

Phoenix Energy Holdings Ltd

Bribery and Tax Evasion Prevention

Policy

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Policy Authorisation:

Policy raised by:

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Policy authorised by:

Michael McKinstry – Group Chief Executive Officer

- 1.0 Introduction
- 2.0 Purpose
- 3.0 Scope
- 4.0 Policy
- 5.0 Responsibility
- 6.0 Key Contacts

1. INTRODUCTION

1.1 The Phoenix Energy Holdings Group of Companies ("the Group") is committed to the performance of business fairly, honestly and openly and to the prevention, deterrence and detection of bribery and tax evasion. It recognises that over and above the commission of any crime, any involvement in bribery or tax evasion will also reflect adversely on its image and reputation.

1.2 The Group, in its ongoing efforts to maintain its ethical standards and with a view to upholding its position against any form of bribery or tax evasion, has prepared and set out a clear Policy which should be implemented in conjunction with the following Group Policies:

- HR07 - Disciplinary;
- PEHL 18 - Whistleblowing;
- PEHL 28 - Business and Staff Entertainment on Corporate Hospitality;
- PEHL 17 - Fraud and Malpractice; and
- PEHL 14 - Procurement.

2. PURPOSE

2.1 The purpose of this Policy is to set out the responsibilities of the Group in observing and upholding the Group's position on bribery and tax evasion. The Policy is fully endorsed by the Group Chief Executive Officer and the PEHL Board. The Board attaches the utmost importance to this Policy and applies a 'zero tolerance' approach to acts of bribery, tax evasion and corruption.

2.2 This Policy provides a coherent and consistent framework to enable Phoenix Group employees and relevant external business partners to understand and implement arrangements enabling compliance. In conjunction with related Policies it will also enable employees and relevant external business partners to identify and effectively manage any potential breach.

3. SCOPE

3.1 This Policy applies to all employees of the Group, including those permanently employed, temporary agency staff and contractors.

4. POLICY

4.1 Bribery

4.1.1 The Group prohibits the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement:

- To or from any person or company, whether a public official or public body, or a private person or company, wherever situated;
- By any individual employee, Board Member, agent or other person or body acting on behalf of the Group;
- In order to gain any commercial, contractual or regulatory advantage for the Group in a way which is unethical; or
- In order to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

4.1.2 For the avoidance of doubt, this Policy prohibits the making, giving or receiving of any inducement that results in a personal gain or advantage to the recipient or any person or body associated with the recipient, and that is intended to influence the recipient to take action which may not be solely in the best interests of the Group.

4.2 Tax Evasion

4.2.1 For the purposes of this Policy:

- Tax evasion means the offence of cheating the public revenue or fraudulently evading UK tax, and 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 means evading tax in a foreign country, provided that that 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; and
- Tax evasion facilitation means being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person, or aiding, abetting, counselling or procuring the commission of that offence. Tax evasion facilitation is a criminal offence, where it is done deliberately and dishonestly.

4.2.2 It is not acceptable for employees or any person associated with the Group to:

- a) engage in any form of facilitating tax evasion or foreign tax evasion;
- b) aid, abet, counsel or procure the commission of a tax evasion offence or foreign tax evasion offence by another person;
- c) 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;

- d) engage in any other activity that might lead to a breach of this policy; or
- e) 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.

4.3 Breach of the Policy

- 4.3.1 The Group will take firm disciplinary action, in line with the Group Disciplinary Policy (employees) or the terms of contractual arrangements (external business partners), in cases of proven fraud, bribery, tax evasion or other corrupt practices. This will very likely be immediate termination of employment.

Any proven instance of breach of the Policy by a supplier / contractor may constitute a material breach of agreement from which a termination of contract may result.

5. RESPONSIBILITY

- 5.1 The prevention, detection and reporting of bribery and tax evasion is the responsibility of all employees throughout the Group. Suitable channels of communication by which employees or others can report confidentially any suspicion of bribery or tax evasion will be maintained in accordance with the Group's Whistleblowing Policy.

6. KEY CONTACTS

- 6.1 Policy Owner:
- Group Chief Executive Officer
- 6.2 Policy Lead:
- Head of Compliance & Support Services
- 6.3 First Point of Contact for reporting suspected breach:
- Line Manager
 - Head of Compliance & Support Services (Group Whistleblowing Officer)
 - Group Chief Executive Officer

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