



ETHICS AND BUSINESS CONDUCT POLICY

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1. Introduction

As Sinclair International Ltd.'s ("Sinclair") employees, we are expected to uphold the highest corporate ethical standards of behaviour and to manage and conduct ourselves and our business according to ethical, professional and legal standards. This means acting with the highest level of integrity, transparency, openness and in alignment with our core values, duties and business practices, in compliance with all relevant legal principles. The company and its employees will always uphold both personal and corporate reputations and to inspire confidence and trust in their respective actions. The company will conduct its business in a competent, fair, impartial, and efficient manner.

This standard of behaviour and performance is maintained in the company's dealings with employees, customers, suppliers, and all other stakeholders.

Good ethics are important to ensure that the Company meets not only its objectives in a fair and equitable manner but its wider social responsibilities externally.

2. Scope

This policy applies to all persons working for Sinclair in any capacity, including employees at all levels, contractors, agency workers, agents, third party representatives, consultants and subsidiaries acting for, or on behalf of Sinclair.

This policy standard outlines the principles that must be adhered to, to enable Sinclair to meet this commitment.

3. Health and Safety

The company is committed to providing a safe and healthy working environment for all its employees both on and off its sites. There is a programme of regular health and safety audits and safety training. The company applies its standards to all visitors to its sites. The Company's health and safety culture is based on the principle "Work Safe, Home Safe." An in-depth health and safety framework is in place; this is supported by trained and qualified employees along with a culture of continuous improvement.

4. Environment

The company respects the environment and the need to protect it and minimise the impact its operations have on it. It is engaged in a continuous programme of improvement on environmental issues.

5. Employees

All our employees are treated with dignity and respect with equal employment opportunities given to all irrespective of their race, religion, gender, sexual orientation, maternity, marital status, family status, disability, age, or national origin. Employees are offered a safe and healthy workplace, and the company will not tolerate any form of harassment.

Maintains an environment where mutual respect is expected from everyone

The following behaviour is required of all employees and workers of the company within the scope of their duties and responsibilities:

- To conduct business in accordance with the laws of the country in which business is being transacted.
- To comply with the Company's published procedures and policies.
- To exercise all reasonable professional skill and care in the performance of work undertaken for, or on behalf of, the Company and take every reasonable precaution to avoid injury to colleagues and members of the public.
- To behave in a way that recognises the rights and sensitivities of other individuals, both within the Company and outside, and reflects positively on the Company.
- To maintain the confidentiality of customers' information unless the customer has given written consent or the law requires or allows disclosure.
- To protect property and information concerning the Company and its business activities, ensuring its use is for authorised purposes only and in accordance with any specific conditions of use.
- To declare any outside business or financial interest that could conflict with the interests of the Company, its subsidiaries or its customers.
- Not to harass, victimise or discriminate against any individual within the working environment.
- Not to make any public statement, written or verbal, concerning the Company's business without authorisation.

6. Customers

The company will take all reasonable care to avoid misleading statements, concealment, and overstatement in all its advertising and public statements. It will seek to build long term partnerships with its customers by being always honest and straightforward in its dealings. It will respect the confidentiality of any information it may obtain in relation to its customers.

7. Suppliers

The company's choice of suppliers will be made objectively. Honesty and openness will be paramount in the company's dealings with its suppliers. Suppliers engaging workers through a third party are also required to obtain third parties' agreement to adhere to this ethical policy. We shall audit and conduct due diligence on our suppliers.

8. Competitors

The company's choice of suppliers will be made objectively based on its performance alone. It will compete vigorously and lawfully and will not compete unfairly with others. It will not seek to damage the reputation of its competitors either directly or by implication.

9. Government, Regulators, and Legislators

The company will seek to comply with all international, national, and local legislation affecting its operations. It will strive to follow the best practice in corporate governance. It will meet its tax obligations. It will not make any financial contributions or offer support to any political party.

10. Giving and Receiving Gifts and Entertainment

Employees will neither seek nor accept for themselves or others any gifts, favours, or entertainment without a legitimate purpose from any person or business organisation that does or seeks to do business with or is a competitor of Sinclair. Gifts, favours, and entertainment may be given to others at the expense of the company as long as these are consistent with customary business practice and are not excessive in value.

11. Bribes and Corrupt Practice

The company does not allow the direct or indirect offer, payment, solicitation, or acceptance of bribes in any form. The company has a separate Anti-Bribery Policy in place which examines in detail the procedures all employees must follow to avoid involvement in any situation which might lead to the offer of bribes. The policy makes it clear that any employee found to be involved in any kind of corrupt practice is likely to be immediately dismissed and may well have committed a criminal act which could lead to prosecution.

This meets obligations under the Bribery Act 2010.

12. Use of Third Parties and Agents

Sinclair recognises that in certain countries, business practices or other conditions require the use of agents or third parties to represent the company's interests. These representatives must be carefully chosen because improper conduct could damage Sinclair's reputation and expose the company and individual employees to legal or other sanctions.

13. Whistleblowing

Sinclair takes malpractice and impropriety extremely seriously and will deal with legitimate concerns and/or complaints in a responsible and effective manner. Where an individual discovers information that they believe shows serious malpractice or wrongdoing anywhere within our organisation, then this information should be disclosed internally without fear of reprisal and where appropriate, done independently of line management. Please refer to the Whistleblowing Policy.

14. Modern Slavery

Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. We have a zero-tolerance approach to modern slavery, and we are committed to acting ethically and in accordance with this policy in all our business dealings and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business. The company is committed to ensuring there is transparency in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the Modern Slavery Act 2015. We expect that our suppliers will hold their own suppliers to the same high standards. A copy of the current Modern Slavery Statement can be found on our website.

15. Evidence of Compliance

To demonstrate compliance with this policy standard please refer to the following documentation for inclusion.

- Procedure for appointment of Third Parties i.e. clients, subcontractors, suppliers and agents
- HR Policies and Procedures
- Equal Opportunities Policy
- Whistleblowing
- Modern slavery statement