

Management System

Policy

**Bribery Prevention Policy**

**Morgan Sindall  
Corporate policy**

**Bribery Prevention**

**Revision Schedule**

<b>Rev. No.</b>	<b>Date</b>	<b>Details of change</b>
Rev 1	June 2020	First issue for new integrated management system platform

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## Policy

### Bribery Prevention Policy

Morgan Sindall Construction & Infrastructure Ltd ("Morgan Sindall") is committed to adhering strictly to all bribery laws. No act of bribery will be tolerated, and Morgan Sindall 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, 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 for Morgan Sindall if found guilty of the corporate offence of failing to prevent bribery. In addition, Morgan Sindall would face exclusion from tender opportunities and serious reputational damage.

Accordingly, it is Morgan Sindall 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 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 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 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, Head of Legal or Morgan Sindall Group General Counsel.

Signed



Pat Boyle  
**Managing Director – Construction**

June 2020

## 1.0 Purpose

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### Bribery Prevention Policy

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

#### 2.0 Introduction

Morgan Sindall 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 faces, considering such factors as the sectors in which Morgan Sindall operates, the existing and potential clients/supply chain, and the relevant statutory, regulatory, contractual and/or professional obligations and duties applying to Morgan Sindall.

#### 3.0 Policy

##### 3.1 Compliance with the Law

Morgan Sindall is required to comply with the Act and the procedures in place at Morgan Sindall 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 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 the corporate offence of failing to prevent bribery. In addition, Morgan Sindall would face exclusion from tender opportunities and serious reputational damage.

##### 3.2 Risk Assessment

Morgan Sindall will assess the risks posed to the company in a changing market place 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 & Training

The ABMS has been developed for Morgan Sindall employees to ensure they are conversant with bribery related issues and how it may impact on their job role at Morgan Sindall. 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 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. This would include an employee:

- having a financial interest in a company within the construction sector, other than Morgan Sindall, or a personal relationship with a person who is employed by another company within the construction sector;

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- procuring works, materials or services from a Morgan Sindall 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 discussed and disclosed to employees' line management for consideration of whether or not such a request could be proceeded with and, if it can, on what basis. The Mandatory Disclosure form must be completed by the employee to ensure openness, transparency and to avoid any bribery risk, or allegation of the same. Further details are provided in the ABMS.

#### 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 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;
- ISO37001 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 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, Head 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).