
ANTI-BRIBERY AND CORRUPTION POLICY

1. Introduction

Hammerson plc and subsidiaries within the Hammerson group (together, “Hammerson” or the “Company”) have zero tolerance for bribery. Hammerson operates with the very highest standards and this policy sets out Hammerson’s position on bribery and corruption. This policy applies to our Employees, suppliers, directors and officers everywhere in the world.

Bribery and corruption undermines democratic institutions and economic development. Perceived levels of corruption in the countries in which Hammerson operates are lower than in many countries. However, it is important that Hammerson continues to take practical steps to prevent bribery and corruption in its business.

2. Board Commitment

The following statement has been approved by the Board of Directors of Hammerson plc:

"The Board of Directors of Hammerson plc take this opportunity to emphasise their commitment to prevent bribery and corruption in all parts of our business. We trust and require that our business partners share this commitment. We must all be aware that any breach of applicable laws or of the Company's own policies and procedures may lead to disciplinary action for employees; for business partners to the termination of our relationship with them; and criminal penalties for all concerned, including the Company."

The Company is committed to ensuring that it has in place adequate procedures to prevent bribery.

Every director, officer and Employee of the Company has personal responsibility to prevent bribery and corruption and this commitment is also included in the Company’s Code of Conduct.

3. Definitions

Bribe	- means anything given or promised to induce or reward someone for performing their role improperly.
Employees	- means anyone engaged on a contract of employment, whether directly or indirectly (such as via an agency) and whether permanent or for a fixed term.
Facilitation Payment	- means a type of bribe which is a payment to a Government or Public Official. These are payments, also known as ‘grease’ payments, made to Government or Public Officials which are generally made in order to secure or hasten the performance of “routine governmental actions” for example, unjustifiably prioritising the processing of a planning application above other applicants, or the granting of planning or other consents.

Government or Public Official	- means anyone in public office, including local or central government Employees, politicians, customs officers, law enforcement officers, judges and Employees of state-owned entities.
Third Party	- means any person, organisation, company or other entity that performs services for or on behalf of Hammerson.

4. Measures to Prevent Bribery and Corruption

Bribery and Corruption

Bribery is a criminal offence in all countries in which Hammerson operates. In addition, some countries, such as the UK, have enacted anti-corruption laws which apply to the actions of individuals and companies even where they take place abroad. Breach of these laws can lead to very severe penalties for companies and individuals (see **Penalties and Consequences of Breaching Anti-Bribery Laws** below).

Bribery generally involves giving or offering to give money or something of value to someone to induce or reward improper performance of a duty or function. Bribery can be “active” or “passive” in nature. **Active bribery** is when a person may seek to corrupt another by giving or attempting to make a Bribe and **passive bribery** is when a person may act in a corrupt manner by seeking, agreeing to accept, or by accepting a Bribe.

You should know that:

- Bribes are often paid in cash, but they can also be given in other forms. Gift cards, physical objects (e.g. watches, fashion goods, computers), services (e.g. travel, usage of a car, training), opportunities (e.g. promotions, internships, contracts) and even information (e.g. tender information, confidential data) have all been used as Bribes; and
- Bribes can be offered, given and received directly or indirectly (e.g. through a business, friend, family member or other Third Party).

As well as complying with the specific provisions outlined in this document, Employees must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate. A summary of UK Anti-Bribery Laws has been prepared and is included as an Appendix to this Policy.

Prohibition on improper payments, kickbacks and other forms of bribery

The Company does not tolerate any form of bribery. This prohibition extends to the Company’s business and transactions in any country in which it operates. Employees and representatives of Hammerson are therefore strictly prohibited (whether acting in their own capacity or on the Company’s behalf) from:

- offering, promising, giving or authorising, directly or indirectly any Bribe or kickback to or for the benefit of any person (whether in the public or commercial sector) in order to obtain or retain any improper business or other advantage for the Company, for themselves or for their family, friends, associates or acquaintances;

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- soliciting, accepting or receiving (whether for the Company's benefit, their own benefit or that of their family, friends, associates or acquaintances) any Bribe or kickback from any person in return for providing any improper business or other advantage;
 - otherwise using illegal or improper means (including Bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or
 - acting as an intermediary for a Third Party in the solicitation, acceptance, payment or offer of a Bribe or kickback.

Facilitation Payments

In some markets, it is common to make Facilitation or "grease" payments. These are small payments made to Government or Public Officials which are generally made in order to secure or hasten the performance of "routine governmental actions".

Facilitation Payments are strictly prohibited without the prior written approval of the General Counsel and Company Secretary and the Deputy CFO, which may be given in very limited circumstances, such as to ensure the safety of an individual. If, for any reason, a Facilitation Payment is made it (and the reasons for making it) must be fully recorded.

Books and Records

Accurate records of all company transactions must be kept. All receipts and expenditures must be supported by documents that describe them accurately and properly, and in accordance with the Company's Expenses Policy and the Gifts and Entertainment Policy. Both policies can be accessed via OnDemand. The falsification of any book, record or account of the Company is prohibited.

Donations and Contributions

Political donations

Hammerson does not make any political donations (of time, money or resources) and is not currently authorised by shareholders to do so.

Employees are of course free to exercise their individual, personal political and civil rights, but they must not claim or appear to be acting on behalf of the Company.

Charitable donations

Hammerson contributes to charities in the communities in which it does business and to charities in which the Company's Employees are involved. However, we never make charitable donations in order to achieve commercial objectives. The Company can only make charitable donations (of time, money or resources) if a thorough due diligence check has been undertaken and it has been confirmed that the relevant charity is registered with the Charities Commission (or equivalent in jurisdictions outside the UK). Hammerson does not support charities with religious or political connections or affiliations unless that is otherwise a clear and acceptable charitable aim. **All requests** for proposed charitable donations should be referred to the ESG Manager in advance (and before any formal or informal commitment or offer is made to the relevant charity) by email to sustainability@hammerson.com. It is the responsibility of all those involved to ensure that

donations are not, and don't appear to be, improper or disguised Bribes or otherwise create any potential conflict of interest or reputational risk for Hammerson.

Sponsorship

Hammerson may, on occasion, wish to provide sponsorship, for example, for cultural, sporting or trade events in order to promote the Hammerson brand and good relations with business partners and the wider community. Care should be taken to ensure that sponsorship cannot be viewed as an attempt to unfairly buy influence for the benefit of Hammerson or otherwise as being improper. Sponsorship should not be offered or agreed without having first been referred to and approved by the Communications Director. It is the responsibility of all those involved to ensure that sponsorships are not, and don't appear to be, improper or disguised Bribes or otherwise create any potential conflict of interest or reputational risk for Hammerson. Thorough due diligence should be undertaken in relation to any proposed recipient of sponsorship.

Social contributions

Hammerson may be required to fund or otherwise provide social contributions as part of a development, pursuant to statutory planning and development requirements such as under "section 106" requirements (referring to section 106 of the Town and Country Planning Act 1990). Any such contributions must be made within the relevant legal framework and should not be agreed without prior legal advice and accurately recorded. Social contributions should not be offered or agreed without having first been referred to and approved by the General Counsel and Company Secretary.

Internships and work experience

The provision of an internship or work experience, whether paid or unpaid, may be viewed as a benefit to a Third Party. You should be particularly careful if the intern or work experience student is a friend or relative of a person connected with a Hammerson client or business partner.

All requests for internships or work experience, accompanied by line manager approval, must be passed to the HR Department for consideration. Offers of internships or work experience may only be issued by the HR Department.

Penalties and Consequences of Breaching Anti-Bribery Laws

If an officer, director or Employee or any Third Party acting on behalf of the Company engages in bribery, then they could:

- be charged, prosecuted and convicted of a criminal offence. Bribery can be punished by ten years imprisonment and an unlimited fine;
- be personally sued by anyone that has suffered loss as a result of their misconduct; and/or
- face disciplinary proceedings. Bribery will almost always constitute gross misconduct and justify immediate dismissal.

If an officer, director, Employee or Third Party of the Company engages in bribery, then the Company itself could also:

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- be charged, prosecuted and convicted of a criminal offence. A company that fails to prevent bribery can be punished by an unlimited fine;
 - suffer reputational and financial damage;
 - be unable to do business with governments across the UK and the European Union; and/or

5. Third Party Due Diligence

The Company has undertaken an Anti-Bribery and Corruption Risk Assessment (which can be accessed via OnDemand and is appended to this Policy) and determined that the area of its business where there is the greatest exposure to the risk of bribery is with regards to the appointment of Third Party consultants, contractors and suppliers. The appointing manager must carry out appropriate due diligence on the proposed Third Party including considering whether the role of the Third Party requires liaising with local or national government or other third parties on Hammerson's behalf to secure consents or approvals (e.g. planning, environmental), to secure an investment or sales opportunity or to otherwise benefit Hammerson. The appointing manager is also required to consider whether the Third Party will subcontract to a supplier or adviser who, by undertaking work similar to that noted above, may expose Hammerson to the risk of bribery.

The Anti-Bribery and Corruption Risk Assessment provides guidance to appointing managers in the event that the answer to either of the above questions is positive and requires the appointing manager to carry out due diligence. This may include internet searches, reviewing professional directories and obtaining references in relation to the integrity and reputation of the Third Party or to identify potential bribery or corruption connected with the appointee.

The appointing manager is also required to consider whether the Third Party itself has controls in place to prevent bribery within its organisation or by its subcontractors, including ensuring adequate training of their own Employees. The letter of appointment must contain appropriate provisions relating to bribery and corruption.

Any appointing manager who requires guidance on any questions or concerns they may have in relation to the due diligence process should contact the Deputy CFO.

6. Gifts and Entertainment

The Company has a detailed Gifts and Entertainment Policy which defines what constitutes "acceptable" in respect of giving and receiving gifts and entertainment, and procedures for authorising and recording them. Particular attention should be paid to what is and is not acceptable when dealing with Government or Public Officials. Employees are required to familiarise themselves with the Gifts and Entertainment Policy and follow it at all times. The policy can be accessed via OnDemand.

7. Who to contact if you have concerns about bribery or corruption

Every Employee has an obligation to report any suspicion or incident of bribery, and the Company has a Whistleblowing Policy which sets out the processes available to raise a concern. In addition, the Company operates an Anti-Fraud Policy and Response Plan which has been established to facilitate the development of procedures to aid in the investigation of fraud and related offences. Both documents can be accessed via OnDemand.

8. Training

Hammerson has commissioned customised e-learning to explain how Employees can identify bribery and corruption, comply with the Company's compliance procedures, and escalate concerns about bribery and corruption. Anti-bribery training will be assigned to certain directors, officers and Employees of Hammerson: failure to complete that e-learning promptly may be a disciplinary matter.

9. Who to contact if you have questions

If you have any questions about this policy or need advice on anti-bribery and anti-corruption, please contact the General Counsel and Company Secretary or Deputy CFO.

All policies and documents referred to in this policy can be accessed via OnDemand.

Approved by the Hammerson plc Board on 7 December 2023