

Anti-Bribery & Corruption Ethics & Conduct Policy	
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Sol PV Group Limited will aim to maintain and continually build the effectiveness of our Organisation to ensure a safe, healthy and productive working environment for all. How we all conduct ourselves and our Organisational reputation is an integral part of our success. We also need to ensure we operate in a legally compliant manner ensuring an ethical and fair working environment throughout our Organisation.

Our senior management are committed to applying the highest standards of ethical conduct and integrity within our Organisation, but this can only be achieved if every employee and individual acting on our behalf does the same. We consider bribery and corruption is detrimental to our business and we will all benefit from carrying out our business in a transparent and ethical way. We can lead the market through our innovation and reliability in meeting our customers' needs each and every time and by building a working relationship of trust.

Our policy in no way prevents hospitality for legitimate commercial purposes which can be integral part of our working environment and we need to be clear what is, and what is not acceptable.

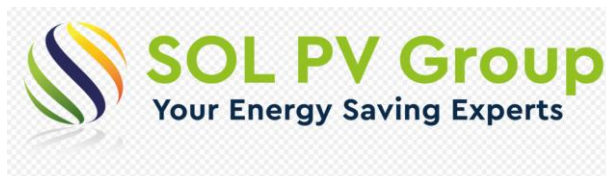
Our aim is to give clear guidance to the standards of behaviour we expect, what behaviour is acceptable and what behaviour is not. To also be clear on how we will uphold our principles and standards to prevent bribery or any other corrupt practices from occurring in our business, whilst protecting legitimate business transactions.

Procedure

This procedure does not form part of any Employees' Contract of Employment. It provides a framework for the Organisation to deliver its policy and may be amended without prior notice.

Scope:

All employees at all levels, workers and those who work for and on behalf of or in association with our Organisation.



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The Governing law

The Bribery Act 2010 contains four possible offences:

- Inducing someone to do something improperly by giving, offering or promising a reward;
- Being bribed by doing something improperly in return for a reward
- Bribing a public official to do or not to do something in return for a reward

The corporate offense when an organisation does not stop or prevent people operating in their name being or offering bribes.

Bribes are not just cash payments and the Act does also extend to gifts, hospitality or entertainment payments given by an organisation or received by an organisation in certain circumstances. Bribes do not need to be actually received for an offence to have taken place.

Competition law is designed to protect businesses and consumers from anti-competitive behaviour and safeguard effective competition.

All businesses must comply with competition law and there can be serious consequences for businesses and individuals, including directors, for non-compliance, therefore Sol PV Group Limited will ensure that they always comply with all competition law

So, what is considered as bribery by Sol PV Group Limited?

We consider a bribe is an inducement or reward offered, promised or provided in order to gain a commercial, contractual, regulatory or personal advantage. Both giving and receiving a bribe is unlawful. Examples (not an exhaustible list) of what we consider is a bribe:

Offering a bribe.

A potential client is offered tickets to a major event on the understanding and condition that they agree to do, or continue to do, business with our Organisation. This would be an offence as you are making the offer on the condition of gaining a commercial and contractual advantage. Not only will our Organisation risk committing an offence, so will you and the client for accepting it.



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Receiving a bribe

A supplier offers you tickets to a major event, but it is conditional on you using your influence to ensure we do, or continue to do business with them, or secure a special 'deal'. It is an offence for the supplier to make such an offer, a personal offence for you to accept the offer (as you would be doing so to gain a personal advantage) and our Organisation as the offer was made to obtain business from our Organisation.

Bribing a foreign official

Arranging for our business to pay an additional payment to a foreign or other official to speed up/ or delay an administrative process, or inducing an official to make an improper decision. An offence has been committed as soon as the offer has been made. This would be considered a personal and an Organisational offence.

So what can be considered as acceptable gifts and hospitality?

The law and this procedure do not prohibit normal and appropriate corporate hospitality, or giving or receiving small proportionate and appropriate gifts. However you do need to follow a certain procedural requirements for this to be so. It cannot be made with the intention or condition of influencing another party to obtain or retain business, or a business advantage. It must comply with local law and be given in our name and not in your name. It cannot include cash or cash equivalent items and must be appropriate and proportionate in the circumstances.

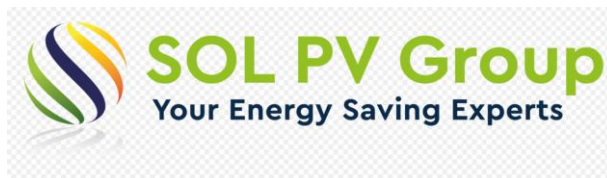
The reason for the gift, its appropriateness and value and timing will be considered and whether it was given openly and not secretly. Finally whether one party was a Government official.

For this reason no person within our Organisation may give or receive any gift unless the appropriate procedure and form (see below) has been completed and authorised.

The conduct of our Organisation

It is essential we deliver critical business objectives in an honest, ethical and legally compliant manner. We take a zero-tolerance approach to all forms of bribery and corruption in all areas of our business as we do to any person instructing, threatening or intimidating another to commit an act of bribery or corruption.

Senior management are very clear that any act of bribery or corruption, whatever the individual aim may be is never acceptable. We are committed as an Organisation to act in a professional, fair and legally compliant manner with integrity in all our business



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dealings and relationships. Any allegations will be investigated within our Disciplinary process as a potential Gross Misconduct issue. If found guilty summary dismissal is one of the options we will consider.

The Managing Director has the primary and day to day responsibility for implementing and evaluating the effectiveness of this procedure.

Our expectations of you

Overall we ask that you adhere to the requirements of this policy and procedure. That you do not obtain or attempt to obtain an unfair advantage for us or for yourself through dishonest, improper, and unethical or illegal practices. If you are in a position of influence, or authority, that you do not use this for your personal gain or to influence another to behave improperly.

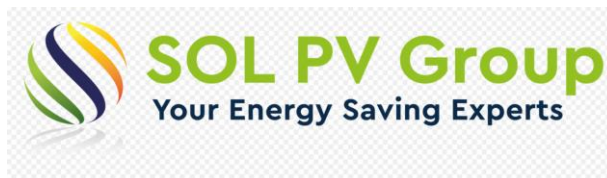
Finally, that you do not knowingly make a false or misleading statement or cover up for another. This can include (not an exhaustive list) an attempt to hide, fail to disclose or misrepresent a financial transaction; establish secret accounting system; create false, inaccurate or misleading documents or destroy or alter documents; use funds or resources in the act of bribery or corruption.

And do not authorise or instruct any payment that is not transparently recorded as per this procedure. You must notify your manager if you have reasonable belief or suspicion that a conflict with this policy and procedure has occurred or may occur in the future.

How to raise a concern

We have an 'open door policy' and you are required to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure of whether a particular act constitutes bribery or corruption, speak to your manager, or if not appropriate the Managing Director as soon as you can.

We will ensure that you do not suffer any detriment as a result of refusing to take part in any act of bribery or corruption. Or because of reporting in good faith a reasonable suspicion that an actual act or potential bribery or corruption offence has, or may take place in the future (whatever the outcome). If in doubt tell us.



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Facilitation payment and kickbacks

Simply, as an Organisation, we do not make, and will not accept, facilitation payments (sometimes referred to as “kickbacks”) of any kind.

Facilitation payments are typically small, unofficial ‘off the book’ payments made to secure, or expedite or prevent a routine government action by a government official. Whilst these are not commonly paid in the UK, they are common in some other jurisdictions.

If you are asked to make any payments for and on behalf of our Organisation, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services being provided.

You must always ask for a receipt for which fully details the reason the payment is required. If you are unsure, or if you have any suspicions, concerns or queries regarding any payment you are requested to make you must raise this with your manager. If not appropriate you should raise your concerns with your Managing Director.

Our Accounts department will actively monitor all invoices for ‘red flags’ and report any concerns to both the Financial and Managing Director immediately.

Examples of ‘red flags’ are:

- poor descriptions of services such as ‘special handling fee
- miscellaneous items’ on invoices.

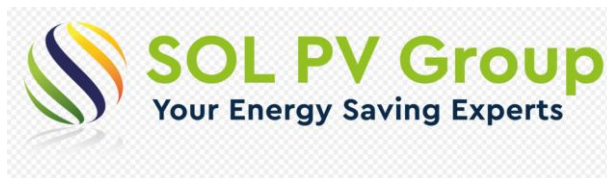
Any payment request to a third party, a Shell Company, numbered bank accounts, or abnormally excessive commission payments.

A request to pay for items prior to services/goods being provided and any receipts, invoices and forms that have been tampered with.

Corruption

To be clear we consider corruption as any act to cover the misuse of an individual's power, authority or position within our Organisation for unlawful, dishonest, unethical or immoral purposes or in order to gain an unlawful financial or other advantage.

It is basically acting, or not acting in a manner which would be reasonably expected in the circumstances, or an act outside of relevant law.



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Business impact

We take the view that any act of bribery or corruption will cause severe, if not irreversible, damage to our integrity & reputation.

This will place our Organisation at serious risk of losing some or all of our current clients, customers, suppliers or associates and employees needed for our business to survive and thrive as well as the risk of significant legal penalties.

This could ultimately result in serious financial loss or possible closure and the loss of all our livelihoods. It also exposes our Organisation and individuals to the risk of prosecution resulting in heavy penalties and/or up to 10 years imprisonment.

Prevention

We will ensure areas where we may be exposed to bribery are identified and then ensure proportionate procedures are put in place to control these risks. We will monitor and evaluate their effectiveness and audit compliance as part of our overall corporate due diligence.

We will undertake an additional risk assessment if we start doing new business in another country sector or; need to obtain new licences, permits, accreditations; or acquire or merge with another business or; engage new contractors or suppliers; or as part of our due diligence when bidding for a new contract, tender or; recruit a senior member of staff, or those who are at more risk of potentially breaching this procedure as part of our recruitment process.

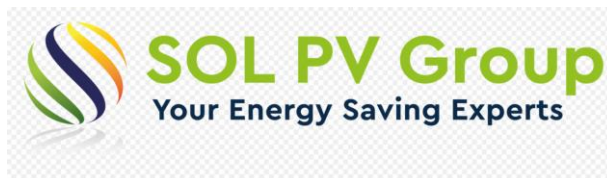
Receiving a gift or hospitality

Without exception all items offered or received must be reported using a Sol PV Group Limited HR Form and authorised by your manager. These forms will be monitored. If you are offered a bribe you must refuse it and report the incidence to your manager immediately, or the Managing Director if more appropriate.

Request to give a gift or hospitality

Without exception all must be recorded using the SolPV Group Limited HR form and authorised by your manager prior to any gift or hospitality being initiated.

These forms will be monitored. Depending on the position, certain positions will be given a level of authorisation. You will still need to follow the process and record using the above form. These will however be monitored by the Managing Director as part of our due diligence.



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Communication

We will issue this policy and procedure on employment/hire of new persons as part of our Induction process. We will also ensure that when entering into business with a new person/organisation or entering into a legally binding agreement for services this policy and procedure is issued and the recipient signs to confirm they have received and will comply. As appropriate this may extend to an agreement for us to undertake an inspection on their premises of financial records associates with their business with our Organisation. We will also include the need for specific training for identified key positions and include this within Individual Learning Plans.

These will generally be for positions that are likely to give or receive gifts or hospitality as part of their work, or their direct reports work, or monitor the actions of others or authorise our procedural forms. This will be upon recruitment or change of position.

How we will deal with allegations of bribery

All allegations will be taken seriously and should be made to your manger or if not appropriate the Managing Director. All allegations will be investigated within our disciplinary process as a potential Gross Misconduct issue.

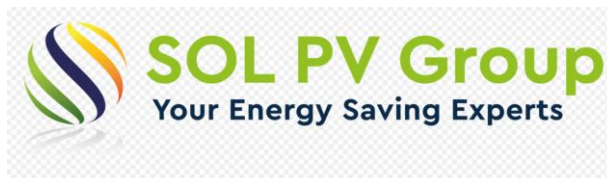
For the avoidance of doubt if found guilty then one of the options we may implement is dismissal

During investigations we reserve the right to suspend any party for as long as is proportionate to conclude our investigations. We will also report any illegal practices, where there is reasonable foundation, to the relevant authorities.

Record keeping

You must follow this procedure and complete the required forms declaring all hospitality or gifts received, accepted or offered. This will be subject to managerial review and will form part of our overall audit as part of our due diligence.

All accounts invoices emails memos and other documents and records relating to dealing with third parties such as clients, suppliers and business contacts should be prepared and maintained with strict accuracy. No account must ever be kept 'off book' whether or not to facilitate or conceal improper payments. Our Accounts will be operated to conform with these and our other legal obligations, tax laws within the established Accounting Principles and existing internal and external control and audit systems.



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Political and charitable donations

For the avoidance of doubt, we do not make contributions to candidates seeking to become public officials, political parties or other political organisations, whether based in the UK or abroad.

We will make donations to genuine charities or local community projects (in the UK or abroad) so long as they are legal, ethical and are unlikely to be inferred as a bribe. Any request for a donation must be forwarded to the Managing Director and the required form completed and authorised. Ultimately, the final decision on whether a donation should be made and the amount will be authorised by the Financial and Managing Director.

Conflicts of interest

We require all employees, workers and those associated with our Organisation to advise us of any direct or indirect conflicts of interest with our business whether economic, personal, family or other relationship. Should this occur later in our working relationship then you are required to advise your manager immediately.

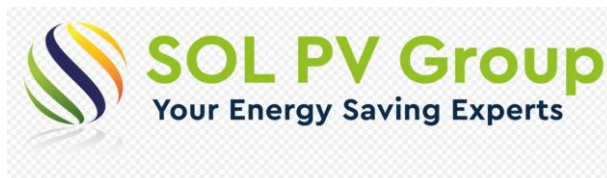
We reserve the right to request this information at any point in our working relationship. If you are in any doubt whether to declare a conflict of interest always speak to your manager for guidance.

Managing director:

Name: Tony Waite

Signature

Date: 01.09.2024



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Table of Revisions

Version	Date Created	By	Reason for change
1	29/10/2022	S Warren	New document
2	01.09.2024	T. Dunne	Updated Signatures