

## This is the Anti-Bribery and Anti-Corruption Policy of



Future Biogas is one of the UK's largest producers of biomethane. At the forefront of the anaerobic digestion (AD) industry, Future Biogas is a highly regarded developer and operator of AD plants, providing full asset management service capabilities to a number of blue-chip asset owners. Over the last decade Future Biogas has successfully demonstrated the wide range of benefits to agricultural and food production from integrating biomass for AD into the farming rotation.

### **Purpose**

At Future Biogas we are committed to conducting our business in an honest and ethical manner. There is a zero-tolerance approach to bribery and corruption. Future Biogas is committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever it operates and implementing and enforcing effective systems to counter actual or potential threats of bribery and corruption.

Future Biogas seeks to uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which the business operates. Future Biogas is resident in and operates solely within the UK and is therefore bound by the laws of the UK, including the Bribery Act 2010, in respect of conduct both in its UK operations and in any dealings with companies abroad.

The purpose of this policy is to:

- set out Future Biogas' responsibilities, and of those working for Future Biogas, in observing and upholding the position on bribery and corruption; and
- provide information and guidance to those working for the business on how to recognise and pro-actively deal with actual or potential threats of bribery and corruption.

Bribery and corruption are punishable for both individuals and companies with up to ten years' imprisonment and severe financial penalties, in addition to reputational damage. Future Biogas therefore takes its legal responsibilities very seriously.

## **1. WHO IS COVERED BY THE POLICY?**

This Policy applies to Future Biogas Holdco Limited and all its subsidiaries (the “**Future Biogas Group**”) and to all individuals that work for, act on behalf of or otherwise represent the Future Biogas Group (including as employees and agents, each a “**Direct Associate**”). This Policy does not form part of any employee’s contract of employment and may be amended at any time.

In this policy, "third party" means any individual or organisation who is not Direct Associate.

## **2. WHAT IS BRIBERY?**

- 2.1 A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.
- 2.2 There are four main offences under the Bribery Act 2010:
  - 2.2.1 giving or offering a bribe;
  - 2.2.2 receiving or requesting a bribe;
  - 2.2.3 bribing a foreign public official; and
  - 2.2.4 the corporate offence of failing to prevent bribery by an associated person for Future Biogas’ benefit.
- 2.3 Please see the Appendix for examples of situations which could be deemed an offence under the Bribery Act 2010 and for possible risk scenarios.

## **3. GIFTS AND HOSPITALITY – WHAT IS ACCEPTABLE?**

- 3.1 The exchange of legitimate hospitality and gifts can build goodwill in business relationships. However, Future Biogas and its Direct Associates must never offer or accept hospitality or gifts to or from third parties if it may improperly influence a business decision, impair independence or judgement or create a sense of obligation or if there is a risk it could be misconstrued or misinterpreted by others as a bribe.
- 3.2 The giving or receipt of gifts or hospitality is therefore only permitted by Future Biogas and its Direct Associates if all of the following requirements are met:

3.2.1 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;

3.2.2 it complies with local law;

3.2.3 when giving gifts or hospitality, it is given in the name of a Future Biogas Group company, not in the name of an employee or other individual;

3.2.4 it is not cash or a cash equivalent (such as gift vouchers or prepaid cards);

3.2.5 it is appropriate and related to specific circumstances, i.e. small Christmas gift for a key stakeholder, and in all cases is not of an offensive nature or anything that would embarrass the Future Biogas or its shareholders if publicly disclosed;

3.2.6 taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time;

3.2.7 it is given openly, not secretly and not as a result of any solicitation to actively seek such hospitality or gifts;

3.2.8 gifts or hospitality should not be offered to, or accepted from, government officials or representatives, or politicians or political parties; and

3.2.9 where feasible, approval has been obtained before offering or accepting hospitality or gifts and/or these have been recorded in the hospitality and gifts register (depending on the value of the hospitality or gift offered or to be accepted) in accordance with clause 3.3 below,

(the **Principles**).

### **3.3 Approvals for accepting or offering gifts or hospitality:**

3.3.1 Provided that each of the Principles is satisfied, gifts or hospitality may be accepted and/or offered depending on the value of the gift or hospitality as follows (based on the known value or value reasonably estimated by the recipient):

a) Up to £100 per transaction – via expenses, no prior approval required;

- b) £100 to £250 per transaction – prior consent by line manager **or** either the CEO, CFO or Company Secretary;
- c) Over £250 per transaction – prior consent by line manager **and** any of CEO, CFO or Company Secretary;
- d) Where the CEO or CFO is receiving or offering gifts or entertaining up to £250 per transaction - no prior approval is required;
- e) In respect of the receiving or offering of gifts or entertaining over £250 per transaction by the CEO or CFO, the Chair must be provided with a detailed summary of these gifts or entertainment on a monthly basis including in respect of any pre-approved by the Board as part of the annual budget.

3.3.2 The Future Biogas Group as a whole may not offer gifts and entertaining with a cumulative value of greater than £25,000 in any financial year, without the prior approval of the Board or as may be approved by the Board as part of the annual budget.

3.3.3 All gifts and hospitality to a value of more than £100 per transaction offered, accepted or rejected by any employee should be entered on the gift and hospitality register. Ultimate ownership of the gift and hospitality register is with the Compliance Officer. The register is held by the Office Manager, Guildford and submissions must be made via email and supported by appropriate documentation (email invites, receipts) where practically possible.

#### **4. GIFTS AND HOSPITALITY - WHAT IS NOT ACCEPTABLE?**

4.1 It is not acceptable for any Direct Associate (or someone on their behalf) to:

4.1.1 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

4.1.2 give, promise to give, or offer a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure; or

4.1.3 accept payment from a third party that is known, or suspected, is offered with the expectation that it will obtain a business advantage for them; or

4.1.4 accept a gift or hospitality from a third party if it is known, or suspected, that it is offered or provided with an expectation that a business advantage will be provided by Future Biogas in return; or

4.1.5 threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or

4.1.6 engage in any activity that might lead to a breach of this policy.

## **5. FACILITATION PAYMENTS**

5.1 Future Biogas does 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. They are not commonly paid in the UK but are common in some other jurisdictions.

5.2 If any Direct Associate is asked to make a payment on behalf of Future Biogas, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. A receipt should be requested which details the reason for the payment. Only make payments in line with documented Future Biogas processes. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your line manager (or, if not appropriate, with the Compliance Officer) and obtain their agreement to any proposed course of action.

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

## **6. DONATIONS**

6.1 Future Biogas does not make contributions to political parties.

6.2 Future Biogas only makes charitable donations that are legal and ethical under local laws and practices. No charitable donation may be offered or made on behalf of the Future Biogas Group without the prior approval of the Board unless the donation is individually less than £5,000 and aggregate donations in any financial year do not exceed £20,000 and pre-approved by CFO or CEO.

## **7. RESPONSIBILITIES**

- 7.1 Each employee should ensure that they read, understand and comply with this policy.
- 7.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Future Biogas or under its control. All employees must seek to avoid any activity that might lead to, or suggest, a breach of this policy.
- 7.3 Line manager (or, if not appropriate, the Compliance Officer) should be notified as soon as possible if a known or suspected breach or conflict with this policy either has occurred, or may occur in the future.
- 7.4 Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct. Future Biogas reserves its right to terminate the contractual relationship with other Direct Associates if they breach this policy. Direct Associates should avoid doing business with others who do not commit to doing business with anti-bribery and corruption standards as a best practice compliance objective.

## **8. RECORD-KEEPING**

- 8.1 Future Biogas must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 8.2 All employees must follow the procedures as prescribed in section 3 of this policy to ensure an appropriate audit trail is maintained.
- 8.3 All employees must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Expenses Policy and specifically record the reason for the expenditure.
- 8.4 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. No accounts shall be kept "off-book" to facilitate or conceal improper payments.
- 8.5 Due diligence questionnaires should be completed and filed centrally as part of the tender, procurement and supply processes.

## **9. HOW TO RAISE A CONCERN**

- 9.1 All employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If an employee is unsure whether a particular act constitutes bribery or corruption, these should be raised with the respective line manager (or, if not appropriate, with the Compliance Officer).
- 9.2 Concerns will be reported as a protected disclosure and be treated as confidential.
- 9.3 If the matter is believed to be more serious, or it is considered that the line manager or Compliance Officer is involved or has not addressed the concern, the procedure set out in the Company's Whistleblowing Policy should be followed which can be found on SharePoint.
- 9.4 Statutory protection of whistleblowers is afforded under the Public Interest Disclosure Act 1998. More information about whistleblowing can be found in the Employee Handbook or the Company's Whistleblowing Policy.

## **10. PROTECTION**

- 10.1 Direct Associates who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Future Biogas is committed to a culture of operating with openness, honesty and integrity, and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

## **11. COMMUNICATION TO EMPLOYEES**

- 11.1 All employees are provided with a copy of the Employee Handbook notifying them of this policy and directing them to where the policy is stored on SharePoint.
- 11.2 The Future Biogas' zero-tolerance approach to bribery and corruption is communicated to all suppliers, contractors and business partners at the outset of our business relationship with them in the Supplier Code of Conduct.

## **12. WHO IS RESPONSIBLE FOR THE POLICY?**

- 12.1 The Board has overall responsibility for ensuring this policy complies with legal requirements and reflects ethical obligations, and that all those subsidiaries under our control comply with it.

- 12.2 The Chief Financial Officer, as Compliance Officer, has 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.
- 12.3 The Chief Financial Officer, as Compliance Officer, and the Company Secretary will monitor the effectiveness and review this policy at least annually and update it as required monitoring its implementation on an ongoing basis. Any changes identified will be made as soon as possible in consultation with the Board. Internal control systems and procedures will be subject to periodic audits to provide assurance that they are effective in countering bribery and corruption.
- 12.4 All Direct Associates are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing. Direct Associates are invited to comment on this policy and any relevant training and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Company Secretary or the CFO.
- 12.5 This policy does not form part of any employee's contract of employment, and it may be amended at any time.

This Anti-Bribery and Anti-Corruption Policy was approved by the Board on 30 August 2023

Signed ..... 

Philipp Lukas

On behalf of the directors of Future Biogas Holdco Limited



## **APPENDIX**

### **(A) EXAMPLES OF SITUATIONS CONSTITUTING AN OFFENCE UNDER THE ACT**

#### **1. Offering a bribe**

**Example:** A Future Biogas employee offers a potential client tickets to a major sporting event, but only if they agree to do business with us.

**Commentary:** This would be an offence as the employee is making the offer to gain a commercial and contractual advantage. They may also be found to have committed an offence because the offer has been made to obtain business for Future Biogas. Finally, it may also be an offence for the potential client to accept your offer.

#### **2. Receiving a bribe**

**Example:** A potential supplier offers a Future Biogas employee a payment and in return they want the employee to use their influence to ensure that the supplier is selected as the supplier of equipment to an AD Plant operated by Future Biogas.

**Commentary:** It is an offence for a supplier to make such an offer. It would also be an offence for a Future Biogas employee to accept the offer or payment as it would be doing so to gain a personal advantage.

#### **3. Bribing a public official**

**Example:** A Future Biogas employee offers to make a payment to a local planning committee member to ensure the Local Council Planning Committee awards a planning consent.

**Commentary:** The offence of bribing a public official has been committed by the employee as soon as the offer is made. This is because it is made to gain a business advantage for Future Biogas. Future Biogas may also be found to have committed an offence.

**Bribery rules apply irrespective of whether a customer, supplier or public official is based within the UK or Overseas.**

## **(B) POTENTIAL RISK SCENARIOS: "RED FLAGS"**

The following is a list of examples of possible red flags that may arise during the ordinary course of business which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If any of these are encountered, they should be reported promptly in accordance with paragraph 10:

- (a) awareness or suspicions that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) awareness or suspicions that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with Future Biogas, or carrying out a government function or process on behalf of Future Biogas;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) an invoice is received from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) a commission or fee invoice is received which appears large given the service stated to have been provided;
- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Future Biogas; or
- (n) an unusually generous gift or offered lavish hospitality is offered by a third party ahead of a contract being awarded or an important contractual renegotiation.