

Reference number/version: IMSP080C

Departments: Compliance and Risk

GIFTS & HOSPITALITY POLICY

IMSP080C

Version 1.0 (05/2025)

.

Document Owner: Jason Burt

Effective from date: 1 May 2025

Review date: 1 May 2027

1. PURPOSE

The offering and acceptance of gifts and hospitality may be a legitimate contribution to good business relationships.

However, it is essential that gifts and hospitality do not influence, and could not be perceived as influencing, business decision-making, or otherwise as amounting to bribery or corruption.

The purpose of this policy is to ensure that Mears maintains appropriate relationships with third parties and that Mears personnel do not offer, give, or accept any inappropriate offers of gifts or hospitality.

2. SCOPE

This policy applies to Mears directors, officers, consultants, contractors and employees ("Mears personnel").

3. DEFINITIONS

"Mears" means Mears Group PLC and its subsidiary companies.

The terms "consultants" and "contractors" mean individuals who are specifically engaged to perform services within Mears on a temporary basis who do not have the status of "employee".

A "third party" means: (i) any individual who is not Mears personnel, and (ii) any organisation other than Mears.

The term "public officials" includes any state representative and employees of state entities, including arm's length organisations. If the characteristics of a third party indicate that they may be a public official (for example, because they are performing a role usually performed by public authorities), they should be treated as a public official for the purposes of this policy.

"Hospitality" includes any social or recreational activity undertaken alongside a third party, and in particular, shall include business-entertainment, invitation to ticketed events attended by a third party, meals, drinks, travel and accommodation.

"Gifts" include any item of value provided by Mears or its personnel to a third party or their personnel OR received from a third party by Mears or its personnel. Examples include tickets (e.g. to an event or for travel), access to facilities (e.g. hotels or leisure facilities), items (e.g. alcohol, flowers or promotional materials such as branded stationary) and payment of expenses.

4. RESPONSIBILITIES

The Audit Committee has overall responsibility for managing anti-bribery and corruption risk, including such risk as arises from gifts and hospitality.

The Compliance and Risk team has responsibility for: (i) ensuring this policy complies with our legal and ethical obligations and (ii) providing advice and assistance on the application of the policy.

All Mears personnel have responsibility for implementing this policy and all directors and managers have responsibility for ensuring their staff comply with its requirements.

5. POLICY

A – Overall policy position

The terms of this policy must be followed at all times.

The decision as to whether to offer or accept gifts or hospitality must be taken in accordance with the requirements set out below.

In relation to public officials, Mears personnel must consult the Compliance and Risk team before offering or giving gifts or hospitality. Where Mears personnel are not clear on whether a third party is a public official, they must seek advice from the Compliance and Risk team.

B – Mears personnel offering or accepting gifts or hospitality to / from third parties

Gifts

Mears personnel are prohibited from accepting or offering gifts in cash form.

Non-cash gifts offered either to Mears personnel, or by Mears personnel to others, are subject to the restrictions above and the table below in addition to the general principles set out below at section C of this policy.

Any gifts offered by third parties must be solely at the behest of the third party and Mears personnel are strictly prohibited from requesting or otherwise soliciting or inducing the offer of gifts from a third party in any way.

Value of gift	Approval process for offering / accepting
£100 or under	Can be offered / accepted provided (1) the gift is not offered in cash and (2) the principles set out at section C of this policy are followed.
Between £101 - £500	Prior written approval required from Heads of Department, Divisional Chief Operating Officers or Managing Directors.
Over £500	Generally prohibited. Approval can be provided on an exceptional basis by a Mears PLC director. Prior written approval is required noting the reason(s) for the approval.

Where Mears personnel are not clear on the value of a proposed gift, they must seek advice from the Compliance and Risk team.

Where prior written approval is required according to the table above, Mears personnel must first obtain agreement to the proposed offer or acceptance of the gift from their line manager. If the line manager agrees the request, formal approval must then be requested via Service Now by clicking on [Support Services - Compliance - Gifts & Hospitality Request for Approval](#) and submitting an approval request ticket which will be directed to the relevant person (as set out in the table above) for consideration.

No gift requiring approval should be offered or accepted until approval has been confirmed by the relevant person following the submission of the Service Now ticket.

Third party hospitality

From time to time, Mears personnel may receive offers of hospitality from third parties. In addition, Mears personnel may offer hospitality to third parties.

There is no general prohibition on offering or accepting hospitality, but in all cases such hospitality must:

1. be reasonable, proportionate and not lavish or excessive;
2. not involve association with any third party with activities incompatible with the aims of Mears;

3. not extend to friends, relatives and other connected parties of Mears personnel;
4. occur in circumstances in which no major procurement or other decision involving the offeror has been taken by the personnel and/or the team of which they are a member within the previous six months and no such decision can reasonably be expected in the following six months;
5. be otherwise compliant with this policy, including the general principles set out below at section C; and,
6. follow the values and approvals in the table below:

Value of hospitality	Approval process for offering / accepting
£100 or under	Can be offered / accepted provided the principles set out at 1 – 5 above and in section C below are followed.
Between £101 - £500	Prior written approval required from Heads of Department, Divisional Chief Operating Officers or Managing Directors.
Over £500	Generally prohibited. Approval can be provided on an exceptional basis by a Mears PLC director. Prior written approval is required noting the reason(s) for the approval.

Hospitality that does not comply with the above rules or which is not approved where required, must be declined.

Any hospitality offered by third parties must be solely at the behest of the third party and Mears personnel are strictly prohibited from requesting or otherwise soliciting or inducing the offer of hospitality from a third party in any way.

Where prior written approval is required according to the table above, Mears personnel must first obtain agreement to the proposed offer or acceptance of hospitality from their line manager. If the line manager agrees the request, formal approval must then be requested via Service Now by clicking on [Support Services - Compliance - Gifts & Hospitality Request for Approval](#) and submitting an approval request ticket which will be directed to the relevant person (as set out in the table above) for consideration.

No hospitality requiring approval should be offered or accepted until approval has been confirmed by the relevant person following the submission of the Service Now ticket.

C – General principles in relation to third party gifts & hospitality

Gifts or Hospitality must not be offered, promised, given or accepted; and must not be offered, promised, or given or accepted by Mears personnel:

1. if they know or suspect that the gifts or hospitality are being offered with the expectation that the recipient will provide a business advantage in return;
2. if it occurs in circumstances in which a procurement or other decision involving the offeror / offeree has been taken by the relevant Mears personnel and / or the team of which they are a member within the previous six months and / or such decision can reasonably be expected in the following six months
3. if the gifts or hospitality might influence or be seen to be capable of influencing a business decision;
4. if the gifts or hospitality are excessive, lavish, inappropriate, offered on a regular basis or conditioned on particular behaviours or conduct;
5. if in cash or cash equivalent form (e.g., gift cards redeemable for cash or vouchers); or during a contract negotiation, bidding, tender, or award.

When deciding whether to: (i) offer, promise or give gifts or hospitality to a third party, or (ii) accept gifts or hospitality, Mears personnel must first consider whether an outside observer might perceive that the intention or effect of so doing could be to influence a business decision. If an outside observer might have this perception, the gift or hospitality should not be given or accepted.

Mears personnel should adopt a common-sense approach – if something seems improper, it may well be. If in doubt Mears personnel should raise any queries or concerns with their line manager, or the Compliance and Risk team. The queries or concerns must be raised before gifts or hospitality are offered or accepted.

D – Internal hospitality

Company monies for internal hospitality (i.e. attended meetings or other business activity attended solely by Mears personnel) should be used sparingly and modestly and only after each case has been carefully considered. All expenditure on these items should be capable of justification as reasonable in the light of the general practice in the private sector.

Whenever possible, meetings should be arranged within Company premises. If meeting rooms are not available within Company premises, the meeting should be arranged at the most economic rate, taking into account room rates and refreshment charges.

Refreshments other than basic refreshments (i.e. tea/coffee) should not normally be provided at internal management/staff meetings. When refreshments are considered necessary, these should be limited to sandwiches, crisps, fruit, tea/coffee and fruit juice.

Catering for all meetings arranged in the Company's Offices within normal office hours should be arranged through recommended providers. For any other meetings, the caterer used should be the one identified as the most economic choice.

Unless there are exceptional circumstances, lunches should not be provided if:

1. a morning meeting ends before 1.00 p.m.
2. an afternoon meeting commences after 2.00 p.m. or
3. a meeting lasts less than 3 hours in duration.

It is acceptable to supply coffee and tea for mid-morning/mid-afternoon meetings when attendees have travelled some distance to the meeting or when the meeting is to last a considerable period of time, i.e. in excess of 2 hours.

E – Training and communication

All Mears personnel receive training on this policy during the induction process and at appropriate intervals thereafter.

Mears's zero-tolerance approach to bribery and corruption and its expectations in relation to gifts and hospitality should be communicated to suppliers and other third parties with whom we do business at the establishment of the business relationship.

We expect such third parties to have adequate procedures in place designed to prevent bribery.

F – Duty to make a notification

If you consider: (i) you, (ii) other Mears personnel, or (iii) a Mears supplier may have breached the law, this policy, or any applicable Mears policy, procedure, or guidance, you must report this as soon as possible.

Where possible you should notify your line manager, if this is not possible you can report your concern to any member of the Compliance and Risk team.

Personnel who make a notification about a third party in good faith will not be subjected to detrimental treatment by Mears for doing so.

Further information in relation to Mears' management of good faith notifications can be found in the Whistleblowing policy.

6. OTHER RELATED POLICIES & PROCEDURS

1. Anti-Bribery and Corruption policy
2. Whistleblowing policy