

# **Global Compliance Standards for the Supply of Goods and Services to APS Group**

## **Incorporating The Anti-Bribery, Anti-Corruption, Gifts and Entertaining Policy**

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## Introduction

These Global Compliance Standards for the Supply of Goods and Services to APS Group (incorporating the Anti-Bribery, Anti-Corruption, Gifts and Entertaining Policy) ("**Standards**") deal with the standards of conduct and behavior, which we see as fundamental in our procurement of goods and services.

APS Group has a zero-tolerance approach to modern slavery and is committed to acting ethically and with integrity in all its business dealings and relationships. We are also committed to implementing and enforcing effective systems and controls to make all reasonable efforts to ensure that modern slavery does not take place anywhere in its own business or in any of its supply chains.

This document explains our requirements regarding ethical standards. Although our dealings with suppliers often take place in cultures which are different from our own and have a different set of norms and values which we respect, certain standards are universally valid and must apply to all of our commercial activities.

In general, all goods and services procured by APS must be produced and provided in conformity with the United Nations Charter, Chapter IX, Article 55, governing international economic and social co-operation with specific reference to workers' rights and working conditions.

To support compliance with these standards, APS Group reserves the right to conduct audits, either directly or through independent third parties. These audits may include announced or unannounced site inspections or spot checks to assess adherence to the requirements set out in these Standards.

Suppliers are expected to cooperate fully and transparently with any such audits or inspections.

More specifically, these Standards adopt the following principles:

# 1. Supplier Relationships

## (i) Principles

We seek to develop long-term business relationships with our suppliers, who are expected to respect our ethical standards in the context of their own particular culture. Our relationships with suppliers are based on the principle of fair, open and honest dealings at all times and in all ways. We specifically require our suppliers to extend the same principle to all those with whom they do business, including employees, sub-contractors and other third parties.

## (ii) Communication

We require all suppliers to translate these Standards into the appropriate language(s) and to display these translations prominently on noticeboards throughout their business and supply chains.

## 2. Employment Conditions

### (i) Respect for the basic human rights of employees

We expect all suppliers to:

- Promote equal opportunities for and treatment of its employees irrespective of skin color, race, nationality, social background, disabilities, sexual orientation, political or religious conviction, sex or age;
- Respect the personal dignity, privacy and rights of each individual;
- Refuse to employ or make anyone work against their will;
- Refuse to tolerate any unacceptable treatment of employees, such as mental cruelty, sexual harassment or discrimination;
- Prohibit behavior including gestures, language and physical contact, which is sexual, coercive, threatening, abusive or exploitative;
- Provide fair remuneration and to guarantee the applicable national statutory minimum wage;
- Comply with the maximum number of working hours laid down in the applicable laws; and
- Recognize, as far as legally possible, the right of free association of employees and to neither favor nor discriminate against members of employee organizations or trade unions.

### (ii) Forced Labor

We will not tolerate forced labor, bonded labor or any form of labor involving physical or mental abuse. This includes a strict prohibition on debt bondage, where workers are compelled to work to repay loans under terms that are exploitative or coercive. Suppliers must not use or threaten workers with any form of physical punishment, verbal or sexual harassment, or dominate or restrain workers through force, authority, or threats.

Workers must not be required to lodge "deposits" or surrender identity papers as a condition of employment, and they must be free to leave their employer after giving reasonable notice.

Furthermore, suppliers must not engage in fraudulent or exploitative practices, including falsifying employment or wage records, manipulating financial arrangements to trap workers in exploitative conditions, misrepresenting

certifications, or providing false information regarding the origin of products or labor conditions.

### (iii) Child Labor

Exploitation of child labor is totally unacceptable under any circumstances.

Suppliers must not employ any person under the minimum legal working age applicable in their country of operation. In countries subject to the developing country exception under ILO Convention 138, no workers under the age of 14 may be employed. Suppliers are expected to maintain robust age verification systems and ensure that young workers are protected from conditions that could be harmful to their health, safety, or moral development.

For suppliers operating in the United States or providing goods and services under U.S. federal contracts, additional compliance obligations apply. These include, but are not limited to, adherence to:

- U.S. Department of Labor standards,
- Occupational Safety and Health Administration (OSHA) regulations,
- Equal Employment Opportunity Commission (EEOC) requirements,
- Environmental standards as set by the Environmental Protection Agency (EPA),
- Anti-human trafficking provisions under FAR 52.222-50, Combating Trafficking in Persons, and
- Import restrictions and supply chain due diligence obligations under the Uyghur Forced Labor Prevention Act (UFLPA).
- Suppliers are also expected to align with applicable environmental, social, and governance (ESG) norms and be prepared to demonstrate compliance through appropriate documentation and transparency.

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### (iv) Remuneration

Wages and benefits paid for a standard week must meet, as a minimum, local legal standards or industry benchmark standards, whichever are the higher. In any event,

wages should always be enough to meet basic needs and to provide some discretionary income.

All workers shall be provided with written and understandable information about their employment conditions with respect to wages before they enter employment, and about the particulars of their wages for the pay period concerned each time that they are paid.

Deductions from wages as a disciplinary measure shall not be permitted, nor shall any deductions from wages not provided for by national law be permitted without the express permission of the worker concerned. All disciplinary measures should be recorded and available for review by all concerned parties.

## (v) Freedom of Association and the Right to Collective Bargaining

Workers, without distinction, have the right to join or form trade unions of their own choosing and to bargain collectively.

The supplier will adopt an open attitude towards the activities of trade unions and their organizational activities.

Workers' representatives must not be discriminated against and must have access to carry out their representative functions in the workplace.

Where the right to freedom of association and collective bargaining is restricted under law, the supplier will facilitate and not hinder the development of parallel means for independent and free association and bargaining.

## (vi) Discrimination

Suppliers must not discriminate in hiring, compensating, access to training, promotion, termination or retirement based on race, caste, national origin, color, religion, age, disability, gender, sexual orientation, union membership or political affiliation.

## (vii) First aid

All suppliers must provide adequate provision for first aid and must ensure that formally qualified personnel are available at all times.

## (viii) Working Hours

Working hours must comply with national laws and benchmark industry standards, whichever affords the greater protection.

In any event, workers shall not on a regular basis be required to work in excess of 48 hours per week and shall be provided with at least one day off for every seven-day period on average.

Overtime shall be voluntary, shall not exceed an average of 12 hours per week, shall not be required on a regular basis and shall always be compensated at a premium rate.

## (ix) Regular Employment

Obligations to employees under labor or social security laws and regulations arising from the regular employment relationship shall not be avoided through the use of labor-only contracting, sub-contracting, or home working arrangements.

Equally, obligations must not be avoided through the use of apprenticeship schemes where there is no real intent to import skills or provide regular employment, nor shall any obligations be avoided through the excessive use of fixed term contracts of employment.

## (x) Working Conditions

Suppliers must ensure that they abide by all local laws relating to health and safety in the workplace and residentially where facilities are provided.

It is imperative that any amendments to these laws are implemented immediately and that all standards of health and safety are maintained at the forefront of local custom and practice or to benchmark industry standards, whichever affords the greater protection.

A safe and hygienic working environment must be provided.

Adequate steps must be taken to prevent accidents and injury to health arising out of, associated with, or occurring in the course of work, by minimizing (so far as is reasonably practical) the causes of hazards inherent in the working environment.

Workers must receive regular and recorded health and safety training, and such training must be repeated for new or reassigned workers.

Access to clean toilet facilities and portable water, and if appropriate, sanitary facilities for food storage must be provided.

Accommodation where provided, must be located separately from the workplace, be clean, safe and meet the basic needs of the workers.

Responsibility for the observation of these Standards with regard to health and safety must be assigned to a senior management representative.

## 3. Environment

Suppliers are expected to adhere to all local laws and regulations with respect to the protection of the environment.

It is a joint responsibility of APS and our suppliers to actively work to improve the environment and to proactively pursue any local initiatives that bring about that improvement.

## 4. Disclosure and Inspection

APS Group takes all breaches of these Standards seriously. Failure by a supplier to meet the standards and expectations set out in this document—particularly in relation to employment conditions, human rights, and ethical business practices—may result in immediate and serious consequences, including but not limited to:

- **Suspension or termination** of the commercial relationship or contract,
- **Removal from APS Group's approved supplier list,**
- **Withholding of payment** until issues are resolved,
- **Legal action**, including reporting violations to relevant regulatory or law enforcement authorities,
- **Disclosure of non-compliance** to APS customers or other business partners, where appropriate.

Where breaches are identified, APS may, at its sole discretion, work with the supplier to develop a corrective action plan with defined timelines. However, any failures to engage in good faith, demonstrate transparency, or implement necessary improvements will lead to further escalation, up to and including termination of business.

Suppliers are also **required to flow down the requirements of these Standards to all subcontractors, affiliates, and labor agents involved in the provision of goods or services to APS Group.** Suppliers must ensure that these third parties are aware of and operate in full compliance with the standards set forth in these Standards. Suppliers remain fully responsible for the actions and conduct of any third parties they engage.

APS Group reserves the right to verify compliance through audits, inspections, and other due diligence measures at any point during the business relationship.

# 5. Anti-Bribery, Anti-Corruption, Gifts and Entertaining Policy

## Introduction

APS Group maintains a zero-tolerance approach to bribery and corruption in all of its forms.

On 1 July 2011, the UK Bribery Act came into force. In addition to this, APS Group and its suppliers must also comply with all applicable anti-corruption and anti-bribery legislation in the jurisdictions where business is conducted. This includes, but is not limited to, the **UK Bribery Act 2010**, the **U.S. Foreign Corrupt Practices Act (FCPA)**, and any applicable **state or municipal ethics, lobbying, and gift laws** within the United States.

## Scope and application of this policy

Suppliers and their representatives must not, directly or indirectly, offer, give, solicit, or accept any bribe or corrupt payment—including facilitation payments—to or from any public official, private individual, or organization, in connection with APS Group business. This applies regardless of local customs, practices, or business norms.

Suppliers must implement and maintain effective policies, procedures, and training to prevent bribery and corruption within their operations and their supply chain. They must also ensure these requirements are flowed down to all subcontractors, agents, and third parties involved in delivering goods or services to APS Group.

Any violation may result in contract termination, legal consequences, suspension of business, and reporting to authorities.

## Principles

APS is committed to the highest level of ethical standards and sets high standards of impartiality, integrity and objectivity in relation to its business activities. APS does not in any way partake in, or condone, activities involving bribery and corruption and adopts a zero-tolerance approach to it.

# 1. Active Bribery

APS will not tolerate any activities which encourage, imply, bestow, tolerate or promise an unfair, unlawful, improper or unethical advantage to any individual, group or organization, regardless of whether there is financial inducement or not.

The following types of payment are strictly prohibited:

- Payments to subsidize private events or activities
- Payment of an employee's normal business travel and accommodation expenses
- Payment of travel and accommodation expenses for family members
- Cash inducements

## 2. Guidelines for avoiding active and passive bribery

### (i) Gifts

Directors, employees and consultants are only permitted to accept and keep token gifts of very low value such as pens, diaries and small promotional items. Accepting and keeping all other gifts is not permitted. In the rare circumstances where a gift cannot be returned or declined, the item may be donated and a record of the donation kept.

As a guide, occasional, low value gifts up to an approximate value of \$20 are acceptable.

### (i) Business entertainment

Business entertainment should be commensurate with the client/supplier account, and be within the bounds of acceptable business hospitality.

### (iii) Hospitality

Acceptance of a corporate hospitality request requires prior approval from an appropriate member of the APS Senior Management team.

- As a basic principle, any transaction resulting from a business relationship and designed to achieve personal gain to a member of staff or their family is expressly forbidden.
- Any goods or services provided by a supplier or contractor at less than their commercial value must be through a Company approved purchase scheme open to all staff.
- The following types of hospitality may not be offered or accepted:
- Tickets for any function at which the donor is not present.
- Extension of business trips for leisure purposes paid for by the host.
- Exclusive use of donor's property.

- Visits to any location, which does not have a genuine business purpose. The only exceptions are modest hospitality such as business lunches, which are viewed as a courtesy of a business relationship and which, at some point, where practical should be reciprocated.
- APS employees must not be entered for any competition, administered or in any way controlled by a supplier.

## 3. Declaration of conflicts of interest Policy

In this context, a 'conflict of interest' is considered to arise when the Supplier, or any of its employees, agents, or subcontractors, has a personal, financial, or other interest that could compromise—or appear to compromise—their ability to act impartially and in the best interest of APS Group, or which could enable an APS employee reasonably to be suspected of using their position within APS to gain an unfair advantage for or from a third party.

Conflicts of interest are best avoided altogether. The principles of openness and integrity apply, and APS employees and Suppliers are required to disclose and manage the conflicts accordingly.

## 4. Collusion

In respect of business activities such as tenders, bids, pricing agreements and contractual negotiations, we expect APS employees and suppliers to act in good faith. This applies to (but is not limited to):

- The pricing of tenders
- Submission of tenders
- Requesting or providing information regarding bids from external sources including the transfer of tender documents to other parties
- Incentives or other means of canvassing a competitive advantage

## 5. Reporting actual or potential bribery concerns and whistleblowing

It is important that all suppliers are able to report their concerns without fear of reprisal and are aware of the means to do so. The Public Interest Disclosure Act 1998 (the "Whistle-blowers Act") provides appropriate protection for those who voice genuine and legitimate concerns through the proper channels.

In the first instance, any suspicion of bribery, fraud, theft or any other irregularity should be reported, as a matter of urgency, to APS. If such action would be inappropriate, concerns should be reported upwards to one of the following persons:

- Head of department or area
- Any Director
- Corporate Services Director
- Managing Director

Every effort will be made to protect an informant's anonymity if requested.

Individuals with evidence or firm suspicion of an employee's involvement in active or passive bribery should contact the Head of Risk and Compliance on +44 (0)161 495 4500.

## 6. Reporting outcomes

APS will not hesitate to report or escalate to an appropriate higher authority actual or potential bribery issues.

Where actual bribery has taken place, this is a criminal offence and will be reported to local law enforcement. Allegations of bribery will be thoroughly investigated and may result in appropriate disciplinary or authority and law enforcement action where substantiated.

# Acknowledgment and declaration

The Supplier acknowledges that it has read, understood and will comply with these Standards and that:

- Neither the Supplier nor any person, organization or company acting on its behalf will offer or give any benefit to any employee of APS or their family;
- The Supplier and any other person, organization or company acting on its behalf, will comply with all relevant principles and rules contained in these Standards;
- The Supplier or any other person, organization or company acting on their behalf will promote transparency in their business and in their approach to tackling modern slavery throughout all relevant supply chains, consistent with APS Group's disclosure obligations under the Modern Slavery Act 2015;
- Neither the Supplier nor any other person, organization or company acting on its behalf, has any personal connection which may materially influence transactions;
- In the event of failure to comply with the aforementioned procedure, APS will be entitled forthwith to terminate all contractual relationships with the Supplier without payment of compensation and that in such circumstances all rights of APS will be reserved.

|                      |  |
|----------------------|--|
| Signed By            |  |
| Print name           |  |
| For and on behalf of |  |
| Date                 |  |

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