



Anti-Bribery and Anti-Fraud Policy

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1. Introduction

We strictly prohibit bribery, fraud and all other corrupt business practices at Keller. We expect the people who work with us and for us to obey the law and maintain high ethical standards, as stated in our Code of Business Conduct, at all times and wherever they are located in the world.

The purpose of this policy is to set out the responsibilities of Keller, and those working for us and on our behalf, in observing and upholding Keller's position on bribery, fraud and other corrupt business practices. To achieve this commitment, Keller will:

- Have zero tolerance of bribery, fraud and other corrupt business practices of any nature;
- Develop and maintain effective controls and procedures to prevent bribery, fraud and other corrupt business practices;
- Educate employees and business partners on bribery and fraud awareness and the procedures set out in this policy;
- Encourage employees and third parties to report possible instances of bribery, fraud and other corrupt practices, and facilitate their reporting of such instances;
- Ensure that any suspected, alleged, attempted or actual instances of bribery, fraud or other corrupt business practices are investigated promptly and appropriately, regardless of the position held or length of service of any individual implicated;
- Take appropriate action in all cases where investigation has proven attempted or actual instances of bribery, fraud or other corrupt practices; and
- Operate a lessons learnt process to review incidents, systems and procedures to prevent similar instances occurring and embed responsible business behaviours within Keller.

If you become aware of any circumstances which are or may be in breach of this policy, you should promptly report them – please see Section 11 for details of the reporting channels available to you. All reported incidences of actual or suspected bribery, corruption or fraud will be promptly and appropriately investigated.

2. Scope and definitions

This policy applies to all legal entities which Keller Group plc wholly owns, has a majority stake in or has overall operational control of worldwide.

It applies to anyone working for or providing services to Keller or on its behalf in any capacity, including employees at all levels, directors, officers, contractors, temporary staff, agency workers, seconded workers, volunteers, interns, agents, brokers, contractors, external consultants, joint venture partners, third-party representatives and all other business partners, wherever they are located.

This policy does not form part of any employee's contract of employment and we may amend it at any time.

Definitions

In this policy, the terms below have the following meanings:

BRIBERY – is the offering, promising, giving, accepting or soliciting of an advantage (a “**BRIBE**”) as an inducement for an action or omission which is illegal, unethical, a breach of trust, or improper in any way.

Bribes can include money, gifts, hospitality, favours, loans, fees, travel expenses, discounts, services, the award of a contract, political or charitable contributions, sponsorship, offers of employment, any direct or indirect benefit or anything else of value.

CONFLICT OF INTEREST – is a situation where competing interests impair a person's ability to make objective, unbiased business decisions, such as when your professional duties as an employee of Keller diverge from your personal interests. Examples include you or a close family member or friend having any interest, dealings or shareholdings in any business which is a competitor, customer, supplier or business partner of Keller or is seeking to become one.

CORRUPTION – is the abuse of power or position for private gain. This can include bribery, fraudulent acts and exploiting conflicts of interest.

FACILITATION PAYMENT – is a payment to a Public Official in exchange for them taking or speeding up routine governmental decisions and actions, such as:

- processing licences, permits or other official documents;
- processing visa applications;
- clearing goods through customs; or
- providing required services such as police protection and mail pick-up and delivery.

Facilitation payments are also known as “backhanders” or “grease payments”. They are often small payments but, like other bribes, can take the form of cash, vouchers, pre-paid phone cards, alcohol, perfume, cigarettes, tickets to events or anything else of value. They are a form of extortion, bribery and corruption.

FRAUD – is dishonestly obtaining a benefit or causing a loss by deception, false representation or abuse of position, or attempting to do so. Fraud is a very broad concept and includes a wide range of dishonest conduct. Examples include:

- fraud by false representations, e.g. knowingly making false statements about the company;
 - false accounting and financial reporting, e.g. hiding losses, falsifying profits, keeping two sets of books;
 - dishonestly failing to disclose information which is legally required to be disclosed;
 - dishonestly abusing a position of responsibility for safeguarding the financial interests of others;
 - participating in a fraudulent business;
 - obtaining services dishonestly;
 - tax fraud;
 - theft of assets;
 - embezzlement;
 - theft of intellectual property;
 - expenses fraud;
 - phishing and other cyber crime;
 - conspiring with another person to defraud a third person, e.g. to deprive them of money or other assets;
 - any other deceptive business practice, or
- aiding, abetting, counselling or procuring any of the above.

KICKBACK – is typically a payment made in return for a business favour or advantage, such as the award of business.

PUBLIC OFFICIAL – is any individual who:

- holds a legislative, administrative or judicial position of any kind, whether appointed or elected, paid or unpaid, of a country or territory; or
- exercises a public function for or on behalf of such a country or territory or any of its public agencies or public enterprises; or
- is an official or agent of a public international organisation.

For example, this includes officials of any national or state government department or agency, politicians, candidates for public office, directors and employees of state-owned or state-run companies and anyone acting on their behalf.

3. Why Keller has an Anti-Bribery and Anti-Fraud Policy

It is Keller's policy to comply with all applicable laws, rules and regulations governing anti-bribery, anti-corruption and anti-fraud in all the countries in which it operates. As a UK company, Keller is also bound by the laws of the UK, including the Bribery Act 2010, the Criminal Finances Act 2017 and the Economic Crime and Corporate Transparency Act 2023, which govern its conduct both at home and abroad.

Under the UK Bribery Act 2010, it is a criminal offence to offer, promise, give, request or accept a bribe. A company can also be criminally liable for failing to prevent bribery on its behalf.

Under the UK Economic Crime and Corporate Transparency Act 2023, with effect from 1 September 2025, a company can also be criminally liable for failing to prevent fraud intended to benefit the company or its clients.

Similarly, under the UK Criminal Finances Act 2017, a company can be criminally liable for failing to prevent the facilitation of tax evasion by another person. Please refer to the Keller Corporate Criminal Offence (Prevention of the Facilitation of Tax Evasion) Policy for further details of this offence.

Bribery and fraud are punishable by up to ten years' imprisonment for individuals. Bribery and fraud are also forbidden under this policy and may result in immediate dismissal for those involved.

If the company is found to have taken part in bribery or fraud, it could face an unlimited fine and be excluded from tendering for Government contracts. This applies in the UK and in many of the countries where Keller does business around the world.

Acts of fraud, bribery and other corrupt business practices can cause more than just financial loss: they can also cause damage to the countries and communities in which we work and damage to the company's reputation. The reputation of Keller Group plc for lawful and responsible business behaviour is of paramount importance.

Keller takes its legal obligations in this area very seriously.

4. Compliance with the Policy

All persons identified in Section 2 of this policy are responsible for:

- reading and acting in accordance with this policy and Keller's Code of Business Conduct in obeying the law, acting with honesty and integrity and maintaining high ethical standards;
- ensuring that appropriate checks are conducted on the third parties they work with – see Section 10 below; and
- promptly reporting suspicious activity or concerns and cooperating with any investigations – see Section 11 below.

Keller will provide anti-bribery and anti-fraud training. Completion is mandatory for all Keller employees who are allocated training. Failure to complete allocated training within the time limits prescribed may result in disciplinary action.

5. Bribery and corruption

Keller has a zero-tolerance approach to bribery and corruption. Anyone working for or on behalf of Keller, whether internal or external, must not:

- Offer, give, pay, solicit, accept or receive bribes to or from any person, including Public Officials; nor
- Be involved in any form of bribery or corruption.

Keller strictly prohibits the offering, solicitation or the acceptance of any bribe, whether cash or other inducement:

- to or from any person or company, wherever they are located in the world, and whether they are a private person or company or a Public Official, whether or not it would be an offence for the person, company or Public Official to accept the bribe in an overseas jurisdiction;
- by anyone identified in Section 2 of this policy, including any individual employee, agent, subcontractor or other person or body acting for or on behalf of any Keller Group company;
- to gain any commercial, contractual, regulatory or other advantage for any Keller Group company;
- to prevent or limit a disadvantage for any Keller Group company or any individual;
- as a reward for or inducement to act improperly in relation to the awarding of business by Keller; or
- to gain any personal advantage, financial or otherwise, for any individual or anyone connected to them.

Bribes can take the form of money, gifts, loans, fees, hospitality, favours, travel expenses, services, discounts, the award of a contract, offers of employment, political or charitable contributions, sponsorship, or any other advantage or benefit or anything else of value.

There is no monetary threshold that defines a bribe and there is no need for a bribe to be successful to be corrupt. The

mere promising or offering of a bribe is enough to amount to a criminal offence. Bribes can be direct or indirect through third parties such as agents, brokers and partners.

These principles apply across the Keller Group worldwide.

6. Facilitation payments and kickbacks

Keller prohibits facilitation payments and kickbacks.

Facilitation payments, also known as "backhanders" or "grease payments", are typically small, unofficial payments made to a Public Official to secure or expedite a routine, non-discretionary and lawful government action. Kickbacks are typically payments made in return for a business favour or advantage, such as the award of business.

Keller has a zero-tolerance approach to facilitation payments and kickbacks as they are a form of bribery and corruption. Such payments are also prohibited by law in many jurisdictions, including the UK. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by Keller or on its behalf, or that might suggest that such a payment will be made or accepted.

If you are asked to make a payment on Keller's behalf, you should always check whether the request is genuine and legitimate. Be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Be particularly alert for scenarios where a Public Official asks for extra payment or other forms of bribe in return for doing normal government tasks or for speeding them up. You should always ask for an invoice prior to payment and a subsequent receipt detailing the reason for the payment.

If you have any suspicions, concerns or queries regarding a request for payment, you should raise these with your line manager, a member of the Legal Team or an Ethics and Compliance Officer as soon as possible.

7. Gifts and hospitality

Employees and representatives must comply with the following gifts & hospitality requirements.

Gifts and hospitality are permitted, provided they are:

- not intended to induce the recipient to act improperly and do not create a conflict of interest;
- clearly permitted by local law, except if they are facilitation payments as these are prohibited in all cases;
- customary in the particular market;
- consistent with legitimate business practices;
- reasonable, proportionate and not excessive in the context of the business relationship;
- given or received in Keller's name, and not in the name of an employee;
- properly recorded in line with the requirements in this policy; and
- only ever given to promote Keller's legitimate business interests or where appropriate and culturally expected.

Keller strictly prohibits any inducement which results in a personal gain or advantage to the recipient or any person or body associated with them, and which is intended to influence them to take action which may not be solely in the interests of the Keller Group or of the person or body employing them or whom they represent.

In the context of gifts and hospitality, this means that it is not acceptable for you (or someone on your behalf) to:

- give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- give a gift or hospitality as an inducement or reward for specific actions by the recipient or to improperly influence the commercial behaviour of any third party;
- accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- let any gift or hospitality influence the commercial behaviour of you or any other Keller employee or representative;
- accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- offer or accept gifts or hospitality to or from Public Officials without prior approval from the Group General

- Counsel; or
- fail to comply with the gifts and hospitality recordkeeping and approval requirements in this policy.

Keller recognises that market practice varies across the territories in which it does business and what is normal and acceptable in one place may not be in another. Keller also appreciates that to refuse a gift in certain circumstances and/or countries may cause offence to our trading partners. The test to be applied in all circumstances is whether the gift or entertainment is legal, reasonable and justifiable. What is the intention of the gift? Care should always be taken to avoid any suspicion of undue influence.

Cash gifts: the giving or receipt of any cash or a cash equivalent (such as gift certificates or vouchers) is not permitted.

Non-cash gifts: examples of non-cash gifts include clothing, artwork, drinks and food items, transportation, payment of travel expenses, use of vacation facilities, and tickets. These are permitted provided the requirements of this policy are met.

Hospitality: examples of hospitality include business meals, invitations or tickets to recreational, cultural or sports events and venues, as well as any associated travel, accommodation, meals and refreshments. Hospitality is permitted provided the requirements of this policy are met. A Keller representative must attend all hospitality that is given.

Gifts and hospitality (“G&H”): recordkeeping and approval requirements

Gifts and hospitality that are permitted in accordance with the above principles must also comply with the following recordkeeping and advance approval requirements:

Is the G&H to or from a Public Official (of any value)?	Record in G&H Register?	Divisional Ethics & Compliance Officer approval required?	Group General Counsel approval required?
Yes	Yes	Yes	Yes
No	See table below		

Value of G&H given or received	Is the G&H to or from a Public Official?	Record in G&H Register?	Local Ethics & Compliance Officer approval required?	Divisional Ethics & Compliance Officer approval required?
Less than £50 per person	No	No	No	No
£50 and above, up to and including £100 per person	No	Yes	No	No
£100 and above, up to and including £250 per person	No	Yes	Yes	No
Over £250 per person	No	Yes	Yes	Yes

Employees should note that consent to the giving or receipt of a non-cash gift with a value over £250 is very unlikely to be obtained and will only be considered in exceptional circumstances. Regardless of value, no more than three non-cash gifts can be given to the same recipient, or received from the same source, in any calendar year. ECOs are responsible for maintaining the G&H Register for their respective part of the business.

Employees must also get advance approval from their line manager and comply with any other requirements under the Board Delegated Authorities and any applicable expenses policies.

8. Political and charitable donations

Keller does not make political donations.

Charitable donations must be approved under Keller's Charitable Giving Policy and must not be for an improper purpose or bribe.

Keller strictly prohibits donations or contributions on behalf of the company to political parties or organisations or to political candidates and political expenditure.

Donations to charity on behalf of Keller must comply with Keller's Charitable Giving Policy. Charitable contributions may only be given to registered (non-profit) charities and shall not be used as a substitute for political donations.

No charitable contribution may be made at the request of any business partner or Public Official where that donation may result in, or itself constitute, improper or unlawful conduct or bribery or corruption. Under no circumstances shall any charitable contribution on behalf of Keller be made in cash.

Charitable and political donations in a personal capacity are permitted, provided that they are entirely unconnected with the Keller business, are not purported to be made on behalf of Keller, and are not made to obtain any form of advantage in any business transaction or commercial relationship for Keller.

9. Fraud

Keller has a zero-tolerance approach to fraud. Anyone working for or on behalf of Keller, whether internal or external, must:

- act with honesty and integrity in all their business dealings; and
- not commit fraud nor engage in dishonest or deceptive business practices.

Fraud includes any attempt to obtain financial benefits or other advantages through dishonest or deceptive means. Fraud often involves seeking to derive gain for oneself or others when it is not moral or legal to do so. However, it is not necessary for there to be any motive of seeking gain in order for fraud to be committed. For example, the desire to avoid criticism, to secure a benefit for Keller or to cover up an inadvertent error can all result in activity which would be considered fraud under this policy. Fraud may involve one individual or several people in collusion with each other.

In order to promote an environment that reduces the risk of internal and external fraud to Keller, Keller will maintain a proportionate control framework that protects the business, while supporting Keller's purpose and commercial goals. Like any organisation, Keller is open to fraud risk, both from internal and external sources. For example, Keller has experienced:

- financial reporting fraud;
- phishing fraud;
- employee theft; and
- employee expenses fraud.

From 1 September 2025, under the UK Economic Crime and Corporate Transparency Act 2023, a company can be held criminally liable where an employee, agent, subsidiary, or other associated person, commits a fraud intending to benefit the company or its clients. The offence can be committed even if there is no personal benefit to the individual who commits the fraud or where the benefit to the company is only indirect or ancillary.

Keller's fraud risk assessment has identified the following items as a non-extensive list of its key fraud risks:

1. Financial reporting
2. Cyber crime
3. Asset misappropriation
4. Fraud relating to procurement of goods or services for Keller & Expenses fraud
5. Management overrides
6. Bribery and corruption
7. Tax fraud
8. Deceptive business practices
9. Intellectual property theft

Keller recognises that fraud threats evolve over time. Employees and third parties should be vigilant against fraud in all areas of our business dealings.

Examples of frauds that may be perpetrated against or by Keller include the following:

- theft, misuse and misappropriation of the property, equipment, funds, materials, records or other assets of Keller or any third party;
- false accounting and/or making fraudulent statements, financial or non-financial, with a view to personal gain or gain of another (e.g. timesheets, expense claims, purchase orders, budgets, revenue reporting, regulatory returns, bid-rigging, falsifying employee right-to-work checks);
- any activity which involves the alteration, destruction, copying or manipulation of data for inappropriate purposes (e.g. inflating costs to be charged to a client or other third party);
- any activities which involve providing dishonest representations that secure benefits for Keller (e.g. dishonestly overstating Keller's carbon-reduction achievements in order to secure a bid based on sustainability credentials).

10. Third Parties

Keller may be liable for bribery, fraud or other corrupt acts of third parties acting for Keller or on its behalf, wherever they are located in the world. Always conduct appropriate due diligence when working with third parties. Exercise caution and watch out for potential "red flags".

Keller may be liable for bribery, fraud or other corrupt acts of third parties acting for Keller or on its behalf. When working with third parties, you are required to carry out appropriate checks on their background and reputation and to consider whether they may be associated with any bribery, corruption or fraud risks. In particular, you should review:

- the fraud, bribery and corruption risk associated with the country in which the business will take place;
- the third party's reputation in the market and the reputation of their key business partners;
- the third party's suitability for the work and the circumstances in which they have been selected;
- the payment terms and arrangements; and
- the proposed project or transaction to identify as far as possible the risk of fraud, bribery or corruption.

You should also make them aware of Keller's Anti-Bribery and Anti-Fraud Policy and Supply Chain Code of Business Conduct.

Keller expects all third parties working for Keller or on its behalf to:

- operate at all times with integrity and honesty;
- implement fraud prevention and detection controls;
- comply with this policy and Keller's Supply Chain Code of Business Conduct and commit to do so in writing (or to equivalent contractual compliance clauses);
- promptly report to Keller any suspicious activity or concerns; and
- cooperate fully with any investigation into any concern.

The following is a non-exhaustive list of possible "red flags" that may raise concerns under various anti-bribery, anti-corruption and anti-fraud laws. The list is not intended to be exhaustive and is for illustrative purposes only. The term 'business partner' includes any supplier, sub-contractor, joint venture partner, agent, broker, representative or other business partner. If you are external to Keller, then references to 'business partner or customer' also include Keller.

If you encounter any of these "red flags" while working for us or with us, you must report them promptly:

- you become aware that a business partner or customer engages in, or has been accused of engaging in, improper business practices;
- you learn that a business partner or customer has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with a Public Official;
- a business partner, customer or Public Official insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a business partner or customer requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a business partner or customer requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a Public Official, business partner or customer requests an unexpected additional fee or commission to

"facilitate" a service;

- a business partner or customer requests that you "inflate" costs or move costs between projects;
- a business partner or customer demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a business partner or customer requests that a payment is made to "overlook" potential legal violations;
- a business partner or customer requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a business partner that appears to be non-standard or customised;
- a business partner or customer insists on the use of side letters or refuses to put agreed terms in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a business partner or customer requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- you are offered an unusually generous gift or lavish hospitality.

11. Reporting and response

You should report any concerns about actual or suspected bribery, corruption or fraud at the earliest opportunity.

All employees can contribute to the effective prevention, detection and reporting of bribery, corruption and fraudulent activity. Everyone working for Keller is responsible for:

- acting at all times with integrity and honesty;
- promptly reporting suspicious activity or concerns; and
- cooperating fully with any internal or external reviews or investigations.

You are encouraged to raise concerns at the earliest possible stage. If you are offered a bribe, or are asked to make one, or if you believe that any bribery, corruption, fraud or breach of this policy has occurred or may occur, you must report it as soon as possible in one of the following ways:

- Directly to the Group General Counsel
- Directly to the Group Head of Risk and Assurance
- Via the confidential reporting line operated by Safecall, a completely independent specialist company. The reporting line is available 24 hours a day, seven days a week. Your concern can be supported in many different languages. You can make your report anonymously. Safecall can be contacted in the following ways:
 - By telephone - A list of telephone numbers can be found at <https://www.safecall.co.uk/en/file-a-report/telephone-numbers/> and in our Code of Business Conduct
 - By email - You can email keller@safecall.co.uk
 - Online - You can file a report via their website at <https://www.safecall.co.uk/en/file-a-report>

Employees may also raise any concerns through their line manager and/or their Divisional or local Ethics & Compliance Officer or any member of the Legal Team, who will then refer on to one of the options above for action.

Individuals who raise concerns or report another's wrongdoing are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental action as a result of refusing to take part in bribery, corruption or fraud, or because of reporting any concerns or suspicions in good faith. Disciplinary action will be taken against anyone who treats you unfairly because you have reported such concerns.

All reports of actual or suspected bribery, corruption or fraud will be promptly, objectively and thoroughly reviewed and assessed, as far as possible, confidentially. The Group General Counsel and the Group Head of Risk and Assurance monitor and triage whistleblowing reports and will decide how each instance is dealt with, who is required internally to investigate the issue, and whether third-party or specialist resource is required.

An effective anti-fraud response plan has been implemented following each identified instance of fraud in proportion to the level of fraud risk identified. Where there is suspicion of fraudulent behaviour, Keller will conduct an investigation in order to determine if fraud occurred and, if so, what its root cause was.

All investigations under this policy and their results will be reported as appropriate to senior management and to the Audit and Risk Committee, a committee of the Board of Directors.

Please refer to the Whistleblowing Policy for further information.

12. Breaches of the Policy

It is not acceptable for you (or someone on your behalf) to engage in any activity that might lead to a breach of this policy.

Any employee who breaches this policy will face disciplinary action, up to and including dismissal.

We may terminate our relationship with other individuals and organisations working for us or on our behalf if they breach this policy or any anti-bribery, anti-corruption or anti-fraud law.

13. Governance

The Executive Committee of the Keller Group plc Board provides oversight of this policy. Responsibilities of the Board include establishing the appropriate culture and tone from the top, fulfilling statutory responsibilities as per the relevant legislation and reviewing, refreshing, disseminating, and ensuring compliance with this policy.

The Group Legal function has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it and, working with Group Risk and Assurance, auditing internal control systems and procedures to ensure they are effective in preventing bribery and fraud in Keller's operations.

Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it and the issues of bribery, corruption and fraud.

14. Supporting information

- Code of Business Conduct
- Whistleblowing Policy
- Procurement Policy
- Charitable Giving Policy
- Supply Chain Code of Business Conduct
- Corporate Criminal Offence (Prevention of the Facilitation of Tax Evasion) Policy
- Information Management Policy
- Information Security Policy
- Physical Security Policy

15. Document change history

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