



UNIPART GROUP OF COMPANIES LIMITED

FINANCIAL CRIME POLICY

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FINANCIAL CRIME POLICY

The Prevention of the Criminal Facilitation of Tax Evasion, and Economic Crime and Corporate Transparency Policy

Unipart Group of Companies Limited and its subsidiaries (together, the "Group" or "Unipart") are committed to the prevention, deterrence and detection of financial crime including without limitation money laundering, criminal tax evasion and the criminal facilitation of tax evasion, corporate transparency and the prevention of fraud. Unipart takes a zero-tolerance approach to financial crime and is committed to implementing effective systems and controls to prevent, detect and deter such activities. This document sets out the Group's policy for preventing these matters within Unipart, as well as the standards and procedures required to ensure compliance with the policy.

1. Introduction

- 1.1 The Criminal Finances Act 2017 was introduced to demonstrate the UK government's commitment to preventing tax evasion in all its forms. The purpose of the legislation is to set out that companies and partnerships will be criminally liable where they fail to prevent those who act for them, or on their behalf, from criminally facilitating tax evasion.
- 1.2 The Economic Crime and Corporate Transparency Act 2023 strengthens the UK's framework for combating economic crime and means that, as of 1 September 2025, Unipart has new obligations to ensure, amongst other things, that the information held at Companies House about the business is accurate. Perhaps most importantly, this legislation also introduced a requirement on large organisations such as Unipart to take steps to ensure that associated individuals do not commit fraud with the intention of benefiting Unipart, or, importantly, its customers.
- 1.3 As an employer, if we fail to prevent our employees, workers, agents or service providers from facilitating tax evasion or committing fraud, Unipart can face criminal sanctions including an unlimited fine, as well as exclusion from tendering for public contracts and reputational damage. We therefore take our legal responsibilities seriously and take a zero tolerance approach to all forms of financial crime, whether under UK law or the law of foreign countries in which we operate.
- 1.4 Unipart is committed to preventing these offences being undertaken by associated individuals or businesses (an 'Associated Person') anywhere within its operations. An 'Associated Person' is defined as an employee or agent, or

someone who performs services for, or on behalf of the business. It may include suppliers, contractors, sub-contractors and intermediaries. A written contract is not necessarily required, association is defined based on actual events and behaviour. This commitment governs all of our business dealings, and the conduct of all persons or organisations who are appointed to act on our behalf. All Unipart employees who have, or seek to have, a business relationship with Unipart must familiarise themselves with this policy and are required to act at all times in a way which is consistent with the policy. Employees who have direct contact with other types of Associated Person are responsible for ensuring that the Associated Person reviews, understands, and agrees to their full compliance with this policy.

- 1.5 We expect the highest standards of integrity and conduct in all business matters from our employees, and all Associated Persons. We look to our employees and Associated Persons to exercise scrupulous care in their business conduct at all times, particularly in relation to the prevention of financial crime.
- 1.6 We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate; and to implementing and enforcing effective systems to counter tax evasion facilitation and preventing fraud.
- 1.7 We will uphold all laws relevant to countering financial crime in all the jurisdictions in which we operate.
- 1.8 Unipart adopts a risk-based approach to financial crime prevention, conducting regular risk assessments to identify, assess, and understand the financial crime risks to which the Group is exposed. To address these risks, each risk is recorded in the Unipart 4Risk Register alongside the appropriate control required to ensure a 'reasonable prevention procedure' is in place. Executive Leadership Team members (either directly, or by delegation to a suitably senior and experienced member of their team) are responsible for monitoring and managing the risks identified in their areas and ensuring appropriate training is given to the relevant employees. These risks are presented to the Group Risk Committee, chaired by Group Legal Director, on no less than an annual basis.

2. Purpose and Scope of this Policy

- 2.1 The purpose of this policy is to:
 - (a) Set out our responsibilities, and the responsibilities of those working for us, in observing and upholding our position on preventing the facilitation of tax evasion or fraud; and

(b) Provide information and guidance to those working for us on how to recognise and avoid tax evasion, and the kinds of behaviour that could be regarded as committing fraud to benefit Unipart or its customers.

2.2 This policy may be amended at any time for any reason.

2.3 This policy supersedes the Prevention of Criminal Facilitation of Tax Evasion Policy, which is consolidated into this Financial Crime Policy.

3. Who must comply with this Policy?

This policy applies to all persons working for Unipart or on Unipart's behalf in any capacity. This includes; employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, or any other person associated with Unipart, wherever located.

4. Who is responsible for the Policy?

4.1 The Group Finance Controller and Senior Finance Director has overall responsibility for this Policy and for reviewing the effectiveness of actions taken in response to concerns raised under this Policy.

4.2 Managers at all levels are responsible for ensuring those reporting to them understand and comply with this policy, monitoring its use and effectiveness, and dealing with any queries about it.

5. What are the offences?

FACILITATION OF TAX EVASION

5.1 For the purposes of this policy:

(a) **UK tax evasion offence** means;

- an offence of cheating the public revenue; or
- an offence under the law of any part of the United Kingdom consisting of being knowingly concerned in, or in taking steps with a view to, the fraudulent evasion of tax.¹

(b) **UK tax evasion facilitation offence** means an offence under the law of any part of the United Kingdom consisting of;

¹ CFA 2017, s. 45(4)

- being knowingly concerned in, or taking steps with a view to, the fraudulent evasion of a tax by another person; or
- aiding, abetting, counselling or procuring the commission of a UK tax evasion offence; or
- being involved in any part of the commission of an offence consisting of being knowingly concerned in, or in taking steps with a view to, the fraudulent evasion of a tax.²

(c) **Foreign tax evasion offence** means conduct which;

- amounts to an offence under the law of a foreign country,
- relates to a breach of a duty relating to a tax imposed under the law of that country, and
- would be regarded by the courts of any part of the United Kingdom as amounting to being knowingly concerned in, or in taking steps with a view to, the fraudulent evasion of that tax.³

(d) **Foreign tax evasion facilitation offence** means conduct which;

- amounts to an offence under the law of a foreign country;
- relates to the commission by another person of a foreign tax evasion offence under that law; and
- would, if the foreign tax evasion offence were a UK tax evasion offence, amount to a UK tax evasion facilitation offence.⁴

5.2 Under the Criminal Finances Act 2017, a separate criminal offence is automatically committed when all three of the following elements apply;

- Fraudulent tax evasion by a tax payer (either an individual or a legal entity) under existing law;
- Criminal facilitation of the tax evasion by an Associated Person of the Relevant Body, who is acting in that capacity; and
- The Relevant Body failed to prevent the Associated Person from committing the criminal facilitation act.

The 'Relevant Body' is the company or partnership which could be found liable of a Criminal Corporate Offence (Unipart). The Relevant Body does not have to have deliberately or dishonestly facilitated the tax evasion itself; the fact that the Associated Person has done so, creates the liability for the company or partnership.

However, if the Associated Person accidentally, ignorantly, or negligently facilitates the tax evasion, then the corporate criminal offence will not have been committed.

² CFA 2017, s. 45(5)

³ CFA 2017, s. 46(5)

⁴ CFA 2017, s. 46(6)

- 5.3 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).
- 5.4 Tax means all forms of 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).

FRAUD

- 5.5 The Economic Crime and Corporate Transparency Act 2023 prescribes a number of classes of 'base fraud' which, if committed for and on behalf of Unipart or a customer, with the intention of creating a benefit for one, the other, or both, could result in the Unipart business being liable for the acts of individuals who acted on its behalf (such as employees).
- 5.6 Readers of this policy should note that fraud is, in of itself, a serious criminal offence which can have a variety of legal consequences for the individual committing it – these include, amongst other things, financial consequences but also the potential for imprisonment.
- 5.7 Please note that this policy is not a complete guide to what is classed as fraud, and for which an individual could be guilty of a criminal offence. Rather, it covers the specific types of activity which must not be done on behalf of Unipart or its customers to ensure compliance with this legislation.
- 5.8 Because the laws are slightly different in each country comprising the United Kingdom, the picture is somewhat complex. The specific types of fraud offences are as follows:

England and Wales

- Fraud offences set out in the Fraud Act 2006, including fraud by false representation, fraud by failing to disclose information, fraud by abuse of position, obtaining services dishonestly, or participation in a fraudulent business.
- The common law offence of cheating the public revenue.
- False accounting and false statements by company directors as described in the Theft Act 1968.
- Fraudulent trading as described in section 993 of the Companies Act 2006.

Northern Ireland

- Fraud offences set out in the Fraud Act 2006, including fraud by false representation, fraud by failing to disclose information, fraud by abuse of position, obtaining services dishonestly, or participation in a fraudulent business.
- The common law offence of cheating the public revenue.
- False accounting and false statements by company directors as described in the Theft Act Northern Ireland 1969.
- Fraudulent trading as described in section 993 of the Companies Act 2006.

Scotland

- The common law offences of fraud, uttering or embezzlement.
- Fraudulent trading as described in section 993 of the Companies Act 2006.

5.9 Unipart also has legal duties regarding the accuracy of the information it submits to Companies House in the United Kingdom, of certain information regarding officers such as directors and company secretaries of the companies comprising Unipart. If you are an officer of a Unipart company, you must ensure that all information which you submit to Companies House (or which we request and is submitted on your behalf by us) is accurate and not misleading (whether by its content, or omission).

5.10 In addition to paragraph 5.9 above, this policy also confirms Unipart's general commitment to comply with all local laws and regulations regarding the prevention of financial crime wherever it carries out business throughout the world.

MONEY LAUNDERING

5.11 While Unipart does not engage in regulated financial activities, we are committed to the highest standards of integrity. Unipart has a zero-tolerance approach to money laundering and the financing of terrorism. Unipart is committed to complying with all relevant anti-money laundering legislation (such as the Proceeds of Crime Act 2002) and ensuring we do not inadvertently facilitate criminal activity.

5.12 In simple terms, money laundering is the process by which "dirty" money (proceeds from criminal activities like fraud, drugs, or tax evasion) is funnelled through legitimate businesses to make it appear "clean." For a business like Unipart, the risk usually sits within our supply chain or client base—specifically, someone attempting to use a legitimate-seeming transaction with Unipart to disguise the origin of their funds.

6. What you must not do

6.1 It is not acceptable for you (or someone acting on your behalf) to:

- a) engage in any form of facilitating tax evasion or foreign tax evasion;
- b) aid, abet, counsel or procure the commission of a tax evasion offence or foreign tax evasion offence by another person;
- c) fail to promptly report any request or demand from any third party to facilitate the fraudulent evasion of tax (whether UK tax or tax in a foreign country), or any suspected fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person, in accordance with this policy;
- d) commit any of the fraud offences set out in paragraph 5 above with the intention of either benefiting Unipart, or a Customer of Unipart, whether directly or indirectly;
- e) engage in any activity that might assist a third party to 'launder' the proceeds of crime (and be alive to the 'tipping off' risks as described in paragraph 10);
- f) engage in any other activity that might lead to a breach of this policy;
- g) threaten or retaliate against another individual who has refused to commit a tax evasion offence or a foreign tax evasion offence or who has raised concerns under this policy; or
- h) seek to obstruct any investigation into suspected breaches of this policy.

7. Your Responsibilities

- 7.1 You must ensure that you read, understand and comply with this policy.
- 7.2 The prevention, detection and reporting of financial crime are the responsibility of all of Unipart's Associated Persons. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 7.3 You must notify your line manager, or their line manager, as soon as possible if you believe or suspect that a breach of this policy has occurred, or may occur in the future. Should you feel you are unable to report a breach of this policy to either your line manager or their line manager, the reporting procedure outlined within the 'Whistleblowing' policy should be followed. Further details for this policy can be found in Section 13.

- 7.4 Examples of behaviours that would require reporting are: if an employee or supplier asks to be paid into an offshore bank account, without good reason; or a supplier asks to be paid in cash, indicating that this will mean the payment is not subject to applicable tax. Further “red flags” that may indicate potential financial crime are set out in section 10.
- 7.5 You must comply fully with any investigation into suspected financial crime or any breach of this policy. A failure to comply with an investigation may result in disciplinary action, which could result in dismissal for misconduct or gross misconduct.

8. Training and Communication

- 8.1 Line managers of all grades are responsible for identifying individuals who report directly to them that require the necessary training. Such training may form part of wider financial crime detection and prevention training. Enhanced training is provided to staff in higher risk roles or those with specific responsibilities.
- 8.2 Our zero-tolerance approach to tax evasion and foreign tax evasion must be communicated to all business partners, including suppliers, contractors, associates and customers at the outset of our business relationship with them and as appropriate after.

9. Breaches of This Policy

- 9.1 Any employee who breaches this policy may face disciplinary action, which may result in dismissal for misconduct or gross misconduct. For clarity, a sufficiently serious breach of this policy, in of itself, may be grounds for a finding of gross misconduct and accordingly, dismissal.
- 9.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy, and such breaches may result in other consequences, such as claims for damages.
- 9.3 Individuals involved in financial crime may face criminal prosecution, leading to fines and imprisonment.
- 9.4 Unipart may face corporate criminal liability, substantial fines and reputational damage.

10. Potential Risk Scenarios: “Red Flags”

The following is a list of possible red flags that may arise while you work for Unipart and which may raise concerns related to financial crime. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags (or other activity likely to fall under this policy) while working for Unipart, even if you only suspect the activity is taking place and have no proof, you must report them promptly to your Line Manager, or follow the process set out in paragraph 13 (Whistleblowing):

- a) you become aware, in the course of your work, that a third party has made or intends to make a false statement relating to tax; has failed to disclose income or gains to, or to register with, HMRC (or the equivalent authority in any relevant non-UK jurisdiction); has delivered or intends to deliver a false document relating to tax; or has set up or intends to set up a structure to try to hide income, gains or assets from a tax authority;
- b) you become aware, in the course of your work, that a third party has deliberately failed to register for VAT (or the equivalent tax in any relevant non-UK jurisdiction) or failed to account for VAT;
- c) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- d) you become aware, in the course of your work, that an employee asks to be treated as a self-employed contractor, but without any material changes to their working conditions;
- e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business (especially if that country is known to be a tax haven or a jurisdiction without strong anti-money laundering rules and regulations);
- f) a third party to whom Unipart have provided goods or services requests that their invoice is addressed to a different entity, where Unipart did not receive goods or services from such entity directly;
- g) a third party to whom Unipart have provided services asks for the description of services rendered on an invoice in a way that seems designed to obscure the nature of the services provided;
- h) you receive an invoice from a third party that appears to be non-standard or customised;
- i) a third party insists on the use of side letters or refuses to put terms agreed in writing or asks for contracts or other documentation to be backdated;
- j) you notice that Unipart has been invoiced for a commission or fee payment that appears too large or too small, given the service stated to have been provided;

- k) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Unipart.
- l) you become aware, in the course of your work, of transactions involving high-risk jurisdictions (as published by HMRC);
- m) A transaction which 'don't make sense', such as payments being received from or paid by an unrelated third party which no clear, logical connection to the contract, or proposed transactions which are unnecessarily complex or lacking in a sensible commercial rationale;
- n) a third party is reluctant to provide identification or information which is requested;
- o) you become aware, in the course of your work, of trade with countries or individuals subject to sanctions and embargoes;
- p) you become aware, in the course of your work, of asset misappropriation or misuse (eg using company vehicles, equipment or facilities for personal use);
- q) you become aware, in the course of your work, of deliberate submission of a false Research and Development tax credits for work that was never conducted or which includes non-qualifying cost;
- r) you become aware, in the course of your work, of deliberate manipulation of transfer pricing between related companies to shift profits to low-tax jurisdictions;
- s) you become aware, in the course of your work, of "Phoenix company" schemes where businesses are liquidated to avoid tax liabilities, then reopen under a new name;
- t) if during your work, you discover misleading information about the Company, its results, performance, credentials, accreditations or operational capabilities shared with third parties either on social media or other forms of communication or marketing;
- u) you become aware, in the course of your work, of false accounting and/or the misstatement of intangible assets; or
- v) you become aware, in the course of your work, relevant matters which have intentionally not been disclosed to external institutions or authorities eg banks, insurance companies or ICO;

- w) A customer seeking to pay in cash, or payments arriving from multiple, unconfirmed bank accounts or accounts which are not the usual source of payment;
- x) A customer overpays and requests a refund (or pays on account and the transaction falls through), particularly if it is refunded to a different bank account;

11. Associated policies

11.1 This policy should be read in conjunction with:

- Anti-Bribery & Corruption Policy
- Modern Slavery Policy
- Business Travel and Expenses Policy
- Gifts & Hospitality Policy
- Conflicts of Interest Policy
- Conducting Business the Unipart Way
- Whistleblowing Policy
- Disciplinary Policy
- Remote Working Policy
- Home-Based Working Policy
- Off Payroll Working Policy
- Global Mobility Policy
- Group Tax Strategy
- Compliance Policy
- Competition Law Policy

12. Raising Concerns

- 12.1 You are encouraged to raise concerns about any issue or suspicion of tax evasion, foreign tax evasion, tax evasion facilitation, or any fraudulent activity taking place within or on behalf of Unipart, at the earliest possible stage.
- 12.2 If you become aware of any fraudulent evasion of tax (whether UK tax or tax in a foreign country) by another person in the course of your work, or you are asked to assist another person in their fraudulent evasion of tax (whether directly or indirectly), or if you believe or suspect that any fraudulent evasion of tax has occurred or may occur, whether in respect to UK tax or tax in a foreign country, you must notify your line manager as soon as possible.
- 12.3 If you are unsure about whether or not a particular act or activity is in breach of this policy, raise it with your line manager as soon as possible, or alternatively, make a disclosure as per the process in paragraph 13 (Whistleblowing).

- 12.4 You should note that the corporate offence of facilitation of tax evasion is only committed where you deliberately and dishonestly take action to facilitate the tax evasion or foreign tax evasion. However, a deliberate failure to report suspected tax evasion or foreign tax evasion, or “turning a blind eye” to suspicious activity, could amount to tax evasion facilitation.
- 12.5 You should note that the Proceeds of Crime Act 2002 includes a particular offence – that of ‘tipping off’. If you suspect money laundering activity, you can ask questions carefully, but you **must not** indicate that you have concerns or indicate that a report is or may be made to the authorities. Immediately follow the principles in paragraph 13 (Whistleblowing) below to get answers on how to proceed.

13. Procedure for Making a Disclosure - Whistleblowing

- 13.1 Should you become concerned that a fellow employee or an Associated Person is committing financial crime, you should immediately report the incident via one of the following;
- your line manager,
 - your line manager’s line manager,
 - the appropriate specialist individual outlined in the Appendix of the ‘Whistleblowing policy’, or
 - the Whistleblowing Hotline (0800 915 1571) which is managed by an external third party on a confidential basis.

The Whistleblowing policy can be found at;

<https://intranet.unipart.com/handbook/whistleblowing-policy/>

14. Protection

- 14.1 Individuals who raise concerns or report another’s wrongdoing are sometimes worried about possible repercussions. We aim 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.
- 14.2 We are committed to ensuring no-one suffers any detrimental treatment as a result of:
- a) refusing to take part in, be concerned in or facilitate tax evasion or foreign tax evasion by another person;
 - b) refusing to aid, abet, counsel or procure the commission of a tax evasion offence or a foreign tax evasion offence by another person;

- c) refusing to participate in, aid, abet, counsel or procure the commission of a fraud offence by another person; or
- d) reporting in good faith their suspicion that an actual or potential financial crime offence has taken place, or may take place in the future.

Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform HR immediately. If the matter is not remedied, and you are an employee, you should raise it formally using our Grievance Procedure, which can be found in the Unipart Handbook;

The Grievance Procedure policy can be found at;
<https://intranet.unipart.com/handbook/grievance-policy/>