Anti-Bribery & Corruption Policy

June 2026

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V3.0	June 2021	Major Revision – with separation of Gifts & Hospitality to a separate policy	Plc Board (on recommendation of Audit & Risk Committee)	Company Secretary
V4.0	September 2022	Revised following external review	Plc Board	Company Secretary
V4.1	September 2023	Annual Review	Plc Board	Company Secretary
V5.0	February 2025	Annual Review – updated to reflect no longer publicly listed and other minor revisions	The Board of DX Network Services Limited	Company Secretary
V5.1	June 2026	Annual Review – no changes		Company Secretary

Anti-Bribery & Corruption Policy

This policy is issued by DX Network Services Limited as the principal operating company of the DX Group. This policy applies to all companies within the DX Group, including parent, subsidiary and holding companies.

At DX we trust that our colleagues, as well as our consultants, contractors, and agency workers will always meet the high standards of conduct that we expect from all our teams. However, all organisations face the risk of things going wrong from time to time, including illegal or unethical conduct taking place within the business. This policy aims to assist all of us against the harm that the risks of bribery and corruption can cause. It is our policy to conduct all of our business in an honest, transparent and ethical manner. **We do not tolerate bribery and corruption** and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships.

The purpose of this policy is to provide information and guidance to colleagues, individuals and businesses working with or for us in the provision of services.

If you have any questions or concerns at any time around any matters covered, or possibly covered, by this policy please speak to your line manager or if you prefer, to the Head of Legal and Company Secretary (in confidence). If you would like to raise a concern anonymously, please refer to the separate Whistleblowing Policy & Procedure which provides details of the EQS Integrity Line reporting system.

What is Bribery and Corruption?

Bribery is defined as **the receiving/offering/seeking/giving of a financial advantage in order to induce a person to give improper assistance in breach of their duty, or to otherwise influence someone with the underlying purpose of obtaining/retaining business, or any advantage in the course of business.**

Examples include:

- A cash payment or other inducement to award a contract to DX, or for DX to award a contract to someone else;
- The offer of money or the promise of a job in return for providing confidential information.

A bribe is not simply a cash payment. It covers the transfer of anything of value and other "advantages" including excessive gifts and/or hospitality. DX has a separate **Gifts & Hospitality Procedure**, which is linked to this policy and should be followed if you have any involvement in giving or receiving gifts and/or hospitality.

The Bribery Act 2010 updated and extended the law in the UK in relation to bribery and corruption. DX will uphold all laws relevant to countering bribery and corruption in any jurisdiction in which we operate. However, as a UK-headquartered group we are bound by the Bribery Act, in respect of our conduct both at home and abroad.

Individuals

Under the Bribery Act it is an offence for an individual to:

- offer, promise, or give a bribe either directly or through a third party;
- request, agree to receive, or accept a bribe either directly or through a third party;
- offer, promise, or give either directly or through a third party, an advantage (financial or otherwise) to a Foreign Public Official*.

  *This is not expected to be a frequent risk to DX given our operating model, but beware of requests for "grease payments" or other **facilitation payments** (as defined in Schedule 2 below) from, for example, border and customs officials.

Dishonesty does not need to be proved. This means ignorance or a genuine belief is not a defence. Penalties include fines and up to 10 years imprisonment.

The Company (DX)

Businesses can also be guilty of an offence under the Bribery Act if they **fail to prevent bribery**.

An offence is committed where a person "associated with the business" bribes another person intending to obtain or retain business or an advantage for the business. Passive acquiescence (a "nod and a wink" or staying silent in response to a suggestion) can amount to an offence.

The law is drawn deliberately widely.

A person is "associated with the business" if they are an employee, agent, subsidiary or joint venture partner of the business.

A business found guilty of the corporate offence of failing to prevent bribery can face unlimited fines.

Any prosecution against DX could also lead to us being excluded from tendering for public contracts and facing substantial damage to our reputation.

We all, therefore, have a common interest in ensuring our colleagues and those who interact with our business are aware of the Bribery Act offences. Acts of bribery and corruption will be treated as Gross Misconduct within the **Disciplinary Policy**, unless there are exceptional and significant extenuating circumstances.

We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

The only defence a business has to a prosecution under the Bribery Act is to demonstrate that it has **"adequate procedures"** in place which are designed to prevent bribery.

Policy and Procedures

This updated policy, awareness campaigns, training and the ability to **seek advice from the Head of Legal and Company Secretary** form part of those adequate procedures. In addition, DX has measures in place that reduce the likelihood of fraud, including bribery and corruption, occurring. These include

an **Anti-Fraud Policy**, documented procedures, a risk assessment and documented systems of internal control. We also seek to ensure that a risk (and fraud) awareness culture exists across DX.

Our approach will be regularly reviewed and updated to ensure that we continue to operate adequate procedures.

It is vitally important that each of us take this policy seriously in all of our dealings on behalf of DX.

Personal responsibility

We are all personally responsible for:

- Our own ethical and professional conduct;
- Reading, understanding and complying with this policy, and for ensuring that any direct reports read, understand and comply with this policy;
- Obtaining advice and guidance where necessary;
- Reporting any suspected breach of the policy, or suspected future breach, or any concerns as to the behaviour of others as soon as possible; and
- Avoiding any activity that might lead to, or suggest a breach of this policy.

Additionally, Directors and Senior Managers are personally responsible for:

- Monitoring compliance with this policy in all areas for which they are responsible; and
- Monitoring compliance with this policy by those they engage with on behalf of the business.

Directors and Senior Managers must lead by example, by:

- Demonstrating commitment to compliance as the right thing to do and not merely "box ticking";
- Remaining alert to risks; and
- Promoting awareness and compliance.

Record Keeping

DX is obliged to keep sufficient financial records and have appropriate internal controls in place to evidence the business reasons for making payments to third parties, as well as other audit records.

Further Information

Schedule 1 to this policy sets out further do's and don'ts and warning signs to look out for.

Schedule 2 to this policy sets out further guidance if dealing with **governmental bodies,** including advice around facilitation payments and kickbacks.

Schedule 3 to this policy contains further guidance on gifts and hospitality, charitable donations, and political donations.

Please refer to the Schedules to learn more on these areas if you are a Director or Senior Manager, or if they might be relevant to your role. If in doubt, please read and if necessary seek advice from the Head of Legal and Company Secretary.

How to raise a concern

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

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 the Head of Legal and Company Secretary, or your DX contact (if you are not an employee of DX) or report it in accordance with our **Whistleblowing Policy & Procedure** as soon as possible.

If you are unsure about whether a particular act might constitute bribery or corruption, please raise it with your line manager or the Head of Legal and Company Secretary.

In conclusion

If you are in any doubt about the information contained within this policy please speak to your line manager, or for external parties, your contact at DX.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in any acts of 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. 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.

If you believe that you have suffered any such treatment, you should inform your line manager, or the Head of Legal and Company Secretary, or your DX contact immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our **Grievance Procedure**.

Our **Whistleblowing Policy & Procedure** is designed to allow individuals to raise concerns if that is the route with which they feel most comfortable, including anonymously if they so wish.

Schedule 1 – Warning Signs

Example indicators of possible corruption:

- Abnormal payments, particularly in cash
- Pressure exerted for payments to be made urgently or ahead of schedule
- Abnormally high commission payments
- Lavish gifts/hospitality
- An individual not taking time off and insisting on being the only contact with a particular business
- Failure to follow sign off procedures
- Agreeing to particularly unfavourable terms, including low or negative margins
- An unexplained preference for particular suppliers
- Excluding departments/functions from a process with which they are ordinarily involved
- Invoices being agreed in excess of contract prices without reasonable excuse
- Large contractual variations being raised post contract without a reasonable justification
- Missing documents from filing systems
- Payment of unusually high expenses
- Circumventing recruitment processes and checks
- Seeking "favours" from Suppliers – which may also create the risk of a demand for a "favour in return"
- An extravagant lifestyle compared to the perception of their earnings

DO	**DON'T**
Remain alert to the risks of bribery & corruption.	Engage in any activity which could potentially breach this policy and/or the law.
Seek guidance if you are at all unsure **before** acting.	Attempt to induce anyone else to do something which you suspect might be illegal or in breach of this policy.
Seek guidance if you are approached to do anything which makes you uncomfortable or which you suspect may be illegal.	Be persuaded by others to do something with which you feel uncomfortable.
Report any concerns you have as soon as possible – please refer to our **Whistleblowing Policy & Procedure**.	Fail to report concerns.

Before doing anything, STOP and consider:

- **Would I be happy to read about what I am about to do in any newspaper or news website?**
- **Would I feel comfortable explaining my actions to my family?**

Schedule 2 – Dealing with Governmental Bodies

You should take extra care when dealing with governmental bodies and government officials (including central and local government).

A **government official** is:

- An officer or employee of a government (for example civil servants, local government officials and members of the armed forces);
- An employee of a business in which a governmental body has an interest/influence (for example Highways England);
- A political party or a candidate for political office;
- Any person known or suspected to be a close family member of any **government official**.

Facilitation payments and kickbacks

Facilitation payments are generally defined as small, unofficial payments used for the purpose of expediting or facilitating routine government action by a government official. Kickbacks are bribes made in return for a gain.

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

DX Colleagues must not be involved in any action that might bring about, or suggest, that a facilitation payment or kickback will be made or accepted by DX.

DO	**DON'T**
Ensure you are familiar with and abide by any special requirements in government contracts	Deviate from contractual commitments without an official variation being confirmed
Be aware of the particular risk around facilitation payments and "kickbacks"	Mislead any government or regulatory official
Cooperate with any officials conducting regulatory enquiries or investigations	Attempt to obstruct any investigation or enquiry

Schedule 3 – Further Guidance

Gifts and Hospitality

DX colleagues are under an obligation to refuse all but the most minimal of gifts and to disclose any offer or gifts and hospitality to DX on an internal gift register, which is held by the EA to the Chief Financial Officer. Please refer to the **Gifts & Hospitality Procedure** for more detailed guidance.

Charitable Donations

DX supports charities and local communities through donations and fundraising events. We only make charitable donations that are legal and ethical. No donation must be offered or made without the prior written approval of either the Chief Executive Officer, or the Chief Financial Officer, or a divisional Managing Director.

Political Donations

We do not make contributions to candidates for public office, political parties or other political organisations. Any proposed political donation can only be made with the prior written approval of the Chief Executive Officer.