 Failure by any employee to report corrupt activity by other persons can also result in disciplinary sanctions, especially where there is evidence that an employee has attempted to cover up or disguise another's wrongdoing.
- 3. THE POLICY**
 - 3.1 The Company has a zero-tolerance policy towards corruption of all kinds.
 - 3.2 When applying the standards set out in this policy, employees should note that it is a criminal offence under the Act to offer, promise, pay, request or accept a bribe.
 - 3.3 A bribe does not need to be a monetary sum. It can be any form of advantage, offered or received. A contract does not need to have been won for a corruption offence to have been

committed. Similarly, a recipient does not need to benefit personally from a bribe – it may be the intended beneficiary is a third party or a company. Finally, bribery can occur in the private as well as the public sector - it is not just about our relationships with public officials.

- 3.4 The Company's policy consists of straightforward rules that all employees must adhere strictly to:-
- 3.4.1 do not offer, promise or pay bribes;
 - 3.4.2 do not request, agree to or accept bribes;
 - 3.4.3 do not threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; and
 - 3.4.4 do not engage in any other activity that might lead to a breach of this policy.
- 3.5 The risks of corruption are not always obvious. Accordingly, employees should follow these principles:
- 3.5.1 do not make payments to someone (or favour them in any other way) if you know that this will involve someone in misuse of their position (or them performing their functions improperly);
 - 3.5.2 do not misuse your position (or perform your functions improperly) in connection with payments (or other favours) for yourself or others; and
 - 3.5.3 do not deliberately use advantages to try to influence foreign public officials for business reasons. If you need to promote The Company's business with a foreign public official, always check in advance with the Chief Executive Officer or Chief Financial Officer ("CFO").

4. **GIFTS AND HOSPITALITY**

- 4.1 This policy is not meant to prohibit the giving or receiving of reasonable and proportionate gifts and hospitality, subject to the following rules:-
- 4.1.1 they are appropriate in all the circumstances and there is no risk or perception that they might improperly influence the recipient;
 - 4.1.2 they do not contravene any rules applying to the individual to whom the hospitality or gift is offered (i.e. any policy that another organisation has in place) or any laws applying to that other person (whether in the UK or elsewhere);
 - 4.1.3 the expenditure in question is not related in time to some actual or anticipated business with the recipient, particularly in a competitive context;
 - 4.1.4 in the case of hospitality provided or received, it is intended to foster cordial relations or has legitimate marketing purposes:-
 - (a) the level of hospitality is appropriate with regard to the recipient and their organisation; and
 - (b) there are no "add-ons" such as inappropriate overnight accommodation, travel costs, or sundry or lavish expenses;
 - 4.1.5 in the case of gifts, these should never be cash and must be modest at all times, such as

a token of appreciation on a festival or at another special time such as the completion of a project with a customer/supplier, and where there is no risk of them being misconstrued as a reward, an inducement or other corrupt act;

4.1.6 in the case of any gift or hospitality to be provided to a public official, this must also be approved in advance by the Chair; and

4.1.7 all offers of hospitality and gifts given or received must be recorded in a relevant Gifts and Hospitality Register maintained and monitored periodically by the Company.

5. **SEEKING FURTHER GUIDANCE**

5.1 A bribe can take many forms. It can be any type of advantage offered or requested: for example, an award of a contract, a discount in a commercial deal, or an offer of employment.

5.2 If in doubt, employees should always seek further guidance about a proposed arrangement or relationship before taking any steps in relation to it. Any bribery-related concerns should be reported immediately to the CFO.

6. **SPONSORSHIP, CHARITABLE AND POLITICAL DONATIONS**

6.1 Charitable donations, whether in the form of money or donations in-kind (such as time), are an important part of our commitment to social responsibility.

6.2 In addition to respecting local laws, the following policy rules apply in relation to charitable donations:

6.2.1 Charitable donations are only made with the appropriate authority: employees should obtain the appropriate approval before making charitable donations. The value and type of donation will determine the level of approval required.

6.2.2 No bribery: Where there is a risk of bribery, especially to charities associated with public officials and their families, appropriate due diligence is conducted before such donations are made.

6.2.3 No use of expenses to process charitable donations: Cash donations to charity may not be made by an employee on behalf of the Company and reclaimed as personal expenses.

6.2.4 All donations made on behalf of the Company must be approved in advance by the Company Board.

7. **FACILITATION PAYMENTS**

7.1 Facilitation payments are bribes and prohibited by this policy. They are typically small unofficial payments paid to speed up an administrative process or secure a routine government action by an official and are most frequently encountered in foreign jurisdictions with perceived high corruption risks.

7.2 Facilitation payments should be contrasted with official, lawful payments (typically to an organisation rather than an individual) to expedite certain functions (e.g. where there is a choice of fast-track services to obtain a passport).

7.3 The Company's policy strictly prohibits any kind of facilitation payments made by employees, agents or third parties acting on its behalf.

- 7.4 If you are unsure as to the validity of an official's request for a payment, the steps below should be followed as far as they are applicable and as far as it is possible for you to do so without putting your personal safety or security at risk:
- 7.4.1 if possible, contact your line manager or supervisor immediately;
 - 7.4.2 ask the official for proof of the validity of the fee;
 - 7.4.3 request that a receipt be provided confirming the validity of the payment;
 - 7.4.4 if no proof of validity will be provided, politely decline to make the payment and explain you cannot make the payment because of company policy and anti-bribery laws;
 - 7.4.5 if possible, ask to see the official's supervisor;
 - 7.4.6 make a full note of the request, the circumstances and the parties involved; and
 - 7.4.7 at all times remain calm, respectful and polite.
- 7.5 If you find you are in fear for your safety or at risk of loss of liberty, do not refuse the payment.
- 7.6 In all circumstances report any demand for facilitation payments immediately to the CFO.

8. **RECORD-KEEPING**

The Company as a group of companies must keep accurate financial and other records and have appropriate internal controls in place which will evidence the business reason for making payments to any third parties (such as anyone who provides services for or on behalf the Company). Employees must apply these principles in all aspects of their work.

9. **RELATED DOCUMENTS**

This policy is supported by the following Group policy:

- Code of Conduct Policy

10. **RESPONSIBILITIES**

- 10.1 Employees must read, understand and comply with this policy.
- 10.2 The Company has overall responsibility for ensuring this policy complies with the Company's legal and ethical obligations (whether in the UK or elsewhere) and to ensure everyone in our organisation complies with it.
- 10.3 The board has primary responsibility for implementing this policy and monitoring its effectiveness.
- 10.4 Management at all levels in the Company is responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

Approved by the Board on 11 June 2024