AEROSPHERES (UK) LTD

Anti-Bribery & Corruption Policy

1. Introduction

Aerospheres (UK) Ltd ("the Company") is committed to the highest standards of ethical conduct and integrity in its business activities and does not tolerate bribery within the organisation or directed at any person within it.

Every employee, and every individual acting on the Company's behalf, is responsible for maintaining the Company's reputation and for conducting business honestly and professionally.

The Bribery Act 2010 makes it a criminal offence to offer, promise or accept a bribe. All employees and associated persons are required to comply with this policy and with the Bribery Act 2010.

This policy provides guidance on the standards of behaviour expected of everyone working for or on behalf of the Company, helps identify what is prohibited so that bribery and corruption can be avoided, and explains where to go for help if you are unsure.

2. Who This Policy Applies To

This policy applies to all Aerospheres employees, whether full or part time, and to temporary workers such as consultants or contractors (together "employees" in this document), wherever they are located or whatever they do. It sets a single standard that all employees are expected to meet, regardless of whether local law or practice might otherwise permit a different approach.

Where the Company engages third parties such as agents, distributors or joint venture partners, appropriate due diligence is carried out before entering into the arrangement, and performance is periodically monitored to help ensure ongoing compliance (see Section 5). The standards expected of the Company's own people apply equally to those acting on its behalf.

3. What Is a Bribe

A bribe is a financial advantage or other reward offered to, given to, or received by an individual or company, directly or indirectly, to induce or influence that individual or company to perform public or corporate functions or duties improperly.

Bribes can take many forms, including:

- Money, or a cash equivalent such as shares
- Unreasonable gifts, entertainment or hospitality
- Kickbacks
- Unwarranted rebates or excessive commissions, for example to sales or marketing agents
- Unwarranted allowances or expenses, or "facilitation" payments made to perform a normal job more quickly or to prioritise a particular customer
- Political or charitable contributions made to gain an improper advantage
- Uncompensated use of company services or facilities, or anything else of value

Employees and others acting for or on behalf of the Company must not offer, promise, give, request, agree to receive, or accept any bribe or unauthorised payment – whether during the course of employment, when conducting Company business, or when representing the Company in any other capacity.

4. Gifts, Hospitality and Entertainment

Any gift, reward or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported to your manager promptly.

In some circumstances it may not be appropriate to retain a gift or accept entertainment offered – for example, where there could be a real or perceived conflict of interest – and employees may be asked to return the gift or decline the entertainment. As a general guide, only small tokens of appreciation, such as flowers or a bottle of wine, should be retained.

Prior written approval from your manager must be obtained before offering a gift to a supplier, client or other business contact. Such gifts will only be authorised in limited circumstances, and must be proportionate, reasonable and made in good faith.

Accurate and up-to-date records of all corporate hospitality, entertainment or gifts offered or accepted must be kept, and any offer made or received should be reported to your manager and recorded accordingly.

5. Small Gifts and Company Merchandise

The approval and record-keeping requirements in Section 4 are aimed at gifts and hospitality that could reasonably be seen as an attempt to influence a business decision. They are not intended to capture low-value promotional items, such as branded pens, mugs, calendars, diaries or similar merchandise, exchanged in the ordinary course of business, for example at trade shows, site visits or as part of routine marketing activity.

As a general guide, branded promotional merchandise and other tokens of a nominal value, broadly under £25, may be given or received without prior approval, provided this is not done frequently or repeatedly with the same individual or organisation, and does not coincide with a live tender, negotiation or decision in which that person or organisation has an interest. Where any of these factors apply, the item should instead be treated as a gift under Section 4.

Aerospheres-branded merchandise given to clients, suppliers or visitors as part of normal marketing or promotional activity is treated as ordinary business expenditure and does not require the individual approval or recording process in Section 4, though the overall cost of such activity remains subject to the Company's normal budgeting and expense controls.

If you are ever unsure whether an item falls within this section or should instead be treated as a gift under Section 4, you should ask your manager.

6. Third Parties: Agents, Distributors, Suppliers and Joint Venture Partners

The Company may be liable for the acts of people who act on its behalf, including agents, distributors, suppliers and joint venture partners (together "third parties"). The Company is committed to promoting compliance with effective anti-bribery and corruption standards by all third parties acting on its behalf, and third parties should be made aware of these expectations and of their obligation to comply with them.

A third party known or reasonably suspected of engaging in bribery should not be engaged. Appropriate due diligence should be carried out before any third party is engaged, with the level of diligence varying according to the circumstances. Relevant questions include: who they are and whether this can be evidenced; whether they have references or an established reputation; whether they operate in a territory where bribery is prevalent; whether basic checks (such as online searches or denied-party database checks) have been carried out; whether there are inconsistencies between the provider of services and the party being paid; and whether commissions or payments are in line with generally accepted market practice.

Any transaction considered high-risk should generally be referred to senior management for assessment. If in doubt, ask.

7. Dealing with Public Officials

While this policy applies to dealings in both the public and private sectors, dealing with public officials carries a particular risk in relation to bribery, owing to the strict rules and regulations that apply in many countries.

Public officials include those in government departments, as well as employees of government-owned or government-controlled commercial enterprises, international organisations, political parties and political candidates.

Providing money or anything else of value, however small, to a public official for the purpose of influencing them in their official capacity is prohibited. Many public officials are also subject to their own rules on accepting gifts and hospitality, and these should be respected where they apply.

8. Reporting Concerns

The prevention, detection and reporting of bribery is the responsibility of everyone working for the Company or on its behalf. You should report any concerns to your manager as soon as possible, including: any suspected or actual attempt at bribery; a concern that an employee or associated person may be being bribed; or a concern that an employee or associated person may be bribing a third party, such as a client or public official.

Concerns raised in good faith will be supported, and the Company aims to ensure no one is treated unfavourably as a result of reporting a genuine concern. An instruction to cover up wrongdoing is itself a disciplinary matter, and you should not agree to remain silent, even if asked to do so by someone in a position of authority. Reports are treated confidentially.

9. Whistleblowing

A report of suspected bribery or corruption made under Section 8 may also amount to whistleblowing and can qualify for protection under the Public Interest Disclosure Act 1998, which amended the Employment Rights Act 1996. This protects workers who make a “qualifying disclosure” – broadly, where a worker reasonably believes that information they disclose shows a criminal offence, a failure to comply with a legal obligation, a miscarriage of justice, a danger to health and safety, damage to the environment, or the deliberate concealment of any of these matters.

A worker who makes a qualifying disclosure in the manner set out in the Act is protected from dismissal or other detriment as a result of making it. This protection applies regardless of whether the concern later proves to be unfounded, provided it was raised honestly and in the reasonable belief that it was true; it does not extend to disclosures known to be false.

Concerns should normally be raised internally with your manager in the first instance, in accordance with Section 8, as this is usually the quickest way to have a concern looked into and addressed. Where a concern involves your manager, or you do not feel able to raise it with them, it should instead be raised with the Chief Executive Officer or another director. In the limited circumstances contemplated by the Act, a worker may also raise a qualifying concern with an appropriate prescribed regulator, such as the Financial Conduct Authority or the Health and Safety Executive.

The identity of anyone raising a concern under this section will be kept confidential wherever possible, unless disclosure is required by law or is necessary as part of an investigation.

10. Action by the Company and Penalties

The Company will investigate any instance of alleged or suspected bribery. An employee suspected of bribery may be suspended from their duties while the investigation is carried out, and the Company’s disciplinary procedures will apply; a proven allegation may result in a finding of gross misconduct and dismissal. Detrimental treatment of anyone who raises a genuine concern will itself be treated as a disciplinary matter.

The Company may report a matter to the relevant authorities, including the Director of Public Prosecutions, the Serious Fraud Office, the Revenue and Customs Prosecutions Office and the police, and will assist those authorities with any subsequent investigation or prosecution.

A breach of this policy by an employee is grounds for disciplinary action, up to and including dismissal. Bribery is also a criminal offence: an individual who offers, accepts or attempts to conceal a bribe may face up to 10 years’ imprisonment and/or an unlimited fine, and the Company may also face an unlimited fine.

11. Compliance and Responsibility

Ultimate responsibility for compliance with this policy rests with the Chief Executive Officer. Each employee has an obligation to act with integrity and to ensure that they understand and comply with this policy.

12. Related Documents

This policy should be read together with:

- QP9 – Ethical Policy
- QP13 – Corporate and Social Responsibility Policy
- QP36 – Modern Slavery Policy
- Aerospheres Employee Handbook

Signed and Approved:

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Paul Thompson – Chief Executive Officer

Date: ____7th August 2026______________