Anti-Bribery Policy

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MVKELLY
CIVIL ENGINEERING

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Policy Overview

M.V. Kelly Limited has a zero-tolerance approach to bribery and corruption. We are committed to conducting all business dealings honestly, fairly, and with integrity wherever we operate.

This policy sets out our approach to preventing bribery and corruption and should be read alongside our Expense Policy and Anti-Facilitation of Tax Evasion Policy. It applies to all employees, directors, contractors, subcontractors, self-employed persons and any other persons associated with the Company.

This policy does not form part of any employee's contract of employment, and we may amend it at any time.

Definition

Bribery
A bribe is a financial or other inducement or reward for action that is illegal, unethical, a breach of trust or otherwise improper.

Bribes may take many forms including but not limited to:

- Cash or cash equivalents.
- Gifts or hospitality.
- Loans, fees or commissions.
- Services, discounts or preferential treatment.
- Awarding contracts or employment opportunities.

Bribery includes offering, promising, giving, requesting, agreeing to receive or accept a bribe. All bribes are strictly prohibited.

If you are unsure whether a particular action could constitute bribery, you must seek guidance from your Line Manager, a member of the Senior Leadership Team or HR before proceeding.

Our Approach and Risk Areas

We have identified the following areas as presenting a higher risk of bribery and corruption within our business:

- Subcontractor selection and engagement processes.
- Procurement activities involving large and complex supply chains.
- Tendering processes with clients and the agreement of contract variations.
- Inspections of sites by clients, their representatives or public officials to confirm compliance, quality or progress of works prior to authorisation of payment.

How We Manage These Risks
To mitigate these risks, the Company will:

- Regularly review business processes, at least annually, to ensure compliance with applicable anti-bribery and corruption legislation, including the Bribery Act 2010 and relevant competition law.
- Provide information and training to employees and associated persons to help them understand bribery and corruption risks and how to recognise, prevent and report wrongdoing.
- Maintain suitable and secure reporting channels so concerns can be raised and addressed appropriately.
- Operate robust procedures for investigating and addressing suspected incidents of bribery or corruption.

Employees are encouraged to raise concerns with their Line Manager in the first instance. Where this is not appropriate or convenient, concerns may be raised a member of the Senior Leadership Team or HR.

Prohibited Conduct

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 may be liable for failing to prevent bribery carried out on its behalf and may face unlimited fines.

Competition Law

In addition to anti-bribery laws, employees must comply with competition law. It is illegal to:

- Agree with competitor to divide markets (market-sharing).
- Create the appearance of competition while agreeing outcomes in advance (bid-rigging).
- Agree prices or pricing structures with competitors (price-fixing).
- Abuse a dominant market position.
- Charge prices below cost to distort competition.
- Offer different prices or terms to similar customers without objective justification.
- Refuse to supply existing customers without objective justification.

Gifts, Hospitality and Expenses

M.V. Kelly Limited recognises that reasonable and proportionate hospitality is a legitimate part of building and maintaining business relationships. Hospitality must always be:

- Reasonable, proportionate and appropriate.
- Transparent.
- Not intended to improperly influence a business decision.

You must:

- Declare and keep a written record of all gifts and hospitality given or received.
- Submit expenses claims in line with the Expenses Policy, clearly stating the business purpose.
- Ensure all financial records are accurate, complete and transparent.

No accounts or records must be kept “off-book” or in any way intended to conceal improper payments.

Reporting Concerns and Whistleblowing

You must immediately report any knowledge or suspicion that you, or anyone working for or on behalf of M.V. Kelly Limited, has:

- Offered, promised or given a bribe.
- Requested, agreed to receive or accepted a bribe.

This includes reporting your own wrongdoing.

We are committed to handling all concerns promptly, fairly, and consistently.

Concerns may be reported through several channels:

- Whistleblowing Officer: Richard Lennon
    - Email: whistleblowing@mvkelly.co.uk

    - Post: FAO: Whistleblowing Officer. M.V. Kelly Limited, Cogen Court, 151 Cranmore Boulevard, Shirley, Solihull B90 4LN
- Website: https://mvkelly.co.uk/whistleblowing-form/
- HR Department: mvkhr@mvkelly.co.uk
- A member of M.V Kelly Limited Senior Leadership team

The Company will treat reports confidentially where possible and will support anyone who raises a genuine concern in good faith, even if it later proves to be unfounded. M.V. Kelly Limited will not tolerate retaliation against anyone who reports concerns appropriately.

Breach of This Policy

Any breach of this policy by an employee may be treated as a disciplinary matter and, depending on the circumstances, may constitute gross misconduct.

Where an employee is suspected of offering, giving, requesting, receiving or facilitating a bribe, or of failing to prevent bribery, we will conduct an investigation in accordance with Company's disciplinary procedures. Where allegations are substantiated, disciplinary action may be taken up to and including dismissal.

Where a contractor, subcontractor, supplier or other associated person acting for or on behalf of M.V. Kelly Limited is found to have breached this policy, the Company reserves the right to suspend or terminate contractual arrangements with immediate effect.

Where appropriate, the Company will report concerns or findings to the police or relevant enforcement authorities, which may result in criminal investigation and prosecution under the Bribery Act 2010.

Legal Consequences

Bribery is a serious criminal offence. Individuals may be held personally liable and, if convicted, may face severe penalties, including:

- Up to 12 months' imprisonment and/or a statutory maximum fine on summary conviction.
- Up to 10 years' imprisonment and/or an unlimited fine on indictment.

Responsibilities

Employees

- Comply with all applicable anti-bribery and anti-corruption legislation, including the Bribery Act 2010, in any jurisdiction in which they may conduct business.
- Act honestly, responsibly and with integrity at all times.
- Safeguard and uphold the Company's core values by operating in an ethical, professional and lawful manner.
- Familiarise themselves with and adhere to this policy and related procedures.
- Remain vigilant to the risks of bribery and corruption and report any concerns or suspected breaches promptly in accordance with this policy.

Line Managers and Directors

- Lead by example and promote a culture of integrity and zero tolerance towards bribery and corruption.
- Ensure employees within their area of responsibility understand and comply with this policy.
- Identify and manage bribery and corruption risks within their teams and business activities.
- Ensure appropriate controls are followed in high-risk areas, including procurement, tendering and subcontractor engagement.
- Take prompt and appropriate action where concerns are raised, including escalating matters to HR where necessary.

Learning & Development Team

- Develop and maintain appropriate anti-bribery and anti-corruption training materials.
- Ensure training is delivered at induction and refreshed periodically thereafter.
- Support enhanced or role-specific training for employees in higher-risk roles (e.g. procurement, commercial, site management)
- Maintain appropriate training records to evidence compliance.

HR

- Support the implementation and ongoing effectiveness of this policy.
- Provide guidance to managers and employees on its interpretation and application.
- Support training and awareness activities related to anti-bribery and corruption.
- Managing investigations into alleged breaches of this policy in line with Company procedures.
- Ensuring appropriate disciplinary action is taken where breaches are substantiated.

Whistleblowing Officer

- Receive and handle concerns raised under the Whistleblowing Policy.
- Ensure concerns are reviewed objectively, fairly and confidentially.
- Escalate matters appropriately and recommend further investigation where necessary.
- Ensure individuals who raise genuine concerns in good faith are protected from detriment.

Sub-contractors, Self-Employed Persons and Other Associated Persons

- Comply with all applicable anti-bribery and anti-corruption laws.
- Act in a manner consistent with the principles and standards set out in this policy.
- Immediately report any suspected or actual bribery or corruption connected to the Company's business.