MORGAN SINDALL GROUP PLC
COMPETITION LAW COMPLIANCE POLICY

1. PURPOSE

To set out Morgan Sindall Group policy in respect of compliance with competition law.

2. INTRODUCTION

Morgan Sindall Group plc ("Group"), including all of its divisions, its subsidiary, associated and affiliated companies is committed to compliance, in full, with all laws and regulations, including competition law and to acting to the highest standards of ethical business conduct.

This document is a statement of Morgan Sindall Group plc's over-arching Policy on competition law compliance.

3. POLICY

3.1 COMPLIANCE WITH THE LAW

All Morgan Sindall Group divisions are required to comply with competition law under the Morgan Sindall Group plc Code of Conduct. Competition law develops and evolves over time but the most important sources of law at present are the Competition Act 1998, which prohibits anti-competitive agreements and the abuse of a dominant position, and the Enterprise Act 2002, which introduced criminal sanctions for cartels (e.g. price-fixing and bid-rigging).

The consequences of infringing competition law are extremely serious both for the company and for individual employees and may include the imposition of significant financial penalties as well as the disqualification of directors. Criminal sanctions for serious breaches of the rules, such as price-fixing or bid-rigging, may also result in the imprisonment of directors and individuals and unlimited personal fines (Enterprise Act 2002). There is also a risk that commercial agreements may be unenforceable; the business may be sued for damages by those harmed by the anti-competitive behaviour; the company excluded from tender lists; and, the reputation of the Group can be damaged.

Practices which are regarded as being anti-competitive include any agreements between businesses, decisions by associations of businesses (such as trade associations), or concerted practices which prevent, restrict or distort competition, or are intended to do so, and which may affect trade. Specific practices identified as being anti-competitive include the following:

- passing to any competitor any information on pricing or pricing policy, including giving or receiving a cover price;
- fixing purchase or selling prices (including tendering prices) or other trading conditions;
- agreeing with competitors, suppliers or customers to limit or control production, markets, technical development or investment;
- agreeing with competitors to divide or share markets;
- agreeing with competitors not to bid for tenders or to withdraw a bid or to allocate bids on a rota basis or any other form of bid-rigging;

- agreeing with competitors to discriminate against particular suppliers or customers, including a collective boycott;

3.2 DIVISIONAL GUIDANCE

Each division is expected to develop detailed Competition Law Compliance Guidelines for its employees to ensure they are conversant with competition law and how it applies to their activities, including briefings and/or training sessions. The Group's General Counsel is available to assist all of the divisions in this endeavour.

Each division's Guidelines should refer to this over-arching Group Policy, and explain what is permitted and not permitted under competition law in sufficient detail as to enable employees to find answers to specific practical questions or to know who they should approach for guidance. Other areas that should be covered explicitly are as follows:

1. the obligation on all employees to comply with competition law;
2. the Group's policy to cooperate with the competition authorities (e.g. Competition and Markets Authority ("CMA")) in relation to investigations;
3. contacts with competitors, and when communications/dialogue become problematic from a competition perspective;
4. impact on our supply chain;
5. document retention/destruction, use of language including "secret" or "coded" communications;
6. consequences of breaching this policy (which should be treated as gross misconduct);
7. what action to take in the event of discovering an infringement of the competition rules, or reasonably suspecting a possible infringement;
8. guidance on how to handle a 'dawn raid' by the competition authorities.

3.3 UPDATES

Competition law is continually developing. Divisions are expected to remain abreast of key developments in this area of law (e.g. in relation to the types of practices that the CMA finds to be anti-competitive in the construction sector) and ensure their own Guidelines are updated in a timely manner.

3.4 REPORTING, REFERRAL AND QUESTIONS

Divisional management are expected to report promptly to the Group General Counsel any breaches of competition law, or any reasonable suspicion of a breach.

Employees who have concerns about particular matters are expected to raise these with their line managers. If employees continue to have concerns and feel that they are unable to obtain satisfaction through the normal channels of line management reporting, they should escalate the matter using the Group's Whistleblowing Policy and Procedure.

3.5 FURTHER INFORMATION

Legal and Compliance contacts

Group General Counsel
Helen Mason 07771 763 393
Helen.mason@morgansindall.com

Group Head of Internal Audit
Ian Ross 07778 571 259
Ian.Ross@morgansindall.com

3.6 RAISING CONCERNS HELPLINE

You can call the following number, free of charge and in complete confidence, any time of the day or night:

0800 915 1571

You can also make a report via the website: www.safecall.co.uk/report.

Please look out for posters around your office or use the link on the MS Informs intranet page marked 'Raising Concerns'.

Revised July 2020