

R&M POLICY · PEOPLE AND ETHICS

Anti-Bribery and Corruption Policy

R&M Property Group Ltd

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Director's Statement and Commitment

R&M Property Group Ltd has a zero-tolerance approach to bribery and corruption in all their forms. We are committed to conducting our business with integrity, transparency, and in full compliance with the Bribery Act 2010 and all applicable anti-corruption legislation. This commitment applies to every aspect of our operations - from the procurement of land and the appointment of subcontractors and consultants, through the planning and construction process, to the marketing and sale of completed developments.

As a developer working within public sector frameworks, R&M operates at the interface between public and private sector interests. Our Client Organisations are local authorities, housing associations, NHS trusts, and other public bodies whose procurement processes are governed by the Procurement Act 2023 and subject to intense public scrutiny. Any act of bribery or corruption by R&M or anyone acting on our behalf would not only constitute a serious criminal offence but would fundamentally betray the trust that public sector partners place in us when they enter into development partnerships and framework call-off contracts.

I take personal responsibility for ensuring that this policy is implemented effectively across the business and that every individual who works for or on behalf of R&M understands that bribery and corruption will never be tolerated, regardless of the perceived business benefit, competitive pressure, or cultural context.

Thom McKenna, Director, R&M Property Group Ltd

2. Purpose and Scope

The purpose of this policy is to set out R&M's position on bribery and corruption, to provide clear guidance on what constitutes bribery, to define the standards of conduct expected of all individuals associated with R&M, and to establish the procedures for preventing, detecting, and reporting bribery and corruption.

This policy applies to:

- All directors, officers, and employees of R&M Property Group Ltd
- All subcontractors, suppliers, consultants, and professional advisors engaged by R&M
- All agents, intermediaries, joint venture partners, and any other person or organisation acting on R&M's behalf or in association with R&M
- All business activities, in all locations, whether in the United Kingdom or overseas
- All interactions with public officials, local authority officers, elected members, planning officers, regulators, and any other person exercising a public function

Every person to whom this policy applies is required to read, understand, and comply with it. Failure to comply may result in disciplinary action up to and including dismissal, termination of the commercial relationship, and referral to the relevant law enforcement authorities.

3. Legal Framework

The Bribery Act 2010 is the principal legislation governing bribery and corruption in the United Kingdom. It creates four main criminal offences:

- **Section 1 - Bribing another person:** It is an offence to offer, promise, or give a financial or other advantage to another person with the intention of inducing that person to perform a relevant function or activity improperly, or to reward them for doing so.
- **Section 2 - Being bribed:** It is an offence to request, agree to receive, or accept a financial or other advantage with the intention that a relevant function or activity will be performed improperly as a consequence.
- **Section 6 - Bribing a foreign public official:** It is an offence to offer, promise, or give a financial or other advantage to a foreign public official with the intention of influencing them in their official capacity to obtain or retain business or a business advantage.
- **Section 7 - Failure of a commercial organisation to prevent bribery:** A commercial organisation is guilty of an offence if a person associated with it bribes another person with the intention of obtaining or retaining business, or a business advantage, for the organisation. The only defence is that the organisation had adequate procedures in place to prevent bribery. This policy and its associated procedures form a central part of R&M's adequate procedures defence.

Penalties under the Bribery Act 2010 are severe. Individuals convicted of bribery offences face up to ten years' imprisonment and unlimited fines. Companies convicted under Section 7 face unlimited fines and may also be subject to Serious Crime Prevention Orders and debarment from public sector contracts. A conviction or investigation for bribery would also result in R&M's exclusion from framework appointments and all other public sector procurement under the mandatory exclusion grounds set out in the Procurement Act 2023.

R&M also complies with the Fraud Act 2006, the Proceeds of Crime Act 2002, the Criminal Finances Act 2017 (including the corporate offence of failure to prevent the facilitation of tax evasion), and all relevant provisions of the Procurement Act 2023 relating to excluded and excludable suppliers.

4. What Constitutes Bribery

Bribery is the offering, promising, giving, requesting, or accepting of a financial or other advantage to induce or reward improper performance of a function or activity. In the context of R&M's business, bribery could include but is not limited to:

- Offering or giving cash payments, gifts, entertainment, or other incentives to a planning officer, local authority officer, elected member, or any other public official in connection with a planning application, land transaction, or procurement decision
- Making payments to an individual at a Client Organisation to influence the award of a call-off contract, the approval of a development scheme, or the resolution of a dispute in R&M's favour
- Offering employment, work experience, or consultancy engagements to individuals connected with a Client Organisation as an inducement to secure favourable treatment
- Accepting payments, gifts, or other advantages from a subcontractor or supplier in return for awarding them a works package or contract on preferential terms
- Making payments to agents, consultants, or intermediaries where there is reason to believe that any part of the payment will be used to bribe a third party
- Inflating invoices, creating false documentation, or misrepresenting costs to conceal or facilitate corrupt payments
- Making charitable donations, sponsorship payments, or political contributions as a disguised bribe to secure business advantage

It does not matter whether the bribe is successful - the offer or request alone constitutes a criminal offence. It does not matter whether the bribe is made directly or through a third party. It does not matter whether the advantage is financial or takes some other form. Any of these activities, if carried out in connection with R&M's business, would constitute a serious criminal offence and a fundamental breach of this policy.

5. Gifts, Hospitality, and Entertainment

R&M recognises that the exchange of modest gifts and reasonable hospitality is a normal part of building and maintaining business relationships. However, gifts and hospitality can become a vehicle for bribery if they are excessive, disproportionate, or given with the intention of influencing a business decision. R&M applies the following rules:

5.1 Giving Gifts and Hospitality

- Gifts and hospitality must be reasonable, proportionate, and given in good faith as a normal courtesy of business - not as an inducement or reward for any specific business decision
- Gifts to public sector officials must be handled with particular care. Many local authorities and public bodies have their own policies that prohibit their officers from accepting gifts above a nominal value (typically twenty-five to fifty pounds). R&M personnel must respect these limits and must never offer gifts or hospitality to a public official that could reasonably be perceived as an attempt to influence a decision
- Cash or cash equivalents (vouchers, gift cards, pre-paid debit cards) must never be offered as gifts under any circumstances
- All gifts and hospitality given with a value exceeding twenty-five pounds must be recorded in R&M's Gifts and Hospitality Register
- Any gift or hospitality with a value exceeding one hundred pounds requires prior written approval from Thom McKenna (Director)

5.2 Receiving Gifts and Hospitality

- Employees may accept modest gifts and reasonable hospitality from business contacts where refusing would be discourteous, provided the gift does not and could not reasonably be perceived to influence any business decision
- All gifts and hospitality received with a value exceeding twenty-five pounds must be recorded in the Gifts and Hospitality Register
- Any gift or hospitality with a value exceeding one hundred pounds must be reported to Thom McKenna before being accepted
- Employees must never solicit gifts or hospitality from any business contact
- Where there is any doubt about whether a gift or hospitality is appropriate, the individual must seek guidance from the Director before giving or accepting it

5.3 Gifts and Hospitality Register

R&M maintains a Gifts and Hospitality Register that records all gifts and hospitality given or received with a value exceeding twenty-five pounds. The register records the date, the name of the individual giving or receiving, the name and organisation of the other party, a description of the gift or hospitality, its approximate value, and the business reason for the exchange. The register is maintained by Phillip Hollingworth (Compliance Officer) and is reviewed by the Director quarterly. The register is available for inspection by Client Organisations and the Framework Manager on request.

6. Facilitation Payments and Kickbacks

R&M does not make or accept facilitation payments of any kind. Facilitation payments are unofficial payments made to public officials or other individuals to secure or expedite the performance of routine actions that they are already obliged to perform - for example, payments to speed up planning determinations, building control inspections, utility connections, or highway adoptions. Such payments are illegal under the Bribery Act 2010 regardless of their size or the local custom in which they are made.

R&M also prohibits kickbacks - payments made to individuals within a Client Organisation, subcontractor, or supplier in return for directing business to R&M or to a particular supply chain partner. Any employee or associate of R&M who becomes aware of a request for a facilitation payment or kickback must refuse the request and report it immediately under the procedures set out in Section 9 of this policy.

7. Political Donations and Charitable Contributions

R&M does not make political donations to political parties, political organisations, or individual politicians or candidates for public office. This prohibition applies to financial contributions, gifts in kind, sponsorship, and the provision of services or facilities for political purposes. This policy reflects R&M's commitment to political neutrality and ensures that no donation could be construed as an attempt to gain improper influence over public sector decision-making.

R&M does make charitable donations and support community initiatives as part of its social value programme, including support for construction mental health charities. However, all charitable donations must be transparent, properly recorded, and made for genuine charitable purposes. No charitable donation may be made at the request or suggestion of a public official or business contact in circumstances where the donation could reasonably be perceived as an inducement for a business advantage. All charitable donations exceeding two hundred and fifty pounds require approval from Thom McKenna.

8. Public Sector and Framework-Specific Obligations

Working within public sector procurement frameworks imposes heightened anti-bribery and corruption obligations. R&M operates in an environment where decisions about land disposal, planning consent, development partner selection, and public funding are made by public officials who are accountable to their communities and subject to statutory codes of conduct. R&M's approach to these interactions is governed by the following principles:

- All interactions with Client Organisation officers, elected members, and other public officials are conducted openly, transparently, and on the record. R&M does not seek to conduct framework business through informal, undisclosed channels
- R&M complies fully with the procurement rules applicable to each framework and call-off process, including the Procurement Act 2023 and each framework provider's own procurement procedures. R&M does not seek to gain an unfair advantage through access to non-public information, pre-arranged outcomes, or collusive behaviour with other bidders
- Framework tenders typically require bidders to certify in a Bona Fide Tender declaration that they have not engaged in collusive tendering or canvassing, and that there are no

conflicts of interest. R&M takes this certification seriously and ensures that every individual involved in tender preparation understands these obligations
- Where R&M becomes aware of any attempt by any party to improperly influence a procurement decision, framework call-off award, planning determination, or any other public sector decision in connection with R&M's business, R&M will report the matter to the Framework Manager and, where appropriate, to the relevant law enforcement authority
- R&M maintains a register of conflicts of interest for all directors and senior personnel. Any actual or potential conflict between an individual's personal interests and R&M's business interests must be declared and managed in accordance with the company's conflict of interest procedures

9. Reporting Concerns - Whistleblowing

R&M is committed to creating an environment in which employees and associates feel safe to raise concerns about bribery and corruption without fear of retaliation. Any individual who knows or suspects that bribery or corruption has occurred, is occurring, or is being planned in connection with R&M's business must report their concerns as soon as possible.

Reports can be made through the following channels:

- **Direct to the Director:** Thom McKenna - for any concern, at any time. Reports can be made verbally or in writing
- **Compliance Officer:** Phillip Hollingworth, Spectra Safety - for matters that the individual prefers to raise outside their direct line management
- **External reporting:** If an individual feels unable to raise a concern internally, or if they believe the concern has not been adequately addressed, they may report directly to the Serious Fraud Office (SFO), the National Crime Agency (NCA), or the police. Individuals who report bribery or corruption in good faith are protected under the Public Interest Disclosure Act 1998 (the Whistleblowing Act)

R&M guarantees that no individual will suffer any detriment, disciplinary action, or adverse treatment as a result of raising a genuine concern about bribery or corruption in good faith, even if the concern ultimately proves to be unfounded. Any retaliation against a whistleblower will itself be treated as a serious disciplinary matter.

All reports are investigated promptly, confidentially, and thoroughly. Where an investigation confirms that bribery or corruption has occurred, R&M will take appropriate action including disciplinary proceedings, termination of the commercial relationship, reporting to law enforcement, and self-reporting to Client Organisations and the Framework Manager as required.

10. Supply Chain Anti-Bribery Obligations

Under Section 7 of the Bribery Act 2010, R&M can be held criminally liable for bribery committed by any associated person - including subcontractors, suppliers, consultants, agents, and joint venture partners - where the bribery is intended to obtain or retain business for R&M. This means that R&M's anti-bribery obligations extend throughout its supply chain.

R&M manages this risk through the following measures:

- All subcontractors, suppliers, and consultants are required to comply with the Bribery Act 2010 and with R&M's anti-bribery standards as a condition of their engagement. Anti-bribery provisions are included in R&M's standard subcontract and consultancy appointment terms
- Supply chain partners are assessed for bribery risk as part of R&M's financial due diligence and onboarding process, with enhanced scrutiny applied to higher-risk engagements such as land-finding agents, planning consultants, and any party acting as an intermediary
- R&M does not use agents or intermediaries to conduct business with public sector clients unless there is a clear, legitimate business need, the agent's role and remuneration are transparent, and appropriate due diligence has been carried out
- Any subcontractor, supplier, or consultant found to have engaged in bribery or corruption in connection with R&M's business will have their engagement terminated immediately and will be permanently excluded from R&M's approved supplier list
- Louis Howard (Procurement Manager, Enabl) is responsible for ensuring that anti-bribery requirements are communicated to supply chain partners at onboarding and that contractual provisions are in place

11. Risk Assessment

R&M conducts a bribery risk assessment annually and whenever there is a material change in the company's business activities, markets, or operating environment. The risk assessment considers the following factors:

- The nature of R&M's interactions with public sector bodies, including the frequency and significance of contact with public officials who have decision-making authority over planning, land disposal, procurement, and funding
- The use of agents, intermediaries, or consultants who act on R&M's behalf in dealings with third parties
- The financial due diligence and selection processes applied to subcontractors and suppliers
- The adequacy of controls around gifts, hospitality, charitable donations, and sponsorship
- The level of awareness and training among employees and associates
- Any changes in the legal or regulatory environment, including updates to the Bribery Act guidance, Procurement Act requirements, or sector-specific anti-corruption initiatives

The risk assessment is documented, reviewed by the Director, and used to inform updates to this policy, the training programme, and the company's anti-bribery procedures. The current assessment has identified R&M's principal bribery risks as relating to interactions with planning authorities, the award of subcontracts and works packages, and the use of external consultants in land-finding and site acquisition activities.

12. Training and Awareness

All R&M employees receive anti-bribery and corruption training as part of their induction, covering the key provisions of the Bribery Act 2010, the company's zero-tolerance policy, the gifts and hospitality rules, and the reporting procedures. This training is refreshed annually.

Additional, role-specific training is provided to individuals in positions that involve higher bribery risk, including:

- Directors and senior managers responsible for business development, client relationships, and commercial decisions
- Procurement and commercial personnel involved in subcontractor and supplier selection and appointment
- Project managers and site managers who interact with planning authorities, building control, and Client Organisation officers
- Any individual authorised to give or receive gifts or hospitality on behalf of R&M

Training records are maintained by Phillip Hollingworth and reported to the board as part of the quarterly compliance review. All training materials are reviewed annually and updated to reflect any changes in legislation, guidance, or R&M's risk profile.

13. Record Keeping

R&M maintains accurate, complete, and transparent records of all financial transactions, including payments to subcontractors, suppliers, consultants, and agents. All payments must be supported by genuine invoices, properly authorised, and made through the company's accounting systems. No payments may be made in cash, to undisclosed third parties, or to bank accounts that do not correspond to the payee's registered business details. These controls are fundamental to preventing the concealment of corrupt payments and to providing an auditable trail in the event of any investigation.

The following records are maintained as part of R&M's anti-bribery procedures and are retained for a minimum of six years:

- Gifts and Hospitality Register
- Conflicts of interest declarations
- Bribery risk assessments
- Anti-bribery training records
- Reports of suspected bribery and the outcomes of any investigations
- Due diligence records for agents, intermediaries, and high-risk supply chain partners

14. Policy Review

This policy is reviewed annually by the Compliance Officer and approved by the Director. The next scheduled review date is June 2027. The policy will also be reviewed following any bribery or corruption incident or investigation, any change in relevant legislation or regulatory guidance, any significant change in R&M's business activities or risk profile, or upon feedback from Client Organisations or the Framework Manager.

Approved and Signed

Name: Thom McKenna

Position: Director, R&M Property Group Ltd

Date: 24 June 2026

This policy will be published on the R&M Property Group Ltd website and available to all employees, supply chain partners, and framework clients upon request.

Please print name, sign and date below your agreement to this policy -