



Anti-Bribery Policy

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## Policy Overview

MV Kelly has a zero-tolerance approach towards bribery and corruption. It is company policy to conduct all our business dealings in an honest and ethical manner. This Policy outlines our approach to Bribery and may be used in conjunction with the Expenses and Anti-Facilitation of Tax Evasion Policies. This policy does not form part of any employee's contract of employment and we may amend it at any time. It will be reviewed regularly.

## Approach

We have identified that the following are particular areas of risk for our business where bribery and corruption could occur:

- Subcontractor selection process.
- Procurement activities using a large supply chain to provide high volumes of materials for our sites.
- The tendering process with clients and agreement of contract variations for existing works.
- The Inspection of sites by a client, their representatives or public officials to ensure compliance, quality, or progress of work prior to authorizing payment.

To address these risks we will:

Regularly review business processes (at least annually) to ensure compliance with anti-bribery and corruption laws, rules and regulations including the Bribery Act 2010 and competition law.

Equip employees and any persons associated with the Company with the information and training to understand the risks associated with bribery and corruption to encourage them to be vigilant and effectively recognise, prevent, and report any wrongdoing, whether by themselves or others.

Provide suitable and secure reporting and communication channels to ensure that information is properly and effectively dealt with.

Employees are encouraged to contact their Line Manager in the first instance or a Director or HR if this is the more convenient option.

Create and maintain a vigorous framework for dealing with any suspected instances of corruption or bribery.

Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit. Bribery includes offering, promising, giving, accepting or seeking a bribe. All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your manager, a Director or HR.

It is illegal to:

Offer, promise, give, accept, or seek a financial reward or other advantage (i.e., bribe a person) with the intention of inducing or rewarding improper, illegal, or unethical conduct.

Request, agree to receive or accept a financial or other advantage (i.e., receive a bribe) for or in relation to improper conduct.

Bribe a foreign public official.

Bribe another person while doing business intending either to obtain or retain business, or to obtain or retain an advantage in the conduct of business for the company. The Company can be liable for this offence where it has failed to prevent such bribery (unlimited fine).

Additionally, under competition law it is illegal to:

- Divide up the market in agreement with competitors (Market-sharing).
- Create the illusion of competition by bidding for a tender, but agreeing with competitors in advance who will win (Bid-rigging or discussing tenders).
- Agree with competitors what prices to charge for goods or services to avoid competing (price-fixing).
- Abuse a dominant position to exploit customers or unfairly push competitors out of the market.
- Charging prices so low that they do not cover the costs of the product or service sold.
- Offering different prices or terms to similar customers without objective justification.
- Refusing to supply an existing or long-standing customer without objective justification.

Employees, sub-contractors, self-employed persons, or other associated persons are required to:

- Comply with any anti-bribery and anti-corruption legislation that applies in any jurisdiction in any part of the world in which they might be expected to conduct business.
- Act honestly, responsibly and with integrity.
- Safeguard and uphold the Company's core values by operating in an ethical, professional, and lawful manner at all times.

As a commercial business we understand the need to uphold good relationships within the sector and individuals must apply knowledge, common sense and correct behaviour when developing good relationships with clients. Reasonable hospitality aimed at meeting, networking, and improving relationships with customers is a normal part of business and we will not penalise this, hospitality will be proportionate and reasonable.

You must declare and keep a written record of all hospitality or gifts given or received. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure. All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

### **Reporting Action**

You must immediately disclose to your Line Manager, a Director or HR any knowledge or suspicion you may have that you, or anyone working for, or on behalf of MV Kelly Ltd in any capacity, has plans to offer, promise or give a bribe or to request, agree to receive or accept a bribe in connection with the business of the Company. For the avoidance of doubt this includes reporting your own wrongdoing. You may choose to refer to the Whistleblowing Policy.

Be vigilant and report any unlawful conduct, suspicions or concerns promptly. The company will act in confidence and support anyone who raises a genuine concern in good faith under this policy even if it turns out to be incorrect. Under no circumstances will the Company accept bribery (actual or attempted).

Any breach of this policy by an employee will be dealt with in accordance with the Company's disciplinary procedure and may be considered an act of Gross Misconduct. For non-employees a breach of this policy could lead to the suspension or termination of any contract, subcontract or any other agreement.

Bribery is a serious offence for which you can be held personally responsible. If found guilty there are severe penalties including imprisonment for a term not exceeding 12 months on summary conviction, or to a fine not exceeding the statutory maximum or to both. For conviction on indictment the penalty is imprisonment for a term not exceeding 10 years, or a fine or both.

### **Implementation**

The Board of Directors has overall responsibility for ensuring that this policy complies with legal obligations and that employees and associates comply. In the event of any difficulty in implementing this policy, the matter should be referred to one of the Directors who will take immediate action.

This statement of company policy will be made available to all interested parties on request.