



## **Policy on Engagement of Intermediaries**

### **Introduction**

Modulaire is committed to ensuring that agents and other intermediaries authorised to act on behalf of any member of the Modulaire Group (each an “**Intermediary**”) carry out their business to the highest ethical standards and avoid any conduct which may constitute bribery or corruption or the facilitation of tax evasion.

The procedures set out in this policy are designed to identify any corruption risk before we enter into a business relationship with any Intermediary and, more broadly, to ensure that we know the background of those we enter into business relationships with.

### **Policy**

No Intermediary may be engaged without: (i) first complying with the procedures set out in this policy; (ii) receiving approval from the Group General Counsel to proceed with the engagement; and (iii) a written agreement being entered into with the Intermediary in a form reviewed and approved by the Group General Counsel.

### **Procedure**

1. Modulaire employee who is responsible for the proposed Intermediary engagement contacts the Group General Counsel to provide notice of the intention to engage the Intermediary.
2. Group General Counsel will provide the Background Questionnaires which are to be completed by the Modulaire employee and the Intermediary (current versions of the questionnaires are attached to the policy for reference).
3. Modulaire employee completes and signs the “Form A” questionnaire and arranges for the Intermediary to complete and sign the “Form B” questionnaire and provide the relevant information/documents.
4. Modulaire employee sends the completed Background Questionnaires and documents to the Group General Counsel for review.
5. If considered necessary, the Group General Counsel arranges for a background check by a service provider.
6. Group General Counsel reviews the proposed engagement and provides notice to the instructing Modulaire employee as to whether they may proceed with the engagement of the Intermediary.
7. If approval is given to proceed, the Group General Counsel provides guidance on the form of agreement to be entered into with the Intermediary and must provide approval before the agreement is signed. If approval is given to proceed, the Intermediary must be provided with a copy of Modulaire’s Code of Ethics, Gift & Entertainment Policy, Speak-Up Policy, Anti-Bribery and Corruption Policy and such other policies as may be specified from time to time by the Group General Counsel. A written acknowledgement of their receipt and understanding of such policies must be obtained.
8. The Intermediary will also need to be registered with Modulaire Group’s e-learning partner, SAI360, so that the Intermediary can complete mandatory anti-bribery and corruption training.

The Intermediary's name and email address should be provided to the Group General Counsel so that the Intermediary can be added to the SAI360 platform.

**Remuneration**

The rate of commission or other fees to be paid to the Intermediary should be tailored to the role of the Intermediary to ensure they are appropriately incentivised to promote Modulaire's interests. Care should be taken to avoid levels of rewards that could tempt an Intermediary into unethical behaviour.

Bank account details provided by an Intermediary for the receipt of remuneration must be subject to appropriate due diligence and commission payments in cash or to third party accounts must be avoided.

### FORM A - BACKGROUND QUESTIONNAIRE ON INTERMEDIARIES

*This Questionnaire should be completed by the Modulaire employee who is responsible for the scope of work performed by the Intermediary.*

<b>1. Name, address and contact information for Intermediary:</b>	
<b>2. Activities Intermediary is expected to perform:</b>	
<b>3. Reasons that activities must be performed by Intermediary versus in-house:</b>	
<b>4. Activities the proposed Intermediary has previously performed for Modulaire (if any):</b>	
<b>5. How did you first become aware of the Intermediary?</b>	
<b>6. Are there any other Intermediaries capable of performing the activities? If yes, please list Intermediaries and provide a brief explanation why they were not selected:</b>	
<b>7. Was the Intermediary recommended by any person or entity? If so, who?</b>	
<b>8. If a person recommended the Intermediary, is that person a public official in the country where services are to be performed?</b>	
<b>9. Have you performed a background check on the Intermediary, and if so, what was the nature of the background check (e.g. Internet background check or hiring of a private investigator)?</b>	
<b>10. Has the Intermediary requested that payments be made in an unusual manner (e.g. "cash only", payments to parties other than the Intermediary, split payment arrangements or payments outside of the country where the activities are to be performed)?</b>	

<b>11. Have there been any issues collecting the required information from the Intermediary (2 letters of reference, bank account details, completion of Intermediaries Questionnaire, background check)?</b>	
<b>12. Does the information collected about the Intermediary and their principals raise questions about their experience and overall “track record” in the country where the activities are to be performed?</b>	
<b>13. Does the information obtained about the Intermediary and its principals raise questions about compliance with applicable laws and regulations?</b>	
<b>14. Does the information collected about the Intermediary and its principals reveal misrepresentations, gaps, or inconsistencies and, if so, has additional due diligence been done to attempt to resolve all issues and concerns?</b>	
<b>15. Any other matters that you wish to mention that you think relevant:</b>	

<b>Signature of Modulaire Employee:</b>	
<b>Position/Job Title:</b>	
<b>Country:</b>	
<b>Date:</b>	

## FORM B - QUESTIONNAIRE FOR INTERMEDIARY

*This Questionnaire should be completed by the Intermediary.*

<b>1. Type of Services to be Provided:</b>	
<b>2. Ownership and Organisation of Intermediary:</b>	
<b>3. History of Intermediary:</b>	
<b>4. Letter of Reference – please provide a minimum of 2 letters of reference; each including a statement by the person providing the reference that they are not aware of any improper payments or other illegal activities with respect to proposed intermediary:</b>	
<b>5. Bank Account Details – please provide details of the bank account of the Intermediary (<i>these may be used as part of our background checks</i>):</b>	
<b>6. Does the Intermediary have any familial relationships or other relationships with any governmental officials? If yes, please describe:</b>	
<b>7. Does the Intermediary make charitable or political contributions in the country where services are to be performed?</b>	
<b>8. Has the Intermediary ever been involved in improper payments in the form of a bribe or any other illegal activities? If yes, please describe:</b>	
<b>9. Is the Intermediary or any of its principals currently under investigation by any governmental agency? If yes, please explain:</b>	

10. Has the Intermediary or any of its principals or employees ever been investigated by any authority or governmental agency for contractual malfeasance (doing something from which one is prohibited from doing for legal or moral reasons in a business contract)?	
11. Has the Intermediary or any of its principals ever paid any fine, restitution, or other settlement to resolve a civil, criminal, or administrative complaint?	
12. Does the Intermediary and its principals and employees comply with all relevant anti-bribery and anti-corruption laws?	
13. Does the Intermediary have a business ethics policy? If it does, please provide a copy.	

*The Intermediary hereby consents to Modulaire, its affiliates or a third party provider on behalf of Modulaire or its affiliates performing background and such other checks as it shall deem appropriate in relation to the Intermediary and/or its personnel and agrees to obtain the consent of its personnel to such checks.*

*I certify that the responses provided in this Questionnaire are true, complete, accurate and not misleading.*

Signature of Intermediary:	
Position/Job Title:	
Company/Entity Name:	
Country:	

<b>Date:</b>	
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## **Legal and Risk Team Contacts**

### **Group General Counsel**

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