ANTI BRIBERY, CORRUPTION AND COMPETITION LAW POLICY

Bribery is, in the conduct of the Company's business, the offering or accepting of any gift, loan, payment, reward or advantage for personal gain as an encouragement to do something which is dishonest, illegal or a breach of trust.

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 Three Shires Ltd employees or by third parties acting for or on behalf of Three Shires Ltd.

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

This policy is written in line with the Bribery Act 2010 and is reviewed against this legislation for compliance at regular intervals. 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.

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 a maximum of 10 years in prison and/or an unlimited fine. The Company could also face prosecution and be liable to pay a fine.

Corruption is the misuse of office or power for private gain. Bribery is a form of corruption which means during 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.

This policy applies to all employees of Three Shires Ltd, 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.

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 Three Shires Management 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 the HR Manager. 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.

Three Shires Ltd takes any actual or suspected breach of this policy extremely seriously and will conduct a thorough investigation should any instances arise. The process for investigating any suspected case of bribery is identified in Three Shires Ltd procedure reference PR17.

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 available at head office (Piper Hole Farm) or electronically upon request.

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 James Lloyd Managing Director. 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 James Lloyd Managing Director.

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

In a truly competitive market, consumers benefit from price competition, greater product development, improved product specifications and better quality of service between competitors. Competition law is concerned with agreements or practices which actually or potentially distort competition within a market in a way which is ultimately detrimental to the consumer.

The UK competition rules focus on the following areas:

- prohibiting agreements or understandings between competitors that are likely to prevent or restrict competition (unless they can be shown to give rise to benefits to consumers which outweigh any restrictions of competition);

- prohibiting agreements or understandings between companies which are not competitors (such as agreements between suppliers and customers) that are likely to prevent or restrict competition (again, unless they can be shown to give rise to benefits to consumers which outweigh any restrictions of competition);
- prohibiting certain so-called "abusive" practices by any business which enjoys a very strong market position such that it can act without regard to its customers, competitors or suppliers;
- prohibiting or modifying mergers, acquisitions of businesses/assets or the creation of joint ventures where the transaction is likely to prevent or restrict competition. Such transactions may trigger the merger control powers of the UK Competition and Markets Authority (CMA) where the parties involved meet certain thresholds;
- where competition across a particular market does not appear to be functioning effectively, the authorities have the power to review the whole market and investigate how competitive conditions might be improved, even if no specific competition infringements are suspected or subsequently identified; and
- preventing the grant of a subsidy, which is likely to distort competition, unless the subsidy falls within one of the exemptions.

In the UK, the CMA enforces UK competition law (the CMA replaced the Office of Fair Trading (OFT) and the Competition Commission (CC) as the primary enforcement body for UK competition law on 1 April 2014). Within their respective industry sectors, the UK utility regulators (including Ofcom, Ofwat, Ofgem, etc.) have concurrent power with the CMA to enforce UK competition law.

Any infringement of UK competition law could have serious consequences. In particular:

- in the UK, it is a criminal offence for an individual to enter into an agreement between competitors to rig bids, fix prices, share markets or customers, or limit production or supply (known as the "cartel offence") subject to certain statutory exclusions and defences (for agreements entered into prior to 1 April 2014, the individual must have acted dishonestly; for agreements entered into on or 3 after 1 April 2014, the dishonesty requirement has been removed). Conviction for the cartel offence carries with it a maximum penalty of five years' imprisonment and/or an unlimited fine;
- the UK competition authorities have powers to impose very significant fines on businesses found to be in breach of competition rules (up to 10 per cent of worldwide aggregate group turnover under UK competition law);
- contractual restrictions that infringe competition law will be void and unenforceable, meaning they cannot be enforced through court action. If the void restrictions go to the heart of the commercial arrangement so that the essence of the agreement is changed by their deletion, the whole agreement could be void;
- directors of UK companies that have infringed UK competition law may be disqualified from acting as a director for up to fifteen years;
- business personnel and companies may incur fines for failing to comply with procedural requirements (such as providing requested information) imposed by the CMA. Further, they may incur criminal liability (punishable by further fines and/or prison sentences of up to two years) where they obstruct an investigation by the CMA;
- third parties may be able (and are increasingly deciding) to sue for damages where they have suffered loss as a result of any prohibited anti-competitive agreements or conduct under UK competition law; and
- decisions by competition authorities that a business has infringed competition law are always well publicised with correspondingly significant damage to the business' reputation.

The CMA is vested with the power to conduct investigations at business (and, in certain circumstances, domestic) premises and to take copies of documentation, electronic files, e-mails, and, in certain cases, to seize original documents. These powers can also be used to inspect the premises of a business which is not under suspicion, but which may have evidence which is relevant to an investigation into another business, such as a customer, competitor, or supplier.

In addition, the CMA has powers to interview individuals who are connected to a business under investigation. Such compulsory interviews can be required with minimal notice when the CMA are conducting any type of investigation.

You can report competition, consumer, or market problems in a number of ways:

- online: Report an issue to the CMA
- by phone: 020 3738 6000
- by email: general.enquiries@cma.gov.uk
- by reporting to the HR Manager: MSmith@Threeshires.com
- by reporting to the Compliance Manager: Nicola@Threeshires.com

Signed
Print James Lloyd
Position Managing Director Date 03/01/2024.