

THE KINGSBURY PLC

BRIBERY AND ANTI-CORRUPTION POLICY

1. PURPOSE

The purpose of this policy is to:

Define core principles: It outlines the group's stance on bribery and corruption.

Assign responsibilities: It clarifies the duties of stakeholders (including employees, suppliers, and customers) in adhering to the policy.

Ensure compliance and provide guidance: The policy ensures adherence to all relevant anti-bribery and corruption laws and regulations and assists employees and other Company stakeholders in understanding and addressing related challenges.

2. POLICY STATEMENT

The Hayleys Group which comprises Hayleys PLC and all its subsidiary companies are committed to conducting its business activities with integrity and in an ethical manner.

The Kingsbury PLC recognises the importance of zero tolerance for bribery and corruption which has become a serious global issue;

The Company recognises the damage caused to societies and individuals globally due to bribery and corruption;

The Kingsbury PLC recognises that bribery and corruption undermine the rule of law, leads to violation of human rights, distorts markets, and allows organised crime, terrorism and other threats to human security thrive and flourish;

Having a global footprint, The Kingsbury PLC continues to strengthen its overseas businesses and recognises the need to be aware of international compliance standards. Therefore, the following information is regarded as important:

- ◆ There is a significant increase of legislation around the world intended to create, or extend the reach and enforcement of anti-corruption laws
- ◆ It is critical for The Kingsbury PLC to implement strong compliance measures in order to
 - ◆ Protect themselves from liability
 - ◆ Preserve interests of stakeholders
 - ◆ Minimise disruption to business
 - ◆ Protect corporate reputation

The Kingsbury PLC Bribery and Anti-corruption Policy is implemented with the objective of:

- ◆ Setting out the Company's core principles on bribery and anti-corruption;

- ◆ Setting out the duties and responsibilities of The Kingsbury PLC’s Chairman, Directors, direct and indirect employees, suppliers, customers and other similar persons with regard to complying with this Policy;
- ◆ Ensuring compliance to all applicable laws and regulations relating to anti-bribery and corruption;
- ◆ Providing guidance and assistance to stakeholders on how to face challenges and issues that they may face due to bribery and corruption relating to any business and other matters relating to The Kingsbury PLC;

Commitments

The Company is committed to:

- ◆ Upholding the Anti-Corruption Act No. 9 of 2023 as amended from time to time
- ◆ Upholding laws relating to bribery and anti-corruption in all the countries in which the Group Companies operate
- ◆ Upholding the 10 principles of the United Nations Global Compact (UNGC)

This Policy has been adopted by The Kingsbury PLC Board.

3. DEFINITIONS

Bribery is the direct or indirect offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. Advantages includes money (in digital or virtual form) or any gift, loan, fee, reward, commission, valuable security or other property, interest in property or sexual favour. The intention of a bribe is to influence a person’s actions or decisions in order to obtain an undue advantage or refraining from acting in the exercise of his or her official duties.

Corruption is defined as the abuse of entrusted power for private gain.

4. APPLICABILITY OF THIS POLICY

The Kingsbury PLC Bribery and Anti-corruption Policy (This Policy) is applicable to the Chairman and Board of Directors of The Kingsbury PLC including all its employees and agents, residing or operating in Sri Lanka and in overseas locations.

This Policy is applicable to all The Kingsbury PLC business operations.

This Policy will be made available to our contractors, indirect employees if any, suppliers, distributors, advisers, contractors, consultants and all third-party service providers (Partners) through the Company website. Directors and Employees shall ensure that all contractual agreements and arrangements with our Partners shall include reference to this Policy with the objective of complying with the provisions of this Policy.

Reference to the terms ‘You’ and ‘Your’ in this Policy will be applicable to all those individuals or organisations to whom a part or the entirety of this Policy is applicable to.

Reference to a ‘Third Party’ in this Policy means any individual or organisation that You come into contact with or deal with during the course of Your role, including but not limited to potential customers, competitors and organisations in the public sector, such as governments, public agencies and government-owned or controlled commercial enterprises.

5. POLICY GOVERNANCE AND MAINTENANCE

Responsibilities, and monitoring compliance of this Policy

The Directors of The Kingsbury PLC will have the overall responsibility for the promulgation of this Policy in support of its bribery and anti- corruption commitments and in compliance with its legal and ethical duties.

Head of Finance – Leisure Sector, together with the Company Finance Head will be responsible to ensure that necessary procedures are in place to monitor compliance with this Policy and shall so monitor.

The Head of Finance – Leisure Sector shall be responsible for drawing up operating procedures required for compliance with this Policy.

Monitoring and reviewing of this Policy

The Head of Finance – Leisure Sector in conjunction with relevant personnel, will at least once a year monitor and review the implementation of and compliance with this Policy. This review will take account of any changes in laws, changes in The Kingsbury PLC and its businesses and new areas of risk.

The Company will periodically undertake internal/external appraisals including independent audits relating to this Policy and the procedures drawn and implemented under this Policy in order to provide assurance that they are being complied with and remain effective in countering bribery and as necessary enhance their effectiveness.

6. COMPLIANCE WITH THIS POLICY

The prevention, detection and reporting of bribery and corruption in any form is the responsibility of all Directors and Employees. The Kingsbury PLC Whistleblowing policy shall also facilitate any reporting under this Policy.

Where any Director or Employee violates this Policy, such individual may face disciplinary action which may result in termination.

Where Our Partners violate this Policy all companies of the Hayleys Group having contractual relationships with such Partners, will seek to terminate the contractual relationship in accordance with the terms of the relevant contract. The same will apply to any Third Party with whom any contractual relationships exist.

Non-compliance of this policy should be raised /communicated immediately through defined reporting channels and subsequent investigations will be conducted confidentially.

Gifts, hospitality and other promotional expenses may be a breach of this Policy.

Gifts, hospitality related invitations, events and other promotional expenses offered or accepted by Directors and Employees may not always be a form of bribery.

The Company recognises that the occasional acceptance of nominal gifts which are customarily given and/or are of a commemorative nature, may be required in maintaining good business relationships.

However, You are requested to be cautious and take steps to identify any potential or imminent breach of this Policy in such circumstances. Such gifts, hospitality related invitations, events and other promotional expenses having regard to the monetary value and even if the monetary value is not significant if they are offered with the intention of gaining an improper business and commercial advantage then there may be a breach of this Policy.

If in doubt contact Your manager, supervisor or relevant Director of Your organisation. The final decision will lie with The Head of Finance – Leisure Sector.

Facilitating payments may be a breach of this Policy.

This Policy prohibits the payment or offering of gifts to public officials in order to expedite or facilitate an action or process, such as issue of licenses or permits, which may be commercially advantageous to the Company. You may be criminally liable under Sri Lankan Bribery and Anti- corruption laws as well as similar laws of other countries in which the Hayleys Group operates.

This excludes legitimate payments made to fast-track a process; for example, legitimate fast-track processes for visa or customs clearance which is authorised by law.

This Policy prohibits payment or offering gifts to any person where the intention is to gain an illegal commercial advantage to You personally or to The Kingsbury PLC.

Political contributions and donations to politically connected persons are a breach of this Policy.

This Policy prohibits political contributions or donation to political parties and election candidates as such contributions and donations are viewed as bribes made with the intention of influencing business and official decisions relating to Your organisation with the intention of obtaining commercial gain or similar advantage.

The Kingsbury PLC represents that they strictly do not participate in party politics as has been the ethos of the Group since inception.

This Policy expressly prohibits making any political contributions or donations or incurring political expenditure on behalf of political persons or politically connected persons. The Term ‘politically connected persons’ will mean the term as is currently used in current legislation or any legislation that defines such term in the future in the country where such offence took place or where such jurisdiction applies.

Charitable Donations may be a violation of this Policy.

You are permitted to make a charitable donation on behalf of the Company where such donation can be made legally and ethically under the laws of that country where the donation is made with all budgetary considerations followed. However, where a charitable donation is made with the intention of gaining an improper business advantage then it is a breach of this Policy. All donations and CSR activities must be carefully assessed for legitimacy and credibility ensuring that it is not being carried out to derive an undue business advantage.

Due diligence of Partners

There may be a risk that Partners may engage in bribery or corruption related activities.

The relevant Business Development Head will determine the level of due diligence required of our Partners. Such due diligence must be completed before the contract with the Business Partner is signed. The Head of Finance – Leisure Sector together with the Group Head of Legal will decide on any anti-bribery clauses that will be required in relation to entering into any agreement or contract with Partners.

Payment of commissions to third parties

All fees, expenses, and commissions paid to any third party engaged to represent or provide a service to the Group must be appropriate, justifiable and proportionate under the circumstances and will only be for legitimate services rendered.

Your responsibilities under the Policy

- ◆ Read, understand and comply with this Policy
- ◆ Avoid any activity that might lead to or suggest a breach of this Policy
- ◆ Notify Your Manager or a Director as soon as possible if you believe or suspect that a breach or conflict with this Policy has occurred or may occur.

What is not acceptable?

It is not acceptable for You or someone on behalf of You to:

1. 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 or
2. Give, promise to give or offer a payment gift or hospitality to a government official agent or representative to facilitate or expedite a routine procure or
3. Accept payment from a third party that You know or suspect that is offered with expectation that it will obtain a business advantage for them or
4. Threaten or retaliate against another employee or individual who has refused to commit a bribery offence or who has raised concerns under this Policy

7. RECORD KEEPING

Many serious bribery and corruption offences often involve some degree of inaccurate record keeping.

The Kingsbury PLC Board of Directors recognize that the Company's records, and financial reporting must be transparent and accurately reflect each of the underlying transactions.

The Head of Finance – Leisure Sector together with Company Finance Head is responsible for the integrity of the Company's books, records and accounts.

The Kingsbury PLC must maintain accurate and proper books of record and financial reporting. In accordance with the Company accounting manual and defined procedures, all expenditure and expense claims must be supported by documentation that accurately and properly describe such expenditure. The reason for the expenditure must be specifically recorded.

No accounts must be kept off book to facilitate or conceal payments.

The Kingsbury PLC must maintain a register of gifts with specific guidelines drawn up on the quantum of the value of the gifts that should be maintained where You are responsible to declare such gifts. Such register of gifts will be subject to Board review.

8. COMMUNICATION AND TRAINING

This Policy is readily accessible for employees and external parties through the Group intranet and its website.

Adequate communication of this Policy and dissemination of this Policy is the responsibility of the Head of Finance – Leisure Sector.

Head of Finance – Leisure Sector and Company Finance Head is responsible for this Policy and its procedures are embedded through its business and understood by all employees and Business Partners.

Any questions concerning any aspect of this Policy should be referred first to the respective Company business's management who may if relevant refer the matter to the Head of Finance – Leisure Sector.

Head of Finance – Leisure Sector is responsible for identifying employees who may face a risk of exposure to bribery. All employees must complete training programmes on anti-corruption and bribery implemented by the Company. Such training has to be recorded and such training is required to be regularly refreshed to take account of changes in the risks faced by the Company and any changes in relevant legislation.

Whistle blowing

The Kingsbury PLC will not allow retaliation against anyone refusing to take part in bribery and corruption.

The Company will not commence disciplinary action against any employee who reports bribery related actions of another where such reporting is done in good faith even if they turn out to be mistaken.

Refer to The Kingsbury PLC Whistleblowing policy.

Effective date of implementation

This policy shall be effective and operative from 1st of April 2024.

