

ANTI-FRAUD, CORRUPTION AND BRIBERY POLICY

1 Introduction

- 1.1 Tideway is committed to conducting all aspects of business in an honest and ethical manner. Tideway has a zero-tolerance approach to fraud, bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships.
- 1.2 This policy and its associated procedure have been developed to safeguard the interests of Bazalgette Tunnel Limited and its group companies (“BTL”).
- 1.3 The Board has ultimate responsibility for setting, reviewing and enforcing this policy and mandates the Audit and Finance Committee and Risk Committee to manage it day-to-day.

2 Application

- 2.1 This policy applies to BTL and Jacob’s Engineering Group¹ including all employees (including part time), consultants and direct contractors of each company working on the Thames Tideway Tunnel Project (the “Project”) and any other person who provides services for or on behalf of BTL (“Tideway”).
- 2.2 BTL expects that its main work contractors, framework providers, independent contractors and sub-contractors, suppliers and partners working for and on behalf of Tideway have a similar policy and procedure within their organisation to which they will comply.

3 Objective

- 3.1 The purpose of this policy is to:
 - a. Emphasise Tideway’s zero-tolerance to fraud, bribery and corruption and to ensure compliance with the Fraud Act 2006, the Bribery Act 2010, the Criminal Finances Act 2017 and the Economic Crime and Corporate Transparency Act 2023;
 - b. Provide information and guidance to those working on the Project on what constitutes fraud, bribery and corruption; and
 - c. Set out the responsibilities of Tideway, and everyone working on the Project, in observing and upholding their position on fraud, bribery and corruption.

¹ Providing services through CH2M Hill UK Limited

- 3.2 Tideway will take proactive, practical steps to prevent fraud and corruption. Any breach of this policy will result in a disciplinary offence and possible removal from the Project and other workstreams related to Tideway.
- 3.3 Details on how this policy will be implemented and how to raise a concern can be located in the *Anti-Fraud, Corruption and Bribery Procedure*.

4 What is fraud?

- 4.1 Fraud is the wrongful act or criminal deception intended to result in a financial or personal gain or cause a loss or risk of loss to another. The gain or loss does not have to take place as long as the intention is there.
- 4.2 The Fraud Act 2006 provides for a general offence of fraud with three ways of committing it which are by (i) false representation; (ii) failing to disclose information and (iii) abuse of position.
- 4.3 It also creates new offences of obtaining services dishonestly and of possessing, making and supplying articles for use in frauds.

5 Actions constituting fraud

- 5.1 Fraud can be committed through an illegal activity and other fiscal irregularities that include, but are not limited to:
- Embezzlement – stealing/theft of money and/or goods
 - Misuse or misappropriation of funds, securities, supplies or other assets
 - Impropriety in the handling or reporting of money or financial transactions
 - Profiteering as a result of insider knowledge of company activities
 - Cyber /IT fraud including phishing attacks
 - Disclosing confidential and proprietary information to outside parties
 - Corruption and bribery – accepting or seeking inducements of material value from contractors, suppliers and partners.
 - Failing to record hospitality or offers of gifts as detailed in the *Tideway Gifts and Hospitality Policy*.
 - Destruction, removal or inappropriate use of records, furniture, fixtures and equipment
 - Forgery – altering documents and signatures
 - False accounting – giving incorrect information, untrue details or fake invoices/documents
 - Being under undue influence – failing to disclose an interest
 - Extortion – obtaining favours by the use of threats/blackmail
 - Conspiracy, collusion and corruption – entering into agreements with others to carry out illegal activities
 - Money laundering.

6 What is bribery and corruption?

- 6.1 A bribe is a financial or other inducement or reward for an action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.
- 6.2 Bribery includes offering, promising, giving, accepting or seeking a bribe.
- 6.3 The Bribery Act 2010 contains the following four offences:
- An offence by an individual to offer, promise or give a bribe;
 - An offence by an individual to request, agree to receive or accept a bribe;
 - An offence by an individual to offer, promise or give a bribe to a foreign public official to obtain or retain business; and
 - An offence by the company where the company fails to prevent bribery by those acting on its behalf.
- 6.4 All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with your Line Manager or the Director of Legal.
- 6.5 You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns under this procedure.
- 6.6 Corruption is the abuse of entrusted power or position for private gain.

7 Gifts and hospitality

- 7.1 This procedure does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or marketing the Project.
- 7.2 A gift or hospitality given and received to or from third parties, needs to comply with the *Tideway Gifts and Hospitality Policy*. It is the responsibility of each individual to ensure strict compliance with this policy.
- 7.3 A gift or hospitality will not be appropriate if it is unduly lavish or extravagant or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations or a tender process).
- 7.4 Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers) or be given in secret. Gifts must be given in Tideway's name, not in an individual's name.
- 7.5 Any offer of a gift or hospitality valued at £50 (fifty pounds) or greater will require the approval of the Project Member's Line Manager or their Head of Team / Department depending upon their delegated authority and must be recorded on the Gifts and Hospitality Register by the Legal Team Representative.
- 7.6 Any gift or hospitality valued lower than £50 may be accepted by the Project Member but must still be reported to their Line Manager and the Legal Team Representative for recording on the Gifts and Hospitality Register.

- 7.7 If it is not practicable to gain prior approval to a gift being accepted, the accepting Project Member should inform their Line Manager and the Legal Team Representative as soon as possible after receiving the gift.
- 7.8 All Project Members shall declare their offer for gifts and hospitality using the Gifts and Hospitality Declaration Form. The form shall be completed for all offers of hospitality or gifts even if declined by the Project Member. Once completed, the Project Member shall submit the Form to the Tideway Line Manager who will then review and approve or reject the request up to their delegated authority.
- 7.9 The completed Form needs to be submitted to the Legal Team Representative within five (5) working days of an offer to be processed and recorded on the Gifts and Hospitality Register.

8 Facilitation payments and kickbacks

- 8.1 Tideway does not make, and will not accept, facilitation payments or "kickbacks" of any kind.
- 8.2 Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the UK but are common in some other jurisdictions. They remain illegal under UK law.
- 8.3 Kickbacks are typically payments made in return for a business favour or advantage.
- 8.4 You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by Tideway or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on Tideway's 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 suspicions, concerns or queries regarding a payment, you should raise these with the Director of Legal.

9 Criminal Facilitation of Tax Evasion

- 9.1 Tideway operates a zero-tolerance attitude towards the criminal facilitation of tax evasion.
- 9.2 Tideway has in place prevention procedures to prevent any person associated with Tideway from facilitating tax evasion. Some of the key procedures include:
- 8.2.1 obtaining assurances and warranties from suppliers that they have reasonable prevention procedures in place and only to use their services if they can provide this assurance;
 - 8.2.2 providing training to Tideway employees and being clear about the consequences if a person associated with Tideway facilitates tax evasion;
 - 8.2.3 providing a pathway for reporting wrongdoing and providing protection for whistle-blowers;

8.2.4 operating existing, and implementing new procedures, which reduce the opportunity for Tideway to facilitate tax evasion, and regularly reviewing these for effectiveness and improvement.

9.3 Where internal investigations indicate a person associated with Tideway has facilitated tax evasion, they will be reported to the authorities and Tideway will fully support any prosecution to the fullest extent of the law.

10 Charitable donations and sponsorship

- 10.1 An offer of charitable donation or sponsorship is one of support, monetary or otherwise, for the benefit of a cause which is provided transparently with no motive beyond the act of goodwill itself. When making or accepting an offer of charitable donation or sponsorship, you should ensure it aligns with this purpose.
- 10.2 If you are concerned that any charitable donation or sponsorship offer has been made for an alternative purpose you should not accept the offer and report it immediately. This includes but is not limited to any offer you consider could be lavish, extravagant, illegal or generally made with the intent of obtaining an inappropriate advantage or benefit (commercial or otherwise).

11 Record-keeping

- 11.1 You must declare and keep a written record of all hospitality or gifts given or received. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with the Tideway Expenses Policy and record the reason for expenditure.
- 11.2 All accounts, invoices and other records relating to dealings with third parties including suppliers and partners should be prepared with strict accuracy and completeness. Accounts must not be kept “off-book” to facilitate or conceal improper payments.

12 Overview of Tideway’s Approach

- 12.1 Everyone working on the Project has a responsibility in preventing, detecting and reporting fraud, bribery and corruption and maintaining the high standards expected by Tideway.
- 12.2 Tideway’s zero-tolerance approach to fraud, bribery and corruption must be communicated to all suppliers, contractors and partners at the outset of the business relationship with them and as appropriate thereafter.
- 12.3 Staff are to immediately report to their Line Manager any observations of their own or information provided to them concerning potential breaches of this policy. Such reports are to be escalated to the Director of Legal. In the event that it is suspected the Line Manager is involved in potential breaches of this policy, this should be reported directly to the Director of Legal. An investigation will then be carried out by the Internal Audit team.
- 12.4 A “Fraud Register” will be maintained to record any acts of fraud and subsequent investigations, to aid reporting and identifying trends to strengthen controls.
- 12.5 Where investigations reveal evidence of fraudulent or dishonest behaviour, corrupt practice or other culpable acts, Tideway will take appropriate steps which

may include disciplinary and/or legal action and removal from the Project. Investigations will also consider whether there has been any culpable failure of supervision. Where this has also occurred, appropriate action will be taken against those responsible.

- 12.6 Any actual, attempted or suspected frauds will be reported to the Police and/or Action Fraud.
- 12.7 Communication on this policy and associated procedure, together with regular training will be provided as necessary. All employees receive anti-corruption training at hire and periodically thereafter. Targeted anti-corruption training may also be provided periodically to those who may expose Tideway to heightened legal and compliance risks, including corruption risk.
- 12.8 Tideway has internal processes in place to reduce the possibility of any adverse acts being committed under this policy.
- 12.9 BTL is committed to maintaining the highest standards of honesty, openness and accountability. It is essential that everyone working on the Project shares this commitment and feels able to raise concerns confidentially, so that appropriate and timely steps can be taken. Whistle-blowers are protected from any detrimental treatment as a result of raising a concern in line with the Public Interest Disclosure Act 1998. Full details of what constitutes whistle-blowing, how to raise a concern internally and to independent bodies, and protections offered to whistle-blowers are located in the Whistle-Blowing Policy.
- 12.10 The Legal and Finance Teams are responsible for overseeing the monitoring and detection of fraud, bribery and corruption at Tideway and will perform, at minimum on an annual basis, a risk assessment against this policy and audit fitness for purpose. Any fraud, bribery and corruption concerns will be immediately reported to management as they arise, and to the Audit and Finance Committee, and Risk Committee of the Board at the next scheduled meeting.
- 12.11 Tideway will adopt relevant measures to prevent fraud, bribery and corruption as a result of the risk assessment and audit.
- 12.12 The Internal Audit Team will formally audit compliance with this policy on a periodic basis in line with the audit program.



Andy Mitchell

Chief Executive Officer

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