

Anti-Bribery and Corruption Policy

RS Group Plc

1. Purpose

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that the Group's business is conducted in an ethical, legal and socially responsible manner.

2. Key policy

The Group and its employees will not offer or receive any bribe or facilitation payment or enter into corrupt practices of any kind. Employees should report incidents and issues which deviate from this policy to the Company Secretary or VP of Group Legal.

Bribery is the offering, promising, giving, accepting or soliciting of an advantage (whether financial or otherwise) as an inducement for action which is illegal or a breach of trust.

3. Scope

This policy covers:

- Bribes;
- Gifts and hospitality;
- Facilitation payments;
- Political contributions; and
- Charitable contributions.

3.1 Bribes

Employees must not engage in any form of bribery, either directly or through any third party (such as an agent or distributor). Particularly strict requirements apply if engaging with a foreign public official anywhere in the world.

3.2 Gifts and hospitality

Offering gifts and hospitality

Employees must not offer or give any gift or hospitality:

- To any public employee or official;
- Which violates the recipient's policies;
- Which could be regarded as illegal or improper, or suggest that a return favour is expected;
- Which is in cash; or
- Which exceeds £50 in value for each individual gift or £250 in value for each hospitality event (not to exceed £1,000 in any financial year), unless approved in writing by the employee's manager and notified to the VP of Group Legal.

Accepting gifts and hospitality

Employees may not accept any gift or hospitality from our business partners if:

- It exceeds £50 in value for each individual gift or £250 in value for each hospitality event (not to exceed a total of £1,000 in any financial year), unless approved in writing by the employee's manager and notified to the VP of Group Legal;
- It is in cash; or
- It is illegal or improper, not permitted by local business unit guidance, or if there is any suggestion that a return favour may be expected or implied.

If you are offered anything of greater value than this (or if you are in any doubt), you must either decline it or obtain your manager's permission via the Group's Gifts & Hospitality register or other format as determined by the VP of Group Legal. If it is not appropriate to decline the offer of a gift, the gift may be accepted, provided it is then declared to the employee's manager and donated to charity.

Where a manager's approval is required to approve gifts or hospitality, this must be a senior (Executive-2) manager.

Within the above parameters, business unit leaders and local management may define specific guidelines and policies to reflect local or industry standards. Any local guidelines must be communicated to VP Group Legal.

Marketing Incentives/Customer rewards

Reward campaigns connected to customer orders must only be carried out where appropriate guidance and controls are in place to ensure they are conducted in an ethical, legal and transparent manner. Business units may only carry out such campaigns in accordance with the Group Marketing Campaigns Policy and other guidance provided by the Group Legal team.

Exclusion List

Each business unit must maintain an "exclusion list" consisting of:

- customers to whom the business will not actively promote customer offers, and who will be barred from participating in such offers;
- all known public officials and government employees;
- employees of customers that have a policy in place to restrict their employees from receiving gifts and hospitality from suppliers or who have otherwise asked to be excluded.

3.3 Facilitation payments

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance by a public official of a routine governmental action, for example payments to a customs official to speed clearance of a shipment, or to a regulator to gain regulatory approval to a new product.

Our strict policy is that facilitation payments must not be paid. We recognise, however, that our employees may be faced with situations where there is a risk to the personal security of

an employee or his / her family which can only be averted by making a facilitation payment, in which case the following steps must be taken:

- Keep any amount to the minimum;
- Create a record concerning the payment; and
- Report it to your line manager.

Each business unit of the Group will keep a record of any such payments made, which must be reported to the Company Secretary or VP of Group Legal, in order to evaluate the business risk and to develop a strategy to minimise such payments in the future.

3.4 Political contributions

We do not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

3.5 Charitable contributions

Charitable support and donations are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

All charitable contributions must be reported to the relevant business unit's finance team.

4. Third parties

Distributors and agents: We must not allow any distributor, agent or other third party to be a channel through which improper payments are made on our behalf. Compensation paid to distributors, agents and other third parties (such as consultants) must be appropriate and justifiable remuneration for legitimate services rendered, and their contractual arrangements must be documented and appropriately authorised. Distributors, agents and other third parties must be required to agree contractually to comply with our anti-bribery and corruption policy, and any failure to do so should give us the right to termination.

Contractors and suppliers: We will conduct our procurement in a fair and transparent manner and we will act with due care when evaluating major prospective contractors and suppliers. We will make our anti-bribery and corruption policy known to our contractors and suppliers, and where possible we will have a right of termination where our policy is breached.

Due diligence: We will undertake appropriate risk-based due diligence of our proposed partners (including suppliers, customers, distributors and agents) before we trade with them to address the risk of doing business with companies with a reputation or practice of bribery.

Conflicts of interest: As an employee of RS Group you must put the interests of the business first. Many of us will have commitments to, or interests in, organisations outside work. Conflicts of interest can happen if an employee's personal, social, financial or political activities interfere, or potentially interfere, with their loyalty to RS Group.

5. Implementation

Responsibilities: The Company Secretary owns this policy, which is supported by the Group Executive Team and the Group Board. Business unit and corporate leaders are primarily responsible for its implementation and every employee is responsible for their own compliance with this policy.

Group-wide: This policy applies throughout the Group to all operating and subsidiary companies.

Policy last updated: May 2022