

Anti Bribery and Corruption Policy



1. Context

1.1. Orchard Community Energy (OCE or “the Society”) is committed to responsible corporate behaviour and to complying with all laws, regulations and other requirements that govern the conduct of our operations. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships. It is our policy to conduct all of our business in an honest and ethical manner. We are fully committed to instilling a strong anti-corruption culture.

1.2. OCE is fully committed to compliance with all anti-bribery and anti-corruption legislation including, but not limited to, the Bribery Act 2010 (“the Act”) and to ensuring that no bribes or other corrupt payments, inducements or similar are made, offered, sought or obtained by us or anyone working or volunteering on our behalf.

1.3 This policy applies to OCE and all of its subsidiaries. References to the Society should be read as also referring to any or all of its subsidiaries.

1.4. All who undertake work for OCE (including as board members, volunteers, employees and on behalf of our contractors, including sub-contractors)) are required to read and abide by this policy. In this policy, the term “OCE workers” is used to cover all of these people.

1.5. The purpose of this policy is to set out our responsibilities, and those of OCE workers, in observing and upholding our position on bribery and corruption.

1.6. In this policy, “a Director” means any Director of OCE other than yourself.

2. Responsibility for Compliance and Scope of Policy

2.1. All OCE workers (as defined in 1.4) are subject to this policy.

2.2. If you do not understand any aspect of this document, it is your responsibility to consult a Director.

2.3. It is the responsibility of all OCE workers to ensure that bribery is prevented, detected and reported and all such reports should be made in accordance with section 10.1.

2.4. Parties described in section 1.4. must:

2.4.1. Be aware and alert at all times to all bribery risks as described in this policy;

2.4.2. Exercise due diligence at all times when dealing with third parties on behalf of the Society; and

2.4.3. Report any and all concerns relating to bribery to a Director or, in the case of non-

employees, their normal point of contact within the Society, or otherwise in accordance with section 8.1. below.

3. Bribery

3.1. Bribery is defined as the giving or promising of a financial or other advantage to another party (or use a third party to do the same) on the Society's behalf where that advantage is intended to induce the other party to perform a particular function improperly, to reward them for the same, or where the acceptance of that advantage is in itself improper conduct.

3.2. Bribery is also deemed to take place if any party requests or agrees to receive any financial or other advantage from another party where that advantage is intended to induce that party to perform a particular function improperly, where the acceptance of that advantage is in itself improper conduct, or where that party acts improperly in anticipation of such advantage.

3.3. Bribery of a foreign official is defined as the giving or promising of a financial or other advantage which is intended to influence the official in order to obtain business or an advantage in the conduct of business unless the foreign official is required or permitted by law to be influenced by such advantage.

4. Facilitation Payments

4.1. A facilitation payment is defined as a small payment made to officials in order to ensure or speed up the performance of routine or necessary functions.

4.2. Facilitation payments constitute bribes and, subject to section 4.3, may not be made at any time irrespective of prevailing business customs in certain territories.

4.3. Facilitation or similar payments may be made in limited circumstances where your life is in danger but under no other circumstances. Any payment so made must be reported to a Director as soon as is reasonably possible and practicable.

5. Gifts

5.1. In this context, "gifts" means any form of gift, entertainment, hospitality or travel provided without charge.

5.2. The giving or receiving of gifts remain a legitimate part of conducting business and can expand and strengthen business relationships, but such gifts can, when excessive, constitute a bribe and/or a conflict of interest between personal interests and professional responsibilities. Care and due diligence should be exercised at all times when giving or receiving any form of gift on behalf of the Society.

5.3. The following are general guidelines for giving or receiving gifts:

5.3.1. Gifts may neither be given nor received as rewards, inducements or encouragement for preferential treatment or inappropriate or dishonest conduct.

5.3.2. Gifts should not be actively sought or encouraged from any party.

5.3.3. Cash should be neither given nor received as a gift under any circumstances, regardless of

the amount.

5.3.3. The giving or receiving of gifts:

5.3.3.1. Cannot influence or reasonably give the appearance of influencing OCE's business relationship with the entity that gave or received the gift, entertainment or hospitality.

5.3.3.2. Must not involve the reciprocation of a business obligation.

5.3.3.3. Should not give the impression that the award of any business, custom, contract or similar will be in any way conditional on gifts.

5.3.4. The value of all gifts, whether given or received, must be appropriate to the circumstances, proportionate to the matter to which they relate and should not be unusually high or generous when compared to prevailing practices in our industry or sector.

5.3.5. Gifts to or from relevant parties should be generally avoided at the time of contracts being tendered or awarded.

5.3.6. Certain gifts which would otherwise be in breach of this policy may be accepted if refusal would cause significant and/or cultural offence, however the Society will donate any gifts accepted for such reasons to a charity of the Board's choosing.

5.3.7. You should always seek prior approval in writing from a Director before you:

5.3.7.1. Promise, give or receive gifts of whatever value, either directly or through a third party.

5.3.7.2. Loan an asset owned by OCE, either temporarily or permanently, unless they are paying full value for it or it is part of a contractual arrangement.

5.3.8. If the Board decides that any gift you receive was inappropriate, you may be required to make a personal donation of equivalent value to a charity of the donor's or OCE's choice.

Whatever decision is taken, you must not profit personally.

6. Government Entities

6.1. In this context, the word "government" means any and every part of UK government, local government and public sector bodies such as the NHS or the police.

6.2. We must be careful to comply with laws relating to working with the public sector, which vary widely and are sometimes complex. Most, if not all, government agencies strictly prohibit bribes and kickbacks. Generally, you should refrain from giving government officials anything of monetary value, including a gift, entertainment, loan, local or long distance travel, a favour, hospitality, forbearance, lodging, discounts, training or meals, etc.

6.3. Offers of entertainment to any government employee of any country must have a Director's written approval. Further, you must always obtain a Director's approval before you:

6.3.1. Do business with a government employee in a private capacity. By this, we mean things like doing business with them "on the side" or setting up a company with them.

6.3.2. Hire an agent, representative, consultant or other third party, or enter into any joint venture, partnership or investment, to perform work for OCE that may involve making a payment to, or doing business in any other way with, a government employee in his or her private capacity.

6.4 This policy is not intended to restrict government officials acting in a private capacity from being OCE members, bondholders, directors or volunteers or from becoming employees or contractors after an open recruitment process. It is expected that any such officials adhere to the requirements for their government role in deciding whether or not to support OCE. Individuals who are or are being considered as employees or contractors must declare any government roles

to OCE before appointment and keep this information up to date. OCE directors and volunteers must adhere to OCE's conflicts of interest policy.

7. Political Donations

7.1. OCE does not make political donations and is not affiliated with any political party, independent candidate, or with any other organisation whose activities are primarily political.

7.2. You are free to make personal donations provided such payments are not purported to be made on behalf of OCE and are not made to obtain any form of advantage in any business transaction. You may not request reimbursement from OCE, nor will OCE reimburse you, for any personal contributions that you make.

7.3. You may not make any political contribution or speak publicly regarding political issues as a representative of OCE without authorisation from a Director.

8. Help and Support

8.1. If you have any issues relating to this policy, you should raise them with a Director. If, however, you wish to make a report anonymously, you may use a whistleblowing service.

8.2. OCE is committed to protecting workers who do the right thing. If you are concerned about any violation of this policy, please let us know. We are committed to protecting people who voice their concerns in the proper way and we will respect employees' rights under the Public Interest Disclosure Act 1998.

8.3. Additionally, in the unlikely event that you receive a threat of blackmail or extortion, we will do all we can to help you.

Appendix 1. Consequences of Bribery

A1.1. Anyone or any organisation found guilty of bribery under the Act may face fines and/or prison terms. In addition, high legal costs and adverse publicity are likely to result from any breach of the Act.

A1.2. For employees of the Society, failure to comply with this policy and/or with the Act may result in:

A1.2.1. Disciplinary action which may include dismissal; and

A1.2.2. Criminal penalties under the Act that may result in a fine and/or imprisonment for up to 10 years.

A1.3. For the Society, any breach of this policy by any employee or business associate may result in:

A1.3.1. The Society being deemed to be in breach of the Act;

A1.3.2. The Society being subject to fines; and

A1.3.3 The Society suffering negative publicity and further associated damage.

Approved by the Orchard Community Energy Limited Board on 6th January 2022.