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Bribery and Corruption Policy

BRIBERY AND CORRUPTION POLICY STATEMENT

The Bribery Act 2010 came into force on 1 July 2011. It creates various new offences, including an offence which can be committed by commercial companies that fail to prevent persons associated with that company from committing bribery on their behalf. This applies regardless of whether the person works or commits the offence in the UK or any other country in which the company operates.

The Company ensures compliance with anti-bribery and corruption laws, including the Bribery Act 2010, through a structured compliance framework based on prevention, monitoring and continual improvement. This includes maintaining proportionate anti-bribery procedures aligned with Ministry of Justice guidance, conducting regular risk assessments, implementing robust financial and procurement controls, and carrying out due diligence on suppliers, subcontractors and third parties. All employees receive appropriate training to ensure awareness of legal obligations and expected standards of conduct. Gifts, hospitality and conflicts of interest are formally declared and recorded, and any concerns are subject to prompt investigation. The policy and associated procedures are reviewed at least annually by senior management to ensure they remain effective, proportionate and compliant with current legislation.

The company and its directors are committed to the prevention of bribery by those employed and associated with it. The company is committed to carrying out business fairly, honestly and openly, with zero-tolerance towards bribery.
This is achieved by:

- carrying out a risk assessment to ascertain the risk of bribery
- instigating procedures proportionate to that risk
- having good internal controls and record-keeping
- securing the commitment of directors, managers and all staff to the prevention and detection of bribery
- developing a culture in which bribery is unacceptable
- undertaking due diligence procedures proportionate to the assessed risk of bribery
- effectively communicating the anti-bribery policy to all staff
- training all staff to recognise bribery so that they can avoid it and be alert to possible instances of bribery
- having clear procedures on what to do should bribery be suspected
- training all staff so that they are aware of what to do should they discover a possible instance of bribery
- monitoring and reviewing the effectiveness of the bribery procedures and updating them as necessary to ensure that they remain effective.

SCOPE

This policy applies to all those employed by and associated with the company.

OFFERING BRIBES

The company expressly prohibits any person employed by or associated with it from offering, promising or giving any financial or other advantage to another person where it is intended that the advantage will bring about improper performance by another person of a relevant function or activity, or that the advantage will reward such improper performance.
The company prohibits any person employed by or associated with it from offering, promising or giving any financial or other advantage to another person where it is believed that the acceptance of the advantage offered, promised or given in itself constitutes the improper performance of a relevant function or activity.

ACCEPTING BRIBES

The company expressly prohibits any person employed by or associated with it from requesting, agreeing to receive or receiving any financial or other advantage with the intention that a relevant function should be performed improperly as a result of the advantage or as a reward for performing the relevant function improperly.
The improper performance of a relevant function in anticipation of receiving financial or other advantage is also prohibited.

BRIBING A PUBLIC OFFICIAL

The company expressly prohibits the bribing of a UK or foreign public official in-order to obtain or retain business or an advantage in the conduct of business.

RELEVANT FUNCTIONS AND ACTIVITIES

Relevant functions and activities are any function of a public nature, any activity connected with the business, any activity performed in the course of a person's employment and activity performed by or on behalf of a body of persons where the person performing that function or activity is expected to perform it impartially, in good faith, or is in a position of trust by virtue of performing it.

HOSPITALITY AND BUSINESS GIFTS

The Bribery Act 2010 does not seek to prohibit reasonable and proportionate hospitality, advertising, sponsorship and promotional or other similar business expenditure, as it is recognised that this constitutes an established and important part of doing business. However, hospitality, promotional and similar business expenditure can be used as bribes.

The Company expressly prohibits the giving and receiving of hospitality/business gifts and similar where the intention in doing so is to receive or confer an advantage in return for giving or receiving the hospitality/business gift or similar.

The following procedures should be adopted in relation to hospitality and business gifts.

- All offers of business gifts should be referred to the anti-bribery officer and should only be accepted if clearance has been received from him or her.
- Business gifts should not be made without the permission of the anti-bribery officer.
- A record of all business gifts made and received and the reason for the gift should be retained.
- All hospitality must be proportionate and reasonable and in line with the Company's hospitality policy. Guidance should be sought from the anti-bribery officer as to whether the planned hospitality is proportionate and reasonable.
- Records should be maintained of all hospitality provided and accepted, including cost and reason for providing or accepting the hospitality.
- Quid pro quo arrangements are expressly prohibited.
- Cash gifts are expressly prohibited.
- The provision or acceptance of entertainment of a sexual nature is expressly prohibited.
- Acceptable hospitality and entertaining may include modest meals with people with whom we do business (such as providing a modest lunch after a meeting) or the occasional provision of or attendance at sporting or cultural events, provided that the intention is to build business relationships rather than to receive or confer an advantage.
- The provision of small promotional gifts, such a diaries, pens or similar, will generally be regarded as acceptable.
- Staff reviewing expense claims should be alert to the provision of hospitality/business gifts that may be construed as a bribe.
- All concerns should be reported.

NEW BUSINESS, CHANGE IN BUSINESS AND CONTRACTS WITH EXTERNAL PARTIES

Where you develop or seek to develop new avenues for business or new contracts, or where the nature of the business changes, you should inform your line manager of this in order that due diligence and a risk assessment of the circumstances can be undertaken.

Where a business relationship with an external party is sought or newly established, or the nature of the relationship is changed, appropriate due diligence must be exercised to ensure that there are no circumstances giving rise to a concern. That external party must also be made aware of this anti-bribery policy.

FACILITATION PAYMENTS

Facilitation payments are small bribes that are paid to speed up or facilitate government action. Although they are commonplace in some foreign countries, they are regarded as bribes and are illegal under the Bribery Act 2010.

The Company expressly prohibits facilitation payments of any sort.

Any member of staff placed under pressure to make a facilitation payment should refer the matter to the anti-bribery officer immediately.

DONATIONS

The Company expressly prohibits the giving of donations to political parties.

Any charitable donation must be consistent with the Company’s policy on charitable giving and with the knowledge and consent of the anti-bribery officer.

The Company expressly prohibits the making of charitable donations where the purpose of the donation is to secure an advantage. All charitable donations must be made without expectation of reward.

FRAUD AND MALPRACTICE CONTROL

The Company manages the control of fraud and malpractice through a structured system of prevention, detection and response. Financial controls include segregation of duties, defined authorisation limits, dual signatory requirements for payments above agreed thresholds, documented procurement procedures, and regular reconciliation of accounts. All employees are required to declare conflicts of interest and comply with transparent expense and purchasing procedures. Periodic internal reviews are undertaken to assess financial integrity and compliance with company controls. Any suspected fraud, malpractice or financial irregularity must be reported immediately to the Anti-Bribery and Compliance Officer or Managing Director. All allegations are investigated promptly, confidentially and impartially, with findings documented and appropriate disciplinary, contractual or legal action taken where necessary. Lessons learned from investigations are used to strengthen internal controls and reduce future risk

COMPETITION LAW AND ANTI-COMPETITIVE BEHAVIOUR

The Company will comply with applicable UK competition law. The Competition Act 1998 prohibits anti-competitive agreements and concerted practices (Chapter I) and abuse of a dominant position (Chapter II). The Enterprise Act 2002 provides for a criminal cartel offence. The Digital Markets, Competition and Consumers Act 2024 updates parts of the competition law framework, including investigation and enforcement powers. The Company requires independent commercial decisions and fair, genuine competition in every tender and procurement exercise.

Employees, directors and anyone acting for the Company must not agree or coordinate with competitors on prices, margins, bids, customers, territories, capacity or output. This includes cover pricing, bid rotation, agreeing not to bid, market sharing, and offering or accepting subcontract work or other compensation in return for a non-competitive bid. They must not exchange future pricing, tender plans or other commercially sensitive information with competitors. Proposed joint bids, consortia or other competitor collaborations must be referred to the Commercial and Office Manager before any commitment or information exchange, with legal advice obtained where needed.
The Commercial and Office Manager oversees the following controls, with the Managing Director responsible for ensuring that identified risks and breaches are addressed:

- Risk assessment: Competition risks are considered when tendering or procurement methods, markets, significant partnerships or competitor contacts change, and as part of the annual policy review. The assessment records the activity, people involved, likelihood and impact of collusion, the controls required, and the person responsible for each action.
- Third-party due diligence: Before appointing an agent, consultant, subcontractor or joint-bid partner in a higher-risk arrangement, the responsible manager checks ownership and relevant relationships, conflicts of interest, proposed tender roles and any concern about prior collusion. Concerns are escalated to the Commercial and Office Manager and resolved before the arrangement proceeds. The checks and decision are recorded.
- Independent tender controls: Tender prices, scope and bid/no-bid decisions are prepared from the Company's own costs, capabilities and commercial judgement. The responsible manager reviews the proposal before submission and keeps the pricing basis and approval with the tender record. Staff must refuse requests to provide or obtain a cover price or to submit a bid that is not genuine.
- Competitor contact and information: Contact with a competitor, including at trade meetings and through subcontracting discussions, must have a legitimate business purpose. Staff must not seek, disclose or use confidential competitor information. If an inappropriate subject is raised, they must stop the discussion, make their objection clear, leave if it continues, record what happened and report it promptly to the Commercial and Office Manager.
- Training: Staff involved in estimating, tendering, pricing, procurement, business development or competitor contact receive competition law guidance when they take on the role and refresher training as risks or law change. Training covers prohibited conduct, tender warning signs, information sharing and the reporting route. Completion is recorded.
- Monitoring: Management periodically checks tender and procurement records, competitor contacts and relevant conflicts of interest for warning signs such as unusually similar bids, repeated bid patterns, unusual withdrawals, reciprocal subcontracting or unexplained changes in price. Findings, follow-up enquiries and corrective actions are documented and escalated to the Managing Director where appropriate.
- Reporting and investigation: Anyone who suspects collusion or receives an improper approach must report it promptly to the Commercial and Office Manager or Managing Director. Relevant emails, tender files and notes must be preserved. Reports are handled confidentially where possible, investigated impartially, and assessed for the need for specialist legal advice or referral to the Competition and Markets Authority. Retaliation against anyone raising a genuine concern in good faith is prohibited.
- Evidence and review: The Company retains the relevant risk assessments, due diligence and approval records, tender pricing and sign-off records, training completion records, monitoring findings and investigation outcomes. The Commercial and Office Manager reviews the effectiveness of these controls at least annually and after a material incident or business change, records any improvement actions and reports the outcome to the Managing Director.

All employees and associated persons must follow these controls and seek advice from the Commercial and Office Manager or Managing Director before proceeding where the competition law position is uncertain. Breaches may result in disciplinary or contractual action and, where appropriate, referral to the relevant authorities.

REPORTING CONCERNS

All members of staff have a responsibility to prevent, detect and report suspected bribery, corruption, fraud and anti-competitive behaviour.
Anyone with a concern should speak to their line manager in the first instance. If that is inappropriate or not possible, they should contact the Commercial and Office Manager or Managing Director directly.

All reports will be treated with the utmost confidentiality. However, concerns can be reported anonymously to the anti-bribery officer. Further information about reporting concerns is available in the company's Grievance policy.

TRAINING AND COMMUNICATION

Staff receive training appropriate to their role on this policy, including anti-bribery requirements and, where relevant, competition law and the controls for tendering, procurement and competitor contact.
A copy of the policy will be included in the Company's policies.
All staff are expected to familiarise themselves with this policy and to sign a copy to confirm that they have read and understood it.
Changes to the policy and procedures will be communicated to staff in an appropriate manner.

RESPONSIBLE OFFICER

The Commercial and Office Manager is responsible for monitoring this policy, including the competition law controls, and for referring material concerns to the Managing Director.

SANCTIONS

The Company treats breaches of this policy seriously and will investigate potential breaches in accordance with the disciplinary policy. Serious misconduct may result in summary dismissal.

REVIEW OF COMPLIANCE WITH THE BRIBERY ACT 2010

The Company conducts a formal annual review of its anti-bribery framework to ensure continued compliance with the Bribery Act 2010 and associated Ministry of Justice guidance. This review assesses the adequacy and effectiveness of the Company's procedures against the six guiding principles of "adequate procedures": proportionate procedures, top-level commitment, risk assessment, due diligence, communication (including training), and monitoring and review.
The review process includes:

- Evaluation of the Company's bribery risk assessment and any changes in operational risk
- Review of gifts and hospitality registers and conflict of interest declarations
- Assessment of due diligence carried out on suppliers, subcontractors and third parties
- Review of training completion records
- Examination of any reported incidents, investigations or disciplinary actions
- Verification that financial and procurement controls remain effective

Findings from the review are documented, and where improvements are identified, corrective actions are assigned with defined responsibilities and timescales. The outcome of the review is reported to the Managing Director, and the policy is updated where necessary to ensure procedures remain proportionate, effective and legally compliant.

REPORTING AND INVESTIGATION OF BRIBERY, CORRUPTION AND ANTI-COMPETITIVE BEHAVIOUR

The Company requires all employees, contractors and associated persons to report any suspected or potential acts of bribery, corruption, fraud or anti-competitive behaviour immediately. Concerns should be raised with the Anti-Bribery and Compliance Officer or, where appropriate, directly with the Managing Director. Reports may be made confidentially and, if requested, anonymously. The Company strictly prohibits retaliation against any individual who raises a genuine concern in good faith.

Upon receipt of a report, a preliminary assessment will be conducted to determine the appropriate course of action. Where necessary, a formal investigation will be initiated, conducted impartially and confidentially by a designated senior manager or independent investigator. Evidence will be gathered and documented, and findings will be reviewed by senior management. Where wrongdoing is substantiated, appropriate disciplinary, contractual or legal action will be taken, and relevant authorities will be notified where required. All investigations are recorded, and lessons learned are used to strengthen internal controls and prevent recurrence.

REVIEW

This policy will be reviewed annually, as a minimum.

Signed Tim Galvani
Managing Director
Dated 01/10/2026