

POLICY STATEMENT

# Ethical Business Policy

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Job No: HR Policy  
 Doc Ref: P-GL-SY-002  
 Latest Revision: 20 November 2025  
 Date: 03/03/2026

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Document Classification:	Public Use

## Document Revision History

Revision Ref	Issue Date	Purpose of issue / description of revision
1	20 November 2025	Previously P-GL-HR-009 Transferred to new policy template and ESG accountability.  Added Sections: Definitions (2), Roles and 1 20 November 2025 Responsibilities (3), Code of Conduct (4.1), Conflict of interest (4.3), Sanctions (4.6) Added a Code of Conduct headline and introduction to the general expectations of conduct (Section 4.1) Added a section on conflict of interest (4.3) Added Regional Board responsibilities to manage instances of bribery.

## Document Validation (latest issue)



21/11/2025



21/11/2025



11/21/2025

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# 1. Introduction

At Cundall, we believe in running and developing our business in a sustainable way, for the benefit of those who work in it. We believe that our business interests are best served by behaving responsibly towards all of our stakeholders; clients, staff, suppliers and the communities in which we operate.

We believe that we have a responsibility to adhere to the highest standards of behaviour and care. As an international business, we also recognise that laws vary from country to country. Compliance with those laws is necessary, but never sufficient. Our Ethical Business Policy therefore sets out the universal standards of individual and collective behaviour that we seek to apply to all of our activities around the world.

This policy aims to outline how we do business. We recognise that it would be impossible to produce a comprehensive set of rules that cover every situation that our people might encounter in the course of their work. Instead, this policy.

As a general rule, we expect people to make sensible and informed judgements about whether a particular activity, approach or way of working is ethical and likely to be acceptable to the Practice, and to seek guidance from others within the Practice as required where they are unsure. This policy should be read in conjunction with the Practice's specific policies on:

- Health, safety and welfare
- The environment and sustainability
- Dignity at work (including diversity and equal opportunities policies)
- Supplier Code of Conduct
- Modern slavery and human trafficking

## 2. Definitions

### 2.1 Bribery

Bribery is defined as the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. Inducements can take the form of money, gifts, loans, fees, rewards or other advantages (taxes, services, donations, favours etc.).

### 2.2 Corruption

Corruption consists of people in positions of power who unfairly and unjustly use that power for their own personal gain.

### 2.3 Child Labour

UNICEF defines child labour as work that deprives children of their childhood, their potential and their dignity, and that is harmful to physical and mental development. The term refers to work that is mentally, physically, socially or morally dangerous and harmful to children; and interferes with their schooling by depriving them of the opportunity to attend school; obliging them to leave school prematurely; or requiring them to attempt to combine school attendance with excessively long and heavy work. In its most extreme forms, child labour involves children being enslaved, separated from their families, exposed to serious hazards and illnesses and/or left to fend for themselves on the streets of large cities.

### 2.4 Forced Labor

Forced labour is any work or service that people are forced to do against their will, usually under (physical or mental) threat of punishment.

### 2.5 Modern Slavery

Modern slavery is used as an umbrella term covering practices such as forced labour, debt bondage, forced marriage, and human trafficking. Essentially, it refers to situations of exploitation that a person cannot refuse or leave because of threats, violence, coercion, deception, and/or abuse of power.

### 2.6 Collusion

Collusion is an agreement between people to act together secretly or illegally in order to deceive or cheat someone.

# 3. Roles and Responsibilities

## 3.1 Employees

- Make sensible and informed judgements about whether a particular activity, approach or way of working is ethical and likely to be acceptable for the Practice.
- Adhere to our Code of Conduct and uphold the highest standards of professional and ethical behaviours in line with the Cundall values.
- Adhere to all applicable local laws.
- Avoid and disclose conflicts of interest.
- Under no circumstances, make or accept any offers of bribery.
- Be aware of our commitments on child and forced labour and modern slavery and never personally hire child or forced labour.
- Assess gifts and entertainment whether they are acceptable in line with this policy.
- Seek guidance from others within the Practice when unsure, including line managers and Management Boards.

## 3.2 Line Managers

- Lead by example, promoting compliance and ethics in all of their behaviours.
- Make sure that those who report to them understand the requirements of this policy and have the resources to meet them.
- Monitor compliance and ethics within their team(s) and take appropriate action to address any shortcomings.
- Use reasonable care to monitor the behaviour or third parties acting on behalf of the Practice to ensure that they behave in an ethical manner.
- Seek guidance from others within the Practice when unsure, including line managers and Management Boards.

## 3.3 Regional Management Boards

- Confidentially review and act on reported instances of bribery, child labour and/or forced labor.
- Approve entertainment valued over £500 or gifts over £200.
- Approve this policy and review and update as required.

# 4. Policy

## 4.1 Code of Conduct

All employees of Cundall are expected to uphold the highest standards of professional and ethical behaviour. This includes acting with integrity, respecting others, complying with applicable laws, and promoting a safe, inclusive, and sustainable working environment.

Our Code of Conduct applies across all locations and roles and serves as a guide for responsible decision-making and accountability in everyday business activities. The general principles which underpin this policy align with our corporate values of Creativity, Collaboration, Excellence and Integrity. Therefore, we will:

- Treat employees fairly and with respect for their dignity.
- Implement policies and procedures to prevent slavery and human trafficking in all parts of our business, and within our supply chain.
- Deal with clients with integrity, offering good value, high quality advice and prompt redress if something goes wrong.
- Embrace the aspirations of our clients and the design team, making positive, enthusiastic and timely contributions and deploying the best available expertise in the design process.
- Conduct our relationships with suppliers with honesty, fairness and mutual trust.
- Treat employees fairly and with respect for their dignity.
- Be fair and honest in our dealings with contractors, select them objectively and administer their contracts judiciously.
- Always specify products for projects rationally, acting solely in the client's interest, in a way that is auditable.
- Comply fully with our legal obligations and aim to make a positive contribution to the sustainable development of the communities in which we work.
- Monitor ethical performance and produce regular reports giving a true and fair view of our affairs.

## 4.2 International Operations

Cundall does business globally, and our employees are subject to the laws and regulations of different countries, and of organisations such as the European Union. Each of us is responsible for knowing and following the laws that apply to us where we work.

This policy establishes principles for business conduct applicable throughout the Practice, regardless of geographical location. Where differences exist as a result of local customs, norms, laws or regulations, members of the Practice are expected to adhere to the principles and spirit of this policy and with local requirements.

## 4.3 Conflict of Interest

Cundall does business globally, and our employees are subject to the laws and regulations of different countries, and of organisations such as the European Union. Each of us is responsible for knowing and following the laws that apply to us where we work.

This policy establishes principles for business conduct applicable throughout the Practice, regardless of geographical location. Where differences exist as a result of local customs, norms, laws or regulations, members of the Practice are expected to adhere to the principles and spirit of this policy and with local requirements.

## 4.4 Bribery and Corruption

The Bribery Act 2010 (the 'Act') was enacted in the United Kingdom on 8 April 2010 and its main provisions commenced in July 2011. Under the Act, the main offences are bribing another person, being bribed, bribing a foreign official, and a corporate offence of failing to prevent bribery.

As a result of this Act, certain actions abroad, which were acceptable business practice, will now constitute offences in the UK if the person performing them abroad has a close connection to the UK or if the related corporate body is incorporated in the UK or carries out part of its business in the UK.

Further, these offences will be judged according to an "expectation test", which is what would the reasonable person in the UK expect in relation to the performance of the activity concerned (that is, not what behaviour is common in the place where the activity has taken place).

Anti bribery and anti-corruption laws apply to all Cundall employees worldwide, and any bribery or corruption is always contrary to Cundall's own standards of business conduct. Cundall employees must not under any circumstances make or accept any offers of bribery (this is widely defined and includes offers of services, money, gifts or entertainment). If you are in any doubt regarding this, you

should speak to a member of the Regional Management Board. the Global Management Board.

Any employee who is suspected to have breached our policy in this regard will be subject to a disciplinary investigation, which may lead to their dismissal from their employment.

Any report by an employee of actual or suspected bribery will be treated in confidence and (provided that any such report is made in good faith in support of Cundall's commitment to zero tolerance towards bribery and corruption), the employee shall be protected from any reprisals in connection with their report.

Please note that most countries have similar legislation that we equally have to comply with.

#### 4.5 Child, Forced Labor and Modern Slavery

In some of the countries in which the Practice operates, child or forced labour may be an issue. Cundall is committed to the elimination of all forms of forced and compulsory labour, and to the effective elimination of child labour. Each Cundall employee is expected to be aware of and abide by these commitments, and to never personally hire child or forced labour. Employees should also be alert to any evidence of child or forced labour in operations linked to the Practice and report them to the Regional Management Board.

Please note that many countries have similar legislation that we equally have to comply with.

Employees should also refer to Cundall's Modern Slavery Statement for further information and guidance.

#### 4.6 Sanctions

The Practice does not work in breach of sanctions, which are penalties or restrictions imposed by a government or group of governments on a country, organisation or individual to coerce a change in behaviour, punish non-compliance or achieve foreign policy objectives. These measures can include economic penalties like asset freezes or trade embargoes, travel bans, and other restrictions intended to apply pressure without military action. Put simply, sanctions can apply to people, countries or particular areas of trade. If there are projects which are not sanctioned but may become so, a termination at will clause in the contract is a necessity. Further information is available [here](#).

#### 4.7 Anti Collusion

Cundall will not collude with others (including contractors, suppliers or service providers) in the pricing or submission of tenders or services, nor will Cundall enter into any agreement with any other person or body that they shall refrain from participating in any competitive tender, submission or pre-qualification process.

#### 4.8 Gifts and Entertainment

The exchange of gifts and entertainment can build goodwill in business relationships but can also create improper influence or the appearance of improper influence. In considering whether to accept gifts or entertainment (including, for example, discounts, favourable terms on a product or service, prizes, tickets, gift certificates, hospitality), members of the Practice must consider which of the following categories the gift or entertainment is likely to fall within:

##### 4.8.1 Usually Acceptable Gifts (Self-Approvable)

Gifts and entertainment which are modest, legal within the country in which the employee is operating and given with the intent of building a business relationship or offering normal courtesy (ie not with a view to influencing the recipient's objectivity in making a business decision). These gifts may include modest occasional meals with someone with whom the Practice does business, occasional attendance at ordinary sports, theatre or other cultural events and gifts of nominal value (e.g. pens, calendars etc).

Members of the Practice are expected to use their own judgment in determining whether a proposed gift falls within this category and, if it does, they may accept it without seeking further approval.

##### 4.8.2 Always Unacceptable

Some types of gifts and entertainment are never permissible and must not be accepted by members of the Practice.

These are:

- Any gift or entertainment that would be illegal (including anything offered to a government official in breach of local or international bribery laws).
- Gifts or entertainment involving parties engaged in a tender or competitive bidding process.

- Any gift of cash or cash equivalent (e.g. gift certificates, loans, stock, stock options).
- Any gift or entertainment which is a “quid pro quo” (i.e. offered for something in return).
- Any entertainment that is indecent, sexually orientated, does not comply with Cundall's values or commitment to mutual respect or that otherwise might adversely affect the Practice's reputation.
- Any gift or entertainment that an employee pays for personally to avoid having to report or seek approval for.

#### 4.8.3 May be Acceptable with Prior Approval

For anything that does not fit within the categories outlined above, the gift or entertainment may or may not be permissible, and the employee must seek permission from their line manager, who will apply the criteria detailed in the “self-approvable” category. Gifts for which approval should be sought include (but may not be limited to):

- Entertainment that exceeds the lower of £150 or the limit set by local management.
- Gifts valued at more than £50 or the limit set by local management.
- Lavish meals that may cost more than £100 per person or the limit set by local management.
- Special events such as a World Cup game or major golf tournament.
- Travel or overnight accommodation.

Any entertainment valued at more than £500 or gifts over £200 must be approved by the Regional Management Board.

Employees must declare, via their Expenses Claims, any gift(s) and entertainment received where the value of such gift(s) or entertainment is or may be greater than £50. Details of how to do this can be found in the respective employment policies on our Document Management System (DMS) on Dr. J. Cundall will also monitor (via Expenses Claims) any gift(s) and or entertainment given or provided by Cundall employees to third parties. Although the amounts set out above are in GBP, the equivalent amounts apply where different currencies are applicable.

#### 4.9 Supervision of Others

Those who supervise others have additional responsibilities for maintaining compliance with this policy. They must:

- Lead by example, promoting compliance and ethics in all of their behaviours.
- Make sure that those who report to them understand the requirements of this policy and have the resources to meet them.
- Monitor compliance and ethics within their team(s) and take appropriate action to address any shortcomings.
- Use reasonable care to monitor the behaviour or third parties acting on behalf of the Practice to ensure that they behave in an ethical manner.
- Support employees who, in good faith, raise questions or concerns about ethical issues within the Practice.

#### 4.10 Personal Responsibility

Everyone who works within the Practice has a responsibility to comply with the letter and the spirit of this policy, and to bring to the attention of management any suspected breach of the policy by another member of the practice. In considering whether to speak up about a suspected breach, employees should ask themselves some simple questions:

- Is the action legal?
- Does it comply with Cundall's Ethical Business Policy?
- Is it in line with Cundall's values?
- Does it expose the Practice to any unacceptable risks?
- Does it match the commitments and guarantees that we have made to others?
- How would it look if reported in the newspapers?
- Does it feel right?

As well as compliance with the policy, members of the Practice are expected to exercise good judgement and common sense, so that their actions never jeopardise our actions as a responsible business.

# 5. Compliance and Monitoring

This policy has been approved by Cundall's Management Board, who will review and update it as required.

