



Anti-Corruption Policy

Principle

Transform believes that conducting its business honestly and to high ethical standards, thereby maintaining public confidence in the integrity and corporate legitimacy of its operations, is essential for its long-term success and growth. Transform also believes that it is essential to conduct its operations in full compliance with the law and to ensure that its business dealings with Workers, business partners, suppliers and customers are conducted professionally, fairly and with integrity in a corruption-free environment.

Transform does NOT permit or condone any acts of corruption and bribery, in any of its dealings or in the dealings of its Workers, joint venture partners, suppliers or agents acting on its behalf.

The purpose of this policy is to:

1. Set out Transform's responsibilities (including the responsibilities of its Workers, suppliers, joint venture partners and agents) in observing and upholding its position on bribery and corruption;
2. Set out the measures to be taken to:-
 - Prevent corruption and bribery by having adequate anti-corruption procedures;
 - To monitor and identify any instances of corruption and bribery or attempted corruption and bribery;
 - To respond appropriately if corruption and bribery is uncovered; and
3. Provide information and guidance to those working for and with Transform on how to recognise and deal with bribery and corruption.

This policy is to be read in conjunction with the Business Ethics Policy and the other policies listed below.

TRANSFORM operates a ZERO-Tolerance approach to any breach of this policy.

Prohibited Acts

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and includes (inter alia):-

- Offering a bribe (even if the offer is rejected);
- Receiving a bribe (including offering to receive a bribe)
- Bribing a public official.

Bribery is illegal in the UK and acts of bribery are prohibited irrespective if they take place in the UK or elsewhere in the world.

Corruption is the misuse of a position of power for personal gain.

Coverage

This policy applies to all individuals working at all levels and grades, including (but not limited to) senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers and agency staff, volunteers, interns, agents, sponsors or any other person associated with Amey (collectively referred to as "Workers" in this policy).

This policy shall also be complied with by Transform's its joint venture partners, advisers and agents and any suppliers used by Transform.

Your Responsibilities

People managers are responsible for implementing this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Transform. All Workers, suppliers, joint venture partners, advisers and agents are required to comply fully with this policy.

Any Worker who breaches this policy will face disciplinary action that could result in dismissal for gross misconduct. Any suppliers, agents, advisers and joint venture partners who breach this policy may (inter alia) have their contracts terminated.

Transform reserves the right to report any allegations of bribery and corruption to the relevant police authority for investigation and, if appropriate, prosecution.

Reporting

Transform encourages the early reporting of concerns or suspicions of behaviour that may be in breach of this policy. Concerns should be raised with a people manager (if appropriate) or by following the procedure set out in the Whistleblowing Policy.

SILENCE IS CONSENT

Communication and Training

The policy will be communicated at regular intervals, using a range of appropriate media and providing opportunities for questions and concerns to be fully addressed. The policy will also be communicated to other stakeholders, including customers, suppliers and business partners,

as opportunity or the need arise.

Anti-Corruption Committee

A committee of the Board shall be established by the Managing Director (MD) or their nominee to ensure that this policy is complied with throughout the organisation. The committee shall monitor compliance with the policy across all business and group functions, ensure that best practise is shared, and that support and operational procedures are in place, maintained and audited in the business divisions and group functions.

The Committee shall comprise the Managing Director or their nominee, Finance Director (FD), together with any other person appointed by agreement of the Committee.

Implementation

The Managing Director is responsible for the implementation of this policy and other related policies and procedure, including the communication and detailed interpretation, monitoring and any disciplinary action in response to an apparent breach of this policy. The Finance Director is responsible for maintaining and reviewing this policy, and for clarifying and resolving general issues. The FD will oversee any audit of policy compliance on behalf of the MD, which may be considered necessary.

The MD shall update the Board on at least an annual basis on compliance with this policy.

MARK PLACKETT

MANAGING DIRECTOR