

## anti-bribery and anti-corruption policy

The Gym Group plc (“TGG”, “the Company”, “us” or “we”) maintains an anti-bribery and corruption policy (“the Policy”), which is available to all employees and is summarised in this Policy Statement.

The Board of Directors (the “Board”) of TGG has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those who we can influence comply with it. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular awareness training.

Signed: Company Secretary

Dated: 14 November 2022

### Introduction and Purpose

At the Gym Group (“TGG”, “us” or “we”), we are committed to conducting our business ethically, with honesty and integrity, and will comply with the law in each country in which we do business. These are the standards we expect from all of our employees and officers. We take a zero-tolerance approach to bribery and corruption.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We remain bound by UK laws, including the UK Bribery Act 2010 (“UKBA 2010”) in respect of our conduct both home and abroad. The purpose of this policy is to:

- 1) set out our responsibilities, and of those working with us, in observing and upholding our position on preventing and prohibiting bribery and corruption; and
- 2) provide information and guidance to those working with us on how to recognise and deal with bribery and corruption issues.

It is a criminal offence to offer, promise, give, request or accept a bribe. Individuals found guilty can be punished by up to ten years’ imprisonment and/or a fine. As an employer, if we fail to prevent bribery, we can face an unlimited fine, exclusion from tendering for public contracts and damage to our reputation.

We therefore take our legal responsibility very seriously. In this policy, third party means any individual or organisation you come into contact with during the course of your work with us, and includes members, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

### Who must comply with this policy?

This policy applies to all persons working for us or on our behalf in any capacity, including permanent or temporary employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third party representatives and business partners, sponsors, or any other person associated with us, wherever located.

## What are bribery and corruption?

Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage through “improper performance” by the bribe recipient.

Bribery includes offering, promising, giving, accepting or seeking a bribe.

All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your manager.

Corruption is the abuse of public or private office for personal gain. Bribery is a form of corruption. Improper performance happens when a person fails to act:

- 1) in good faith;
- 2) impartially; or
- 3) in accordance with a position of trust (i.e. abuse of office).

For the purposes of this policy, bribery occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another to influence a business process and outcome improperly, or to induce or reward improper conduct.

In practical terms, a financial or other advantage is likely to include cash or cash equivalent, gifts, meals, entertainment, services, loans, preferential treatment, discounts or anything of value. The timing of the bribe is irrelevant, and payments made after the relevant event or received unknowingly could still constitute a bribe. It is not necessary for the individual or firm to receive any benefit as a result of the bribe.

Examples of this include receiving an invitation to a hospitality event (such as a high-profile football match) in exchange for a procurement contract with a particular supplier or offering sponsorship/internship to get preferential treatment when tendering for a new contract.

## What is not acceptable?

It is not acceptable for an employee (or someone acting on their behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality with the intention of influencing, inducing or rewarding improper performance.
- give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure (where the payment is not a legitimate payment pursuant to local written law);
- accept payment from a third party that an employee knows/suspects is offered with the expectation that it will obtain a business advantage for them which will be obtained through improper performance by an employee or TGG;

- accept a gift or hospitality from a third party if an employee knows or suspects that it is offered or provided with the intention of influencing improper performance by an employee or TGG in return;
- threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this policy; or
- engage in any other activity that might lead to a breach of this policy.

## Facilitation Payments and Kickbacks

TGG does not make, and will not accept, facilitation payments or "kickbacks" of any kind. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Company Secretary or use the Whistleblowing Policy and associated reporting line to report the suspected wrongdoing.

## Gifts and Hospitality

This policy allows reasonable and appropriate hospitality or gifts, given or received from third parties for the purposes of:

- establishing or maintaining good business relationships.
- improving or maintaining our image or reputation; or
- marketing or presenting our products and services effectively.

However, gifts and hospitality must never influence your business decisions and must not place the company under any obligation.

On each occasion an employee should consider the intention behind the gift and whether in receiving the gift, s/he is being asked to perform his/her duties in an improper way.

## Protection, training and communication

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. TGG aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

Training on this policy and others in the governance framework forms part of the induction process for all new employees. All existing employees will receive annual refresher training and relevant information on how to implement and adhere to this policy will be available on the Group's intranet site. Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.