

Bribery prevention policy



Policy

Revision schedule

Revision no.	Date	Details of change
Rev 01	June 2020	First Issue for new Infrastructure management system platform.
Rev 02	June 2021	Minor changes to update business terminology following annual policy review.
Rev 03	Nov 2022	Minor changes to reflect conflict of interest declarations.
Rev 04	Sept 2023	Annual review, updates made regarding conflict of interest.
Rev 05	June 2024	Annual policy review – minor changes to include other policy references and remove conflicts of interest provisions due to new Conflict of interests policy.
Rev 06	Aug 2025	Annual policy review – minor changes, including reference to ECCTA. Policy owner updated.

Policy

Morgan Sindall Infrastructure 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 Infrastructure, individual employees and other stakeholders. A Bribery Act 2010 conviction 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, we could face convictions under the Economic Crime & Corporate Transparency Act and would face exclusion from tender opportunities and serious reputational damage.

Accordingly, it is Morgan Sindall Infrastructure 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 Infrastructure 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 Infrastructure 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 Infrastructure policies for ethics in the workplace, competition law compliance, gifts and hospitality, conflicts of interest, fraud prevention and the group code of conduct.

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



Martyn Shepherd
Commercial Director - Infrastructure

August 2025

Policy**1.0 Purpose**

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

2.0 Introduction

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

3.0 Policy**3.1 Compliance with the law**

Morgan Sindall Infrastructure is required to comply with the Act and the procedures in place at Morgan Sindall Infrastructure 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 Infrastructure and the wider Morgan Sindall Group, and other stakeholders. Aside from serious reputational damage, a Bribery Act Conviction 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 Infrastructure could face convictions under the Economic Crime & Corporate Transparency Act and would face exclusion from public sector tender opportunities..

3.2 Risk assessment

Morgan Sindall Infrastructure 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 Infrastructure employees to ensure they are conversant with bribery related issues and how it may impact on their job role at Morgan Sindall Infrastructure. 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 Infrastructure will also provide appropriate anti-bribery education and training to all employees through a variety of means, including mandatory E-Learning..

3.4 Compliance function

The compliance function consists of senior individuals from both Construction and Infrastructure divisions and

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has overall responsibility for overseeing the bribery prevention policy and the associated bribery prevention processes and procedures as detailed in the ABMS. The function is independent of operational activities, as far as reasonably practical.

3.5 Objectives

In order to monitor the effectiveness and achieve continuous improvement of the policy, ABMS and other related policies and procedures, Morgan Sindall Infrastructure 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 offices across Construction and Infrastructure;
- Target 100% anti-bribery training for new employees;
- Target zero dismissals relating to bribery;
- Target zero prosecutions relating to bribery.

3.6 Updates

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

3.7 Reporting bribery related concerns

Morgan Sindall Infrastructure divisional management will report promptly to Morgan Sindall Group any infringement of the Bribery Act, or reasonable suspicion of an infringement.

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, seven 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.