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# Anti-Bribery & Corruption Policy

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## A. PURPOSE

This Policy applies to all Enstar entities from EIK TopCo LLC and below within the Enstar ownership. Elk TopCo LLC (referred throughout as 'EGL', 'Enstar' or 'Group') is committed to upholding the highest standards of integrity and accountability. The requirements set out in this Policy are intended to assist EGL and all its staff in ensuring compliance with all applicable laws and regulations related to Anti-Bribery and Corruption ('AB&C'). The Policy defines the roles and responsibilities of all staff in respect to the identification and reporting of any suspicious activity related to suspected bribery and corruption.

All staff are required to comply with the requirements set out in this Policy.

## B. POLICY

EGL is committed to maintaining 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 Group recognises that any involvement in bribery or corruption, perceived or otherwise, would adversely affect its brand and reputation.

The Group is committed to adhering applicable laws and regulations in all jurisdictions where the Company operates. This Policy seeks to implement the requirements of relevant regulations, such as the UK Bribery Act 2010, the U.S. Foreign Corrupt Practices Act and the Bermuda Bribery Act 2016 (each as amended). These regulations prohibit bribery and establish significant fines for companies and/or individuals who commit bribery.

Employees are expressly prohibited from engaging in or supporting bribery and corruption and must report, as soon as practicable, any knowledge or suspicion of bribery or corruption.

Severe penalties are imposed for non-compliance with anti-bribery and corruption laws, so it is paramount that each member of staff understands and fully complies with their responsibilities under this Policy. Staff must ensure they read, understand, and comply with this Policy and complete the corresponding annual compliance training.

Staff are required to report any suspicions of actual or attempted bribery or corruption by submitting a Suspicious Activity Report or where appropriate by using the [Whistleblowing Hotline](#).

Any question about this Policy or any associated process can be addressed to the Financial Crime Prevention Team by emailing [fincrime@enstargroup.com](mailto:fincrime@enstargroup.com).

### B.1. Risk Appetite

The Group has zero risk appetite for unreported incidents of suspected Bribery and Corruption.

### B.2. Definitions

Definitions related to this Policy are as follows:

**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, 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).

### **B.3. Related Policies and Procedures**

**Anti-Money Laundering Policy:** This Policy sets out the standards with which Elk TopCo LLC, the Enstar Group and its subsidiaries must comply in respect to anti-money laundering and anti-terrorist financing legal and regulatory obligations.

**Corporate Social Responsibility Framework:** This Framework sets out the standards with which Elk TopCo LLC, the Enstar Group and its subsidiaries must comply to promote a strong culture of supporting our communities as well as supporting staff in their charitable giving, individual and group volunteering, and fundraising initiatives.

**Financial Crime Framework:** This Framework sets out the standards with which Elk TopCo LLC, the Enstar Group and its subsidiaries must comply in respect to financial crime-related legal and regulatory obligations.

**Gifts and Hospitality Policy:** This Policy sets out the standards with which Elk TopCo LLC, the Enstar Group and its subsidiaries must comply in respect to giving and receiving of gifts and hospitality.

**Whistleblowing Policy:** This Policy sets out the standards with which Elk TopCo LLC, the Enstar Group and its subsidiaries must comply to ensure actual or potential or suspected fraud, misconduct, or wrongdoing is reported and properly dealt with in a timely way.

## **C. DETAILED REQUIREMENTS**

### **C.1. Roles and Responsibilities**

#### **C.1.1. First Line of Defence**

The First Line of Defence (1LOD) and support functions must ensure adequate identification, monitoring and escalation of bribery and corruption risks across all business activities, focusing on the following specific risk factors:

- Its customers, suppliers and associated parties
- Its countries or geographic areas of operation
- Its products, services and delivery channels; and

- Its transactions

Any employee who has knowledge of, or forms a suspicion of, bribery or corruption must immediately report the matter.

### **C.1.2. Second Line of Defence**

The Group Chief Compliance Officer, together with the Head of Financial Crime Prevention, and in conjunction with the Financial Crime Prevention (“FCP”) Team is responsible for ensuring that the necessary compliance program procedures and controls required by Anti-Bribery and Corruption Laws in respective jurisdictions are in place and to ensure on-going compliance with all applicable Regulations.

Whilst maintaining overall responsibility, the Head of FCP, has delegated the day-to-day operation and oversight of the AB&C control framework to the FCP Team, including the investigation of suspected cases of bribery or corruption, supporting any liaison with the relevant authorities and providing advice to the business on all AB&C related matters. Any enquiries from law enforcement agencies or the police should immediately be referred to the FCP Team who will ensure that enquiries are reviewed and responded to promptly.

The Compliance Assurance function (part of the Compliance Department) will in accordance with the Compliance Assurance Framework and the Compliance Plan conduct independent assurance activities to support the on-going effectiveness and appropriateness of the AB&C control framework. The scope, scale and timing of those activities will be determined in conjunction with the Head of FCP.

The risks that are identified as part of the relevant risk identification and assessment processes, and the controls that are put in place to mitigate and manage those risks, are to be documented and reported on, in accordance with the Group ERM Framework, including recording within Decision Focus.

### **C.1.3. Third Line of Defence**

The Group, in line with regulatory requirements and the three lines of defence model has put in place, has an independent, Internal Audit function.

All independent audits conducted are to be in accordance with the standards as required by the relevant regulatory bodies and agreed by the Enstar Group Audit Committee.

Wherever possible, the scope, scale and timing of such audits will be considered in the light of other assurance activities undertaken by the business, such as Compliance Assurance or Risk Reviews, to ensure the most effective use of resources and expertise.

## **C.2. Anti-Bribery & Corruption Control Framework**

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

- Setting out a clear Anti-Bribery and Corruption Policy;
- Providing regular training for all staff to understand the application of this Policy to their role, the risks associated with bribery and corruption; red flags that may indicate corrupt practices, including consideration of persons who perform services on behalf of the Group; to support staff to be able to recognise potential bribery acts and avoid inadvertently committing bribery;
- Encouraging staff to be vigilant and to report any suspicion of bribery or corruption to the Financial Crime Prevention Team at [fincrime@enstargroup.com](mailto:fincrime@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 Group; 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 Group or relevant Subsidiary.

The Group 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 Group 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 Group 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 Chief Compliance Officer in advance of the payment. Such payments are expressly prohibited for all UK companies in accordance with the UK Bribery Act 2010.

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 FCP Team via the Suspicious Activity Report Form; or by utilising the Whistleblower Hotline.

**C.3. Gifts, Hospitality and Donations**

**C.3.1. Gifts and Hospitality**

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. Any gifts and hospitality given or received must be reported via the Gifts and Hospitality Declaration in line with the requirements set out in the Gifts & Hospitality Policy.

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.

**C.3.2. Political Donations**

The Group generally does not engage in political donations but reserves the right to consider doing so, provided proper review and approval is sought. Any political donations made on behalf of or in association with Enstar must be approved in accordance with the following matrix:

Threshold	Approval Requirements
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 General Counsel and Group Chief Compliance Officer must receive advance notice **of all proposed donations**, together with a summary of the proposal and due diligence undertaken.

**C.3.3. Charitable Donations**

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

## C.4. Market Practice Considerations

The Group 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 Group, its Subsidiaries 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 Compliance Officer or Group Chief Compliance Officer.

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 Group and its Subsidiaries.

The Group 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.

## C.5. Oversight and Escalation

The FCP Team will review and monitor declarations made by staff and will escalate as appropriate.

The General Counsel and Group Chief Compliance Officer shall have oversight of the implementation of this Policy and shall be the final arbiter in cases where a conflict arises.

## C.6. 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.

## **D. DOCUMENT CONTROL**

### **D.1. Ownership**

The Compliance function is responsible for the co-ordination of the development and ongoing maintenance of this document.

**Document Owner:** Group Chief Compliance Officer, is responsible for maintaining and updating the document and ensuring the document is submitted for review in accordance with the stated timetable.

### **D.2. Application**

This Policy applies to all Enstar entities from ELK TopCo LLC and below within the Enstar ownership and to each of its subsidiary undertakings ('Subsidiaries' and each a 'Subsidiary'). Some jurisdictions may require regulated insurance entities to have in place a local Board-approved Policy as part of their risk management or operating procedures. Where a Subsidiary is not able to implement the applicable provisions of this Policy in full as a result of local laws, regulations or practices, such Subsidiary is expected to implement a Policy which is no less stringent than the Policy set out in this document. Wherever local regulations are stricter than the requirements set out in this Policy, the local standard must be applied.

Further details on jurisdictional or entity-specific requirements may be set out the Anti-Money Laundering and Suspicious Activity Reporting Procedures as needed.

### **D.3. Review and Approval**

Review and Approval requirements for this document are as follows:

**Interim/annual review and Minor Changes:** Group Chief Compliance Officer

**Date last reviewed:** 30 October 2025

**Approval Body:** EGL Board, and subsidiary Boards

**Approval Cycle:** Every 3 years, and any major changes

**Date last approved:** 23 February 2024

### **D.4. Location and Distribution**

This document is located in the Document Library on the Group Intranet.

**Target Audience:** All Enstar Staff

**Distribution:** Ad-hoc - sign off required when distributed.

### **D.5. Maintenance**

This document shall be reviewed on an annual basis, and if any changes are proposed or recommended, the document will be updated and submitted for approval at that time. If there is a significant change to the governance structure, a material change in the market or macroeconomic conditions, or a request from the EGL Board of Directors, review of this document may occur more frequently.