Introduction

Anti-Bribery Policy

This policy statement relates to all employees at Energys Group Limited (comprising of Energy Conservation Solutions Ltd, Cube Lighting & Design and Cube Solar Installations Limited).

Energys Group is dedicated to ensuring full compliance with all anti-bribery and corruption laws and regulations by all of its subsidiaries and employees. This policy has been reviewed in line with the requirements of the Bribery Act 2010.

A) Definition

Bribery is a criminal offence. The Company prohibits any form of bribery. We require compliance, from everyone connected with our business, with the highest ethical standards and anti-bribery laws applicable. Integrity and transparency are of utmost importance to us and we have a zero-tolerance attitude towards corrupt activities of any kind, whether committed by Energys Group employees or by third parties acting for or on behalf of Energys Group.

B) Purpose

The purpose of this policy is to convey to all employees and interested parties of Energys Group the rules of the Company in relation to our unequivocal stance towards the eradication of bribery and our commitment to ensuring that Energys Group conducts its business in a fair, professional and legal manner.

C) Offence

It is a criminal offence to:

- Offer a bribe
- Accept a bribe
- Bribe a foreign official
- As a commercial organisation, to fail to prevent a bribe

You should be aware that if you are found guilty by a court of committing bribery, you could face up to 10 years in prison and/or an unlimited fine. The Company could also face prosecution and be liable to pay a fine.

D) Definitions Of Bribery and Corruption

Corruption is the misuse of office or power for private gain. Bribery is a form of corruption which means in the course of business giving or receiving money, gifts, meals, entertainment or anything else of value as an inducement to a person to do something which is dishonest or illegal.

E) Scope

This policy applies to all employees of Energys Group, regardless of seniority or site. It also extends to anyone working for or on our behalf e.g. those engaged by us on a self-employed basis or an agency arrangement. We will encourage the application of this policy where our business involves the use of third parties e.g. suppliers; contractors.

F) Gifts and Hospitality

We realise that the giving and receiving of gifts and hospitality where nothing is expected in return helps form positive relationships with third parties where it is proportionate and properly recorded. This does not constitute bribery and consequently such actions are not considered a breach of this policy.

Gifts include money; goods (flowers, vouchers, food, drink, event tickets when not used in a hosted business context); services or loans given or received as a mark of friendship or appreciation.

Hospitality includes entertaining; meals or event tickets (when used in a hosted business context) given or received to initiate or develop relations. Hospitality will become a gift if the host is not present.

No gift should be given nor hospitality offered by an employee or anyone working on our behalf to any party in connection with our business without receiving prior written approval from the Finance Manager. Similarly, no gift nor offer of hospitality should be accepted by an employee or anyone working on our behalf without receiving prior written approval from the Finance Manager.

A record will be made of every instance in which gifts or hospitality are given or received.

As the law is constantly changing, this policy is subject to review and the Company reserves the right to amend this policy without prior notice.

G) Policy

It is prohibited, directly or indirectly, to offer, give, request or accept any bribe i.e. gift, loan, payment, reward or advantage, either in cash or any other form of inducement, to or from any person or company in order to gain commercial, contractual or regulatory advantage for the Company, or in order to gain any personal advantage for an individual or anyone connected with the individual in a way that is unethical.

It is also prohibited to act in the above manner in order to influence an individual in his capacity as a foreign public official.

You should not make a payment to a third party on behalf of a foreign public official.

If you are offered a bribe, or a bribe is solicited from you, you should not agree to it unless your immediate safety is in jeopardy. You should immediately contact the Managing Director so that action can be taken if considered necessary. You may be asked to give a written account of events.

If you, as an employee or person working on our behalf, suspect that an act of bribery, or attempted bribery, has taken place, even if you are not personally involved, you are expected to report this to contact the Managing Director. You may be asked to give a written account of events.

Appropriate checks will be made before engaging with suppliers or other third parties of any kind to reduce the risk of our business partners breaching our anti-bribery rules.

The Company will ensure that all of its transactions, including any sponsorship or donations given to charity, are made transparently and legitimately.

Energys Group takes any actual or suspected breach of this policy extremely seriously and will carry out a thorough investigation should any instances arise.

We will uphold laws relating to bribery and will take disciplinary action against any employee, or other relevant action against persons working on our behalf or in connection with us, should we find that an act of bribery, or attempted bribery, has taken place. This action may result in your dismissal if you are an employee, or the cessation of our arrangement with you if you are self-employed, an agency worker, contractor etc.

Staff are reminded of the Company's whistleblowing policy which is distributed to all employees via email communication.

It is Energys Group's policy that no company officer, employee or agent may offer or accept payments (or anything else of value) to anyone to make that person act in a manner that will assist Energys Group in obtaining or retaining business or securing any improper business advantage. Every Energys Group officer, employee and agent is obligated to keep records and accounts that accurately and fairly reflect all Energys Group transactions and the use of Energys Group assets. Energys Group

takes bribery and corruption very seriously and any employee found to be violating this policy will be subject to disciplinary action, which may include termination.

Energys Group encourages its employees to report any suspicious activity that may violate this policy. There is a confidential and discrete way to report any violations or suspicious activity that is described below. An employee's failure to report known or suspected violations may lead to disciplinary action.

General Guidelines

- No payment or gift of any kind may be made, promised or offered by an officer, employee or agent of Energys Group.
- Paying excessive travel and entertainment expenses on behalf of a third party to obtain or maintain business can be considered bribes. This is therefore expressly prohibited.
- No officer, employee or agent may accept payments or gifts from customers, suppliers or other third parties involved with the business of Energys Group. Where unsolicited small gifts (for instance a bottle of wine at Christmas) are received these should be passed to the Finance Manager and will either be raffled or returned as appropriate.

Reporting a Violation

Any transaction, regardless of the value, should be reported confidentially and in person to the Managing Director.

Any employee who, in good faith, lawfully and truthfully seeks advice, raises a concern or reports misconduct is doing the right thing. No matter how you choose to report, as long as your report is made honestly and in good faith, Energys Group will take no retaliatory action against you for making the report. Allegations of retaliation will be investigated and appropriate action taken.

Compliance with competition law

Energys Group is committed to comply with competition law. In particular we work to ensure there is no collusion on any bids or tenders, there are no 'market share' agreements with any Party and there are no 'price fixing' arrangements. All tenders and bids are subject to internal review by both business development and finance staff to ensure that prices are as per our standard list pricing unless specifically agreed otherwise by the bid review team.

Anti-Competitive Behaviour

The Company is committed to complying with all applicable competition and antitrust laws and will not engage in any activity that may restrict, distort, or prevent fair competition.

To detect and avoid anti-competitive behaviour, the Company has implemented the following arrangements:

- **Policies and Training** – Employees, directors, and relevant third parties receive guidance and periodic training on competition law requirements, including prohibited practices such as price-fixing, market sharing, bid-rigging, and the exchange of commercially sensitive information with competitors.
- **Approval and Oversight Processes** – Any proposed collaboration, joint venture, supplier arrangement, or contact with competitors must be reviewed and approved by appropriate management and, where necessary, legal counsel.
- **Monitoring and Risk Assessments** – The Company periodically assesses competition law risks within its operations, procurement activities, and commercial relationships.

- **Reporting Mechanisms** – Employees are encouraged to report suspected anti-competitive conduct through the Company's whistleblowing or reporting channels without fear of retaliation.
- **Management Review** – Allegations or indications of anti-competitive behaviour are investigated promptly, with corrective and disciplinary action taken where appropriate.
- **Record Keeping** – The Company maintains appropriate records of competitor interactions, tender processes, and significant commercial agreements to support transparency and compliance monitoring.

Evidence of Implementation

The Company maintains evidence of these arrangements, including:

- Competition law and anti-bribery training records.
- Employee acknowledgements of relevant policies.
- Risk assessment and compliance review records.
- Internal audit findings and management review minutes.
- Whistleblowing and investigation records (where applicable).
- Documented approval processes for interactions with competitors and collaborative business arrangements.

Fraud Policy

Key Principles

This policy statement relates to all employees at Energys Group Limited (comprising of Energy Conservation Solutions Ltd, Cube Lighting & Design and Cube Solar Installations Limited).

Leading by example, Energys Group:

- Introduce appropriate measures to minimise the risk of fraud
- Adopt formal procedures to investigate fraud when it is suspected
- Provide appropriate mechanisms for employees to voice their genuine concerns and protect those who do so
- Deter employees from making malicious or unfounded accusations
- Have no hesitation referring cases of suspected financial irregularity to the attention of the police
- Work closely with the police and other appropriate external agencies to combat fraud
- Support national and local initiatives against fraud

Measures to Minimise the Risk of Fraud

In order to maintain Energys Groups high standards, procedures and controls have been established to provide an environment which will minimise the opportunity for fraud. These procedures and controls help Energys Group conduct its business in a manner beyond reproach. They establish the rules to which directors and employees must adhere and are supported, as necessary, by detailed procedure manuals which have been prepared for the key functions of Energys Group.

It is the responsibility of Directors and Managers to operate internal systems to ensure that high standards are applied and brought to the attention of their employees. Procedures are operated throughout Energys Group to ensure:

- An adequate separation of duties (more than one employee is involved in key tasks)
- Proper authorisation procedures (transactions must be approved)
- Independent monitoring and checking of data and documentation (checks and balances)

Energys Group has a rigorous audit process which monitors compliance with regulations and undertakes a rolling programme of checks to detect, deter and prevent fraud and corruption. They work closely with Managers, monitoring their systems and procedures, to ensure that they are fully operated and remain appropriate.

Procedures when a Fraud is Suspected

Energys Group requires suspected irregularities to be referred to the Finance Manager or Managing Director. All reported irregularities will be thoroughly investigated:

The normal sequence of events, should an irregularity be suspected, will be as follows:

- If employees suspect an irregularity has occurred, or is likely to occur, they should normally report this to their line Manager who will in turn inform the appropriate Director (unless the concerns relate to that officer, in which case employees should have regard to the alternative mechanisms outlined below)
- Should preliminary investigations suggest the suspicion is reasonable, the Finance Manager should be informed, without delay
- If the suspicions stem from an audit, the Finance Manager will inform the appropriate Director
- Where further investigations indicate an offence may have occurred, the Financed Manager will consult with the Directors. This will normally result in a decision to handle the matter according to Energys Group's Disciplinary Procedures and to involve the Police
- Where financial impropriety is suspected, the Police will normally be informed

Mechanisms for Employees to Voice Concerns

Employees are vital to the successful implementation of measures against fraud. Energys Group, therefore, encourages employees to report any concerns they have, without fear of being penalised. Normally, employees should raise such concerns with their line Managers, who have a responsibility to investigate and keep their Directors fully informed. However, other routes are available and employees are free to discuss the matter with any of the following:

- Their Director
- The Managing Director
- The Finance Manager

All concerns reported will be treated in confidence and fully investigated. If anonymity is requested, every effort will be made to ensure such confidentiality.

The Manager (or Director) to whom the concerns are expressed will take prompt action and the employee will be notified quickly of any action taken. Where action is not considered appropriate, the employee will also be given a prompt and thorough explanation of the reasons for this. In the event of a disagreement, the employee will be advised how to pursue the matter formally.

Employees should be aware that, if a suspicion is reported and results in a prosecution or disciplinary hearing, their involvement as a witness in those processes may be necessary, unless other substantial reliable evidence is available.

There is also a need to ensure that the investigative process is not misused. Therefore any abuse, such as raising unfounded or malicious allegations, may be dealt with as a disciplinary matter in itself. This should not deter employees from raising genuine concerns (even if subsequently unfounded but made with good intent), as, in so doing, they will be supported in every possible way.

Anti-Bribery and Corruption: ESG Governance Commitments

This section gives effect to the governance commitments in the Energys Group ESG Strategy and Policy Suite, given the volume of public sector tendering Energys Group undertakes.

Legal and regulatory context

- Bribery Act 2010, including the section 7 corporate offence of failing to prevent bribery and the "adequate procedures" defence.
- Criminal Finances Act 2017 — addressed in our standalone Corporate Criminal Offence Policy (facilitation of tax evasion), cross-referenced here.

Commitments

We prohibit the offer, giving, solicitation or acceptance of any bribe, whether involving public officials or private parties, including facilitation payments and improper kickbacks. We will:

- Maintain a gifts and hospitality register, with gifts and hospitality approved in advance in writing as set out in section F (Gifts and Hospitality) of this policy.
- Apply proportionate due diligence to agents, intermediaries and joint venture partners before engagement, and periodically thereafter.
- Take extra care in interactions with public officials, given our exposure to public sector procurement, including clear rules on hospitality during live tender processes.
- Provide mandatory anti-bribery and ethics training at induction and at least annually thereafter for all staff.
- Retain gifts, hospitality and due diligence records for a minimum of six years.

Procedures and delivery

All gifts and hospitality offered or received above the agreed threshold are logged in the register within five working days. Third-party due diligence checks are completed before contract signature and refreshed at renewal. Any suspected breach is reported through the Whistleblowing Policy and investigated by the Managing Director or an independent party where the concern involves senior management.

Monitoring, KPIs and review

We track: annual anti-bribery training completion rate (target 100%); number of gifts/hospitality register entries reviewed; and number of confirmed bribery or corruption incidents (target zero). Reviewed annually by the Board.



Signed: _____ Date: 1st November 2026

Kevin Cox
Managing Director
On behalf of Energys Group