



Anti-Bribery, Fraud & Corruption Policy

Objective of this policy

To enable Jarvis Group ('the company') to uphold all laws relevant to countering bribery and corruption and in particular to enable the company to meet its obligations in respect of the Bribery Act 2010.

Aim of this policy

We are committed to conducting its business in accordance with the highest professional, ethical and business standards, without the use of corrupt practices or acts of bribery to obtain an unfair advantage.

The company has a zero-tolerance approach to bribery, fraud and corruption. Honesty, integrity and reliability are fundamental elements of the company's vision and values.

We expect all associated individuals to deliver services that meet the highest professional, ethical and business standards. The company builds long term relationships with its customers and business partners by acting honestly, fairly and transparently at all times.

However, these principles cannot address every possible scenario, and in the event of uncertainty, employees are encouraged to seek assistance from their line manager for further guidance on the correct course of action to take.

The company is committed to ensuring that all associated individuals act in accordance with our ethical values and the principles set out in this policy. Individuals associated with the company will include those working at all levels and grades including senior managers, directors, employees (whether permanent, fixed term or temporary), trainees, casual workers and agency staff and all business partners (including contractors, distributors, consultants and joint venture partners).

Any reference to third parties in this policy means any individual or organisation that employees and other workers come into contact with during the course of their work for the company and includes actual and potential clients, customers, suppliers, distributors, agents, advisors, government and public bodies, politicians and political parties.

Bribery and corruption are punishable for individuals by up to ten years in prison and if the company is found to have taken part in bribery or corruption, it could face an unlimited fine, be excluded from tendering for public contracts and face serious damage to its reputation. The company therefore takes its legal responsibilities very seriously. Any breach or failure to adhere to this policy will be regarded as a serious matter and will result in disciplinary action. Breach of this policy by an employee will constitute gross misconduct and may lead to dismissal. The company may terminate its relationship with any third parties or other individuals and organisations working on its behalf if they breach this policy.

You must ensure that you read, understand and comply with this policy.

Purpose of the Policy

The purpose of this policy is to:

- a. Set out the company's responsibilities and of those working for the company in observing and upholding the company's position on bribery and corruption; and
- b. Provide information and guidance to those working for the company on how to recognise and deal with bribery and corruption issues.

We have identified that the following are particular areas of risk for the company's business:

- a. Directors and employees who exercise significant influence within the company by decision making;
- b. Directors and employees who are involved in any tendering processes on behalf of the company;
- c. Directors and employees who have regular dealings with clients, suppliers and business partners of the company; and
- d. Directors and employees who work in the area of financial control.

To address the risks identified, we will regularly review our internal controls with a view to countering bribery and corruption.

Key principles

What is bribery?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

Examples of bribery include:

- a. Offering a bribe – you offer a potential client tickets to a major sporting event but only if they agree to do business with the company. This would be an offence as you are making the offer to gain a commercial and contractual advantage. The company may also be found to have committed an offence because the offer has been made to obtain business.
- b. Receiving a bribe – a supplier gives your friend a job but makes it clear that in return they expect you to use your influence within the company to ensure that the company continues to do business with them. It would be an offence to accept the offer as you would be doing so to gain a personal advantage.

What is not acceptable

Any person involved in Jarvis Group business must not, directly or indirectly, authorise, offer, promise, pay, give or receive (i) a bribe; (ii) a kickback; (iii) a facilitation payment. In particular, the following actions are prohibited:

- a. Give, promise to give or offer a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- b. Give, promise to give or offer a payment, gift or hospitality to a government official, agent or representative to facilitate or expedite a procedure;
- c. Accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- d. Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by the company in return;
- e. Threaten or retaliate against another individual who is associated with the Jarvis Group who has refused to commit a bribery offence or who has raised concerns under this policy; and
- f. Engage in any activity that might lead to a breach of this policy.

The amount of the bribe offered or paid is irrelevant. Also, the mere offer of a bribe is sufficient for an offence to be committed.

Fraud – zero tolerance

We are committed to the prevention, detection and proper investigation of all fraud and seeks a mutual commitment from its business partners in this respect.

Fraudulent conduct involves deception and dishonesty and includes (i) fraudulent financial reporting; (ii) misappropriation of assets; (iii) theft; (iv) bribery or corruption and (v) concealing a conflict of interest.

Books and records

The company will keep financial records and have appropriate internal controls in place that will evidence the reason for making payments to third parties.

You must ensure that all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the relevant expenses policy, and specifically record the reason for the expenditure.

Employees or others to whom this policy applies must not create “off book” or secret accounts or documents that do not accurately reflect the transactions to which they relate. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties

such as clients, suppliers and business contacts should be maintained with strict accuracy and completeness.

Gifts and hospitality

You must declare to your line manager, who will forward it to the Group Finance Director, and keep an accurate written record of all hospitality exceeding an estimated £100 per head and gifts accepted, or offered, with a value in excess of £50, which will be subject to managerial review.

Employees or others to whom this policy applies must not accept or offer gifts, meals, entertainment or other benefits or hospitality that go beyond normal business courtesies. If in doubt as to what may amount to a normal business courtesy, please speak to the Divisional Managing Director.

The giving and receiving of gifts is not prohibited if the following requirements are met:

- a. It is not made or received with the intention of influencing any third party to obtain or retain business or business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- b. It complies with local law;
- c. It is given in the Jarvis CEO or Divisional Director's company name and not in any individual's name;
- d. It does not include cash or a cash equivalent such as vouchers;
- e. It is appropriate and reasonable in the circumstances. For example, it is customary in the UK to give small gifts at Christmas time;
- f. Taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time; and
- g. It is given openly, not secretly.

Facilitation payments and kickbacks

The Jarvis Group does not make and will not accept facilitation payments or kickbacks of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine procedure or action. Kickbacks are typically payments made in return for a business favour or advantage.

You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by Jarvis or on behalf of Jarvis, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicion, concerns or queries regarding a payment, you should raise these with your line manager.

Political and charitable donations

Employees or others to whom this policy applies must not make donations to a political party on behalf of Jarvis Group Limited. Charitable donations may not be made without approval by the relevant Divisional Director or Chairman/CEO. As a general rule, all requests for charitable donations to registered charities should be channelled through the Jarvis (Harpenden) Charitable Trust via the PA to the Chairman.

Business partners

There should be a solid and documented basis for trusting and appointing a business partner. Sufficient background checks should be carried out. Business partners will be paid in accordance with agreed terms. The company expects all business partners to adhere to or adopt equally stringent ethical standards as set out in this policy.

Your responsibilities

It is not enough simply to follow this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working under the control of the company. All individuals associated with the company must avoid any activity that might lead to or suggest a breach of this policy. Further, if any individual associated with the company suspects or witnesses any breach of the provisions of this policy, it must be reported as set out below. "Red Flags" that may indicate bribery or corruption are set out in the Schedule.

If in doubt about whether a particular act constitutes bribery or corruption, inform your CEO, Group Finance Director, or Divisional Director. You are encouraged to raise concerns at the earliest possible stage - being open about your activities in any contentious area is the first line of defence.

If you are offered a bribe or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must raise your concern as soon as possible by following the company's **Whistle Blowing Policy**, which can be obtained from HR.

The Jarvis Group is committed to ensuring that no one suffers any detriment as a result of refusing to take part in bribery, or because of reporting, in good faith, their suspicion that an actual or potential bribery offence has taken place or may take place in the future. If you believe that you have suffered any such treatment then you should raise this with your line manager. If the treatment is not remedied, then you should raise the matter formally in accordance with the Group grievance procedure.

Training

Training on this policy forms part of the induction process for all new workers. Existing individuals associated with the Group will receive regular training on how to implement and adhere to this policy.

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

Who is responsible for the policy?

It is all employees' responsibility to correctly observe this policy. If there is any doubt as to whether a gift or hospitality to be given or received is appropriate, guidance should be sought from the Group Finance Director.

The Board of Directors has overall responsibility for ensuring this policy complies with the Group's legal and ethical obligations, and that all those under its control comply with it.

The CEO's Divisional Directors have primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of, and understand, this policy and are given adequate and regular training on it.

Monitoring and review

The CEOs will monitor the effectiveness of this policy and will review its implementation, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

All individuals associated with the Group are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

All individuals associated with the Group are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to HR.

This policy does not form part of any employee's contract of employment and it may be amended at any time.

Schedule - Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise during the course of your employment and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags, you must report them promptly to your line manager:

- a. You become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b. You learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them;
- c. A third party insists on receiving a commission or fee payment before committing to sign up to a contract with the company, or carrying out a government function or process;
- d. A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- e. A third-party request that a payment is made to "overlook" potential legal violations;
- f. A third-party request that you provide employment, or some other advantage, to a friend or relative;
- g. You receive an invoice from a third party that appears to be non-standard or customised;
- h. A third party insists on the use of side letters, or refuses to put terms agreed in writing;
- i. You notice that the company has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- j. A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the company; and
- k. You are offered an unusually generous gift or offered lavish hospitality by a third party.

Signed

A handwritten signature in black ink, appearing to be "M Doyle", written over a horizontal line.

Mark Doyle
Chief Executive Office
Jarvis Contracting Ltd

A handwritten signature in black ink, appearing to be "Mike Peters", written over a horizontal line.

Mike Peters
Chief Executive Officer
Jarvis Group Developments Ltd