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# Bribery prevention policy

## Revision schedule

Revision no.	Date	Details of change
Rev 1	June 2020	First Issue for new Infrastructure management system platform
Rev 2	June 2021	Minor changes to update business terminology following annual policy review
Rev 3	June 2022	Annual policy review – no content changes required
Rev 4	October 2022	Minor changes to reflect conflict of interest declarations
Rev 5	June 2023	Annual policy review – no content changes required

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Morgan Sindall Construction is committed to adhering strictly to all bribery laws.

No act of bribery will be tolerated, and we will take all necessary steps to ensure that it conducts its business in an open and ethical manner, with honesty and integrity.

We are fully committed to open and fair competition in this regard and do not condone any activity which might in any way unfairly restrict the level of competition expected by our clients and procuring authorities. We will do all that we can to ensure that those procuring our services enjoy fully the benefit of open and fair competition.

The potential consequences of breaching bribery law are serious for Morgan Sindall Group plc, Morgan Sindall Construction, individual employees and other stakeholders. The Bribery Act 2010 carries a penalty of a fine or 10 years imprisonment (or both) for individuals found guilty of any offences, together with an unlimited fine if found guilty of the corporate offence of failing to prevent bribery. In addition, we would face exclusion from tender opportunities and serious reputational damage.

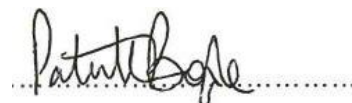
Accordingly, it is Morgan Sindall Construction policy to ensure that its activities are conducted in accordance with all bribery laws. This Policy is not intended to set out in detail the Morgan Sindall Construction approach to prevention of bribery. Detailed guidance, including an explanation of defined terms and the procedures to be followed, are all set out in the Morgan Sindall Construction Anti-Bribery Management System Guidance ("ABMS").

Material and/ or deliberate disregard of this Policy or the related ABMS will be viewed extremely seriously and will be regarded as a disciplinary matter.

This Policy is supplemental to and should be read in conjunction with Morgan Sindall Construction Policies for Ethics in the Workplace, Competition Law Compliance, and Fraud Prevention.

If employees are uncertain about the application of this Policy or the related ABMS to their day-to-day activities, or are uncertain about the legality of an agreement, arrangement, or course of conduct they should always seek advice from their line manager, Head of Internal Audit, Director of Legal or Morgan Sindall Group General Counsel.

Signed



Pat Boyle  
**Managing Director – Construction**

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### 1.0 Purpose

To set out the Morgan Sindall Construction policy in relation to the prevention of bribery and Bribery Act 2010 (the "Act") compliance.

### 2.0 Introduction

Morgan Sindall Construction is fully committed to conducting its business with the highest level of integrity and honesty and will put into place proportionate processes and procedures to prohibit acts of bribery.

The processes implemented shall be reasonable and proportionate having regard to the nature and extent of the bribery risk that Morgan Sindall Construction faces, considering such factors as the sectors in which Morgan Sindall Construction operates, the existing and potential clients/supply chain, and the relevant statutory, regulatory, contractual and/or professional obligations and duties applying to Morgan Sindall Construction.

### 3.0 Policy

#### 3.1 Compliance with the Law

Morgan Sindall Construction is required to comply with the Act and the procedures in place at Morgan Sindall Construction to ensure compliance. Four distinct categories of bribery are provided for in the Act which, if breached will constitute a criminal offence:

- offering, promising, or giving of a bribe;
- requesting, agreeing to receive, or accepting of a bribe;
- bribing of a foreign public official; and
- a corporate offence of failing to prevent bribery by those acting on their behalf.

The consequences of infringing the Act are extremely serious for individual employees, Morgan Sindall Construction and the wider Morgan Sindall Group, and other stakeholders. The Act carries a penalty of a fine or 10 years imprisonment (or both) for individuals found guilty of the offences, and an unlimited fine for the corporate offence of failing to prevent bribery. In addition, Morgan Sindall Construction would face exclusion from tender opportunities and serious reputational damage.

#### 3.2 Risk Assessment

Morgan Sindall Construction will assess the risks posed to the company in a changing marketplace to assess the nature and extent of potential bribery risk. Such risk assessments shall be carried out by appropriately qualified employees, properly documented and updated as necessary.

#### 3.3 Guidance and Training

The ABMS has been developed for Morgan Sindall Construction employees to ensure they are conversant with bribery related issues and how it may impact on their job role at Morgan Sindall Construction. In that respect, the ABMS explains what is permitted and not permitted in sufficient detail, to enable employees to find answers to specific practical questions, or to know who they should approach for guidance.

Morgan Sindall Construction will also provide appropriate anti-bribery education and training to all employees through a variety of means, including mandatory web-based training.

#### 3.4 Conflicts of Interest

All employees must perform their duties honestly and avoiding any conflict of interest between any personal, financial, or commercial interests and their responsibilities to Morgan Sindall Construction. This would include an employee:

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- having a financial interest in a company within the construction sector, other than Morgan Sindall Construction, or a personal relationship with a person who is employed by another company within the construction sector;
- procuring works, materials, or services from a Morgan Sindall Construction supplier/ subcontractor for the employee's personal use;
- providing or arranging others to provide works, materials or services to a client or potential client (or their representatives) for their personal use.

In the above or similar circumstances, the potential conflict of interest must be disclosed during the recruitment process (and at any time thereafter if further potential conflicts of interest arise) in order that the potential conflict can be discussed and disclosed to employees' line management for consideration of whether or not the conflict of interest is such that the proposed transaction can proceed and, if so, on what basis. Whether the transaction proceeds or not, the potential conflict must be notified by the employee to HR in order to ensure openness, transparency and to avoid any bribery risk, or allegation of the same.

### 3.5 Compliance Function

The Compliance Function consists of senior individuals from both Construction & Infrastructure divisions and has overall responsibility for overseeing compliance with the Bribery Prevention Policy and the associated Bribery Prevention processes and procedures. The function is independent of operational activities, as far as reasonably practical.

### 3.6 Objectives

In order to monitor the effectiveness and achieve continuous improvement of the Policy, ABMS and other related policies and procedures, Morgan Sindall Construction will establish a number of anti-bribery objectives at relevant and appropriate functions within the organisation.

The objectives will be reviewed on an annual basis and will include the following standard objectives/ targets, with progress against each communicated to the Board:

- Annual review of ABMS, Policy and Risk Register;
- ISO 37001 Audit by BSI of minimum four regional offices across C&I;
- Target 100% anti-bribery training for new employees;
- Target zero dismissals relating to bribery;
- Target zero prosecutions relating to bribery.

### 3.7 Updates

Morgan Sindall Construction will remain abreast of key developments in this area of law and ensure the Policy, ABMS and training is updated in a timely manner.

### 3.8 Reporting bribery related concerns

Employees having a concern about any bribery related matter should raise the issue with their line manager, Head of Internal Audit, Director of Legal Services or Morgan Sindall Group General Counsel.

Alternatively, the company's independently operated "Raising Concerns" whistleblowing helpline can be used to report issues anonymously. The helpline is available 24 hours a day, 7 days a week. The freephone number is 0800 915 1571 and all calls are taken by Safecall, an independent organisation with impartial staff trained to handle these types of calls. Alternatively submit a report online at [www.safecall.co.uk/report](http://www.safecall.co.uk/report).