

Group Guiding Principles: Financial Crime

Camellia Plc ("**Camellia**") is the ultimate holding company of a group of companies incorporated in various jurisdictions (the "**Group**"). Within the Group, Camellia has indirect interests in several entities which have responsibility for managing primarily agricultural operations, including responsibility for managing the assets and workers associated with those operations (the "**Operating Companies**"). The Operating Companies are predominantly based in Bangladesh, Brazil, India, Kenya, Malawi, South Africa, Tanzania and the UK. The majority of the Group's turnover is derived from the Operating Companies' work in the agricultural sector through the growing of tea, avocado, macadamia, rubber, blueberries, arable crops, forestry and livestock.

Governance and Strategy

The Operating Companies possess the specialist knowledge, experience and expertise in relation to their own operations. It is the Operating Companies which best understand their own agricultural crops and livestock, the local geographical and climatic conditions, the local legal and regulatory framework with which they must comply and the local socio-political context in which they operate. Camellia is not an Operating Company and does not claim to possess such specialist local knowledge, experience or expertise. Having regard to this reality, Camellia's business philosophy is based on an approach which promotes a high degree of operational autonomy enjoyed by the Operating Companies.

Camellia expects the Operating Companies to adopt, comply with, and promote appropriately high standards in respect of their operations. Following engagement with the Operating Companies as to their existing practices and procedures and in line with Camellia's understanding of international guidelines, Camellia has formulated a series of 'Group Guiding Principles' ("**GGPs**") which outline the principles and commitments that Camellia expects the Operating Companies to adopt and adhere to in key areas such as human rights, modern slavery, financial crime, environment, quality, certification and traceability, employee wellbeing, health and safety and whistleblowing. Importantly, the GGPs set out the principles which Camellia expects Operating Companies to comply with at a minimum, subject to any local laws which would make it unlawful for the Operating Companies to do so, in which case Camellia expects the Operating Companies to respect and adhere to these principles to the greatest extent legally permissible. For the avoidance of doubt, nothing in the GGPs prevents an Operating Company from adopting a higher standard, whether in accordance with the requirements of local laws or otherwise having regard to the particular issues arising from their own operations.

Ultimately, the individual Operating Companies have the local expertise and understanding which means they are best placed to identify relevant needs and apply the processes and practices that enable them to operate legally, responsibly and ethically over the long term, and to embed the expectations set out in the GGPs into their own culture, strategy and daily practices. For the same reason, the Operating Companies are also best placed to implement and monitor compliance with the policies and practices that they put in place. This promotes the continuity, development and progressive growth of those individual enterprises in an ethical and responsible way that is relevant to, and supportive of, their own local jurisdictions and cultures.

The Principles

These GGPs set out the core principles that Camellia expects the Operating Companies to adhere to in respect of bribery and corruption, money laundering, fraud, sanctions and export control matters (together, "**Financial Crime**").

Financial Crime in all its forms is a risk to business. Failure to comply with the laws, regulations and accepted practices in relation to prevention of Financial Crime can lead to serious financial penalties, reputational damage and criminal prosecution, both for the companies involved and the individuals.

Bribery and Corruption

At the international level, the concept of 'bribery' is generally regarded as the offering, promising or giving of any financial or other advantage to another person with the intention of influencing them to perform or reward an improper function or activity. It also encompasses the accepting or requesting of such an advantage. Operating Companies should ensure that they consult and adhere to the relevant definitions of bribery in applicable local laws and regulations.

Camellia's core values are to act honestly, fairly, with integrity and respect in all business dealings. The Operating Companies are expected to uphold this core value and not engage in any form of bribery or corruption, whether financial or non-financial. Camellia expects that the Operating Companies will adhere to the following core principles (where relevant) when considering the bribery and corruption risks specific to their own business operations, in addition to other actions and commitments that they consider necessary:

- Not offering, promising or accepting, directly or through intermediaries, any personal or improper advantage to obtain or retain a business or other advantage from a third party. This includes facilitation payments (commonly known as 'grease' payments, i.e. small, unofficial payments made to public officials to expedite routine actions and which are not documented nor governed by regulation), gifts, hospitality, expenses, donations, and sponsorships.
- Not taking any actions to violate, or cause their business partners to violate, any applicable anti-bribery legislation.
- Conducting proportionate due diligence on all operational relationships, transactions, and potential ventures to avoid unintentional involvement in bribery and corrupt activities.
- Maintaining robust internal controls, including with respect to gifts and hospitality, and accurate record-keeping practices to ensure transparency and accountability in all financial and operational transactions.

Money Laundering ("ML")

At the international level, the concept of ML is generally regarded as the process by which the proceeds of crime are converted into assets which appear to have a legitimate origin, so that they can be retained permanently or recycled into further criminal enterprises. Operating Companies should ensure that they consult and adhere to the relevant definitions of ML in applicable local laws and regulations.

Camellia expects that the Operating Companies will comply with all relevant ML and terrorist financing laws and regulations in the respective jurisdictions in which they operate. This includes compliance with the requirements set out in applicable ML regulations and requirements.

In addition, Camellia expects that the Operating Companies will adhere to the following core principles (where relevant) when considering the ML risks specific to their own business operations, in addition to other actions and commitments that they consider necessary:

- Never (i) participating in acquiring, using, converting, concealing, or possessing the proceeds of crime, (ii) helping another person to do so, or (iii) assisting terrorist financing in any way.
- Always verifying the identity of clients, suppliers and business partners and practising professional scepticism when entering into new business relationships.
- Ensuring employees, agents and business partners (in connection with their services for or on behalf of the Operating Companies) maintain books, records and accounts that, in reasonable detail, accurately and fairly reflect all payments, expenses and transactions.

Fraud

The concept of 'fraud' is generally regarded as making a dishonest representation for one's own advantage or causing another a loss, and can take many forms. Operating Companies should ensure that they consult and adhere to the relevant definitions of fraud in applicable local laws and regulations.

Camellia expects that the Operating Companies will adhere to the following core principles (where relevant) when considering the fraud risks specific to their own business operations, in addition to other actions and commitments that they consider necessary:

- Not committing any form of fraud, whether financial or non-financial and not violating, or causing any relevant business partners to violate, any applicable anti-fraud laws and regulations.
- Ensuring that the internal controls they have in place (including those described above in the context of anti-bribery) adequately safeguard against any dishonest or bad faith dealings.

Sanctions and Export Controls

Sanctions and export controls are generally regarded as restrictive measures put in place directly or indirectly against individuals, regions and States as a diplomatic tool to address issues such as human rights violations, nuclear proliferation and threats to international peace and security, among others. Operating Companies should ensure that they consult and adhere to the relevant definitions of sanctions and export controls in applicable local laws and regulations.

Camellia expects that the Operating Companies will adhere to all applicable sanctions laws and regulations, including as appropriate international sanctions published and maintained by the United Nations and the United Kingdom, in addition to other actions and commitments that they consider necessary.

Associated Persons

Many of the applicable Financial Crime regulations around the world, including for example the UK's Bribery Act 2010 and Economic Crime and Corporate Transparency Act 2023, effectively require in-scope organisations to safeguard against (and/or may hold in-scope organisations liable for) improper acts of their 'associated persons' in certain circumstances, which can include employees, agents, and others persons acting for and on behalf of those entities. As such, when considering what measures to take in accordance with these GGPs, Camellia expects the Operating Companies to ensure the risks of improper conduct and/or breaches of law from a Financial Crime perspective arising in respect of business conducted on their behalf and/or for their benefit by their associated persons are considered.

Each Operating Company is responsible for, within the above frame of reference, assessing, managing, and addressing the unique Financial Crime risks as they arise in their own operations. This includes, but is not limited to, implementing adequate policies and procedures, conducting appropriate due diligence, acting on any findings and integrating the responses to these due diligence processes into their own policies and internal systems.

Operating Companies are expected to undertake and continue training of their relevant directors and employees and, where appropriate, suppliers to raise awareness of Financial Crime issues and to assist in identifying risks in their given businesses and supply chains.

Camellia expects that each Operating Company will undertake a regular, risk-based review of their compliance with their policies and procedures including, where necessary, using external expertise.

Any issues identified by any employee, officer, consultant, contractor, volunteer, intern, casual worker and agency worker with respect to these GGPs can and should be immediately notified to the appropriate point of contact at the relevant Operating Company and, where appropriate, in accordance with its whistleblowing and/or speak up policies.