

Group Anti-Bribery and Corruption Policy

Scope and responsibility

Marlowe PLC ('Marlowe') conducts its business in an open, honest and ethical manner, and we require all employees of the Group (whether full-time, temporary, casual, part-time or on fixed term contracts), and third parties, including business partners, subcontractors and suppliers to act professionally and with integrity, in accordance with this Anti-Bribery and Corruption policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all employees across the Group; each employee is required to avoid any activity that might constitute, lead to, or suggest, bribery and/or corruption activities.

Introduction

Marlowe takes a zero-tolerance approach to bribery, corruption and other unethical or illegal practices. We are committed to acting professionally, fairly and with integrity in all business dealings and relationships, complying with all law enforcement and judicial systems wherever we operate. Marlowe requires its businesses to adopt high governance standards, conducting business responsibly, sustainably, and in the pursuit of long-term success for the collective benefit of stakeholders. Our employees are prohibited from attempting to influence, obstruct, or impede any legal proceedings involving the company.

Our businesses comply with the Bribery Act 2010, which creates corporate liability for failure to prevent bribery. The Act governs our business conduct wherever in the world Marlowe operates. Any person representing Marlowe globally is bound by the terms of the Act.

Bribery, or the appearance of bribery, has the potential to negatively affect the reputation and business success of the Company. Marlowe commits never to offer, pay, or accept bribes or soft dollar payments in any circumstances, nor engage in any other form of corruption or extortion, including (but not limited to) the types described below.

Marlowe is committed to thoroughly investigate any failure to comply with this Policy and take appropriate action, which may result in finding of gross misconduct and termination of employment, and referral to relevant authorities. Accordingly the Group commits to disclose the number of bribery and corruption reports received per fiscal year, the types of misconduct reported, and subsequent measures taken. This information may be found in the Group's annual report.

This Anti-Bribery and Corruption Policy will be reviewed annually to ensure its effectiveness, and updated to account for changes to applicable laws, regulations, or to the business activities of the Group.

Definition

- Bribery is the act of offering, giving, receiving or soliciting a financial or other advantage to induce another person to perform a relevant function or activity improperly, or to reward them doing so.
- A 'relevant function or activity' includes business activities or any activity performed in the course of employment and where the person performing the activity is expected to do so in good faith, impartially or in accordance with a position of trust.
- Corruption covers a broad range of acts involving the abuse of entrusted power or position for private gain or another's private gain.

Key principles

Gifts and Hospitality

Marlowe recognises that the occasional exchange of business courtesies, such as reasonable and appropriate entertainment, hospitality, and modest gifts, may be a legitimate means for developing good business relationships and promoting the Group's interests.

However, excessive gifts may improperly influence employees' objective business judgement.

Employees should ensure that the receipt of gifts does not in any way impair their objectivity when working on behalf of Marlowe, nor offer gifts in order to inappropriately influence business partners or clients.

Accordingly, employees are prohibited from:

- Soliciting or actively seeking hospitality or gifts;
- Offering or accepting gifts that may create a conflict of interest between themselves and Marlowe, or prejudice their objective business judgement;
- Offering or accepting gifts made in cash or cash equivalent;
- Offering or accepting gifts to or from a party with whom they are negotiating;
- Offering or accepting gifts of an inappropriate or offensive nature, or anything that could be potentially embarrassing for the employee or Marlowe if revealed.

Employees should only accept a business-related gift on the condition that it is

- Less than £100 in value; and/or
- Customary material commonly distributed, e.g. business lunches, tickets to a cultural or sporting event, or promotional.

Employees should only accept or make gifts with the approval of their line manager. In the event that a customary gift exceeds £100 in value, the employee should disclose it to the attention of their line manager and submit for approval via the Employee Portal. Employees are prohibited from accepting gifts that exceed £100 in aggregate across the course of the fiscal year, without prior approval of their manager. As a general rule, small tokens of appreciation such as flowers or a bottle of wine may be retained by Employees.

Employees are responsible for keeping a written record of all hospitality or gifts offered, given, or accepted. In all instances, receipts should be provided in accordance with the Expenses Policy.

Conflicts of Interest

Conflicts of interest, or the perception of a conflict of interest, can harm the reputation of the Group and its subsidiaries, and may negatively impact the credibility of our business decisions. Conflicts of interest may arise when an employee's private interests come to interfere with their objective professional judgement.

Marlowe is committed to minimising conflicts of interest. Such conflicts may especially arise when an employee:

- Accepts the role of a Public Official, or has a close relationship with a Public Official who may make consequential decisions affecting the Group;
- Hires or oversees an employee who is also a close personal relation;
- Has a private interest in one of Marlowe's competitors or a relevant third-party;

A conflict of interest may exist even when an individual has not acted on it. Employees should take care to declare any potential conflicts of interest to the appropriate authority, and formally seek approval from the appropriate authority before undertaking work with another company.

Money Laundering

Money laundering is the activity of taking the proceeds of criminal activity, and disguising the origin, identity and destination of this illicit money through a series of transactions. Marlowe is committed to high standards of anti-money laundering compliance. Employees are prohibited from receiving any transactions that they suspect may be the proceeds of money laundering, and should apply appropriate due diligence before entering any business relationship.

Employees should be especially alert to customer or supplier transactions that derive from multiple bank accounts, or from an account with a different name, payments in cash, and overpaying or paying in advance.

Marlowe is committed to mitigating the risk of money laundering in its supply chain. All new suppliers are assessed internally and pre-screened before any initial payment for services is remitted, and thereafter are screened on an ongoing basis to ensure real-time notification of any potential problems.

Insider dealing

Insider trading is a criminal offence in many countries, whereby employees who have access to confidential information about the Group and/or its subsidiaries buy or sell securities in the Group, or instruct unauthorised parties to do so on their behalf.

Such confidential information may include:

- Financial results or forecasts
- Information regarding new products
- Planned mergers, acquisitions or divestments
- Information about restructuring
- Information regarding ongoing litigation involving the Group or its subsidiaries
- Changes in the corporate governance of the Group

Employees who are authorised to access confidential information about the Group must not instruct a third party to buy or sell shares, or pass on confidential information to an unauthorised person. Employees should also not attempt to manipulate Marlowe's share price by falsely disseminating information about the Group's financial performance or other sensitive matters.

Political Donations and lobbying

Marlowe prohibits lobbying involvement and political involvement of any kind including the making of political donations in all markets and locations, whether direct or indirect. Employees must ensure that any contributions to political parties or candidates that they choose to make are strictly made in a personal capacity, and do not give any suggestion of representing Marlowe or its subsidiaries, and must not involve the use of Marlowe's funds, time, equipment, supplies, facilities, brand or name.

Charitable Donations and Sponsorship

Marlowe considers charitable giving to form part of its wider commitment and responsibility to the community. The Group may also support fundraising events involving Employees. However, it will not formally promote any charitable or non-profit cause without the prior approval of one of the Directors, in order that no conflict of interest is deemed to arise from it. No donations shall be made with the express or implicit requirement to use or purchase any Marlowe product or service.

Facilitation Payments

Facilitation Payments are payments to induce public officials to perform or expedite routine functions that they would otherwise be obligated to perform. Marlowe prohibits all facilitation payments in any countries in which we do business, and we do not allow others who work for us to make them.

Speaking up

All employees of Marlowe and its subsidiaries are mandated to comply with the provisions of this policy. Any violation of this policy or malpractice may result in disciplinary action, which may result in dismissal or termination of contract.

If any associated person has any concerns or wishes to make a complaint or report a violation of the Anti-Bribery and Corruption Policy, then they should report the matter as soon as possible in accordance with the Group Whistleblowing Policy.

Marlowe strongly supports a culture of speaking up and is committed to non-retaliation against those who make a report concerning alleged bribery and corruption in good faith.

The policy has been reviewed and approved by the board of directors of Marlowe PLC on 20th March 2025.