



GROUP

Fraud Policy

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1. Introduction from our CEO

“Doing the right thing is one of our key values and we are committed to conducting business in a lawful, ethical, and transparent manner, and have established robust processes and internal controls designed to prevent, detect, and respond to fraud.”



Fraud poses a serious threat to the Group, with potential consequences including criminal proceedings, financial loss, reputational damage, diminished stakeholder confidence, and reduced capacity to achieve our strategic objectives. As such, any act of fraud — by employees or business partners — is wholly unacceptable.

At RS we are committed to conducting our business with the highest standards of integrity, transparency, and accountability. Fraud, in any form, will not be tolerated. I want to make it unequivocally clear; acting ethically is not an option – it is a core part of who we are and how we operate.

This Fraud Policy sets out our commitment to fraud prevention and detection, defines the responsibilities of all employees, business partners, and external stakeholders, and forms a key component of the Group’s overarching Fraud Risk Management Framework. I expect all our employees to understand and work within it.”

2. Scope

This policy applies to all RS employees, business partners who act on the Group’s behalf, contractors (both permanent and temporary) and other external stakeholders who act on the Group’s behalf.

All individuals covered by this policy are expected to read, understand, and comply with its contents, as well as participate in any relevant training provided. If you have any questions or concerns about the content of this policy or how you can get more support, please contact the General Counsel or Head of Group Ethics & Compliance.

3. Fraud – What you need to know

2.1 Definition of Fraud

Fraud is when an individual acts dishonestly to make a gain for themselves or cause a loss to someone else. This can be through:

- **Making a false representation.**
- **Failing to disclose information** when you had a duty to do so.
- **Abusing a position of trust** – dishonestly acting or failing to act where you hold a position to protect the financial or other interests of others.

Fraud can often also be theft.

Understanding fraud

There are many different types of fraud which can be committed on or by the Group, our business partners, or other external stakeholders. While this policy provides guidance, it cannot cover every situation and is not a substitute for exercising good judgement, integrity, and common sense in your day-to-day decisions.

All individuals are expected to uphold both the spirit and the letter of this policy, which helps us to do business the right way in accordance with our Values.

Examples within our business of fraudulent activity include, but are not limited to:

Fraud risk type	Example
Statement and disclosure fraud	Improper or inadequate disclosures in the Annual Report or other statements, including ESG Report
	Using timing differences to record revenues early or expenses and liabilities late
	Fictitious revenue and sales
	Concealment of liabilities, expenses, or obligations
	Manipulation of financial forecasts or records, including both those held internally and issued to third parties, e.g., banks
Asset Misappropriation	Claiming false or mischaracterised expenses
	Theft of stock
	Payroll schemes such as ghost employees i.e. creating a 'phantom' employee in the payroll system
	Backing a new supplier based on your personal relationships rather than the interests of the Group
Corruption*	Accepting hospitality tickets in exchange for overlooking potential quality concerns of a product

*Please refer to the [Anti-Bribery and Corruption Policy](#) for further detail and guidance.

Fraud is a criminal offence that can result in fines and imprisonment for individuals, and unlimited fines and reputational damage following criminal prosecution to the Group. Fraud can also lead to other material issues, such as tax reporting failures. The Group will respond appropriately to ensure fraud is prevented and detected.

3.2 What do we do to prevent and detect fraud?

There are multiple ways in which fraud can be prevented and detected. RS has established fraud risk management activities to identify, assess, and monitor fraud risks, implement appropriate controls, and regularly review their effectiveness.

The preventative controls RS has in place can be system-based (such as within the expenses system), process-based (approval mechanisms such as the Delegation of Authority), or organisational (such as segregation of duties). Detective controls include inventory checks, account reconciliations, and audit activities.

The Board holds ultimate accountability for ensuring that an effective framework is in place. This responsibility is delegated to the Audit Committee, which oversees the framework's implementation and ongoing effectiveness. Each ExCo member is responsible for the day-to-day implementation and operation of fraud risk controls within their functions. They must also ensure that their senior leadership teams embed effective controls to prevent, detect, and mitigate fraud risks.

In addition to the governance and management structures, every individual has a role to play in supporting the Group's fraud prevention efforts by:

- escalating instances where they believe the opportunity for fraud exists because of poor procedures or lack of effective supervision, and
- reporting details of any suspected or actual fraud, or suspicious acts or events (see **Section 3. Reporting a concern** for how to raise suspicions of fraud).

4. Reporting a concern

3.1 How to report a concern

All investigations will be handled in the strictest confidence. Whistleblowers will be protected in accordance with the Group's Speak Up Policy and applicable laws.

Reports can be made either orally or in writing and you are encouraged to report any suspicions of fraudulent or corrupt activities. Any fraud that is detected or suspected must be reported **within 48 hours** of becoming aware. Reports can be made in three ways:

- **Fraud Report Form**

A copy of the Fraud Report Form can be found in Appendix 1. This form is located on our intranet and should be sent to our General Counsel once completed.

- **Online Fraud Reporting Portal**

A specific fraud reporting portal is available [here](#) – this will be automatically routed to the General Counsel.

- **Speak Up facility**

The RS Speak Up hotline can also be used to report suspected fraudulent activity. The Speak Up service can be contacted via a 24-hour freephone number, email, or online. This service is run by an independent company and phone calls to the service are not traced or recorded so concerns can be reported anonymously.

Please refer to the [Speak Up Policy](#) and more information as to how to make a report on the Group Policies page of the intranet.

If the alleged fraud involves the General Counsel, reports should be directed to the Group Chief Financial Officer.

3.2 How do we investigate suspected fraud?

The General Counsel will either investigate or appoint relevant teams within the business to investigate suspected fraudulent acts – always ensuring the independence of the investigation.

Any investigation required will be conducted without regard to the suspected wrongdoer’s length of service, position, title, or relationship to the Group.

For further guidance around the investigation process please refer to the Group Investigation Procedure.

4. Responsibilities

Everyone is responsible for ensuring they do their utmost to prevent and detect fraud, and everyone is encouraged to report any suspicions of fraud.

Roles and Responsibilities regarding fraud		
Role	Responsibilities	Contact
Board & Audit Committee	Responsibility and accountability for ensuring this Policy and associated controls comply with our legal and ethical obligations. The policy and associated controls will be reviewed regularly, and oversight of fraud investigation outcomes will be maintained.	Group Company Secretary
Executive Committee	Approve Fraud Policy, controls framework and strategy. Review trend data or controls issues related to incidents of fraud reported and continuously assess the adequacy and effectiveness of the Group’s controls and strategy. Each member will ensure required control processes are in place and effective within their area of responsibility.	Chief of Corporate Services & Company Secretary

Group Legal and Compliance	<ul style="list-style-type: none"> • Recommend strategy for fraud to ExCo; • Monitor regulatory developments; • Draft policies and update as needed; • Assurance on control processes operated by the business; • Training & awareness across the Group; • Manage network of Ethics Champions; • Liaise as required with Regulators; • Provide regular updates on fraud to senior management, ExCo and the Audit Committee. 	General Counsel and Head of Group Compliance and Ethics
Operational Audit	<p>Include within internal audits consideration of the implementation and effectiveness of fraud controls within the business, with findings presented to the Audit Committee.</p> <p>Oversight of implementation of any remediation actions required.</p> <p>As and when required, undertake more focussed fraud audits or oversee such audits by external subject matter expert providers.</p>	VP Group Operational Audit and Risk
Functional Leads & Country Managers	<ul style="list-style-type: none"> • Country Managers are responsible for compliance of local RS entities with local regulation and Group Policies, with advice from Group Legal & Compliance. • Functional Leads are responsible for their function's compliance with the Group's Fraud Policy, with advice from Group Legal & Compliance. • Ensure the right colleagues are appointed as Ethics Champions for their teams/markets upon consultation with Group Legal and Compliance. 	Country Managers and Functional Leaders
Ethics Champions	Support Country Managers / Functional Leads by being first point of call on anti-fraud and/or ethical matters in their local market/function. Escalation to Group Legal and Compliance if needed.	Head of Compliance and Ethics
All people leaders	Responsible for implementing and enforcing this policy within their area of responsibility, ensuring that all employees and business partners are aware of their responsibilities regarding fraud prevention. They must ensure that appropriate procedures are in place to prevent fraudulent and corrupt practices.	N/a
All employees and business partners	Required to report any suspected fraudulent activity, adhere to this policy, and promote the fraud prevention controls.	N/a

5. Breach of policy and consequences

Any breach of this policy by an employee or contractor will be treated seriously and may lead to disciplinary action. There may be consideration as to whether further action should be taken for breaches of law.

If a third party breaches this policy, an investigation will be conducted which may result in contract termination and reporting to regulatory bodies.

The Group gives full support to anyone who raises concerns in good faith under this policy. If you have reason to believe you have been treated unfairly because of raising a concern or refusal to undertake

certain actions, you should inform the General Counsel, Group Company Secretary and the Group Chief Financial Officer, or report via the Speak Up confidential helpline immediately.

Where required, the Group will report confirmed fraud to external authorities or regulators and cooperate fully with any official investigations.

6. Training and awareness

The Group is committed to fostering a culture of integrity and transparency, and recognises that effective training, awareness, and communication are critical components in preventing and detecting fraud.

This policy is available to all of the Groups' employees, business partners, and other external stakeholders acting on its behalf. The policy is provided to all new starters as part of their on-boarding.

The Group provides training to all employees on fraud awareness and prevention measures on an annual basis through our Code of Code training, with enhanced training provided to those in areas of higher risk. Compliance with training requirements is mandatory and monitored, and failure to comply may lead to disciplinary action.

7. Monitoring and Awareness

The General Counsel will report all material incidents of fraud to the Group CEO and CFO as soon as practicable, and within 48 hours. A central register of all suspected fraudulent activity will be provided to ExCo quarterly, and to the Audit Committee on a regular basis. Incidents of fraud that occur will always be treated as an opportunity to learn and improve the Group's fraud prevention controls.

8. Related policies

Policy name	Relationship to this policy
Group Code of Conduct	Overlap of content.
Anti Bribery and Corruption Policy	Overlap of content
Investigation Procedure	Document provides the process for what happens after a suspected fraud is reported or identified
Speak Up Policy	Document provides employees with a safe and confidential channel to report concerns, including suspicious of fraud, misconduct, or unethical behaviour

9. Approvals and version control

Version	Creator/Reviewer	Date	Next review	Changes
1.0	Head of Group Compliance and Ethics	June 2025		Policy created.
1.0	ExCo	30 June 2025		Endorsed.
1.0	Audit Committee & Board	16 July 2025	July 2026	Approved.

Appendix 1: Fraud Report Form

1. General description of fraud	
2. Sums involved	
3. Has the suspected fraud been reported to the authorities	
4. Potential impact (e.g. reputation, liability):	
5. OpCo / Process / business area affected:	
6. Name of person who will investigate the suspected fraud:	
7. Any other relevant information:	
Reported by:	
Position:	
Date:	

Email the completed form to RS Group General Counsel and the RS Group Head of Group Compliance and Ethics