THE CLARUS NETWORKS GROUP

Anti-Bribery and Corruption Policy

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CLARUS NETWORKS LTD

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Approval

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1. Introduction

The Clarus Networks Group is a provider of specialist connectivity solutions.

The Group operates within the UK, EU, USA and Brazil and exports globally.

This policy forms part of Integrated Management System for Clarus Networks Limited.

2. What this policy covers

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers, agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as "workers" in this policy).

It is the Group's policy to conduct all of our business in an honest, ethical and fair manner. The Group will not tolerate bribery, corruption, fraud, malpractice or anti-competitive behaviour and is committed to implementing and enforcing proportionate systems and controls to prevent, detect and respond to such conduct.

The purpose of this policy is to ensure that you are aware of your duties towards the Group to prevent, identify and report bribery, corruption, fraud, malpractice and anti-competitive behaviour across the organisation.

2.1. What is bribery

A bribe is an inducement or reward offered, promised or provided in order to gain a commercial, contractual, regulatory, or personal advantage.

The Bribery Act 2010 contains two general offences covering the offering, promising or giving of a bribe ("active" bribery) and the requesting, agreeing to receive or accepting of a bribe ("passive" bribery). The Act also introduces a new form of corporate liability for failing to prevent bribery on behalf of a commercial organisation.

An individual who is found to have committed an offence of bribery can be imprisoned for a term of up to ten years, and the Group could face an unlimited fine for any bribery related offences committed by a person associated with us. The implications for the Group are very serious; for example, we could be excluded from tendering for public contracts and could suffer inevitable damage to our reputation. We therefore take our responsibilities in this regard very seriously.

As a result, you are required to comply with the procedures which the Group has put in place to prevent persons associated with us from committing acts of bribery and corruption.

2.2. What is fraud and malpractice

Fraud is dishonest conduct intended to make a gain, cause a loss or expose another person or organisation to a risk of loss. It may include false or misleading representations, deliberate failure to disclose material information, abuse of position, false accounting, dishonest expense or procurement claims, manipulation of records or concealment of material facts.

For the purposes of this policy, malpractice includes deliberate or reckless conduct that circumvents legal, regulatory, contractual or internal requirements, including falsifying records, manipulating procurement or tender processes, undisclosed conflicts of interest, misuse of Group assets or information, or knowingly assisting another person to do so.

Where applicable, the Group will maintain reasonable fraud prevention procedures having regard to the Economic Crime and Corporate Transparency Act 2023 and associated government guidance. The Group will apply the same risk-based prevention principles as good practice even where the statutory failure-to-prevent-fraud offence does not apply.

2.3. Competition law and anti-competitive behaviour

The Group is committed to complying with UK competition law, including the Competition Act 1998, the Enterprise Act 2002 and the Digital Markets, Competition and Consumers Act 2024, together with applicable competition or antitrust laws in other jurisdictions in which the Group operates.

Workers must not enter into, encourage or facilitate agreements, understandings or concerted practices that prevent, restrict or distort competition, or engage in conduct that constitutes an abuse of a dominant position. Prohibited conduct may include price fixing, market or customer sharing, limiting output or supply, bid-rigging, unlawful coordination of employment terms, or exchanging competitively sensitive information in circumstances that may reduce competitive uncertainty. Unlawful resale price maintenance and other restrictive arrangements with suppliers, resellers or distributors are also prohibited.

Competition law can apply to informal, verbal or non-binding arrangements as well as written contracts. Any proposed collaboration with a competitor, joint venture, information-sharing arrangement, exclusivity restriction or other arrangement that may affect competition must be assessed on its facts and escalated for appropriate review where there is any doubt.

3. Your entitlement and responsibilities

The purpose of this policy is to set out the Group's responsibilities, and the responsibilities of those working for us, in observing and upholding our position on bribery, corruption, fraud, malpractice and competition law; and to provide information and guidance on how to recognise, prevent and deal with such issues.

In this policy, any references to "third parties", 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.

3.1. Gifts, Hospitality, Promotional, and other Business Expenditure

This policy should be read in conjunction with any Business Gifts Policy that may be in operation at any time. This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties. Hospitality and promotional, or other business expenditure which seeks to improve the image of the Group, or to establish cordial relations with our clients, suppliers and business partners, is recognised as an accepted and important part of doing business.

Subject to prior authorisation by a Director, the Group may allow reasonable and proportionate hospitality and promotional or other similar business expenditure intended for these purposes. However, offers or receipts of hospitality and other similar business expenditure can be employed as a form of bribery. It is therefore essential that any such corporate gifts and receipts of this nature are reported and duly authorised.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- it complies with local law;
- it is given in the Group's name, not in your name;

- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances, for example, it is often customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- it is given openly, not secretly; and
- gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of a Director.

In all circumstances, the test to be applied is whether, the gift or hospitality is reasonable and justifiable.

It is not acceptable for you (or someone on your behalf) to:

- 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, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by the Group in return;
- threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy.

3.2. Facilitation payments

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

If you are asked to make a payment on the Group's 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, you should raise these with a Director.

Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

3.3. Recording the receipt and giving of gifts

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.

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery, corruption, fraud, malpractice and anti-competitive behaviour are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

4. Procedure

4.1. Reporting a concern

You must notify a Director as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a third party, client or potential client offers you something to gain a business advantage with the Group, or indicates to you that a gift or payment is required to secure their business.

Any breach of this policy will normally be a disciplinary offence, which could result in your dismissal for gross misconduct.

You are encouraged to raise concerns about any issue or suspicion at the earliest possible stage. If you are unsure whether a particular act constitutes bribery, corruption, fraud, malpractice or anti-competitive conduct, or if you have any other queries, these should be raised with a Director. Concerns should be reported by following the procedure set out in the Group's Whistleblowing Policy.

It is important that you notify a Director as soon as possible if you are offered or asked to make a bribe, suspect fraud or malpractice, encounter potentially anti-competitive conduct or an improper exchange of competitively sensitive information, or believe that you are a victim of another form of unlawful activity.

4.2. Confidential and safe reporting procedures

Those who refuse to accept or offer a bribe, refuse to participate in fraud, malpractice or anti-competitive conduct, or raise concerns or report another's wrongdoing, 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.

The Group is committed to ensuring that no one suffers any detrimental treatment as a result of raising any concerns under this policy. If you believe that you have suffered any such treatment, you should inform a Director immediately. If the matter is not remedied, then you should raise it formally using our Grievance Procedure which can be found in the Employee Handbook. Where the Grievance procedure is not applicable you should raise a formal complaint.

4.3. Training and implementation

Training on this policy forms part of the induction process for employees. You will receive regular, relevant training on how to implement and adhere to this policy, including proportionate fraud-prevention and competition-law training appropriate to your role and level of risk.

Our zero-tolerance approach to bribery, corruption, fraud, malpractice and anti-competitive behaviour must be communicated to suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

The Directors will 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 will 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.

4.4. Fraud and malpractice prevention controls

The Group will operate a proportionate, risk-based framework to prevent, detect and respond to fraud and malpractice. The framework will include the following arrangements:

- Governance and risk ownership: the Directors have oversight of fraud and malpractice risk and will ensure that responsibilities for prevention, detection, investigation and remediation are clearly assigned.
- Risk assessment: a documented fraud and malpractice risk assessment will be completed at least annually and when there is a material change to the business, such as a new market, product, system, significant supplier or partner, acquisition or major change in operating model. The assessment will consider risks arising from employees, agents and other associated persons and will identify the controls required to reduce those risks.
- Risk-based due diligence: proportionate checks will be carried out before appointing and, where appropriate, during the relationship with agents, suppliers, contractors, partners and other persons performing services for or on behalf of the Group. Due diligence may include identity and ownership checks, relevant reputation and regulatory checks, conflicts of interest, capability and trading history, verification of payment details and appropriate contractual compliance obligations.
- Preventive financial and operational controls: controls will include appropriate segregation of duties and approval levels, accurate and complete books and records, verification of material changes to supplier or customer payment details, procurement and tender controls, conflict-of-interest declarations and review of unusual or high-risk transactions.
- Monitoring and detection: management will use proportionate reconciliations, exception reporting, management review, audit or spot checks, complaints, whistleblowing reports and other relevant information to identify red flags or control failures. Suspected fraud or malpractice will be investigated promptly and records will be preserved.
- Training and communication: employees will receive fraud-awareness training at induction and periodically thereafter, with role-specific training for higher-risk functions. Relevant third parties will be made aware of the standards expected of them.
- Review and improvement: lessons from incidents, investigations, audits and changes in risk will be used to improve controls. The Directors will periodically review the effectiveness of the fraud and malpractice framework and record material actions arising.

4.5. Competition law compliance and anti-competitive behaviour controls

The Group will take the following steps to ensure compliance with competition law and to detect and avoid anti-competitive behaviour:

- Competition risk assessment: competition-law risks will be assessed at least annually and when there is a material change to relevant activities. Particular attention will be given to pricing and sales, procurement, tendering, competitor contacts, trade-association activity, distribution and reseller arrangements, joint ventures and other forms of collaboration.
- Training: employees whose roles create greater competition-law exposure, including senior management and relevant sales, commercial, procurement and bid personnel, will receive periodic role-based training. Training and key communications will be recorded.
- Pre-contract and transaction review: proposed agreements or arrangements with competitors, joint ventures, information-sharing initiatives, exclusivity provisions, resale restrictions or other terms that may affect competition must be escalated for appropriate review before commitment where a competition-law risk is identified.
- Competitor-contact controls: workers must not discuss or exchange non-public competitively sensitive information with competitors, including future prices, discounts,

margins, costs, bids, customers, commercial strategy, capacity or other information that could facilitate coordination. If an inappropriate topic is raised, the worker should object, end or leave the discussion where practicable, make a contemporaneous record and report the matter promptly.

- Trade-association and industry meetings: attendance must have a legitimate business purpose. Agendas and minutes should be retained where appropriate, and workers must not participate in discussions or arrangements that could coordinate competitive behaviour.
- Monitoring and detection: the Group will use proportionate management review, contract review, audit or spot checks, tender and pricing information, complaints, competitor-contact records and whistleblowing reports to identify potential anti-competitive patterns or control failures. Higher-risk activities may be subject to enhanced review.
- Escalation and response: suspected anti-competitive conduct must be reported immediately to a Director and under the Whistleblowing Policy where appropriate. Relevant activity must be stopped or suspended where practicable, records must not be destroyed or altered, and independent legal advice will be obtained where required. Confirmed breaches may result in disciplinary or contractual action and any required external reporting.