POLICY

Corporate Criminal Finance Act Policy (CP.018)

VGC Value – "We achieve potential" - Expertise and ethics underpin our business

Vision

The VGC Group and its associated companies operate an ethical and open approach to the way we do business. Tax evasion does not align with our business values. We do not tolerate any form of tax evasion, whether under UK law or under the law of any foreign country.

Strategy

Following the introduction of the Criminal Finances Act 2017, the VGC Group has adopted a statement which emphasises our corporate values regarding anti-facilitation of tax evasion. It is our policy to conduct all of our business dealings in an honest and ethical manner. Our values statement governs all our business dealings and the conduct of all persons or organisations who are appointed to act on our behalf.

This policy applies to all employees and associated persons including officers of the company, temporary workers, consultants, contractors, agents, and subsidiaries acting for, or on behalf of, the company in any capacity. While working on behalf of the VGC Group everyone shall maintain the highest standards of business conduct, pursue our business interests with the highest degree of integrity and act to safeguard the resources and assets of the Group.

What is the facilitation of tax evasion?

For the purposes of this policy:

Associates includes company contractors or an agent of a VGC Group Company (other than a contractor) who is acting in the capacity of an agent, or any person who performs services for and on behalf of the VGC Group who is acting in the capacity of a person or business performing such services.

Tax Evasion means an offence of cheating the public revenue or fraudulently evading UK tax and is a criminal offence. The offence requires an element of fraud, which means there must be deliberate action, or omission with dishonest intent.

Tax Evasion Facilitation means being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of tax (whether UK tax or tax in a foreign country by another person, or aiding, abetting, counselling, or procuring the commission of that offence. Tax evasion facilitation is a criminal offence, where it is done deliberately and dishonestly.

Tax evasion is not the same as tax avoidance or tax planning. Tax evasion involves deliberate and dishonest conduct. Tax avoidance is not illegal and involves taking steps, within the law, to minimise tax payable (or maximise tax reliefs).

Tax means all forms of UK taxation, including but not limited to corporation tax, income tax, value added tax, stamp duty, stamp duty land tax, national insurance contributions (and their equivalents in any non-UK jurisdiction) and includes duty and any other form of taxation (however described).

VGC Group Responsibilities

Each VGC Group company has undertaken the task to understand potential risks with third parties designed to prevent possible tax evasion by a third party. Specific guidance can be sought from HR Group Services function.

VGC is responsible for offering employees appropriate training to understand tax evasion, and actions to take to prevent tax evasion. The training program can be requested at any time during employment with VGC from the Senior Leadership Team.

What you MUST NOT DO.

Employees and Associates must at all times adhere to this Corporate Criminal Finance Act Policy and must ensure that they read, understand, and comply with it.

It is not acceptable for team members and Associates to:

- Engage in any form of facilitating Tax Evasion or Foreign Tax Evasion
- Aid, abet, counsel, or procure the commission of a Tax Evasion offence or Foreign Tax Evasion offence by another person
- Fail to promptly report any request or demand from any third party to facilitate the fraudulent Evasion of Tax by another person, in accordance with this policy; or
- Engage in any other activity that might lead to a breach of this policy; or
- Threaten or retaliate against another individual who has refused to commit a Tax Evasion offence or who has raised concerns under this policy
- An offence under the law of any part of the UK consisting of being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of tax.

Prevention through vigilance.

There is not an exhaustive list of Tax Evasion opportunities. At a more general level, the best defence against Tax Evasion and facilitation of Tax Evasion remains the vigilance of our employees and Associates and the adoption of a common-sense approach supported by our clear whistleblowing procedure. In applying common sense, team members must be aware of the following:

- Is there anything unusual about the manner in which an Associate of the Company is conducting their relationship with the Company or the third party (usually a customer)?
- Is there anything unusual about the customer's or Associate's conduct or behaviour in your dealings with them?
- Are there unusual payment methods?

Unusual payment methods and unusual conduct of third parties with Associates can be indicative that a transaction may not be as it seems.

HOW TO RAISE A CONCERN

All persons to which this policy relates have a responsibility to take reasonable action to prevent harm to the VGC Group. Any actions that breach the Criminal Finances Act and the tax laws of wherever we operate brings harm to the VGC Group and will not be tolerated.

You are responsible for properly following VGC's policies and procedures. These should generally ensure that all taxes are properly paid. If you are ever asked by anyone either inside or outside our company to go outside our standard procedures, this should be reported without delay, as someone may be attempting to evade tax.

You should never be in a position where you feel you cannot report your suspicions. If there is any suspicion of any intention to evade tax and the transaction is nevertheless finalised, VGC can be criminally prosecuted, subject to a large fine and be publicly named and shamed.

How do I raise an issue?

1. Option 1 – Raise your concerns with your VGC Line Manager.
2. Option 2 – Raise your concerns with the human resources department for investigation. (hr@vgcgroup.co.uk)
3. Option 3 - If you do not feel comfortable about raising the matter directly you can use our confidential online reporting form at Whistleblowing - VGC Group. Please note whilst maintaining your confidentiality our HR and Legal Teams may need to contact you directly for further information if required.
4. Option 4 - You can raise your concerns confidentially to our external independent whistleblowing helpline on 0800 4 101 101 or text 07507 285 887. Please note whilst maintaining your confidentiality our external helpline will provide details of your concern to VGC's HR department for investigation.

Who is responsible for this policy?

VGC's Chief Executive Officer has overall responsibility for ensuring that this policy complies with our legal obligations, and our employees and Associates comply with it.

This policy is adopted by VGC. It may be varied or withdrawn at any time, in VGC's absolute discretion.

Employees in leadership positions are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

Signed

Dated: 20 March 2026

Ciara Pryce
Chief Executive Officer

This policy confirms the commitments of all members of the VGC Group.

Related Information

KNOWLEDGE

Anti-bribery and fraud...

03 March 2025