



Bachy Soletanche Limited

Anti Bribery Policy (“the Policy”)

This Policy is in respect of the Bribery Act 2010 which came into force with effect from July 1st 2011, and all employees and associated persons must be 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 entertaining 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 (ie. Joint Venture Partners, Sub Contractors, Suppliers, Agents etc.) paying bribes on its behalf.**

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

This places a very high burden 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.

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

Directors, Senior Managers and all employees of the Company therefore carry a responsibility to ensure strict adherence to the policy as a failure to do so will, apart from the legal sanctions, seriously threaten the ability of the Company to pre qualify, tender and win contracts and consequently jeopardise the continuing success or existence of our Company.



Primary Defence against Bribery: The Vinci Culture

The Board of BSHEL reaffirms its' commitment to carry out business fairly, honestly and openly and confirms its' zero tolerance policy towards bribery.

The culture of our Company 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 and third parties (clients, sub contractors, suppliers, partners etc.) via the Personnel section of the Management System.

In essence Vinci expects each and every one of its employees to demonstrate exemplary conduct based on integrity, fairness and respect. These values are encompassed in rules governing our behaviour many of which specifically direct our behaviour 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 Group in illegal or unfair practices. 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 as active or passive bribery. No employee (or person associated with us) may directly or indirectly award undue benefits of any nature, by any means to a third party.
5. Group companies must ensure that trading partners do not compromise the Group by committing unlawful acts. To this end all shall:
 - (i) Carefully select partners based on competence and reputation particularly with respect to business ethics.
 - (ii) Spell out the services expected of partners.
 - (iii) 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 Group.
7. Failure of an employee to adhere to these rules is a disciplinary matter.



Penalties for failure to comply

The penalties are severe;

For the Company; Unlimited fines and potential debarment from bidding for public contracts.


For the Individual; 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.

The obligation rests upon the Company 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.

Signed: 

Date:9 December 2011

Name: CHRIS MERRIDEW
DIRECTOR

Issue: 01