



CODE OF CONDUCT



Above all, it's about people

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WHAT IS THE CODE OF CONDUCT?

The Code of Conduct provides a clear set of guidelines on the principles which should govern our conduct at work. It sets out how to comply with the Code, and where to get further advice or raise issues relating to the Code. The Code of Conduct is integral to the way in which we do business at Wates and underpins our core values.

WHAT ARE OUR CORE VALUES?

Our core values are:

- > integrity**
Our relationships are built on trust. Those who work for us and with us have a right to be treated fairly. We will not compromise on maintaining the highest safety standards. Our reputation matters to us. We are here for the long term.
- > intelligence**
We take an intelligent approach to everything that we do. We pool our skills and energies in pursuit of the best solutions.
- > performance**
Delivering value for our customers, partners and shareholders is the focus of our work. We work hard to generate excellent results.
- > teamwork**
We are committed to realising our vision through teamwork. Our people and our processes work together in a connected and seamless way.
- > respect for people & communities**
We strive for an inclusive culture based on mutual respect. We respect each other, our suppliers, our customers, our partners, our communities and society at large. We communicate openly with each other and we listen.

DOES THE CODE APPLY TO YOU?

THE CODE APPLIES TO ALL MEMBERS OF THE WATES GROUP, INCLUDING OUR TEMPORARY STAFF WORKING IN EVERY COUNTRY IN WHICH WE DO BUSINESS.

Our managers are responsible for providing leadership and support to their teams in understanding the requirements of the Code, and how to apply them in practice. Every individual at Wates however has a personal responsibility for compliance with the Code.

We expect all those who work in our joint venture and alliances to follow and uphold all of the standards set out in the Code. We expect our sub-contractors and suppliers to uphold similar values to ourselves.

DOES THE CODE EXPLAIN ALL OF THE STANDARDS THAT I NEED TO KNOW?

The Code provides guidelines supported with examples where appropriate. However, it does not address every situation or law that may apply to you. If you are unsure as to whether a course of action is right or wrong, you should ask yourself the following questions:

- (i) Is the action consistent with our core values?
- (ii) Is it the right thing to do?
- (iii) Does it reflect well on Wates and on the person involved?
- (iv) How would the action be reported in the media, and what would be the reaction of management, colleagues, friends or family?

OUR POLICIES, WATES PROFESSIONAL STANDARDS AND SUPPORTING DOCUMENTS UNDERPIN OUR CODE OF CONDUCT:

- (i) Our Policies establish and define the internal rules with which everyone must comply in order to conduct business effectively and to achieve success.
- (ii) Our Wates Professional Standards explain how to execute a specific process in order to deliver well.
- (iii) Our supporting documents (our Rules, Forms, Best Practice and Guidance Documents), set out our organisational rules and standard forms in support of our Wates Professional Standards.

All of our Policies, Wates Professional Standards and supporting documents can be found on the Operating Framework site available at <https://webshare.wates.co.uk/of> or through a link from the intranet home page. Make sure that you know all of those that apply to you.

REPORTING A BREACH

If you have a concern, or you think that a breach of the Code may be taking place, it is important to report this as soon as possible. Speaking up could avoid damage to the company's reputation, save someone's life and protect you personally. We will not penalise anyone for reporting a breach in good faith, even if their suspicions prove to be unfounded.

There are a number of different ways in which you may raise a concern or get help. You may choose any of the below, depending on your preference and on the particular circumstance.

- (i) Report the issue to your line manager or supervisor;
- (ii) Report the issue to the Commercial Legal Advisor or to a member of the Human Resources team;
- (iii) Report the issue by calling Safecall, our confidential reporting service on 0800 915 1571. Safecall is administered by an external firm, ensuring impartiality and confidentiality.

All reported breaches will be investigated appropriately. Depending on the circumstances, the results of an investigation may include disciplinary action up to and including dismissal. Ultimately, findings will be reported to our Executive Committee (ExCo). If a crime is found to have been committed, the investigation team will contact the police who may initiate legal proceedings.

THE CODE

PERSONAL AND BUSINESS INTEGRITY

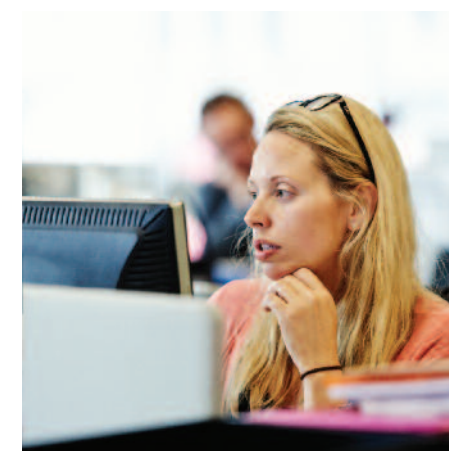
1 | Laws and Regulations

OUR CODE:

"We shall comply with the laws and regulations applicable to our business in all of the countries in which we operate. Laws and regulations represent our minimum standards, but we constantly seek to go beyond these standards."

WHERE TO SEEK ADVICE:

If we are unsure about any law or regulation we shall seek advice from the Commercial Legal Advisor to clarify its meaning and to ensure compliance.



2 | Bribery and Corruption

OUR CODE:

“We shall not offer, give or receive bribes or improper payments or participate in any kind of corrupt activity, either directly, or to or from agents or employees of our suppliers, our competitors, our customers or any government official.”

WHAT IS BRIBERY AND WHAT IS CORRUPTION?

Bribery is to offer, provide or receive something of value, including cash, gifts, hospitality or entertainment as an inducement or reward for something improper.

Corruption involves any of these activities: bribery, extortion, fraud, deception, collusion, cartels, abuse of power, embezzlement and money laundering.

WE SHALL:

- (i) Only use company funds for lawful, ethical and proper purposes;
- (ii) Comply with all of the laws and regulations that prohibit bribery and corruption (including the Bribery Act 2010) and do everything that we can to ensure that any third parties that we deal with (including our joint venture and alliance partners), do the same;
- (iii) Report any attempts at bribery, blackmail or extortion;
- (iv) Seek to avoid even the appearance of wrongdoing. Even an allegation of bribery may seriously damage the company’s reputation.
- (v) Record gifts, hospitality and financial transactions accurately, completely and transparently. See section 4 ‘Gifts, Gratuities and Entertainment’ for further guidance on this.

WE SHALL NOT:

- (i) Be involved in any form of corrupt behaviour;
- (ii) Offer or give anything of value to a public official (or their representative) to induce them to, or reward them for acting improperly in the course of their public duties. See section 3 ‘Facilitation Payments’ for further guidance on this;
- (iii) Pay more than the fair market value for goods and services as a favour or for something in return.

EXAMPLES:

- (i) **Question:** I have a suspicion that someone may be attempting to bribe me.
Answer: Speak to the Commercial Legal Advisor if you are in any doubt as to what is acceptable, or report any issue to any of those referred to under ‘Reporting a Breach’ on page 5.
- (ii) **Question:** We are currently bidding for inclusion on a lucrative framework agreement. We have been asked to provide an extra sum of money to a key decision maker working for the client in extra bid costs in order to ensure a “smooth” process. I have concerns that this money may be a bribe.
Answer: You are right to be concerned. You must know the exact purpose for which the money is needed. Seek the advice of the Commercial Legal Advisor if you are in any doubt as to what is acceptable, or report any issue to any of those referred to in the section ‘Reporting a Breach’ on page 5.

3 | Facilitation Payments

OUR CODE:

“We shall not make facilitation payments in any country in which we do business, and we shall not allow others who work for us to make them. We make no distinction between facilitation payments and bribes. Any type of facilitation payment is prohibited, large or small.”

WHAT IS A FACILITATION PAYMENT?

These are payments or gifts made to public officials in order to speed up or “facilitate” actions that the officials already have a duty to perform. Even though the sums involved may usually be small, and even though the payment of these are often regarded as part of local custom or culture, these payments are illegal in most of the countries in which we operate, including the United Kingdom.

Sometimes a legitimate fee is payable for a speedy service provided by the government (for example, a published amount to get a visa or a new passport more quickly from a consulate). Payment of such fees is acceptable, provided that there is a business need, that the payment is transparent and open, that a receipt is obtained, and that the expense is properly recorded in our financial books.

WE SHALL NOT:

Offer or give anything of value to a public official (or their representative) to induce or reward them for acting improperly in the course of their public responsibilities.

EXAMPLE:

Question: A supplier or agent has suggested that I need to make a special private payment to get something done that I know is included in the contract.

Answer: Any facilitation payments will be in breach of the Code. Seek the advice of the Commercial Legal Advisor if you are in any doubt as to what is acceptable, or report any issue to any of those referred to under ‘Reporting a Breach’ on page 5.



4 | Gifts, Gratuities and Entertainment

OUR CODE:

“We shall ensure that all gifts and hospitality are within reasonable, proportionate limits and we shall never offer or accept anything that could be perceived as a bribe or as an attempt to inappropriately influence a business decision.”

The exchange of gifts and hospitality can build goodwill in business relationships. However, the value of these must be proportionate, reasonable, transparent and auditable, and the intent and timing of any gift or hospitality must also be considered.

Use your judgement and good sense. Ask yourself: would I be happy for the details of any gift or hospitality received or offered by me to be published on the internet or in the local newspaper? If not, the gift or hospitality is probably not acceptable.

WE SHALL:

- (i) Record gifts, hospitality and financial transactions accurately, completely and transparently. Gifts and hospitality must be registered on our Gifts and Hospitality Register;
- (ii) Ensure that any gifts or hospitality that we receive or offer are reasonable and proportionate in value and frequency.

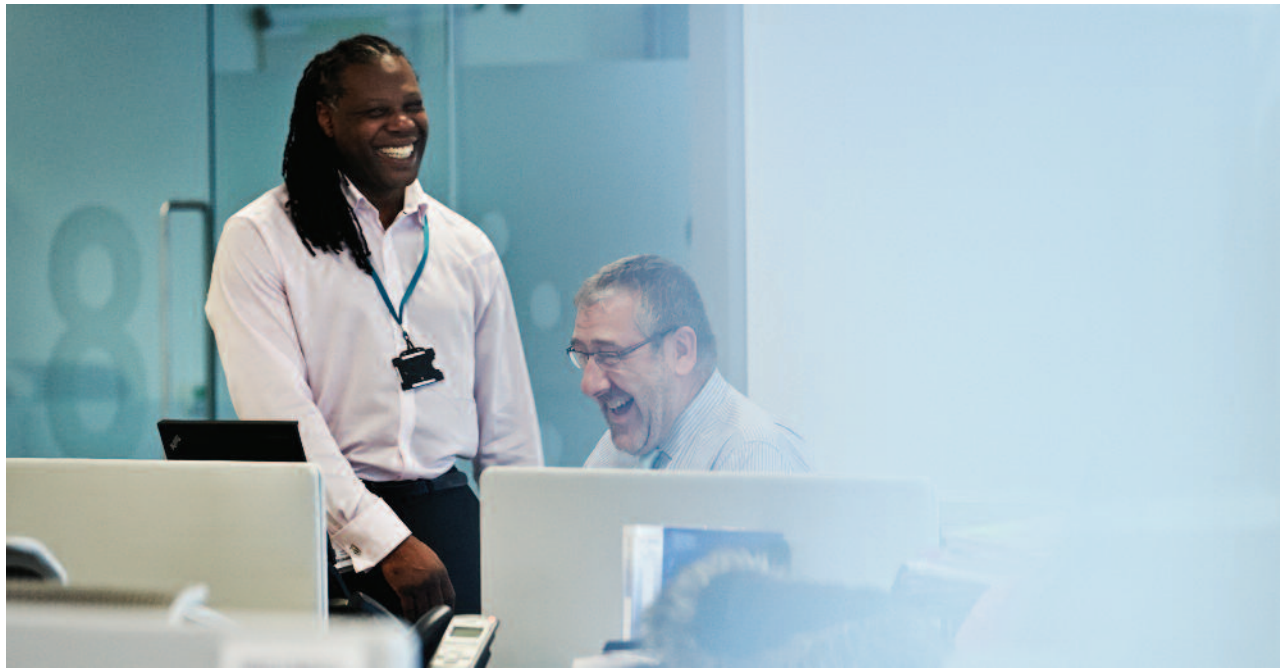
WE SHALL NOT:

- (i) Offer or accept gifts or hospitality if we think that they might impair our or others’ objective judgement, improperly influence a decision or create a sense of obligation, or if there is a risk that they could be misconstrued or misinterpreted by others;
- (ii) Accept any gift or hospitality which is offered for something in return;
- (iii) Give or accept gifts of cash, or cash equivalent (such as gift cards or gift vouchers).

EXAMPLE:

Question: I have received a gift that seems ‘too good to be true’ and/or or which makes me feel obliged to do something in return.

Answer: Always ask if you are not sure as to whether to accept a gift. Make a record of any gift you receive on the Gifts and Hospitality Register.



5 | Fraud, Deception, Dishonesty and Money Laundering

OUR CODE:

“We shall not defraud or deceive anyone or act dishonestly, or allow anyone else to do so, and we shall protect the company against fraud and money laundering.”

WHAT IS FRAUD?

Fraud involves deception and dishonesty, or the abuse of your position in order to obtain a material advantage, or to involve anyone else to do so. This ‘material advantage’ may be money, property, a service, or preferential treatment, and may involve defrauding the company or another party.

Making a ‘false claim’ is also fraud. We make a ‘false claim’ if we:

- › claim for something to which we do not honestly believe that we are entitled;
- › knowingly or recklessly misrepresent or inaccurately record any time spent or materials or services provided;
- › conceal defects or fabricate evidence.

Computer fraud occurs when information technology is used to manipulate programmes or data dishonestly (for example, by altering, substituting or destroying records, or creating spurious records).

Fraud is a criminal offence in the UK, and you may in certain circumstances be prosecuted simply for being careless in allowing fraud to occur, even if you did not deliberately set out to commit fraud yourself.

WHAT IS MONEY LAUNDERING?

Money laundering is concealing the proceeds of criminal activity through a series of otherwise legitimate business transactions. It is closely linked to fraud as well as bribery and corruption.

Watch out for the following, which are key indicators of money laundering taking place:

- › Any situation in which the counterparty will not provide details of its ownership, or where you cannot identify its ownership;
- › Irregularities in the way payments are being made;
- › Requests to make payments in cash or cash equivalent;
- › Requests to make payment in currencies other than those specified in the invoice or contract;
- › Requests to make payments involving unknown or unnecessary intermediaries unless you are clear about their role;
- › Where you recognise that there are overpayments.

WE SHALL (IN RESPECT OF MONEY LAUNDERING):

- (i) Assess the integrity of potential customers and partners and conduct appropriate risk-based due diligence enquiries about any counterparties and any funds, goods or services that we are to receive;
- (ii) Report any concerns about money laundering to the Commercial Legal Advisor.

WE SHALL NOT (IN RESPECT OF MONEY LAUNDERING):

- (i) Discuss any suspicions of money laundering that we may have with a counterparty unless we are authorised by the Commercial Legal Advisor to do so, since we could impede a proper investigation and/or commit an offence of ‘tipping off’ if we fail to get prior approval from the Commercial Legal Advisor;
- (ii) Conceal or disguise monies that may be the proceeds of crime.

WE SHALL (IN RESPECT OF FRAUD, DECEPTION AND DISHONESTY):

- (i) Act honestly, fairly and openly;
- (ii) Ensure that our invoices are based on clear and complete information and that they comply with our contractual obligations;
- (iii) Accurately record all time spent, and expenses, materials and services provided. In particular, we shall take care when calculating and claiming for payment, extensions of time, insurance, loss and expense and variations, and we shall ensure that all of our assessments in relation to these are as reasonable and accurate as possible, as well as evidenced and substantiated.

WE SHALL NOT (IN RESPECT OF FRAUD, DECEPTION AND DISHONESTY):

- (i) Falsify expenses, or claim for expenses which were not properly incurred in carrying out legitimate company business;
- (ii) Use the company's money or resources for an improper purpose;
- (iii) Withhold payment when we do not honestly believe that we are entitled to do so;
- (iv) Make a 'false claim';
- (v) Make payments in cash or cash equivalents.

EXAMPLES:

- (i) **Question:** A supplier has asked for all future payments to be made in cash. What should I do?

Answer: This is suspicious money laundering behaviour. You should seek the advice of the Commercial Legal Advisor as soon as possible, and you should only take further steps in the transaction after the Commercial Legal Advisor has advised you as to how to proceed.

- (ii) **Question:** I have been asked by a colleague to inflate costs on a client invoice.

Answer: We always charge our clients in a fair and transparent manner according to agreed contract terms. You should seek the advice of the Commercial Legal Advisor as soon as possible.

- (iii) **Question:** I have been asked by a colleague to be involved in a scheme for personally accepting money for scrap or items removed from site. Is this acceptable?

Answer: No. This would be a clear abuse of your position in order to obtain a material advantage. You should report this to any of those referred to under 'Reporting a Breach' on page 5.



6 | Political Donations and Contributions

OUR CODE:

"Other than when explicitly approved by the Group Board, or for an individual in a private capacity, Wates does not participate in any party political activities, or make political donations or contributions."

WHAT IS A POLITICAL DONATION OR CONTRIBUTION?

A political donation or contribution may involve cash and non-cash benefits, such as the use of corporate facilities, services or materials, or employee time in order to support a political organisation, party or candidate.

Everyone who works for us has the right to participate in politics in their personal capacity, and to pay political contributions out of their own pocket, so long as this does not lead them into a conflict of interest with the company. However, you may not use the company's time or resources to do so, and you may not appear to represent the company or its views when engaging in personal political activities.

WE SHALL NOT, OTHER THAN WHEN EXPLICITLY APPROVED BY THE GROUP BOARD, OR IN A PRIVATE CAPACITY:

- (i) Make any political donation, whether in cash or in kind, of any amount on behalf of the company;
- (ii) Host or underwrite fundraising events for political parties or individuals holding or standing for elective office on behalf of the company;
- (iii) Make or solicit payments to non-profit or other organisations which predominantly act as conduits for funds to political parties, or individuals holding or standing for elective office on behalf of the company;
- (iv) Appear to represent the company or its views when engaging in personal political activities.

WHERE TO SEEK ADVICE:

If we are unsure about what is acceptable we shall seek advice from the Group Financial Controller, or report any issue to any of those referred to under 'Reporting a Breach' on page 5.

EXAMPLE:

Question: I have been asked by a political party whether Wates will make a small donation to it. I would like to give them £50 and to submit an expenses claim for this amount.

Answer: Donations to political organisations are not acceptable under any circumstances without the explicit approval of the Group Board.



7 | Charitable Donations, Contributions and Sponsorship

OUR CODE:

"We shall actively support and sponsor appropriate charities and other non-profit organisations."

WHAT IS AN "APPROPRIATE" CHARITY AND NON-PROFIT ORGANISATION?

If we are making a charitable donation or commitment of support using the company's resources, we need to check whether the organisation is appropriate and suitable. It must be genuine and correctly registered.

WE SHALL:

- (i) Actively support charitable and other non-profitable organisation initiatives;
- (ii) Ensure that the charity or non-profit organisation is appropriate and obtain the approval of the Chief Executive in advance of a charitable donation of any value, clearly stating which part of the Wates Group wishes to fund this donation and why it wants to support the particular charity or non-profit organisation;
- (iii) Assess any potential conflict of interest before committing to a charitable cause. See section 8 'Conflict of Interest';
- (iv) Apply to Wates Giving in respect of any charity or non-profit organisation that it would be appropriate for the Wates family to support. Further details on Wates Giving may be found on their website www.watesgiving.org.
- (v) Ensure that we never offer or make any charitable contribution as an incentive or reward for obtaining or retaining business or for any other improper purpose.

WHERE TO SEEK ADVICE:

If we are unsure about what is acceptable we shall seek advice from the Group Financial Controller, or report any issue to any of those referred to under 'Reporting a Breach' on page 5.

EXAMPLE:

Question: I have been asked by a client whether Wates will make a small donation to a local charity. I would like to give them £50 of my own money and to submit an expenses claim for this amount.

Answer: Under no circumstances should an employee give money to charity on behalf of Wates without the prior written approval of the Chief Executive.

8 | Conflict of Interest

OUR CODE:

"We shall avoid any act in which we may come into conflict or appear to come into conflict with the interests of the company. We shall declare and resolve any potential conflicts as soon as we become aware of them."

WHAT IS A CONFLICT OF INTEREST?

A conflict of interest arises when two or more interests compete, potentially compromising our judgement, loyalty or independence. Often, a perception of a possible conflict of interest may be as damaging as an actual conflict of interest. A conflict of interest (or a perceived conflict of interest) may involve:

- › Your employment or relationship with an organisation that is (or is seeking to become) a competitor, client of Wates, or a supplier of goods and services to Wates;
- › Your relative or friend having a business dealing with Wates;
- › An investment that could affect, or appear to affect, your decision-making on behalf of Wates;
- › You being asked to serve on the Board of Directors of another organisation.

As soon as you realise that there may be a potential conflict, you should disclose it and seek approval or guidance. If in doubt, consult the Commercial Legal Advisor. Failure to disclose a conflict may result in disciplinary action. You should consider the following questions in assessing whether there may be a conflict of interest:

- › Are the decisions that you make in your capacity as a Wates employee affected or potentially affected?
- › How would your situation appear to your colleagues and to the media?

WE SHALL:

- (i) Notify the Commercial Legal Advisor of any conflict of interest or potential conflict of interest and remove ourselves from the decision-making process.
- (ii) Seek approval before accepting any outside employment, advisory position or directorship

WE SHALL NOT:

- (i) Use our position, contacts or knowledge gained at Wates for personal gain, or to benefit family or friends;
- (ii) Do anything that might create the impression that customers, suppliers or the client have a contact at Wates who may exert influence on their behalf;
- (iii) Accept gifts and hospitality or offer a charitable donation that could impair our judgement or independence, or be open to misinterpretation. See also section 4 'Gifts, Gratuities and Entertainment', section 6 'Political Donations and Contributions' and section 7 'Charitable Donations, Contributions and Sponsorship' for more information.

EXAMPLE:

Question: I am involved in the selection of a sub-contractor. The management team of one of the sub-contractors that we are considering is my father-in-law. What shall I do?

Answer: You must declare and report to the Commercial Legal Advisor any relationship where there may be a potential conflict of interest and remove yourself from the decision making process in relation to the selection of the sub-contractor.

9 | Competition Law Compliance

OUR CODE:

“We shall trade fairly, openly and honestly in all of our markets, and shall not act in a way which prevents, restricts or distorts competition, or seek an unfair competitive advantage.”

WHAT IS COMPETITION LAW?

Competition law prohibits business practices that restrict free and fair competition, such as:

- › Bid rigging;
- › Price fixing;
- › Agreements between competitors to share in, or not to compete in particular markets or for particular customers;
- › Agreements to avoid certain sub-contractors or suppliers;
- › Using one’s size or position to unfairly keep out competitors or to exploit customers or third parties;
- › Cover pricing, or soliciting information about a competitor’s bid.

Any agreement with our competitors may potentially raise competition issues. An agreement does not have to be in writing to be illegal. An informal, tacit ‘understanding’ with a competitor in relation to a commercial behaviour may also potentially be deemed to be inappropriate. Violations of competition law may result in prison for the individual, and in very large fines being levied against the company.



WE SHALL:

- (i) Keep sensitive information such as pricing confidential;
- (ii) Take care when dealing with our sub-contractors, suppliers and other contractors, since any agreement with them (whether in writing or merely by tacit approval) may potentially raise competition concerns;
- (iii) Inform the Commercial Legal Advisor or any of those referred to under ‘Reporting a Breach’ on page 5, immediately if we receive any confidential information that we should not have obtained (if, as part of a tender process for example, we are accidentally sent a competitor’s tender by the company who is running the tender);
- (iv) Report any suspicions of possible anti-competitive behaviour to the Commercial Legal Advisor, or to any of those referred to under ‘Reporting a Breach’ on page 5.

WE SHALL NOT:

- (i) Disclose to or exchange with our competitors any non-public, commercially sensitive information such as price, contract negotiations, capacity, bidding intentions, commercial strategies or customers.

EXAMPLES:

- (i) **Question:** I have been offered sensitive and confidential information about a competitor’s tender.
Answer: You should not accept this offer, and you should immediately inform the Commercial Legal Advisor or any of those referred to under ‘Reporting a Breach’ on page 5.
- (ii) **Question:** A competitor has asked me a question over lunch about Wates’ bidding intentions in respect of an upcoming tender. How should I respond?
Answer: You should not pass on Wates’ bidding intentions to a competitor. Any kind of agreement or discussion with a competitor in respect of bidding intentions or commercial strategy could potentially raise competition concerns.

10 | Drugs and Alcohol

OUR CODE:

“We do not tolerate any Wates people, including those working with us or for us, or any other person connected with our work activity, reporting for work at any of our premises whilst under the influence of drugs or alcohol.”

WHAT IS BEING UNDER THE INFLUENCE OF DRUGS OR ALCOHOL?

Being “under the influence of” drugs means testing positive for the presence of any of the following, for which no legitimate and verified explanation may be found:

- › Amphetamines, including Ecstasy
- › Barbituates
- › Benzodiazepines
- › Cannabis
- › Cocaine
- › Methadone
- › Opiates
- › Any other illegal drug

Being “under the influence” of alcohol means testing positive to the presence of alcohol above the UK legal limit for driving, which is 35 microgrammes of alcohol per 100 millilitres of breath. Wates people must be within these tolerance limits whenever they report for work.

Wates operates a random and ‘for cause’ testing procedure for drugs and alcohol.

WE SHALL:

- (i) Present ourselves at work in a fit condition to perform our job, free from the influence of alcohol or illegal drugs;
- (ii) Take a positive approach to any employee/worker seeking guidance in overcoming alcohol and/or drug related problems (provided that these problems are raised prior to testing);
- (iii) Notify our line manager of the possible impact on health and safety or fitness to work of any medication prescribed to us;
- (iv) Investigate any instances of drug or alcohol use in breach of the Code and take suitable action (up to and including dismissal or termination of contract).

WE SHALL NOT:

- (i) Tolerate the use of drugs or alcohol by any members of our teams during working hours,
- (ii) Condone, recommend or encourage the consumption of alcohol outside of prescribed safe limits.

WHERE TO SEEK ADVICE:

Any queries regarding this Code may be addressed to the Human Resources team and/or the SHE team. Following an accident, serious occurrence or ‘near miss’ on a Wates project or in a Wates office, in instances in which someone on such project/office is suspected of being under the influence of drugs or alcohol, the Project Manager or most senior Wates manager on such project/ office should contact the Business SHE Manager immediately to discuss the need for alcohol and/or drugs testing.

WORKING RELATIONSHIPS

11 | Equality, Diversity and Inclusion

OUR CODE:

“We believe that everyone should be employed and promoted solely on the basis of their personal merit and contribution. We are committed to eliminating discrimination among our workforce and to treating everyone with fairness and respect.”

WE SHALL:

- (i) Provide equal opportunity and respect for all;
- (ii) Maintain a supportive work environment (see also section 12 ‘Harassment, Bullying and Discrimination’);
- (iii) Comply with all employment laws in respect of diversity and inclusion, and comply with the Equality Act 2010;
- (iv) Hire on the basis of talent, merit and potential;
- (v) Reward using market rates for our industry, and ensure that we apply these fairly and consistently to all of our people;
- (vi) Ensure that our decisions are made fairly and without discrimination;
- (vii) Accommodate cultural or religious practice where possible.

WHERE TO SEEK ADVICE:

Any queries regarding this Code may be addressed to our Human Resources team. You should report any breaches of this Code to those referred to under ‘Reporting a Breach’ on page 5.

12 | Harassment, Bullying and Discrimination

OUR CODE:

“We shall not tolerate any kind of harassment, bullying or discrimination by anyone or against anyone who works for us or with us. We believe that everyone should be provided with a safe and secure environment and behave in a professional and respectful manner towards one another.”

WHAT IS HARASSMENT AND BULLYING, AND WHAT IS DISCRIMINATION?

Harassment and bullying refers to any action or behaviour which an individual or group finds unwelcome, which violates their dignity, or which has a humiliating, intimidating, threatening, violent, hostile, degrading, offensive or discriminatory effect, even if this was not intended by the person responsible for the action or behaviour. We should be particularly sensitive to actions or behaviour that may be acceptable in one culture, but not in another.

Discrimination refers to the treatment of a person or group based on factors relating to characteristics such as age, disability unrelated to the task in hand, gender re-assignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex or sexual orientation, union membership or political affiliation.

Harassment, bullying and discrimination could include the following:

- (i) unwanted nicknames or demeaning comments relating to any of the characteristics mentioned above;
- (ii) unwelcome jokes or comments;
- (iii) the use of obscene gestures;
- (iv) excluding an individual on the basis that they have a characteristic referred to above, or are associated or connected with someone with a characteristic referred to above (whether or not such individual does, in fact have such characteristic);
- (v) asking questions relating to a person's sexual orientation, religion or political affiliation or any of the characteristics above.

WE SHALL:

- (i) Speak up about harassment, bullying or discrimination;
- (ii) Encourage and support those who challenge or report such behaviour;
- (iii) Intervene to stop bullying, harassment or discrimination;
- (iv) Ensure that there is a supportive working environment for all.

WE SHALL NOT:

- (i) Tolerate any action or behaviour that could be viewed as harassment, bullying or discrimination;
- (ii) Make inappropriate jokes, try to humiliate a colleague, or spread gossip and rumours that might be, or could be perceived as being, hurtful and disruptive;
- (iii) Threaten a colleague with physical or verbal violence.

WHERE TO SEEK ADVICE:

Any queries regarding this Code may be addressed to the Human Resources team.

Remember, you may be able to resolve matters informally yourself. If an informal approach does not resolve matters, or you feel that the situation is too serious to be dealt with informally, you may make a formal complaint by using the Wates Grievance Rules. You may also report any breaches of this Code to those referred to under ‘Reporting a Breach’ on page 5.



13 | Fair Dealing and Fair Payment

OUR CODE:

“We shall act with honesty and integrity and deal fairly with our supply chain, partners, competitors and clients, the people they employ and the wider community. We shall seek to ensure certainty of payment and the prompt payment of our supply chain.”

Our success is dependent upon the strength of our relationships. Honesty, transparency, professionalism and integrity are the hallmarks of our behaviour.

WE SHALL:

- (i) Treat our supply chain, partners, competitors and clients, the people they employ and the wider community in a professional and courteous manner;
- (ii) Communicate with our supply chain, clients and partners on a clear, regular and truthful basis;
- (iii) Develop and maintain strong, long lasting relationships;
- (iv) Select our supply chain based on a fair, objective process and on their competency for the job (e.g. price, service, delivery, quality, health and safety record, reliability and technical ability) ;
- (v) Pay our supply chain promptly and in accordance with agreed contract terms.

WHERE TO SEEK ADVICE:

If we are unsure as to what is acceptable we shall seek the advice of the Commercial Legal Advisor to ensure compliance.





OUR ENVIRONMENT & COMMUNITIES

14 | Health and Safety

OUR CODE:

“We shall not compromise the safety of anyone involved in, or affected by our activities. Health and safety, and a zero harm culture are our first priority.”

WHAT IS “ZERO HARM”?

Zero harm means (in relation to all those who work for us or with us, or to any member of the public): no deaths, no injuries, no accidents and no long-term harm to health. We are committed to eliminating the risk of serious harm from all of our activities, and to keeping our people healthy. Senior managers have a responsibility to provide strong leadership on health and safety. However, responsibility for safety lies with each and every one of us.

WE SHALL:

- (i) Protect the health and safety of everyone involved in, or affected by, our activities;
- (ii) Follow the rules, policies and procedures set out on health and safety;
- (iii) Only undertake work for which we are trained, competent, medically fit and sufficiently alert to carry out;
- (iv) Understand our health and safety roles and responsibilities;
- (v) Challenge and report anything that we believe is or could become unsafe (using our ‘near miss’ reporting system), or reporting to those referred to under ‘Reporting a Breach’ on page 5;
- (vi) Lead by example, demonstrating our commitment to safety and inspiring others to do the same;
- (vii) Familiarise ourselves with the emergency procedures where we work;
- (viii) Recognise our personal responsibility for our own safety and that of others.

WE SHALL NOT:

- (i) Carry out any task which is not safe, or which could adversely impact our health, or the health of others;
- (ii) Prioritise other objectives over health and safety;
- (iii) Walk past or ignore a potential health and issue, or assume that it is someone else’s responsibility.

WHERE TO SEEK ADVICE:

Any queries regarding this Code may be addressed to our SHE team. You should report any breaches of this Code to those referred to under ‘Reporting a Breach’ on page 5.

EXAMPLES:

- (i) **Question:** I have seen something on a site that may potentially be a risk to safety, but I am not sure. What should I do?
Answer: If you are not sure, challenge and ask. You have a personal responsibility for your own safety and that of others.
- (ii) **Question:** I have been asked to carry out a task which is intended to save time and money, but which I think could potentially be at the expense of health and safety. What should I do?
Answer: All those who work with us and for us may refuse to carry out any task that is not safe, or which could adversely impact health. Challenge and report anything that you believe is, or could become unsafe; either by using our ‘near miss’ reporting system, or reporting to those referred to under ‘Reporting a Breach’ on page 5.

15 | Environment

OUR CODE:

“We shall comply with all laws, regulations and rules for the protection of the environment and for the conservation of natural resources. We shall set and exceed high standards of best practice to ensure that we make a positive contribution to the environment.”

WE SHALL

- (i) Prevent pollution and demonstrate a positive impact on the environment in all our activities as well as those of our supply chain;
- (ii) Prioritize the use of materials and services with the lowest environmental impact, and with consideration of non-hazardous , renewable, recyclable and re-useable material;
- (iii) Reduce our energy consumption on our sites, in our offices and when we travel;
- (iv) Reduce our water consumption, improve our water efficiency and reduce our waste and polluting emissions;
- (v) Protect wildlife and conserve their natural habitats;
- (vi) Promptly report any environmental incidents (e.g. a spill or release of material to the environment).

WE SHALL NOT

- (i) Breach environmental laws or regulations;
- (ii) Ignore the impact of our activities and projects on the environment.

WHERE TO SEEK ADVICE:

Guidance may be sought from your Procurement Director or the Group Sustainability Director. You may also report any issue to any of those referred to under ‘Reporting a Breach’ on page 5.

EXAMPLES:

- (i) **Question:** Do all environmental incidents on Wates projects, offices or sites have to be reported?

Answer: Yes. Everyone who works for Wates has a duty to prevent, identify and report all actual and potential environmental incidents. Failure to do so could cause further impact on the environment as well as result in financial, legal or reputational consequences for the company.

- (ii) **Question:** I work in a Wates office. How can I make a difference to the environment?

Answer: There is much that you can do to make a difference. You can, for example, recycle your waste, ensure that your computer and all power is turned off before you leave every day and reduce your energy consumption when you travel.

16 | Ethical Sourcing

OUR CODE:

“We shall conduct our business to the highest possible ethical standards, and influence our suppliers, clients and partners to operate to the same high standards as ours.”

WHAT IS ETHICAL SOURCING?

Ethical sourcing refers to the making of purchasing decisions as ethically and responsibly as possible within our commercial framework. We must ensure that any products bought by us or used on our sites are not subject to illegal practices in respect of safety, labour standards, child labour, or human rights offences.

WE SHALL:

- (i) Ensure an ethical basis to our business practice.

WE SHALL NOT:

- (i) Appoint a supply chain member which is known to trade un-ethically , or who is known to use child labour, or operate standards of safety, labour and human rights that are not in compliance with local laws;
- (ii) Procure products from illegal sources.

WHERE TO SEEK ADVICE:

Guidance may be sought from your Procurement Director / Manager, or the Group Sustainability Director.

EXAMPLES:

- (i) **Question:** I believe that the timber being used on my site is from illegal sources.

Answer: All suppliers must procure their timber from legal and sustainable sources which meet FSC (the Forest Stewardship Council) and PEFC (Programme for the Endorsement of Forest Certification) scheme requirements or equivalent standards. You should inform the Procurement Director / Manager or Sustainability Director who will advise you on further actions.

- (ii) **Question:** We are buying external stone cladding from a supplier outside the European Union. What steps do I need to take?

Answer: We must ensure that any products bought by us or used on our sites are not subject to illegal practices in respect of safety, labour standards, child labour, or human rights offences. When procuring products, sufficient information on their country of origin should be obtained. Where appropriate, a third party audit should be undertaken of the manufacturer or supplier. Your Procurement Director / Manager or Sustainability Director will advise you on further actions.



COMPANY PROPERTY, RECORDS AND INFORMATION MANAGEMENT

17 | Proper Business Records

OUR CODE:

"We shall maintain accurate and complete business records and accounts of all of our transactions and ensure that these honestly and fairly reflect our business. We shall not alter, destroy, conceal or falsify documents, accounts or records."

WE SHALL:

- (i) Record all information accurately, honestly and in compliance with the law;
- (ii) Ensure that any figures that we record are accurate and substantiated;
- (iii) Ensure that any information we disclose about the company is properly authorised and complete;
- (iv) Show financial integrity in submitting and approving expense claims;
- (v) Report any concerns about omission or falsification of or misleading information to the Commercial Legal Advisor. See also section 5 'Fraud, Deception, Dishonesty and Money Laundering.'

WE SHALL NOT:

- (i) Make a false or misleading entry in a report, record or expense claim or try to influence others to do so;
- (ii) Destroy or alter any information or data that must be kept for legal or litigation reasons or for an investigation.

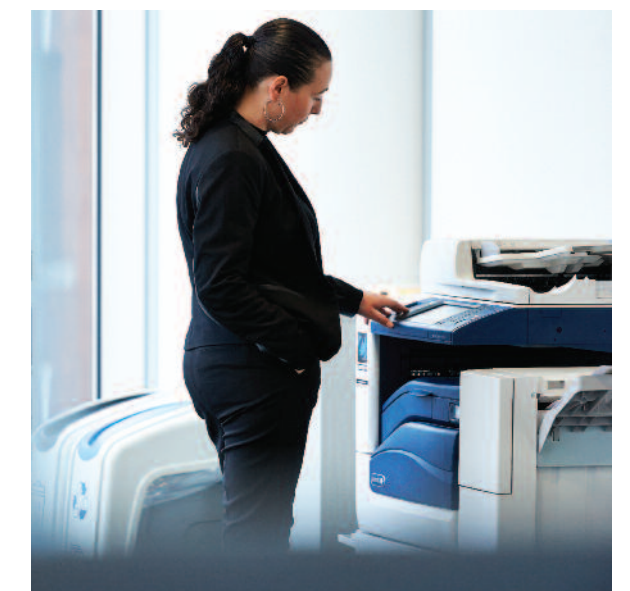
WHERE TO SEEK ADVICE:

If we are unsure about what is acceptable we shall seek advice from the Commercial Legal Advisor to clarify its meaning and to ensure compliance.

EXAMPLES:

- (i) **Question:** I have been asked by a client to change a record.

Answer: We never record things in the wrong place or in the wrong way, no matter who requests this. Records must be accurate, honest and compliant with the law. You should inform the Commercial Legal Advisor or any of those referred to under 'Reporting a Breach' on page 5.



18 | Confidential information

OUR CODE:

"We shall keep confidential information safe and protect it from unauthorised disclosure. Confidential information belonging to customers or to other third parties shall be protected in the same way."

WHAT IS CONFIDENTIAL INFORMATION?

Confidential information is any information which is classed as confidential, developed by, or entrusted to the company. This could include financial information, know-how, business or marketing strategies, tender documents, and customer, supplier, or employee information. It may be oral, visual, in writing, or in any other form.

WE SHALL:

- (i) Keep all confidential information safe and only share it internally on a 'need to know' basis;
- (ii) Only disclose confidential information to a third party on a confidential basis and with appropriate authorisation to do so;
- (iii) Report any confidential information received in error to the Commercial Legal Advisor and immediately return it to its rightful owner;
- (iv) Ask for advice if we think that confidential information may have been compromised;
- (v) Ensure that our customers, suppliers and other third parties protect our confidential information by requiring them to sign our Wates standard form Non-Disclosure Agreement.



WE SHALL NOT:

- (i) Leave confidential information unsecured, or otherwise fail to take care of it;
- (ii) Discuss confidential information in a way that may be overheard in public;
- (iii) Elicit or seek to discover confidential information from another.

WHERE TO SEEK ADVICE:

If we are unsure about what is acceptable we shall seek advice from the Commercial Legal Advisor to clarify its meaning and to ensure compliance.

EXAMPLES:

- (i) **Question:** I have been asked to attend a conference call to discuss a highly sensitive, confidential business matter. However, I am likely to be on a train at the time of the call.

Answer: You should arrange for the call to be held at a time when you will not be in a public place. Always be mindful of who might be listening to conversations and never conduct highly sensitive business in areas in which confidentiality is likely to be compromised.

- (ii) **Question:** I have left an unlocked briefcase containing highly work-related confidential papers on a train. Should I tell Wates?

Answer: Yes. Ask the Commercial Legal Advisor for advice if you think that confidential information may have been compromised.

19 | Data Protection and Privacy

OUR CODE:

"We shall respect an individual's right to privacy and treat all personal data as confidential. We shall always comply with data protection and privacy laws."

WHAT ARE DATA PROTECTION AND PRIVACY LAWS, AND WHAT IS PERSONAL DATA?

Data protection and privacy laws regulate the collection, storage, disclosure, use and disposal of personal data.

Personal data is any information which is capable of identifying a living individual, such as their name, address, date of birth, national insurance number or job title.

It is a complex area. Always seek the advice of the Commercial Legal Advisor (who is the Data Protection Officer for Wates) if you are in any doubt as to the position.

WE SHALL:

- (i) Respect personal data and keep it confidential and secure;
- (ii) Ensure that access to personal data is only provided to employees who are strictly authorised to access such data;
- (iii) Only collect the personal data that we need, informing the individuals involved of why we need the data, and of the people to whom we may disclose it;
- (iv) Only disclose personal data to those who have a legitimate need to know, or with the consent of those whose information we hold;
- (v) Dispose of personal data securely;
- (vi) Report losses of personal data promptly to the Commercial Legal Advisor.

WE SHALL NOT:

- (i) Seek personal data without permission;
- (ii) Use or support databases of "blacklisted" people or supply any information to such databases;
- (iii) Transfer personal data outside its country of origin, or give other markets access to it without ensuring that the transfer is permitted under legislation.

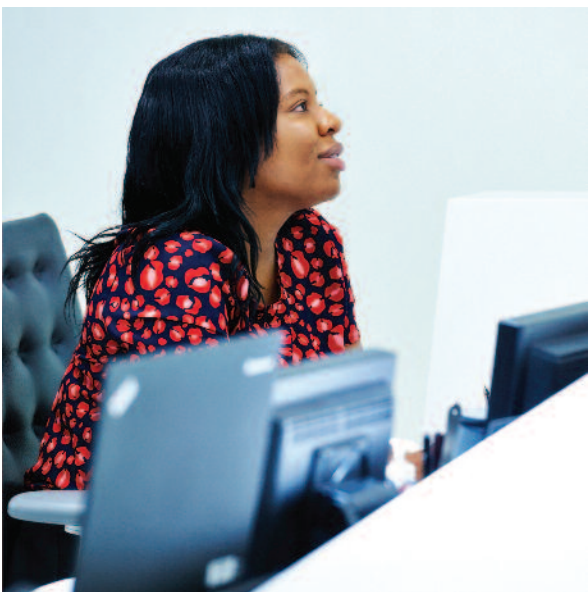
WHERE TO SEEK ADVICE:

If we are unsure about what is acceptable we shall seek advice from the Commercial Legal Advisor to clarify its meaning and to ensure compliance.

EXAMPLE:

- (i) **Question:** I have found some documents in one of the meeting rooms at Wates which contains personal information, including salaries and home addresses. What should I do?

Answer: Contact and give the documents to the Commercial Legal Advisor as soon as possible. Protecting data privacy is the personal responsibility of each Wates employee.



20 | Using Company Computer Systems, IT Systems and Telephones

OUR CODE:

“Company computer systems, mobile telephones and tablet devices are for use at work. The company permits reasonable and appropriate personal use for non-work related purposes.”

Our company computer systems and the information held on these are valuable business assets. They must be used only for the purpose for which they were intended, and we must not use them in any way which could affect their operation or integrity, or which could bring our business into disrepute. Any information held on these assets should be considered as company property, and therefore as being bound by this Code and by relevant legislation.

Company computer systems include:

- › Desktops, laptops, tablets, landlines, smart and mobile telephones;
- › Computer networks (either private or public);
- › Storage devices such as CDs, memory sticks and hard drives;
- › Any applications using company data;
- › Information stored in or transmitted by email, voicemail, facsimile, electronic files, databases and social media platforms and technologies.

Personal use of company computer systems is a privilege, and not a right. Subject to local laws and regulations, the Wates Group may monitor emails and internet access and usage, whether work-related or not, and will analyse mobile telephone bills in order to ensure appropriate usage, data, texts and costs.

WE SHALL:

- (i) Ensure that, when using company computer systems for business and personal use, these are used in a safe and secure manner;
- (ii) Ensure that all means are taken to protect the device against theft, loss or damage.

WE SHALL NOT:

- (i) Use company systems, hardware and software to create, obtain, or distribute illegal or offensive materials;
- (ii) Expect privacy when using company systems for personal or private use, unless local laws or legislation permit otherwise.

WHERE TO SEEK ADVICE:

If we are unsure about what is acceptable use, please contact the Wates IT Service Desk for further advice in the first instance.

EXAMPLES:

- (i) **Question:** You are browsing the web during your lunch hour on your Wates provided laptop. You go to a website which directs you to some inappropriate images and content. It is your lunch hour and your personal time. Is this acceptable?

Answer: As a general rule, it is never acceptable to look at inappropriate content or images, and certainly not on a Wates provided device. Our computer and security systems block inappropriate sites. However, we do recognise that on occasions, some content may not be filtered. If this is the case and inappropriate content is identified, please make a note of the website and contact the Wates IT Service Desk, where appropriate action will be taken to block future access to the offending web pages.

- (ii) **Question:** You are working away from home and you call your family on your Wates provided mobile telephone. You are on Wates Group business so you should be allowed to use your Wates provided mobile telephone to keep in touch with your family. Is this acceptable?

Answer: Wates allows reasonable use of your mobile phone to keep in touch with family and friends. By this we mean short duration calls (generally limited to 10 minutes). You should not be using the mobile telephone to make calls for an excessive amount of time.

21 | External Communications

OUR CODE:

“We shall communicate or disclose information about the company in a timely, accurate and honest way and only with express permission.”

WHAT ARE EXTERNAL COMMUNICATIONS?

External communications are any external messages from the company (or anyone we authorise) about us, or our business. They include press releases, communications with news media or journalists, promotional materials or advertisements in oral or written form (including via email and social media).

WE SHALL:

- (i) Ensure that all company communications have received prior internal approval from the Communications Team;
- (ii) Seek approval from both our line manager/ supervisor and the Communications Team before agreeing to any external speaking engagement and seek approval of the content of the presentation;
- (iii) Take care what we say at meetings or at public events, on email, texts and on any social media (including Twitter and Facebook) which could bring the company into disrepute or act against the company’s interests;
- (iv) Report all media enquires immediately to the Communications Team who will advise on the appropriate course of action.



WE SHALL NOT:

- (i) Respond to the media, regulators, government agencies or any other external enquiries without express permission;
- (ii) Express our personal views in a way that might lead them to be interpreted as the views of the company;
- (iii) Say or write statements in emails, texts or social media which may damage the company’s relationship with its clients, customers or any third parties or which we would not want read in the newspapers.

WHERE TO SEEK ADVICE:

If we are unsure about what is acceptable we shall seek advice from the Head of External Communications.

EXAMPLES:

- (i) **Question:** I have been telephoned by the press to provide an urgent statement on an issue relating to a project on which I have worked. I assume that it is fine to give them the statement?

Answer: Immediately refer all enquiries from the press to the Communications Team. Never provide any information to the press without prior permission from the Communications Team.

- (ii) **Question:** I have received an invitation to speak at a conference which I would like to accept. I assume that this is fine?

Answer: You must obtain approval from your line manager/ supervisor and the Communications Team before agreeing to any external speaking engagement. If approved, they will give you guidance and review your presentation before the conference.



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