

## Anti-Bribery and Anti-Corruption

Issued by: Bodycote plc Group General Counsel

Issue 8 / September 2025

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**Message from Jim Fairbairn, Chief Executive Officer, Bodycote plc:**

*"At Bodycote, we are committed to conducting business with integrity and fairness. Bribery and corruption are incompatible with our Values and our responsibilities as a global organisation.*

*This policy sets clear expectations for how we work. Each of us has a role in protecting our reputation by making ethical choices, acting transparently, and raising concerns when something is not right.*

*By following these principles, we strengthen the trust placed in us by our colleagues, customers, and partners worldwide."*

**Introduction**

Bodycote has a zero-tolerance approach to bribery and corruption as explained in this Anti-Bribery and Anti-Corruption Policy (**Policy**). This Policy outlines a set of standards that all of us, without exception, are required to comply with. It explains the compliance with laws and regulations that are essential to protecting the reputation and long-term success of our business.

Breaches of this Policy may result in disciplinary action up to and including dismissal. This Policy is mandatory and applies to all employees of Bodycote plc and all subsidiary companies (**Bodycote**).

The Board of Directors of Bodycote plc has overall responsibility for the effective operation of this Policy and has delegated responsibility for overseeing its implementation to Bribery and Corruption Officers within Bodycote.

This Policy must be read in conjunction with the following Group Policies, each available on the Bodycote Intranet:

- Anti-Fraud and Theft Policy;
- Gift and Hospitality Policy;
- Conflicts of Interest Policy; and
- Anti-Facilitation of Tax Evasion Policy.

**The principles:**

- We act with integrity and honesty at all times.
- We communicate this Policy in straightforward terms to ensure stakeholders have no doubt of Bodycote's position of zero-tolerance for bribery and corruption.
- We train employees to be aware so that bribery and corruption can be recognised and avoided.
- All employees are responsible for protecting our reputation and meeting the high standards expected by our Code of Conduct.

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**The overview:**

Simply put, this Policy prohibits the offering, giving, solicitation or acceptance of any Bribe (whether cash or other improper inducements) to or from any person or company, by anyone acting on behalf of Bodycote.

**1. Definitions relevant to this Policy**

1.1. **Associated Persons:** any third parties providing services for or on behalf of our business, including but not limited to agents, consultants, business partners, third-party representatives, distributors and subcontractors.

1.2. **Bribe:** Includes:

1.2.1. Offering, promising or giving anything of value to improperly influence another in order to obtain business or procure an action for Bodycote; or

1.2.2. Requesting or accepting anything of value as a reward for or as an inducement to act improperly in relation to the awarding of business by Bodycote or an action of Bodycote.

Bribes can include money, gifts, hospitality, expenses, reciprocal favours, political or charitable contributions, or any direct or indirect benefit or consideration.

1.3. **Bribery and Corruption Officers:** Bodycote's Group Financial Controller and Group General Counsel are Bodycote's appointed Bribery and Corruption Officers.

1.4. **Employees:** Includes employees at all levels, directors, officers, agency workers, seconded workers, volunteers and interns.

1.5. **Public Officials:** An employee or official of a public (international/national) organisation, or government or government entity who carries out a public function or provides a public service, whether or not such person is employed, seconded, self-employed, elected, or appointed.

**2. Application of this Policy**

2.1. This Policy applies to all Employees and Associated Persons of Bodycote.

2.2. This Policy extends to all Bodycote's operations worldwide and Employees and Associated Persons wherever geographically located.

2.3. Any Employee or Associated Person who has any suspicion or reason to believe that this Policy is being breached or may be breached must immediately report the matter to one of the Bribery and Corruption Officers whose role is to assist Bodycote in achieving compliance with this Policy.

2.4. This Policy does not form part of any contract of employment or other contract to provide services, and Bodycote may amend it at any time.

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2.5. This Policy formulates minimum requirements which must be observed everywhere we do business and in all circumstances. This Policy leaves room for country management to specify further local rules of business conduct within this framework, which may be more restrictive.

2.6. We can be held legally responsible for bribery and corruption offences committed by Employees or by our Associated Persons. We expect all Associated Persons and anyone else operating within the Bodycote supply chain to uphold similar values to those detailed in this Policy. Moreover, we expect certain additional commitments from our Associated Persons, as detailed at section 7 of this Policy. Any Associated Person who breaches this Policy may have their contract terminated with immediate effect.

### 3. Responsibility of Bodycote Companies and Employees

#### Compliance with Law

3.1. We comply with the Bribery Act 2010 (UK) and all other applicable anti-bribery and anti-corruption laws in those countries where we do business.

3.2. Accordingly, Bodycote companies, Employees and Associated Persons must take all steps in order to conform with all relevant laws of the countries in which they do business.

#### No Bribes

3.3. Bodycote companies, Employees and Associated Persons must not offer, provide, request or accept, directly or indirectly, any Bribe, including facilitation payments and/or kickbacks, to or from any third parties.

3.4. You must not make a payment to a third party if you know or suspect that the person may use or offer all or a portion of the payment directly or indirectly as a Bribe.

#### Examples of Bribery

**Offering a bribe:** You offer tickets to a major sporting event to a potential client, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. Bodycote may also be found to have committed an offence because the offer has been made to obtain business for Bodycote. It may also be an offence for the potential client to accept your offer.

**Receiving a bribe:** A supplier gives your nephew a job but makes it clear that in return, they expect you to use your influence in Bodycote to ensure we continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

**Facilitation Payments and Kickbacks**

- 3.5. Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example, by a government official). They are not common in the UK, but are common in some other jurisdictions. Kickbacks are typically payments made in return for a business favour or advantage.
- 3.6. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, raise these with one of the Bribery and Corruption Officers.

**4. Gifts and Hospitality**

- 4.1. In the normal course of business Bodycote employees may provide or receive gifts or hospitality to or from Third Parties. At all times Employees should judge the appropriateness of the gift or hospitality provided or received and consider the potential implications on any business decision.
- 4.2. Please refer to the Gifts and Hospitality Policy for full information as how gifts and hospitality must be considered and the requirements which must be followed in each case, including the requirement report and record the receiving or giving of any gifts or hospitality using the Bodycote Gifts and Hospitality Reporting and Recording App.

**5. Dealing with public officials**

- 5.1. In order for us to conduct business, Employees may have interactions with Public Officials. Some of these interactions and engagements may raise corruption risks, particularly when they involve payments that are discretionary or negotiable (e.g. not set by a written law, regulation, schedule, court or administrative authority).
- 5.2. We are committed to transparency and integrity in all interactions with Public Officials.
- 5.3. Examples of bribery and corruption offences involving Public Officials include Bribes to influence regulatory decisions, obtain licenses or permits, win government contracts or soliciting the provision of confidential information outside of regular channels or procedures.
- 5.4. Corruption of Public Officials directly undermines government functions and consequently companies and individuals involved in this corruption are subject to severe criminal penalties in many countries.

5.5. Many countries have specific rules prohibiting or limiting the offering or acceptance of gifts, hospitality, or other benefits for public officials, regardless of intent. Accordingly, interactions with Public Officials entail a heightened bribery and corruption risk, and may be subject to stricter safeguards and procedures. Contact one of the Bribery and Corruption Officers before providing or accepting any gifts, hospitality or other benefits to or from Public Officials.

## **6. Contributions**

### *Lobbying*

- 6.1. Lobbying includes any oral or written communication, on behalf of Bodycote, with a Public Official, their staff, or a public organisation to influence that person or organisation's decision-making on any policy matter (such as statutes, regulations, programs, contracts, grants, licenses, etc.).
- 6.2. Contact, and obtain written approval from one of the Bribery and Corruption Officers before initiating any communication with such persons or organisations that may be or may seem to constitute lobbying. Whilst lobbying is not always prohibited, in certain jurisdictions in which Bodycote operates there are prescriptive rules and obligations regarding lobbying which must be accounted for prior to any conduct occurring which may, or may seem to, constitute lobbying.

### *Donations*

- 6.3. We shall make charitable contributions only in accordance with applicable laws, including disclosure requirements. Such contributions shall not be used as a subterfuge for bribery or corruption or to circumvent laws. Any charitable contributions shall only be made with the approval of the CFO of Bodycote.
- 6.4. We shall not make political donations, in money or in kind, to political parties, political organisations, politicians or candidates for public office.
- 6.5. Employees are entitled to make personal political or charitable contributions, using their own funds, provided that they are not made in order to obtain advantage in a business transaction or could be perceived as such.

### *Sponsorships*

- 6.6. We may enter into sponsorships to strengthen our client relationships and support causes and organisations which align with our corporate values. We shall enter into sponsorships only in accordance with applicable laws.
- 6.7. Any proposed sponsorship requires pre-approval from the CFO of Bodycote.

**7. Dealing with Associated Persons**

7.1. It is essential that we take effective steps to prevent misconduct by our Associated Persons. This includes:

7.1.1. conducting reasonable and proportionate due diligence on new, existing or proposed Associated Persons, to assess their reputation and the potential risks of misconduct;

7.1.2. ensuring that commercial relationships with new and existing Associated Persons are based on written agreements including reasonable provisions requiring compliance with applicable laws, including bribery and corruption laws, in connection with our business and providing reasonable remedies for violations;

7.1.3. ensuring that we monitor and periodically review the performance of any Associated Persons, including compliance-related performance; and

7.1.4. responding promptly and effectively to any reports or allegations of unlawful or unethical conduct by any Associated Persons.

7.2. The bribery and corruption risks of relationships with Associated Persons depend on the circumstances. Such risks may be higher in certain circumstances, which include, but are not limited to, the following:

7.2.1. the Associated Person is based in a high-risk jurisdiction (see the list at Appendix 1 of this Policy);

7.2.2. the services to be provided involve work being carried out (directly or indirectly), in any high-risk jurisdiction;

7.2.3. the services to be provided involve Associated Persons interacting with Public Officials or government agencies;

7.2.4. the services to be provided involve Associated Persons paying taxes, fees or making other payments on behalf of us in relation to the import or export of goods; or

7.2.5. the services to be provided involve goods passing through borders between high-risk jurisdictions.

7.3. From a legal perspective, in certain circumstances the actions of particular Associated Persons can be construed as being the actions of Bodycote.

7.4. Reasonable and proportionate due diligence must be completed before a contract with an Associated Person is signed or renewed, the Associated Person does any work for us, or the Associated Person undertakes any activity.

7.5. Where an Associated Person is domiciled, or will be providing services, in a high-risk jurisdiction, enhanced due diligence will be required. As noted, these high-risk jurisdictions are identified at Appendix 1.

7.6. You must comply with the following guidance when dealing with Associated Persons:

7.6.1.any payment for products or services must be made to the company providing the products or services, not to an individual, unless the individual has delivered the products or services as a verified contracting party;

7.6.2.reject any request to divert a payment to anyone other than the contracting party or to an entity or person offshore;

7.6.3.cash payments are not permitted: all payments shall be made to or received in a bank account designated in writing in the name of the recipient and in the country in which the recipient is located;

7.6.4.currently serving Public Officials may not be engaged in any capacity which would result in them being an Associated Person (however, former Public Officials may be engaged in such a role subject to any local applicable statutory restrictions); and

7.6.5.any Associated Person must be appointed via a written service. The contract with the Associated Person must include a provision under which the Associated Person agrees to comply with all applicable anti-bribery and anti-corruption legislation and regulations, and shall provide for termination of the contract with the Associated Person in the event of breach of this provision.

## 8. Identifying risk indicators

8.1. Bribery and corruption can take many forms and be difficult to identify.

8.2. The following is a list of possible “red flags” that may arise during the course of your work, and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive.

8.3. If you encounter any of these red flags during the course of your work, you must report them promptly to your line manager or to one of the Bribery and Corruption Officers or report it in accordance with our Open Door Policy:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;

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- you become aware that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- a third party insists on receiving a commission, including any donation, to sign up to a contract with us, or carrying out a government function or process for us;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive 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;
- you notice that Bodycote has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Bodycote;
- a third party is able to provide non-public information from government sources;
- a third party requests payment to offshore bank accounts or a nominee; or
- you are offered an unusually generous gift or offered lavish hospitality by a third party.

**9. How to Raise a Concern**

9.1. You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

9.2. If you are offered a Bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this Policy has occurred or may occur, you must notify your line manager or one of the Bribery and Corruption Officers or report it in accordance with our Open Door Policy as soon as possible.

9.3. If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your line manager or one of the Bribery and Corruption Officers or through the Open Door Line.

## **10. Protection**

10.1. Individuals who refuse to accept or offer a Bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

10.2. 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 your line manager or relevant HR business partner immediately.

## **11. Consequences for Breaches of Anti-Bribery and Anti-Corruption Laws**

11.1. **Consequences for individuals:** Consequences may include imprisonment, disqualification from acting as a director and significant monetary fines. You would also be subject to disciplinary action, up to and including dismissal from the company.

11.2. **Consequences for Bodycote:** Consequences may include the company facing unlimited fines, damage to the corporate brand and reputation of Bodycote, loss of the ability to trade in certain jurisdictions, debarment from bidding for government contracts, loss of business, legal action by competitors, litigation and substantial investigation expenses.

11.3. In addition, under certain anti-corruption laws, the directors and senior officers of Bodycote can be held personally liable for the breaches committed by Employees and Associated Persons and face significant fines and/or imprisonment.

## **12. Enforcement and Discipline**

Bodycote will investigate all allegations of bribery and corruption and take legal and/or disciplinary action in all cases where it is considered appropriate. A breach of this Policy may result in an Employee facing disciplinary action, including dismissal, or termination of an Associated Person. Where a case is referred to the police or other law enforcement agency, Bodycote will co-operate fully with the criminal investigation which could lead to the Employee or Associated Person being prosecuted.

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**13. Training**

Training in respect of anti-bribery and anti-corruption is available to all employees on the Bodycote Academy platform. Employees whose roles are most likely to expose them to risk in these areas will be required to complete such training annually and will be issued the training accordingly.

**14. Record-keeping**

All financial, managerial, commercial, human resources, and other records must be prepared and maintained in accordance with applicable recordkeeping and accounting policies. It is a violation of this Policy to make any false or misleading statement or omission in connection with the preparation of Bodycote records.

**If you have any further questions please contact the Group General Counsel or the Group Financial Controller at Bodycote plc registered office +44 (0)1625 505300.**

<b>Policy owner:</b>	Group General Counsel
<b>Second policy owner:</b>	Group Financial Controller
<b>Approved by:</b>	Bodycote plc Board
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## Appendix 1 High risk jurisdictions

Afghanistan	Paraguay	Syria
Azerbaijan	Republic of the Congo	Tajikistan
Bangladesh	Russia	Turkmenistan
Bolivia	Somalia	Uganda
Burundi	South Sudan	Venezuela
Cambodia	Sudan	Yemen
Cameroon	Swaziland	Zimbabwe
Central African Republic	Syria	
Chad	Tajikistan	
Comoros	Turkmenistan	
Congo	Uganda	
El Salvador	Venezuela	
Equatorial Guinea	Yemen	
Eritrea	Zimbabwe	
Gabon	Paraguay	
Guatemala	Republic of the Congo	
Guinea	Russia	
Guinea Bissau	Somalia	
Nigeria	South Sudan	
North Korea	Sudan	
Pakistan	Swaziland	