

British Engines Group Business Ethics Policy

1. Aims and Objectives

This statement of the business ethics of British Engines Limited and its subsidiaries (**Group**) is considered to be the primary behaviour guide for all Group employees. It incorporates basic standards of ethical and legal behaviour and should provide guidance for all Group employees and help prevent/detect violations of the Group's policies and procedures, and the law.

The Group recognises that future sustainability and success can only be delivered if all of its stakeholders recognise it as being a responsible business. In order to achieve this recognition the Group has a core set of values that it expects all employees to share and adopt.

2. Scope

This policy applies to all persons working for the Group or on behalf of the Group in any capacity, including employees at all levels, directors, officers of each Group company, and to agency workers, seconded workers, volunteers, external consultants, contractors, agents, interns, third-party representatives, business partners and subsidiaries acting for, or on behalf of, any Group company (**associated persons**) within the UK and overseas. Every employee and associated person acting for, or on behalf of, a Group company is responsible for maintaining the highest standards of business conduct.

3. Integrity

Group employees will always act with integrity in internal dealings and with business associates, partners, customers, suppliers and other stakeholders. The Group's reputation is key to its sustainability and it should not be damaged through a lack of integrity. Key principles that the Group and its associated persons will always abide by are:

- employees deserve to be treated with professionalism and respect;
- the Group will not tolerate bribery, corruption or fraud;
- the Group will always act in a lawful manner, wherever it operates in the world; and
- the Group is committed to ensuring transparency in its business and in its approach to tackling modern slavery throughout its supply chains.



4. Responsibility for this Policy

The British Engines Limited board of directors has overall responsibility for ensuring this policy complies with the Group's legal and ethical obligations, and that all those under its control comply with it.

The Group Company Secretary (**Group Compliance Officer**) has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering modern slavery, bribery and corruption.

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 modern slavery in supply chains.

Any points of clarification in respect of this policy and obligations under it should be directed to the Group Compliance Officer.

5. Customer Relations

The Group's customers are central to the success of the business and the Group recognises that customers will only continue to trade with the Group if:

- the Group understands their requirements and continually strives to provide them with a technologically compatible solution;
- the Group continues to develop its product offerings with its clients so as to provide greater levels of added value to their operations in the future; and
- the Group is open and honest in its dealings with clients.

6. Employees

Employees are key to the future success of the Group and its most indispensable asset. To recruit and retain these employees the Group:

- provides an environment where employees adhere to its ethical principles so they can act with fairness, professionalism and integrity;
- ensures equal opportunity for all in recruiting, developing and promoting without regard to race, age, colour, gender or any other basis that could be construed as discriminatory; and
- maintains an environment where mutual respect is expected from everyone.

It is the Group's policy to hire and promote employees on the basis of merit alone. This is the sole requirement for advancement.

In order to facilitate an environment that is conducive to productivity and personal growth the Group prohibits harassment of any kind.

The Group is committed to being an excellent employer, and whilst detailed policies covering the majority of issues are maintained, its key driver in employment matters will always be "What is the right thing to do?".

The Group actively seeks to maximise its employees' potential by creating a culture of personal development and achievement. Through regular formal and informal communication and a comprehensive training platform it will seek to ensure that employees' talents are fulfilled.

The Group's health and safety culture is based on the principle "Work Safe, Be Safe". The Health and Safety Policy states that the Group's ultimate objective is "no accidents and no harm to people". To this end a comprehensive health and safety framework is in place that is supported by trained and qualified staff and a culture of continuous improvement.

The Group is proud of its record in creating an organisation where health and safety is at the forefront of all its activities and recognises that every employee has a right and duty to ensure the health and safety of themselves and their colleagues.

7. External Stakeholders

All of the Group's external stakeholders are fundamental to its sustainability. It owes a duty of respect to these parties and believes in applying the following core principles when engaging with these stakeholders:

- The Group is committed to high standards of corporate governance throughout the business.
- Where its stakeholders have a requirement for information, it is committed to providing this in a full and honest manner.
- The Group recognises that the wellbeing of external stakeholder's is dependent on the Group honouring commitments it gives and, therefore it is dedicated to fulfilling them.

8. Financial Integrity

The Group is committed to ensuring that it has controls in place to ensure the financial integrity of all Group companies. It also has comprehensive disaster recovery plans in place so as to ensure the sustainability of the Group if a disaster occurs.

9. Society and the Wider Community

The Group recognises that it is merely one part of a much bigger community wherever it operates. It has a responsibility to show respect to the rest of this community by minimising our environmental impact and seeking to contribute to the community. It recognises that our current and future employees and clients are also part of this wider community and that its responsibilities to this community do not end with the supply of products.

Key issues that arise out of this statement of ethics

10. How we Compete

The Group will only compete on the merits of its products and services and the added value that these bring to its clients. The Group will respect other parties' intellectual property rights as it would expect the Group's to be respected.

11. Bribery and Facilitation Payments

The Group has a comprehensive Anti-Bribery Policy that it requires all employees to abide by. This policy is available to all on the company intranet and has been widely communicated. In summary the Group will not tolerate bribery or corruption under any circumstances.

12. Gifts and Entertainment

In order to ensure that all our employees understand its stance on gifts and entertainment the Group has a detailed policy, available on the intranet, which provides clear guidance on this important subject. The Group's view is that whilst small tokens and reasonable entertainment are normally acceptable, anything that could in anyway be construed as an inducement is forbidden.

13. Laws and Regulations

The Group is conscious that it operates in a number of different territories and must therefore be aware of any laws and regulations that apply to it that are different to those in the UK. The Group addresses this risk through the use of in country advisors, where appropriate, to ensure compliance with the relevant territories laws and regulations.

14. Timely Payments of Suppliers

The Group is committed to honouring payment terms agreed with its suppliers.

15. Conflicts of Interest

The Group is minded that there may be rare occasions when an employee is faced with a conflict of interest. This circumstance is considered to be rare, but all employees are required to ensure that any conflicts of interest are notified to a member of the Group HR Department or the Group Compliance Officer so that actions to prevent and / or mitigate this conflict of interest can be taken.

16. Use of Group Assets

The Group prohibits the use of its assets for anything other than its business in the normal course of events. In the unlikely circumstance where there is a case for the use of such an asset, then authorisation must come from the Chief Executive Office of the relevant business.

17. Safeguarding Important Information

The Group is conscious that it possesses intellectual property and is occasionally privy to sensitive commercial information from customers or other stakeholders. Whilst rigid controls are in place to try and minimise the risk of a loss of this property through IT systems, or other theft, it expects all employees to recognise that this information belongs to the Group and not the individual. Employees are under no circumstances permitted to distribute this information except in the proper course of business.

18. Political Involvement and Contributions

The Group is apolitical and does not involve itself in any political bodies nor contribute to any political causes/parties.

19. Community Involvement

In recognition of the fact that the Group is operating throughout local communities it recognises the need to support these communities where possible.

20. Modern Slavery

Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labour and human trafficking, all of which have in common the deprivation of a person's liberty by another in order to exploit them for personal or commercial gain. We have a zero-tolerance approach to modern slavery and we are committed to acting ethically and in accordance with this policy in all our business dealings and to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chains.

The Group is committed to ensuring there is transparency in our approach to tackling modern slavery throughout our supply chains, consistent with our disclosure obligations under the Modern Slavery Act 2015. We expect the same high standards from all of our contractors, suppliers and other business partners, and work with them as part of our contracting processes to ensure the principles of the Modern Slavery Act 2015 (including eradicating the use of forced, compulsory or trafficked labour, or anyone held in slavery or servitude, whether adults or children) are upheld. We expect that our suppliers will hold their own suppliers to the same high standards.

Compliance

The prevention, detection and reporting of modern slavery in any part of our business or supply chains is the responsibility of all those working for the Group or under its control. They are required to avoid any activity that might lead to, or suggest, a breach of this policy.

Employees and associates of the Group:

- must notify the Group Compliance Officer as soon as possible if it is believed or suspected that a conflict with this policy has occurred, or may occur in the future; and
- are encouraged to raise concerns about any issue or suspicion of modern slavery in any parts of the business or supply chains of any supplier tier at the earliest possible stage;
- must notify their line manager or the group Compliance Officer if it is believed or suspected that a breach of this policy has occurred or that it may occur.

If further information is required in respect of whether a particular act, the treatment of workers more generally, or their working conditions within any tier of the Group's supply chain constitutes any of the various forms of modern slavery, raise it with the Group Compliance Officer.

Communication and Awareness

The Group's zero-tolerance approach to modern slavery must be communicated to all suppliers, contractors and business partners and reinforced as appropriate.

21. If Something Goes Wrong

All employees are expected to police this code of ethics and speak up if they perceive a breach of Group policies. A formal system has been set up in the Group giving a mechanism for any employee to speak up if such circumstances arise. The details of this mechanism are available to all employees on the British Engines Group intranet.

The Group aims 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. It is committed to ensuring no one suffers any detrimental treatment as a result of reporting, in good faith, their suspicion that a breach of this policy, including non-compliance with the Modern Slavery Act 2015, in whatever form is or may be taking place in any part of the business. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with

raising a concern. Any concerns relating to such treatment should be notified to the Group Compliance Officer.

British Engines Group Corporate (Worldwide) Policy Statement Issue No: 03 Business Group Ethics Policy Statement Issued: May 2017