



Anti-Bribery and Corruption Policy

As Amended and Restated by the Board of Directors

(February 2021)

POLICY SUMMARY

It is the Company's policy to maintain the highest level of professional and ethical standards in the conduct of its business affairs and places high importance upon its reputation for honesty, integrity and high ethical standards. The Company recognises that any involvement in bribery or corruption, perceived or otherwise, would adversely affect its brand and reputation.

To assist in the understanding of the Company's Anti-Bribery and Corruption Policy, staff should be aware of the following definitions:

- Bribery under this Policy includes active bribery (bribing another person) as well as passive bribery (receiving bribes), both in the private and public sector and in all jurisdictions and countries.
- Bribery refers to the offering, giving, soliciting, or receiving of any item of value as a means of influencing the actions of an individual, including, but not limited to, money; business opportunities; favourable contract terms; stock options; certain gifts and entertainment; product and service discounts not available to the public at large; offers of employment for the individual, their family or friends; assumption or forgiveness of debt; payment of non-business travel expenses; and personal favours.
- Corruption means the misuse of entrusted power for private gain and encompasses a variety of issues, including bribery, conflicts of interest, extortion, embezzlement and fraud.
- Facilitation payments are payments for expediting routine actions, such as obtaining permits and licenses; processing visas and work orders; or providing phone, power or water services. The payments do not necessarily need to be made in order to obtain or retain business or gain any other improper advantage.
- Gifts are something given voluntarily without payment in return, so as to show favour toward someone, honour an occasion, or make a gesture of assistance; a present.
- Hospitality means provision of entertainment facilities to guests or employees (e.g. invitations to meals or events).

The Company will limit its exposure to bribery and corruption by:

- Setting out a clear anti-bribery and anti-corruption policy;
- Providing regular training for all staff so that you can recognise potential bribery by yourselves and others and avoid inadvertently committing bribery;
- Encouraging staff to be vigilant and to report any suspicion of bribery or corruption to the Compliance Function; the Money Laundering Reporting Officer at mlro@enstargroup.com; or utilising other existing channels such as the [Whistleblower Hotline](#);
- Rigorously investigating instances of alleged bribery or corruption and assisting

the appropriate authorities in any resultant prosecution;

- Implementing a series of controls to detect potential bribery within the organization; and
- Taking firm and vigorous action against any individual(s) involved in bribery or corruption.

Penalties for bribery are severe and can result in unlimited fines and/or imprisonment – which may be applicable to the individual committing the offence as well as directors of the Company or relevant Subsidiary.

The Company prohibits the offering, giving, solicitation or acceptance of any bribe, whether in cash or in any other form, to any person or corporate or governmental entity, wherever located, by any individual who is a director, employee, agent or other person or entity acting on behalf of the Company or any Subsidiary, in order to induce the recipient to misuse his or her position or in order to gain any commercial, contractual or regulatory advantage for the Company or any Subsidiary or in order to gain any personal advantage, pecuniary or otherwise, for the target individual or corporate or governmental entity, or anyone connected with such individual or entity. The acceptance of a bribe by any director or staff member is expressly prohibited.

All staff, including directors, must ensure that they are aware of local custom, laws and regulation since in some jurisdictions, giving anything to a government or other public official is a crime, even if this was meant as hospitality and not given with the intention of influencing persons or decisions.

Facilitation payments are prohibited unless referred to and approved in writing by the Group Head of Compliance in advance of the payment. Such payments are expressly prohibited for all UK companies in accordance with the UK Bribery Act.

Anyone who has reasonable grounds to know or suspect that another person (e.g. a client, counterparty or employee) is involved in bribery, must report this to the Compliance Function; the Money Laundering Reporting Officer at mlro@enstargroup.com; or by utilising the

[Whistleblower Hotline](#).

Gifts, Hospitality, and Entertainment

The Policy relates to gifts, hospitality and entertainment as well as payments of cash or monetary equivalents. Please refer to the **Gifts & Hospitality Policy** regarding prescribed limits for declaring and/or obtaining approval for gifts, hospitality and entertainment.

Gifts and Hospitality provided by or received by staff must be in accordance with the criteria set out in the Gifts & Hospitality Policy. Non-compliance will be regarded as a serious matter and could result in disciplinary action.

Political Donations

Any political donations made on behalf of or in association with Enstar Group Limited must be approved in accordance with the following matrix:

Up to \$50,000	Approval by Regional Executive Committee
Excess of \$50,000	Approval by one EGL Executive Officer. Group Executive Team notified of contributions in excess of \$50,000.

Group Head of Legal and Group Chief Compliance Officer must receive advance notice of all contributions, together with a summary of the proposal and due diligence undertaken.

Charitable Donations

Any charitable donations made on behalf of EGL or a Group Company must be made in accordance with the **Corporate Social Responsibility Framework**.

Market Practice Considerations

The Company recognises that market practice varies across the territories in which it does business and what is normal and acceptable in one place may not be in another. In addition to

the thresholds mentioned above, this Policy prohibits any inducement which results in a personal gain or advantage to the recipient or any person or body associated with such person, and which is intended to influence such person to take action which may not be solely in the interests of the Company, a Group Company or of the person or body employing or represented by such person.

This Policy is not meant to prohibit the following practices providing they are customary in a particular market and permitted under applicable law, and are proportionate and properly recorded:

- normal and appropriate hospitality
- the giving of a ceremonial gift on a festival or at another special time or occasion
- the use of any recognised fast-track process which is available to all upon the payment of a fee

Inevitably, determinations of what is acceptable may not always be simple. If in doubt as to whether a potential act could be construed as constituting bribery, the matter should be referred to the local or Group Head of Compliance.

Bribery and corruption can lead to personal liability including criminal liability for (i) staff members who directly commit an offence and (ii) senior officers who consented to or conspired in any such act. The failure to prevent bribery and/or corruption may also lead to a corporate offence or, in some jurisdictions, civil liability against the Company and its Subsidiaries.

The Company also recognises and accepts that, within reason, gifts, hospitality and entertainment can form a legitimate part of normal business activities.

However, it is important for all staff to be mindful

that providing or receiving such activities must not be undertaken with a view to influencing behaviour. If the purpose may be perceived as being to gain a commercial, contractual or regulatory advantage, or to gain a personal advantage, then this may be considered to be a bribe.

Oversight and Escalation

The Compliance Function will review and monitor declarations made by staff and will escalate as appropriate.

Executive Management shall have oversight of the implementation of this policy and shall be the final arbiter in cases where a conflict arises and the referral procedure is invoked.

Data Privacy

All information collected under this policy is retained confidentially, only being accessible to those with a genuine business need to access information provided for the purposes of ensuring compliance with Enstar's policies. Information is retained and eventually destroyed in accordance with Enstar's record retention and destruction policy.

Supporting Policies and Procedures

- **Gifts and Hospitality Policy**
- **Whistleblowing Policy**
- **Financial Crime Framework**
- **Anti-Money Laundering Policy**
- **Corporate Social Responsibility Framework**