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## ANTI-BRIBERY & CORRUPTION POLICY

### Document Attributes

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Anti-Bribery & Corruption Policy	12.0	
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Mark Haysman - Managing Director	01/02/2012	Unclassified

### Change History

Version	Date of Revision	Approved by	Change and Reference
1-8	26/2/2019	MH BG	ISO / Achilles Merger
9	1/11/2021	MH BG	Director Full Title Used
10	1/12/2024	MH	MD Title updated
11	1/8/2025	JB	Peninsula Review



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## **Anti-Bribery, Corruption & Competition Law 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 activities. The actions and conduct of the Company’s employees, as well as others acting on its behalf, are key to maintaining these standards.

The purpose of this document is to set out the Company’s policy in relation to bribery, corruption and compliance with competition law. This policy applies to all employees, directors, consultants, contractors and 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 duties and cause them to act in a way that a reasonable person would consider dishonest.

Bribery can be defined as offering, promising or giving a financial or other advantage to another person with the intention of inducing or rewarding improper performance. Corruption is any abuse of entrusted power for private gain and includes, but is not limited to, bribery.

Bribes are not limited to cash. Gifts, hospitality and entertainment may constitute bribes where they are intended to improperly influence a decision.

### **Policy Statement**

TMO Traffic Highways Ltd will not tolerate bribery, corruption or anti-competitive behaviour in any form.

The Company prohibits the offering, giving, soliciting or accepting of any bribe or improper inducement, whether in cash or in any other form:

- To or from any person or organisation, whether public or private;
- By any employee, director or representative of the Company;
- For the purpose of obtaining any commercial or personal advantage.

This does not prohibit legitimate and proportionate:

- Business hospitality; or
- Fees for services legitimately available to all,

provided these are transparent, appropriate and properly recorded.



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### **Competition Law Compliance (Competition Act 1998)**

TMO Traffic Highways Ltd is committed to complying fully with all applicable competition laws, including the Competition Act 1998. The Company prohibits any activity that may restrict, distort or prevent fair competition.

Employees and those acting on behalf of the Company must not:

- Enter into agreements or arrangements with competitors to fix prices, margins or rates;
- Share commercially sensitive information with competitors (including pricing, tender strategies or client information);
- Agree to divide markets, customers or geographical areas;
- Engage in bid-rigging or collusive tendering;
- Abuse any dominant market position.

All employees must ensure that they act independently when preparing quotes, tenders and commercial proposals.

### **Arrangements to Detect and Avoid Anti-Competitive Behaviour**

The Company has implemented the following arrangements to prevent, detect and manage the risk of anti-competitive behaviour:

- **Clear Commercial Separation:** All tendering and pricing decisions are made independently without consultation with competitors.
- **Training & Awareness:** Employees involved in commercial, procurement and operational decision-making are made aware of competition law requirements.
- **Management Oversight:** Directors and senior management maintain oversight of tender submissions and commercial practices.
- **Controlled Communications:** Contact with competitors is avoided unless strictly necessary and for legitimate purposes (e.g. industry meetings), and must not involve commercially sensitive discussions.
- **Reporting Mechanisms:** Any concerns regarding suspected anti-competitive behaviour must be reported to a Company Director.
- **Record Keeping:** All tendering, pricing and commercial decisions are documented and retained to demonstrate compliance.
- **Internal Audits & Reviews:** Periodic reviews are undertaken to ensure compliance with legal and ethical standards.

Any breach of competition law may result in disciplinary action and could expose both the individual and the Company to significant legal penalties.



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## **Penalties**

Under the Bribery Act 2010, individuals may face up to ten years' imprisonment and/or an unlimited fine. The Company may also face unlimited fines and serious reputational damage if found to have failed to prevent bribery.

Breaches of the Competition Act 1998 may result in significant financial penalties, director disqualification and criminal sanctions.

## **Offences**

It is a criminal offence to:

- Offer a bribe;
- Accept a bribe;
- Bribe a foreign public official;
- Fail, as a commercial organisation, to prevent bribery;
- Engage in anti-competitive practices prohibited under competition law.

## **Gifts, Hospitality and Expenses**

No gift or hospitality may be given or received in connection with Company business without prior written approval from a Company Director.

A register of gifts and hospitality will be maintained.

## **Facilitation Payments**

Facilitation payments are strictly prohibited.

## **Third Parties**

Appropriate due diligence must be undertaken before engaging with suppliers, subcontractors and other third parties.

Third parties must only be engaged where there is a legitimate business reason and under formal contractual arrangements.

## **Record Keeping**

Accurate and transparent records must be maintained at all times. False, misleading or incomplete records are strictly prohibited.

## **Employee Responsibility and Reporting Concerns**

The prevention, detection and reporting of bribery, corruption and anti-competitive behaviour is the responsibility of all employees.

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Any concerns must be reported to a Company Director immediately. The Company operates a whistleblowing process, and all reports will be treated confidentially.

**Breach of Policy**

Any breach of this policy will be fully investigated and may result in disciplinary action, including dismissal.

Where appropriate, matters will be reported to relevant authorities.

**Review**

This policy will be reviewed annually and updated as required to ensure ongoing compliance with legal and regulatory requirements.

(print name) ..... (position) .....

(signature) ..... (date) .....

**Signed:**

A handwritten signature in black ink, appearing to read "Mark Haysman", with a long horizontal stroke extending to the right.

**Printed Name:** Mark Haysman  
**Job Title** Managing Director  
**Date:** 21<sup>st</sup> May 2026  
**Review Date:** 1<sup>st</sup> December 2026  
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