



VIBRO MENARD



BACHY SOLETANCHE



SOIL ENGINEERING

ANTI-BRIBERY POLICY

Bachy Soletanche Ltd., Vibro Menard and Soil Engineering Geoservices Ltd. (BSHEL) are specialist geotechnical contractors carrying out ground investigation, foundation, and specialist geotechnical work for the construction industry.

The Anti Bribery Policy ("the policy") is in respect of the Bribery Act 2010 which came into force with effect from the 1st of July 2011, and all employees and associated persons must be made aware of the act and of its provisions.

The Act establishes four categories of offence:

- **Bribing (or attempting to bribe) another person.**

This is defined as the giving, promising, or offering of a bribe, which can include hospitality or gifts, with intent to induce improper conduct by the recipient of the bribe. **Note** however that there is nothing in the act which prevents the giving of reasonable entertainment and gifts.

- **Being bribed (soliciting or receiving)**

This is defined as the requesting, accepting, or agreeing to receive a payment or other advantage in return for the improper performance of a duty.

- **Bribing a foreign public official**

Failure of a commercial organisation to prevent Associated Persons (i.e. joint venture partners, subcontractors, suppliers, agents etc.) paying bribes on its behalf.

- **Corporate offence of failing to prevent bribing**

If a company fails to prevent an "Associated Person" from paying a bribe for its benefit, an offence is committed.

These offences, for BSHEL, its Subsidiaries, Associated Companies and Employees, apply regardless of where in the world the bribes are offered or received, and whether the bribe is direct or indirect via a subsidiary or a third party.

There is a strict obligation on companies to comply with the Bribery Act and ensure that they have adequate procedures in place to prevent and or discover acts of bribery and corruption. The Bribery Act allows for a defence in circumstances where the company can show it had adequate procedures in place to minimise the risk of bribery.

BSHEL Directors, Senior Managers and all Employees of BBSHEL carry a responsibility to ensure adherence to the policy as failures to do so will, apart from potential legal sanctions, seriously threaten the ability of BSHEL to pre-qualify, tender and win contracts and consequently jeopardise the continuing success or existence of BSHEL.

Approved by:

HINES Philip-J

(UK Group Managing Director)

Approved by:

BELSHAW Dafydd

(Managing Director)

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*The intranet version is the 'Controlled' copy of this document, once printed it becomes 'Uncontrolled'.
Please check the company intranet site to ensure that the latest version is held.*

Primary defence against bribery: the Vinci Culture

The boards of directors reaffirm their commitment to carry out business fairly, honestly, and openly and confirms its zero-tolerance policy towards bribery.

The culture of BSHEL is the most important defence against bribery. This culture is enshrined in the "Vinci Code of ethics and conduct" ("the code") published by our ultimate parent Vinci SA and which is freely available to staff via the [Ethics and Vigilance](#) of the Vinci management system or third parties (clients, subcontractors, suppliers, partners etc.) upon request.

BSHEL expect each and every one of its employees to undertake their tasks with integrity, fairness, and respect. These values are encompassed in the following rules governing behaviour (many of which specifically drive behaviours in respect of the avoidance and non-tolerance of bribery):

1. Absolute compliance with the applicable laws and regulations in every country in which we operate.
2. All staff must refrain from behaviour that could involve themselves, other employees, or the BSHEL in illegal or unfair practises. No performance objectives can be set if meeting them involves departure from this basic rule.
3. No anti-competitive behaviour will be tolerated.
4. Negotiation and execution of contracts must not involve behaviour or acts that are, or could be deemed to be active or passive bribery. No employees (or associated person) may directly or indirectly award undue benefits of any nature, by any means to any third party.
5. BSHEL will ensure that trading partners do not compromise the group by committing unlawful acts. To this end BSHEL shall:
 - a. Carefully select partners based on competence and reputation particularly in respect to business ethics.
 - b. Spell out the services expected of partners.
 - c. Verify the scale of services rendered and the consistency of the remuneration with the services provided.
6. Under no circumstances is bribery of any form justified or tolerated by the BSHEL.
7. Failure of an employee to adhere to these rules is a disciplinary matter.

Penalties for failure to comply

The penalties are severe:

- For BSHEL; Unlimited fines and potential debarment from bidding for public contracts.
- For individuals; up to 10 years imprisonment, unlimited fines and if applicable, disqualification from acting as a director.

Personal liability of senior officers

A director or senior officer who "consents or connives" with the instigation of an offence by an organisation may be found [personally liable](#) for that offence. "Senior officer" is widely drawn so as to include directors, managers or "other similar officers" of the organisation.

Commented [HP1]: Where is the personnel section - I cannot find it

Commented [HP2R1]: @BELSHAW Dafydd

Commented [BD3R1]: It is now known as Ethics and Vigilance. I have inserted a link.



The obligation rests upon BSHEL to design, implement and review adequate procedures to prevent offences of bribery and to ensure employees are trained in and understand their responsibilities.

Within our company, any employee who is involved with either committing bribery or being bribed will be disciplined, such acts being considered gross misconduct and therefore subject to instant dismissal.

A handwritten signature in black ink, appearing to read 'P. Hines'.

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Philip Hines, Group Managing Director