

Group Anti-Fraud, Bribery and Corruption Policy.

September 2025



Policy Details

Group Policy Name:	Group Anti-Fraud, Bribery and Corruption Policy
Group Policy Owner:	Group Company Secretary
Group Policy Custodian:	Group Head of Compliance
Effective Date:	September 2025
Next Review Date:	May 2026
Policy Version Number:	V2.2
Internal or External Use:	External
Policy Level	1

1. Policy Statement

1.1 Who We Are

ZIGUP plc ('ZIGUP' 'We', 'Us' or 'Group') and each of its group undertakings exists to keep customers mobile. We are the leading supplier of integrated mobility solutions and automotive services to a wide range of businesses and customers.

1.2 Why This Policy Is Important to Us

The Board has zero tolerance of financial crime and requires all ZIGUP businesses to have robust controls in place to mitigate the risk of the Group, or its businesses being used to commit or being victims of fraud, bribery, corruption, tax evasion or the facilitation of tax evasion.

We must seek to uphold all laws relevant to countering financial crime in all countries in which we operate – including the United Kingdom (UK), Ireland, and Spain.

As an employer, if we fail to take our responsibility to prevent financial crime seriously, we can face unlimited fines, debarment from public sector contracts/tenders, disqualification of directors, and reputational damage.

This Policy is a cornerstone of effective governance and risk management, as well as a driver of continual improvement in what we do, and how we do it.

1.3 Who This Policy Applies To

This Policy applies to all colleagues where they are acting on behalf of ZIGUP, whether engaged on a permanent or temporary basis as an employee and in addition to any external contractors, agency workers or third parties.

1.4 Policy Breaches

We have zero tolerance for breaches of this Policy.

UK & Ireland - breaches must be reported immediately, or as soon as practicable to Group Compliance via Group.Compliance@zigup.com.

Spain - breaches must be reported immediately, or as soon as practicable to compliance@northgateplc.es

Any breaches of this Policy may be subject to appropriate disciplinary action as per ZIGUP disciplinary procedures, or for non-employees, such as contractors, the termination of contract.

1.5 Our Commitments

- We will act professionally, fairly and with integrity in all our business dealings and seek to uphold all laws relevant to countering financial crime in those countries in which we operate.
- Our recruitment processes will consider an individual's honesty, integrity, and reputation by performing vetting checks and seeking references as appropriate.
- We will equip colleagues with the skills and knowledge to recognise financial crime, including a bribe or inducement and how not to let this affect, or appear to affect, a decision.

- We will support colleagues who speak up and no colleague will be discriminated against in any way as a result of raising an issue in good faith.
- Due to the nature of our business, some UK ZIGUP entities are authorised and regulated by the Financial Conduct Authority (FCA), either directly or as an appointed representative. We also have UK entities who are regulated by the Solicitors Regulation Authority (SRA). It is important that we, and in particular our colleagues working for and supporting those ZIGUP entities, recognise our obligations concerning financial crime as required by our regulatory bodies, in particular:
 - **FCA Principle 1:** firms must conduct their business with integrity.
 - **FCA Principle 2:** firms must conduct their business with due skill, care, and diligence.
 - **FCA Principle 3:** firms must take reasonable care to organise and control their affairs responsibly and effectively with adequate risk management systems.
 - **SRA Principle 1:** firms must act in a way that upholds the constitutional principle of the rule of law, and the proper administration of justice.
- We also acknowledge FCA Rule SYSC 3.2.6R which requires firms '*... establish and maintain effective systems and controls.... for countering the risk that the firm might be used to further financial crime*'.

1.6 Keeping This Policy Up to Date

This Policy will be reviewed annually, or if the need for an ad hoc review is identified e.g., a change in legal or regulatory requirements, or, where we identify improvements in how we are delivering good outcomes for customers.

For further advice or guidance on the application of this Policy, contact Group Compliance.

2. Policy Requirements

Colleagues operating in Ireland or Spain must also comply with any locally maintained anti-financial crime policies or procedures in meeting this, Policy.

The requirements of this Policy must be applied in all 3rd party dealings, by which it is meant any individual or organisation a colleague comes into contact with during the course of doing business on behalf of the Group.

This includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers and government and public bodies, including their advisers, representatives and officials, politicians, and political parties.

It is not acceptable for any colleague to act improperly in the performance of their duties where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

2.1 Bribery

Bribery - is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

- An '**advantage**' includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- A person acts '**improperly**' where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

As a UK-incorporated company we must specifically recognise the UK's main anti-corruption law, the **Bribery Act 2010** (the Act). The Act has extra territorial reach which means we are bound by the requirements of the Act in respect of our conduct both in the UK and in all other countries in which we operate.

There are four criminal offences under the Act:

1. Giving or offering to give a bribe (active bribery) in the UK or overseas.
2. Requesting, accepting, or agreeing to accept a bribe (passive bribery).
3. Bribery of a foreign public official.
4. A corporate offence of failure to prevent bribery by the corporation itself or by a person performing services for or on behalf of the corporation to obtain or retain business or a business advantage.

It is a criminal offence to offer, promise, give, request, or accept a bribe, by way of example:

- **Offering a bribe** - if a colleague offered a potential customer some tickets to a major sporting event, on the condition they do business with the Group, this would be an offence because the colleague is making the offer to gain a commercial and contractual advantage. The Group might also be found to have committed an offence because the offer has been made to obtain business for us. Furthermore, it may also be an offence for the potential customer to accept the offer.
- **Receiving a bribe** – if a supplier offered to give a colleague's friend or relative a job, but it is on the condition the supplier expects by return for the colleague to use their influence within the Group, it would be an offence. This is because the colleague would be accepting the offer to gain a personal advantage. It would also be an offence for the supplier to make the offer to the colleague.
- **Bribing a foreign official** – if a colleague arranged for the Business to pay an additional facilitation payment to a foreign official to speed up an administrative process, such as clearing goods through customs, it would be an offence as soon as the offer or arrangement is made (even if this is earlier than any payment is actually made).

Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer, if we were found to have failed to prevent bribery, we could face an unlimited fine, exclusion from tendering for public contracts, and reputational damage.

2.2 Facilitation Payments and Kickbacks

It is not permitted for any colleague to make, or accept facilitation payments, 'kick-backs', 'back-handers' or 'grease payments' of any kind:

- **Facilitation payments** are unofficial payments (typically small) made to secure or expedite a routine or necessary action (e.g., approval by a government official).
- **'Kick-backs', 'back-handers' and 'grease payments'** are typically payments made in return for a business favour or advantage. They could be offered to a colleague personally or to a family member e.g., spouse or children.

In particular:

- All colleagues must seek to avoid any activity that might lead to a facilitation payment, 'kick-back', 'back-hander' or 'grease payment' being made or accepted by, or on behalf of the Group, or that might suggest such a payment will be made or accepted by the Group.
- Where a payment is to be made on behalf of the Group, colleagues must always consider what the payment is for and whether the amount requested is proportionate to the goods or services provided.
- Colleagues must always request a receipt or invoice which details the reason for the payment.

2.3 Fraud

Fraud is a deliberate act of deception or dishonesty by a person or organisation to gain an unfair advantage, causing harm or loss to others.

In the UK, the key pieces of legislation which form the backbone of anti-fraud efforts are:

- **Fraud Act 2006** – which defines fraud by false representation; fraud by failing to disclose information; and fraud by abuse of position;
- **Proceeds of Crime Act 2002 (POCA)** - which deals with the recovery of criminal assets and the prevention of money laundering - a vital tool in tackling financial gains from fraud;
- **Bribery Act 2010** – see section 2.1 of this Policy;
- **Economic Crime and Corporate Transparency Act 2023 (ECCTA)** – specifically the Failure to Prevent Fraud offence – see section 2.4 of this Policy; and
- **Criminal Finances Act 2017** – specifically the Corporate Offence of Failure to Prevent the Facilitation of Tax Evasion – see section 2.5 of this Policy.

Fraudulent activity whether it is committed against the Group ('inward fraud') or benefits the Group ('outward fraud') will not, and must not, be tolerated.

This includes, but is not limited to where an individual commits, encourages, or wilfully turns a blind eye to:

- Acts of fraud by false representation, by failing to disclose information, or by abuse of position.
- Obtaining of services dishonestly.
- Falsifying claims or payments.
- Participation in a fraudulent business.
- False accounting.
- False statements by company directors.
- Fraudulent trading.
- Tax evasion, including the facilitation of tax evasion.

2.4 Failure to Prevent 'Outward' Fraud - ECCTA

ECCTA covers fraudulent behaviour that benefits the company ('outward fraud').

ECCTA applies to large companies which are defined as having two out of three of the following criteria: 250 employees; £36m turnover; or £18m+ of assets.

A parent undertaking can be prosecuted for frauds by an employee or 'associated person' of a non-large subsidiary where the fraud is intended to benefit the parent company directly or indirectly.

Under ECCTA, an 'associated person' includes '... an employee, agent, subsidiary, or any other person who performs services for or on behalf of the organisation'. The definition is intentionally broad.

A subsidiary that does not meet the criteria for being a large organisation in itself can be prosecuted where the parent company is a large organisation. It also includes fraud committed anywhere if it benefits the UK organisation.

Whilst not exhaustive, the following is a list of example scenarios of 'outward fraud' (e.g., where the intent is to commit fraud to benefit the company):

- **False Accounting to Win Contracts**

Manipulating financial statements to make the company appear more profitable to help win a contract.

- **Misleading Investors**

Knowingly providing false projections and revenue figures to attract investment.

- **Dishonest Sales Practices**

A colleague misrepresents contract terms to customers to meet sales targets.

- **Fraudulent Applications**

A colleague submits false information on behalf of a customer to secure a piece of new business, earning commission and boosting the firm's performance metrics.

- **Bribery Disguised as Consultancy Fees**

A subsidiary pays a third party disguised as a consultant to secure a government contract.

2.5 Facilitation of Tax Evasion

For the purposes of this Policy, tax evasion and facilitation is defined as:

Tax evasion – the offence of cheating the public revenue by evading tax. It is a criminal offence. The offence requires an element of fraud, which means there must be deliberate action or omission with dishonest intent.

Foreign tax evasion – evading tax in a foreign country, provided the conduct is an offence in that country and would be a criminal offence if committed in the UK. As with tax evasion, the element of fraud means there must be deliberate action or omission with dishonest intent.

Tax evasion facilitation – not having in place reasonable procedures to detect or prevent the evasion of tax by another person who wholly or in part is using the Group as part of that offence.

Under the UK Criminal Finances Act 2017, a separate criminal offence is committed by a corporate entity or partnership where the tax evasion is facilitated by a person acting in the capacity of an ‘associated person’ to that body and that entity did not have in place reasonable procedures to detect or prevent the tax evasion from occurring. Under the Criminal Finances Act 2017, an ‘associated person’ includes any person (individual or corporate) who represents (or provides a service for or on behalf of) the Group. Employees of the Group are associated persons of the Group.

Associated persons of ZIGUP do not have to have deliberately or dishonestly facilitated the tax evasion. The Group is liable if we do not have reasonable procedures in place to prevent employees, agents or service providers facilitating tax evasion, and we could face criminal sanctions including an unlimited fine, as well as exclusion from tendering for public contracts and damage to our reputation.

2.5.1 How to Guard Against the Facilitation of Tax Evasion

To guard the Group from committing a corporate offence, colleagues (or someone acting on their behalf) are not permitted to:

- Knowingly engage in any form of facilitating tax evasion or foreign tax evasion;
- Aid, abet, counsel or procure the commission of a tax evasion offence or foreign tax evasion offence by another person;
- Fail to promptly report any request or demand from any third party to facilitate the fraudulent evasion of tax (whether UK tax or tax in a foreign country), or any suspected fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person, in accordance with this Policy;
- Engage in any other activity that might lead to a breach of this Policy; or
- Threaten or retaliate against another individual who has refused to commit a tax evasion offence or a foreign tax evasion offence or who has raised concerns under this Policy.

2.5.2 Types of ‘Red Flags’

Whilst not exhaustive, the following is a list of possible ‘red flags’ which could raise a concern related to tax evasion or foreign tax evasion:

- A colleague becomes aware, in the course of their work, that a third-party has:
 - made or intends to make a false statement relating to tax;
 - failed to disclose income or gains to, or to register with, HMRC (or the equivalent authority in any relevant non-UK jurisdiction);
 - delivered or intends to deliver a false document relating to tax; or
 - set up or intends to set up a structure to try to hide income, gains or assets from a tax authority.
- A colleague becomes aware, in the course of their work, a third-party has deliberately failed to register for VAT (or the equivalent tax in any relevant non-UK jurisdiction) or failed to account for VAT correctly.
- A third-party requests payment in cash whilst refusing to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.

- A contractor asks to be treated as a self-employed contractor, but their working arrangements imply they would normally be considered an employee of the Group.
- A contractor asks to be paid through a 'Personal Services Company', but their working arrangements imply they would normally be considered an employee of the Group.
- A third-party requests payment is made to a country or geographic location different to where the third-party resides or conducts business.
- A third-party to whom the Group has provided services requests their invoice is addressed to a different entity, where the Group did not provide services to that entity directly.
- A third-party to whom the Group has provided services asks to change the description of services rendered on an invoice in a way that seems designed to obscure the nature of the services provided.
- A colleague receives an invoice from a third-party that appears to be non-standard or customised.
- A third-party insists on the use of side letters or refuses to put terms agreed in writing or asks for contracts or other documentation to be backdated.
- A colleague notices the Group has been invoiced for a commission or fee payment that appears too large or too small, given the service stated to have been provided.

Colleagues must raise concerns about any issue or suspicion of tax evasion or foreign tax evasion immediately and in accordance with section 2.8 of this Policy.

2.6 Gifts and Hospitality

All gifts and hospitality must be dealt with in accordance with the Group Gifts and Hospitality Policy.

To remind, it is not permitted for colleagues (or someone acting on the colleague's behalf) to directly, or indirectly:

- Give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- Give, promise to give, or offer, inside information or market sensitive data with expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- Give or accept a gift or hospitality during any commercial negotiations or tender process if this could be perceived as intended or likely to influence the outcome.
- Accept a payment, gift, or hospitality from a third party they know, or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return.
- Accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.

- Offer or accept a gift to or from government officials or representatives, or politicians or political parties. Any queries or questions in this regard must be escalated to the Company Secretary.

2.7 Political and Charitable Contributions

- It is not permitted to make political contributions whether in cash, kind, or by any other means for or on behalf of the Group. As above, any questions speak to the Company Secretary in the first instance.
- Local support in the community and to designated charities of the Group's choice is acceptable, however colleagues must ensure any contributions are not used as a ploy for, and does not constitute, bribery.

2.8 Supplier Due Diligence

- All suppliers who are to provide goods or services to the Group must undergo due diligence to ensure satisfaction the 3rd party is genuine and one which we can trust to do business without bribing, whilst also ensuring there is a balanced evaluation before contracts are awarded.

2.9 Reporting Financial Crime Incidents: actual, potential, or suspicious acts

- All colleagues must notify their line management immediately where they identify incidents of actual, potential, or suspicious acts of fraud, bribery, corruption, tax evasion or any other form of financial crime.
- Line managers in the UK or Ireland are then responsible for notifying Group Compliance by completing a financial crime report available via TOPdesk using the following link [Financial Crime - Group IT Portal](#). Or if you are unable to access TOPdesk send the Financial Crime Incident Report available on MyHub to group.compliance@zigup.com.
- Line managers in Spain are responsible for notifying compliance@northgateplc.es
- The Group supports colleagues who speak up in good faith. No colleague will suffer detrimental treatment for reporting, for refusing to take part in, or for refusing to aid and abet fraud, bribery, corruption, tax evasion or any other form of financial crime.
- Colleagues must not threaten, bully, victimise, retaliate against, or otherwise cause a detriment to, another individual who has refused to commit an offence, or who has raised concerns under this Policy.

If a colleague is more comfortable reporting outside their line management for example because their line management is the subject of the colleague's suspicion, colleagues (UK and Ireland) can also report their concerns by completing the financial crime report available via TOPdesk using the following link [Financial Crime - Group IT Portal](#). Colleagues in Spain should use compliance@northgateplc.es

- Alternatively, the Group operates Whistleblowing arrangements which enable colleagues to report instances of actual, potential, or suspicious acts of fraud, bribery, corruption, or tax evasion. Colleagues should refer to the Group Whistleblowing Policy for details of how to raise a concern.

- All records must be kept in accordance with Group data protection requirements.

3 Declaration

- The contents of this Policy have been consulted and considered with identified interested parties as identified by the Group Policy Owner.
- This a **Level 1** Group policy. The content and commitments of this Policy have been reviewed by the Executive Committee ahead of final approval by the Group plc board on 23rd September 2025.

The content and commitments of this Policy is hereby signed off by the Company Secretary on 23rd September 2025.