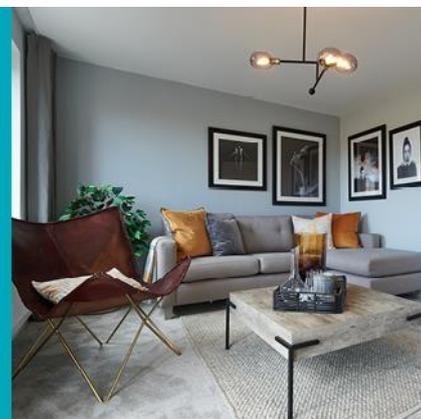


Schedule 5

Anti-corruption and bribery policy



1. Policy statement

- 1.1 The Company is committed to the highest standards of ethical conduct and integrity in its business activities. This policy outlines the Company's position on preventing and prohibiting bribery in accordance with the Bribery Act 2010.
- 1.2 The Company will not tolerate any form of bribery by, or from, its employees, agents or consultants or any person or body acting on its behalf. The Company will abide by all applicable financial sanctions laws and regulations, including imposed by the United Nations, the United States, the EU and the UK and will maintain internal procedures to ensure compliance.

2 Scope of This Policy

- 2.1 This policy applies to all employees and officers of the Company, and to temporary workers, consultants, contractors, agents acting for, or on behalf of the Company (associated persons) within the UK.

Every employee and associated person is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation of the Company.

The Company may also face criminal liability for unlawful actions taken by its employees or associated persons.

All employees and associated persons are required to familiarise themselves and comply with the policy at all times, including any future updates that may be issued from time to time.

The policy covers:-

- The main areas of liability under the Bribery Act 2010;
- The responsibilities of employees and associated persons acting for, or on behalf of, the Company; and
- The consequences of any breaches of this policy

3 Bribery Act 2010

- 3.1 Under the Bribery Act 2010, a bribe is a financial or other type of advantage that is offered or requested with the:
 - Intention of inducing or rewarding improper performance of a function or activity; or

- knowledge or belief that accepting such a reward would constitute the improper performance of such a function or activity in the course of a person's employment, or on behalf of another company or individual, where the person performing that activity is expected to perform it in good faith, impartially, or in accordance with a position of trust.

A criminal offence will be committed under the Bribery Act of 2019 if:

- An employee or associated person offers, promises, gives, requests, receives or agrees to receive bribes; and
- The company does not have the defence that it has adequate procedures in place to prevent bribery by its employees or associated persons.

4 **What is Prohibited?**

- 4.1 The Company prohibits employees or associated persons from offering, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or company, whether public or government official, an official of a state controlled industry, political party or a private person. The bribe might be made to ensure that a person or company improperly performs duties or functions to gain commercial, contractual or regulatory advantage for the Company and/or its employees or associated persons.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement for improper performance through third parties or agents.

5 **Records**

- 5.1 Employees, and where applicable, associated persons are required to ensure that all Company records are accurately maintained in relation to any contracts or business activities i.e. financial invoices and all payment transactions with clients, suppliers and public officials.
- 5.2 Due diligence should be undertaken prior to entering into any contract, arrangement or relationship with a potential supplier of goods and services in accordance with the Company's procedures.
- 5.3 Employees and associated persons are required to keep accurate, detailed and up to date records of all corporate hospitality, entertainment or gifts accepted or offered.
- 5.4 Any gift or corporate hospitality having a value in excess of £100 should be registered with the Group Head of Legal and Company Secretary.

6 **Facilitation Payments**

- 6.1 The Company prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to government officials for carrying out or speeding up routine procedures.
- 6.2 Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to your line manager and the Group Head of Legal and Company Secretary.
- 6.3 The Company will seek the assistance of the relevant employee in its investigation and may determine that the matter should be referred to the prosecution authorities.

6.4 If the public official provides written details and it is concluded that the payment is a legitimate fee, the Company will authorise the payment.

7 Corporate Entertainment, Gifts, Hospitality and Promotional Expenditure

7.1 The Company permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken;

7.1.1 for the purpose of establishing or maintaining good business relationships;

7.1.2 to improve the image and reputation of the Company; or

7.1.3 to present the Company's products and services effectively; provided that it is arranged in good faith, and

7.1.4 not offered, promised or accepted to secure an advantage for the Company or any of its employees or associated persons or to influence the impartiality of the recipient.

7.2 The Company will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

Employees and where appropriate associated parties should submit requests for proposed hospitality and promotional expenditure well in advance of proposed dates to their line manager in accordance with this policy.

7.2.1 Objective of the proposed client entertainment/expenditure

7.2.2 Identify those who will be attending

7.2.3 The organisation that they represent; and

7.2.4 Details of the proposed activity

The Company will approve a business entertainment proposal only if they demonstrate a clear business objective, it is appropriate for the nature of the business relationship and does not breach any relevant legislation.

As noted above, any gifts, rewards or entertainment received or offered from suppliers or other business contacts in excess of £100 should be registered with the Group Head of Legal and Company Secretary. In certain circumstances it may not be appropriate to retain such gifts or entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment.

If an employee or associated person wishes to provide gifts to suppliers or other business contacts prior written approval from the employees line manager is required. A cap of £100 per recipient applies. Any request to provide gifts, rewards or entertainment with a value exceeding £100 per recipient requires the approval of the Managing Director, Gleeson Homes, the Managing Director, Gleeson Strategic Land, the Group CFO or the Group CEO.

7.3 Charitable Donations

The Company considers that charitable giving can form part of its wider commitment and responsibility to the community. The Company supports charities that are selected in accordance with objective criteria. The Company may also support fundraising events involving employees.

7.4 Risk Management

The Company has established detailed risk management procedures to prevent, detect and prohibit bribery. The Company will routinely conduct risk assessments for each of its key business activities.

7.5 Reporting Suspected Bribery

The Company depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist with the Company and remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to their line manager or Head of Human Resources as soon as possible.

A form, is available from Human Resources or can be downloaded from Gleagle to enable employees to record any incidents of suspected bribery. Any such reports will be thoroughly and promptly investigated in the strictest confidence.

Employees are also required to comply with the Company's Malpractice Policy. This policy is available from Human Resources or can be accessed and downloaded from Gleagle.

Employees or associated persons who report instances of bribery in good faith will be supported by the Company. The Company will ensure that the individual is not subjected to detrimental treatment as a consequence to his/her report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary matter. An instruction to cover up wrongdoing is itself a disciplinary matter. If told not to raise or pursue any concern, even by a senior authority, employees and associated persons should not agree to remain silent. They should report the matter to Head of Human Resources.

7.6 Actions by the Company

The Company will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Company will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may be deemed to be gross misconduct and could result in immediate dismissal.

The Company may terminate the contracts of any associated persons who act for, or on behalf of, the Company who are found to have breached this policy.

The Company may also report any matter to the relevant authorities. The Company will provide all necessary assistance to the relevant authorities in any subsequent prosecution.

The Company reserves the right to amend and update this policy as required.