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ANTI-BRIBERY & CORRUPTION POLICY

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Mark Haysman - Managing Director	01/02/2012	Unclassified

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ANTI BRIBERY AND CORRUPTION POLICY

Introduction

TMO Traffic Highways Ltd, ("The Company") values its reputation and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs. The actions and conduct of the Company's Employees as well as others acting on the firm's behalf are key to maintaining these standards.

The purpose of this document is to set out the Company's policy in relation to bribery and corruption. The policy applies strictly to all employees, directors, consultants, contractors and to any other people or bodies associated with TMO Traffic Highways Ltd.

Understanding and recognising bribery and corruption

Acts of bribery or corruption are designed to influence an individual in the performance of their duty and incline them to act in a way that a reasonable person would consider to be dishonest in the circumstances.

Bribery can be defined as offering, promising or giving a financial (or other) advantage to another person with the intention of inducing or rewarding that person to act or for having acted in a way which a reasonable person would consider improper in the circumstances. Corruption is any form of abuse of entrusted power for private gain and may include, but is not limited to, bribery.

Bribes are not always a matter of handing over cash. Gifts, hospitality and entertainment can be bribes if they are intended to influence a decision.

Penalties

The Bribery Act 2010 came into force on 1 July 2011. Under that Act, bribery by individuals is punishable by up to ten years' imprisonment and/or an unlimited fine. If the firm is found to have taken part in the bribery or is found to lack adequate procedures to prevent bribery, it too could also face an unlimited fine.

A conviction for a bribery or corruption related offence would have severe reputational and/or financial consequences for the firm and its business partners.

Offences

It is a criminal offence to:

- offer a bribe;
- accept a bribe;
- bribe a foreign official;
- as a commercial organisation, to fail to prevent a bribe.



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You should be aware that if you are found guilty by a court of committing bribery, you could face up to 10 years in prison and/or an unlimited fine. The Company could also face prosecution and be liable to pay a fine.

Policy

TMO Traffic Highways Ltd will not tolerate bribery or corruption in any form.

The Company prohibits the offering, giving, solicitation or the acceptance of any bribe or corrupt inducement, whether in cash or in any other form:

- to or from any person or company wherever located, whether a public official or public body, or a private person or company;
- by any individual employee, director, agent, consultant, contractor or other person or body acting on the firm's behalf;
- in order to gain any commercial, contractual, or regulatory advantage for the firm in any way which is unethical or to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

It is also prohibited to act in the above manner in order to influence an individual in their capacity as a foreign public official. You should not make a payment to a third party on behalf of a foreign public official.

This policy is not intended to prohibit the following practices provided they are appropriate, proportionate and are properly recorded:

- normal hospitality;
- fast tracking a process which is available to all on the payment of a fee; and/or

It may not always be a simple matter to determine whether a possible course of action is appropriate. If you **as an employee or person working on our behalf, suspect or** are in any doubt as to whether a possible act might be in breach of this policy or the law, the matter should be referred to a Company Director. **You may be asked to give a written account of events.** If necessary, guidance should also be sought from a legal professional.

If you are offered a bribe, or a bribe is solicited from you, you should not agree to it unless your immediate safety is in jeopardy. You should immediately contact Company Director so that action can be taken if considered necessary. You may be asked to give a written account of events.

Appropriate checks will be made before engaging with suppliers or other third parties of any kind to reduce the risk of our business partners breaching our anti-bribery rules.

The Company will ensure that all of its transactions, including any sponsorship or donations given to charity, are made transparently and legitimately.

TMO Traffic Highways Ltd will investigate thoroughly any actual or suspected breach of this policy, or the spirit of this policy. Employees found to be in breach of this policy may be subject to disciplinary



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action which may ultimately result in their dismissal. The Disciplinary Policy is outlined in the TMO employee handbook.

Key risk areas

Bribery can be a risk in many areas of the Company. Below are the key areas you should be aware of in particular:

Excessive gifts, entertainment and hospitality: can be used to exert improper influence on decision makers.

Gifts include money; goods (flowers, vouchers, food, drink, event tickets when not used in a hosted business context); services or loans given or received as a mark of friendship or appreciation.

Hospitality includes entertaining; meals or event tickets (when used in a hosted business context) given or received to initiate or develop relations. Hospitality will become a gift if the host is not present.

No gift should be given nor hospitality offered by an employee or anyone working on our behalf to any party in connection with our business without receiving prior written approval from Company Director. Similarly, no gift nor offer of hospitality should be accepted by an employee or anyone working on our behalf without receiving prior written approval from Company Director.

A record will be made of every instance in which gifts or hospitality are given or received.

Facilitation payments: are used by businesses or individuals to secure or expedite the performance of a routine or necessary action to which the payer has an entitlement as of right. The company will not tolerate or excuse such payments being made.

Reciprocal agreements: or any other form of 'quid pro quo' are never acceptable unless they are legitimate business arrangements which are properly documented and approved by management. Improper payments to obtain new business, retain existing business or secure any improper advantage should never be accepted or made.

Actions by third parties for which the firm may be held responsible: can include a range of people i.e. agents, contractors and consultants, acting on the firm's behalf. Appropriate due diligence should be undertaken before a third party is engaged. Third parties should only be engaged where there is a clear business rationale for doing so, with an appropriate contract. Any payments to third parties should be properly authorised and recorded.

Record keeping: can be exploited to conceal bribes or corrupt practices. We must ensure that we have robust controls in place so that our records are accurate and transparent.

Employee responsibility and how to raise a concern

The prevention, detection and reporting of bribery or corruption is the responsibility of all employees throughout the Company. If you become aware or suspect that an activity or conduct which is



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proposed or has taken place is a bribe or corrupt, then you have a duty to report this to a Company Director.

TMO Traffic Highways Ltd, operates a whistle blowing policy, where all information will be received in confidentiality and anonymity.

Actions relating to breach of company Anti-Bribery & Corruption Policy

In the event of an employee of TMO Traffic Highways Ltd acting in a corrupt manner, then this will be fully investigated and then action will be taken in line with the company's disciplinary procedures. This may lead to their ultimate dismissal from the company. **We will uphold laws relating to bribery and take relevant action against persons working on our behalf or in connection with us, should we find that an act of bribery, or attempted bribery, has taken place. This action may result in the cessation of our arrangement with you if you are self-employed, an agency worker, contractor etc.**

This information will then be passed to the relevant authorities to make a decision on whether criminal action is to be taken.

As the law is constantly changing, this policy is subject to review and the Company reserves the right to amend this policy without prior notice.

I have read and understood the above policy and agree to act within the constraints set out above

(print name) (position)

(signature) (date)

Signed:

Printed Name: Mark Haysman
Job Title Managing Director
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