

ANTI-CORRUPTION, BRIBERY, FRAUD AND MALPRACTICE POLICY AND PROCEDURES

1. Policy Statement

- 1.1 It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to fraud, bribery, corruption or malpractice and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.
- 1.2 We will uphold all laws relevant to countering fraud, bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010 and Fraud Act 2006, in respect of our conduct.
- 1.3 The purpose of this policy is to:
- set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
 - provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 Bribery and corruption are punishable for individuals by up to ten years' imprisonment and if we are found to have taken part in corruption, we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.
- 1.5 We have in the table at Schedule 1 identified the particular risks for our business, this also shows what steps we are taking to safeguard against and minimize those risks.
- 1.6 In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2. Who is Covered by the Policy?

- 2.1 This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as workers in this policy).

3. What is Bribery?

3.1 A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

4. What is Fraud

4.1 The wrongful or criminal deception intended to result in financial or personal gain. This is further outlined in the Fraud Act 2006.

5. Gifts and Hospitality

5.1 This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties. As a sub-contractor, we need to be aware of the same policies of main contractors and act within their boundaries of their policies as well.

5.2 The giving or receipt of gifts is not prohibited, if the following requirements are met:

- 5.2.1 it is not made with the intention of influencing a third party to obtain or retain a business advantage, or to reward the provision or retention of a business advantage, or in explicit or implicit exchange for favours or benefits;
- 5.2.2 it complies with local law;
- 5.2.3 it is given in our name, not in your name;
- 5.2.4 it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- 5.2.5 it is appropriate in the circumstances. (For example, in the UK it is customary for small gifts to be given at Christmas time);
- 5.2.6 taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- 5.2.7 it is given openly, not secretly; and
- 5.2.8 gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of your divisional manager.

5.3 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

6. What is not Acceptable?

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

- 6.1.1. give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- 6.1.2. 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;
- 6.1.3. accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- 6.1.4. accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- 6.1.5. threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- 6.1.6. engage in any activity that might lead to a breach of this policy.

7. Facilitation Payments and Kickbacks

7.1 We do not make, and will not accept, "kickbacks" of any kind.

7.2 If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with Managing Director or CEO.

7.3 Kickbacks are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

8. Competition Law

8.1 All employees involved in the estimating and tendering process must adhere to the requirement of competition law. It is an offence to be involved with any cover pricing practices. If any Client or third-party company request this from one of our staff members it must be immediately refused and the matter reported raised with the Managing Director.

9. Fraud and Malpractice

9.1 Any worker who commits or attempts to defraud either ourselves or a third party will be subject to disciplinary action and the company will also involve the necessary authorities in line with its civic and public obligations.

10. Donations

10.1 We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made above £50 without the prior approval of a Director.

11. Your Responsibilities

11.1 You must ensure that you read, understand and comply with this policy.

11.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.

11.3 You must notify the legal and finance manager as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in the Schedule.

11.4 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

12. Record Keeping

12.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

12.2 You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

12.3 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

12.4 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

13. How to Raise a Concern

13.1 You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes fraud, bribery or corruption, or if you have any other queries, these should be raised with your divisional manager OR the CEO/Managing Director. Concerns should be reported by following the procedure set out in our Whistleblowing Policy. A copy of our Whistleblowing Policy can be found in the staff handbook.

14. What to do if you are a Victim of Bribery or Corruption

14.1 It is important that you tell your divisional manager or a director as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

15. Protection

15.1 Workers who refuse to accept or offer a bribe, or those 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.

15.2 We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption 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 the compliance manager 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 staff handbook.

16. Training and Communication

16.1 Training on this policy forms part of the induction process for all new workers. All existing workers will receive regular, relevant training on how to implement and adhere to this policy.

16.2 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.

17. Who is Responsible for this Policy?

17.1 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

17.2 The Compliance Manager has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. 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 training on it.

18. Monitoring and Review

18.1 The compliance manager will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

18.2 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

- 18.3 Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the compliance manager.
- 18.4 This policy does not form part of any employee's contract of employment and it may be amended at any time, the latest revision will be found in the staff handbook.

Signed:



Daniel Fincham CEO
12th January 2023



Scott West Managing Director

19. **Schedule 1: Highlighted Risks and Safeguards**

Highlighted Risk	Likelihood of Occurrence	Safeguards
Business Lunches and Dinners	High	<p>With existing clients : Up to £30 per head no prior authorisation needed, between £30-£60 per head Divisional Manger authorisation required in advance of spend; Over £60 per head Director approval required.</p> <p>With potential clients : Up to £20 per head no prior authorisation needed, between £20-£40 per head Divisional Manger authorisation required in advance of spend; Over £40 per head Director approval required.</p>
Corporate Hospitality and Entertainment	High	<p>With existing clients : Up to £30 per head no prior authorisation needed, between £30-£60 per head Divisional Manger authorisation required in advance of spend; Over £60 per head Director approval required.</p> <p>With potential clients : Up to £20 per head no prior authorisation needed, between £20-£40 per head Divisional Manger authorisation required in advance of spend; Over £40 per head Director approval required.</p>
Sponsorship	Medium	<p>With existing client, or associations related to existing client: Up to £50 ex gratia payments may be made over this level must get Director prior authorisation.</p> <p>With potential client, or associations related to potential client: Normally we do not agree to any form of sponsorship. Directors may use discretion on a case-by-case basis if appropriate causes are deemed worthy of our support.</p>
Contributions to site funds for workers	Low	The site manager may decide to contribute to the general fund for the benefit of the workers as a whole, the divisional manager should be made aware and authorise prior to spend. Maximum usual spend is £50 anything over this level must have Director Approval.
Personal work done for third party contractor	Low	It is unacceptable for us to carry out work on another site for the benefit of any third party without receiving payment for this work.

Schedule 2: Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to your divisional manager or the legal and finance manager you become aware that a third party engages in, or has been accused of engaging in, improper business practices;

- you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with officials;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a third party enquires about us providing a quotation as a 'cover price' for a project they are attempting to gain, in breach of competition law.
- 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;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customised;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- 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 us;
- you are offered an unusually generous gift or offered lavish hospitality by a third party.