VG&P Ltd
Offley Works
1 Pickle Mews
Oval
London
SW9 0FJ

Anti-Bribery and Corruption Policy

1. Purpose

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that the Company's business is conducted in a socially responsible manner.

2. Policy statement

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both at home and abroad. Bribery and corruption are punishable for individuals by up to ten years' imprisonment and a fine. If we are found to have taken part in corruption, we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

3. Scope

3.1 Who is covered by the policy?

In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy applies to all individuals working at all levels, including Directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, casual workers and agency staff, or any of our subsidiaries or their employees, wherever located (collectively referred to as employees in this policy). This policy covers: Bribes; Gifts and hospitality; Facilitation payments; Political contributions; Conflicts of interest; Charitable contributions.

3.2 Bribes

Employees must not engage in any form of bribery, either directly or through any third party (such as an agent or distributor). Specifically, employees must not bribe a foreign public official anywhere in the world.

3.3 Gifts and hospitality

Modest gifts and hospitality can be part of normal business relationships. They must never be used to influence a business decision, or look as if they might.

Employees must not offer or give any gift or hospitality that could be regarded as illegal or improper, or that breaches the recipient's own policies. No gift or hospitality may be offered or given to any public official, government representative, politician or political party.

Employees may not accept any gift or hospitality where a return favour is expected or implied. Cash and cash equivalents, such as vouchers or gift cards, must never be offered or accepted.

Any gift or hospitality offered or accepted with a value above £50 per person must be approved in advance by a Director. If advance approval is not possible, it must be approved as soon as possible afterwards. Where it is not appropriate to decline a gift, it may be accepted, declared to the Directors and donated to charity.

All gifts and hospitality offered or accepted, whatever their value, must be recorded in the gifts and hospitality register. The register records the date, the parties, a description, the estimated value and who approved it. The Directors review the register at least every six months.

The test is whether, in all the circumstances, the gift or hospitality is reasonable and justifiable. The intention behind it should always be considered.

3.4 Facilitation payments and kickbacks

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, and not to obtain or retain business or any improper business advantage. Facilitation payments tend to be demanded by low level officials to obtain a level of service which one would normally be entitled to. Our strict policy is that facilitation payments must not be paid.

We recognise, however, that our employees may be faced with situations where there is a risk to the personal security of an employee or his/her family and where a facilitation payment is unavoidable, in which case the following steps must be taken: Keep any amount to the minimum; Create a record concerning the payment; and Report it to the Directors. In order to achieve our aim of not making any facilitation payments, each

business of the Company will keep a record of all payments made, which must be reported to the Directors in order to evaluate the business risk and to develop a strategy to minimise such payments in the future.

3.5 Political Contributions

We do not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

3.6 Charitable contributions

Charitable support and donations are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Directors. All charitable contributions should be publicly disclosed.

3.7 *Conflicts of interest*

A conflict of interest arises when an employee's personal interests could affect, or appear to affect, their judgement when acting for the Company. Examples include:

- A financial interest, directorship or employment in a supplier, customer or competitor, held by the employee or a close family member or partner.
- A close personal relationship with someone at a supplier or customer they deal with.
- Outside work or business activities that compete with the Company or affect their duties.

Employees must declare any actual or potential conflict of interest to a Director as soon as they become aware of it, and must update the declaration if circumstances change. An employee with a conflict must take no part in the related decision, such as choosing a supplier or agreeing a price, unless a Director has approved this in writing.

The Directors will keep a register of all declared conflicts, recording the action taken to manage each one. Directors must declare their own conflicts to the other Directors. Failure to declare a conflict is a breach of this policy.

4. Your responsibilities

You must ensure that you read, understand and comply with this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy. You must notify the Directors as soon as possible if you believe or suspect that a conflict with or breach of this policy has occurred, or may occur in the future.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

5. Record-keeping

   We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

   All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

6. How to raise a concern

   You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with the Directors. Concerns can also be raised under the whistleblowing section of our Code of Business Conduct.

7. What to do if you are a victim of bribery or corruption

   It is important that you tell the Directors as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

8. Protection

   Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrong doing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Directors immediately. If the matter is not remedied, and you are an employee, you should raise it formally using the company’s Grievance Procedure.

9. Training and communication

   Training on this policy forms part of the induction process for all new employees and is refreshed annually. All employees will be asked to formally accept conformance to this policy, and a record of training completion is kept by the Studio Manager.

10. Who is responsible for the policy?

The Directors have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. The Directors also have primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

11. Monitoring and review

The Directors will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrong doing. Employees are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Directors. This policy does not form part of any employee's contract of employment and it may be amended at any time.

Date: October 2026

Signed:



Edward Carpenter
Company Director
VG&P