

AM-PAP-015

Anti-Bribery & Corruption Policy & Procedure

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1. INTRODUCTION.

As a railway engineering company committed to excellence, integrity and public safety, the Company is dedicated to conducting its business in accordance with the highest standards of ethical behaviour, transparency and accountability. This policy outlines our zero-tolerance approach to bribery, fraud, corruption, money laundering and anti-competitive conduct in line with the Bribery Act 2010, the Fraud Act 2006 and relevant international standards.

We recognise that the transport infrastructure sector carries particular risks due to its scale, regulatory environment and public procurement elements.

All documents referred to in this policy and procedure can be found on SharePoint.

2. PURPOSE.

The purpose of this policy is to

- set clear and enforceable standards to prevent, detect and address bribery, corruption, fraud, money laundering and unfair competitive practices;
- protect the integrity and reputation of the company and the wider railway industry;

- ensure compliance with UK law and applicable international obligations;
- promote awareness and responsibility across all levels of the organisation; and
- safeguard our commercial relationships and uphold public trust in our infrastructure delivery.

3. SCOPE.

All PAYE employees, irrespective of contractual status, must comply with this policy and procedure and all applicable legislation. Managers are expected to enforce the application of this policy and procedure.

This policy also applies to contractors, consultants and third parties engaged by the Company, solely in respect of ethical and legal compliance, and only where the terms of engagement do not affect their independent status. This policy does not alter the tax status or employment relationship of any self-employed individual or intermediary engaged under off-payroll working rules (IR35).

Contractors remain responsible for determining how they deliver their services, subject to compliance with applicable law and contractual obligations. Nothing in this policy shall be construed as exercising supervision, direction or control over such individuals.

This policy and procedure should be read in conjunction with the Company's ethics policy & procedure, whistleblowing policy and procedure and disciplinary policy and procedure, where these apply.

4. REVIEW.

This policy and procedure may be updated from time-to-time, without prior notice. Where possible, the Company aims to brief employees on any updates but this may not always be possible. In order to remain up-to-date with changes, employees are therefore encouraged to review all policies and procedures regularly.

The Company reviews this policy annually and following any incident, regulatory change or audit recommendation. Effectiveness is monitored through internal audit, employee feedback and training participation data.

5. DEFINITIONS.

This policy uses the following definitions

- **bribery** - offering, giving, receiving or soliciting something of value to influence a decision;
- **fraud** - dishonest activity intended to cause financial or personal gain through deception;
- **corruption** - abuse of entrusted power for private gain;
- **money laundering** - process of disguising the origins of illicit funds;
- **anti-competitive conduct** - activities that distort fair competition, such as cartel behaviour or abuse of dominant position; and
- **third parties** - any person or organisation the Company engages with who is not an employee, including contractors, suppliers and consultants.

6. CONFLICTS OF INTEREST.

Employees and contractors must disclose any personal, financial or other interest that might conflict with the interests of the Company. A declaration of such interests must be submitted in writing to the human resources department and the individual must refrain from participating in related decisions.

7. BRIBERY AND CORRUPTION.

Bribery includes offering, promising, giving, receiving or soliciting anything of value as an inducement or reward for improper action. Corruption is the abuse of entrusted power for private gain. The company strictly prohibits both, irrespective of local customs or pressures.

8. FRAUD.

Fraud is any act or omission intended to deceive another party for personal or organisational gain. The Company is committed to preventing and addressing fraud in all its forms and will investigate suspected incidents thoroughly. We are unwavering in our intent to prevent offences that intentionally deceive someone in order to gain an unfair or illegal advantage.

9. MONEY LAUNDERING.

Money laundering involves concealing the origins of money obtained illegally by passing it through legitimate businesses. We are committed to preventing the concealment of the origin, ownership or destination of illegally or dishonestly obtained money, especially where integrated into legitimate railway contracts or supply chains.

10. ANTI-COMPETITIVE CONDUCT.

The Company prohibits engagement in or complicity with practices that distort fair competition, including bid rigging, price fixing or market sharing. Procedures are in place to prevent such behaviours and all employees are expected to actively support and promote compliance with competition law.

11. PROCEDURES AND CONTROLS.

To ensure robust implementation, the following procedures are in place

- **sensitive transaction approval** - all gifts, hospitality, travel, donations and sponsorships must be pre-approved in writing by a senior authorised officer, using the appropriate declaration and approval forms found on SharePoint. Records are retained by human resources for auditing purposes;
- **training and awareness** - all employees must complete mandatory e-learning as part of their induction and periodically thereafter;
- **reporting mechanisms** - concerns can be reported confidentially to the managing director or via the whistleblowing procedure (see whistleblowing policy and procedure). Reports are treated with strict confidence, unless the circumstances mean this is impossible, and without fear of reprisal;
- **audit and oversight** - internal audits assess compliance with this policy and breaches are reported to the board.

12. CONSEQUENCES OF MISCONDUCT.

The Company considers bribery, fraud, corruption, money laundering and anti-competitive behaviour to be serious breaches of trust and Company policy. Any employee found to have breached this policy will face appropriate consequences in line with the disciplinary policy and procedure. Contractors, consultants and third-party representatives may have their service level agreement terminated or be removed from Company assignments, depending on the nature and severity of the breach.

For employees, such misconduct will be handled in accordance with our disciplinary policy and procedure. Sanctions issued depend on the severity of the offence and include those leading up to and including summary dismissal (without pay in lieu of notice).

In addition to internal disciplinary action, individuals may also face civil or criminal prosecution under applicable laws, including the Bribery Act 2010 and the Fraud Act 2006. This may result in substantial fines and/or imprisonment.

No individual or organisation associated with the Company is exempt from these standards.

13. DUE DILIGENCE.

The Company undertakes proportionate due diligence prior to engaging with third parties. This includes background checks. Ongoing monitoring applies where relationships present heightened risk.

14. RECORD KEEPING.

Accurate records must be maintained for all transactions, expenses, approvals and declarations of interest. These records must be kept in accordance with Company policy and made available for audit or regulatory review upon request.

15. ROLES AND RESPONSIBILITIES.

The following individuals have specific responsibilities

- **managers** – liaise with the quality and compliance manager to monitor compliance. They must support training and ensure their teams adhere to this policy;
- **human resources** - maintain policy records, training logs and support investigations and disciplinary action; and
- **the managing director** - is responsible for reporting to the board.

All employees must report suspected misconduct and complete required training.

16. TRAINING.

The company is committed to providing mandatory training to all employees on anti-bribery, fraud, corruption, money laundering and anti-competitive practices. This training is delivered online, must be completed at the start of employment and annually thereafter.

End of Policy and Procedure



Mr Michael Ewart
Managing Director

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