

Code of Conduct



SureserveGroup

Who we are

The Sureserve Group is a leading social housing energy services group, providing exceptional services to homes, businesses and communities across the UK, making them safe, warm and sustainable through responsible business.

The Sureserve Group works to be the trusted partner of choice to the social housing and related public sector in delivering essential and affordable heating, energy savings, and compliance solutions, playing a key and progressive role in decarbonisation, always delivering for customers, employees, residents and the environment with safety, integrity and respect at the forefront of everything we do.

Introduction from our Chief Executive Officer

Sureserve is a social housing energy services group, working across the UK with public sector clients. We have a strong reputation that has been developed through our people and quality of services over many years. We are in a position of leadership in our key markets, which is a testament to the success of this journey.

At the heart of our success has been an ethos of respect and integrity, which are two of the core values of Sureserve's Code of Conduct. The way in which we deal with each other, and our external partners, not only defines the brand, but develops standards which enable the Group to grow further. In many instances, high standards of business integrity are common sense, but every Group employee and external partner is ultimately responsible for their actions, which reflect on the Group as a whole. If these standards are not met, the Group would be exposed to loss of reputation and future business, or for offending individuals, fines and/or imprisonment.

Every relevant employee and business partner is to be provided with a copy of this Code and we expect them to safeguard its standards. The Group's senior management are responsible for a communication plan, along with relevant training on a periodic basis, in which we expect applicable staff to participate.

If you are aware of any breaches of this Code, you have a responsibility to report it confidentially to the Group's Company Secretary (and nominated Chief Compliance Officer) or the Senior Independent Director. Their contact details are found at the end of the Code. I would like to stress the importance of consultation if you are in any doubt or have any concerns.

The reputation and future of the Group is in our own hands, I hope this Code allows us to continue to grow and build a bigger and more successful group in the future.

Graham Levinsohn,
Chairman and Chief Executive Officer

**“OUR MAJOR
CUSTOMERS,
SUPPLIERS
AND FUNDERS
RELY ON THE
GROUP’S
REPUTATION
FOR RESPECT,
INTEGRITY AND
EXCELLENCE”**



Background to the Code of Conduct

This Code of Conduct (“Code”) sets out the ethical principles by which all businesses and employees of Sureserve Limited (“the Group”) are expected to operate worldwide. Compliance with the Code helps to sustain and enhance our reputation and provides a strong message of integrity to all our stakeholders.

There are a number of parties who are specifically subject to the Code:

- All employees, but especially those who interact with third parties (referred to as “Relevant Employees”)
- All individual reporting entities within the Group, which might be a legal entity, trading branch or site, depending on the divisional structure (and referred to as a “Business Unit”)
- All subcontractors, suppliers, associates and joint venture partners with whom we do business in Sureserve (who we refer to as “Business Partners”)

Our major customers, suppliers and funders (who we refer to as “Trading Partners”) rely on the Group’s reputation for honesty, integrity and quality. As such, we will also provide this Code to all such trading partners.

We must take the greatest care in how we deal with the employees of governmental, state-owned and other public organisations, who we refer to as “Public Officials”. There is stringent legislation referred to in the “Preventing corruption” section that discusses this further.

The Board has nominated John Charlton, Group Company Secretary, as Chief Compliance Officer, to monitor compliance with the Code. Further, to assist in implementing, communicating and administering the Code, a group of “Senior Managers” has been identified. These individuals comprise the senior operational leadership of the Group, who can be found on the Sureserve website at <http://www.sureservegroup.co.uk>, together with the Sureserve Company Secretary and Group Financial Controller.

Senior Managers must lead by example, and give those who report them the necessary resources and support to understand and follow this Code’s requirements. The Code is nevertheless no substitute for accepting individual responsibility and we must each exercise sound judgement and common sense in our actions and dealings with others and if in doubt, seek advice as necessary.

Core Principles of the Code

Every employee and Business Partner has a critical part to play in ensuring the Code becomes part of the fabric of our organisation – “doing business the right way” is not about compliance, but culture. No employee or Business Partner should be afraid to express their concerns about perceived unethical behaviour and consultation is critical, even when they are unsure as to its importance or materiality. In adopting the Code, encapsulated in the following Core Principles, we can work together to deliver growth and prosperity to the Group.

Our ethos of honesty and integrity is a responsibility we carry as a Group to all our stakeholders and our commitment includes the following:

We aspire to deliver organic and acquired growth in all our operations

We invest in operations where growth opportunities are identified, make complimentary acquisitions where they fit with the ethos and direction of the Group and divest business lines we feel would be better held in the hands of others, always subject to rigorous financial and commercial review.

We behave with integrity

In an environment of continuous business change, the Group promotes a culture of honesty, transparency and fairness. This extends to a commitment to doing business the right way, where we will not partake in unethical practises such as bribery and expect the same of our Business and Trading Partners.

We are objective and trustworthy

Group employees act without bias and conflicts of interest. We contract with our Trading Partners on arms length terms and charge a fair price for work performed. In return we expect to have our work valued promptly and to be paid on time. We do not collude with competitors or otherwise act in an anti-competitive fashion. When confidential information is placed in our care, we respect its sensitivity and keep it secure.

We do business the right way

Our clients and their customers are at the core of everything we do. Even in the most challenging trading circumstances, we ensure we work in the right way by focusing on quality of service and delivery. An in-depth knowledge of our clients' challenges helps us to anticipate and respond to their requirements, improve our services and increase our chances of securing contract renewals and extensions.



We focus on operational excellence

By focussing on risks and winning contracts with appropriate returns, we aim to deliver our business profitably. Each business is assessed on its return on trading capital employed and this informs our decision making in where we seek to grow. This approach means that getting paid on time is as important as the level of profitability on each contract and enables us to work with clients on terms that benefit each party.

We look to improve continually both our service and our efficiency by investing in systems, training, development and safety.

Our challenges have served to make us stronger and we are focused on operational excellence, not only in the provision of service to clients and customers, but in commercial management and financial discipline.

We respect our colleagues

Group employees have the right to work in a secure environment, with proper training and equality with their peers. We expect our employees to conduct themselves to the highest of ethical standards and to recognise the contribution of their colleagues.

We respect the laws and principles of the jurisdictions in which we operate

The Group recognises its obligations as a leading public company and expects its employees to observe the laws, rules and regulations in all jurisdictions where the Group has operations.

We behave in a socially and environmentally responsible manner

The Group applies socially responsible principles to its business strategy. Health and safety is at the core of our operational focus. We respect local communities and are sensitive to the concerns they may have. We always strive to apply the highest standards in protecting the environment.

6 A: Preventing corruption

The way we deal with Business Partners, Trading Partners and Public Officials will direct our business growth as a Group in the long term. The ethos of the Group is about acting in a transparent and fair manner, which includes neither offering nor accepting bribes or inducements, nor having involvement in any corrupt dealings and practices. Attempting to improperly influence a person, Public Official or business outcome is also unacceptable.

Bribery and corruption

In July 2011 the Bribery Act (2010) came into UK law. The Group has procedures to comply with the Act including extensive training for relevant employees. The Group also maintains a bribery and corruption policy, which is supplementary to the the Group's Code of Conduct.

Bribery is determined as follows:

- Offering, promising, or giving anything of value to another person to induce them to improperly perform their duties in order to obtain or retain business for the Group
- Requesting, agreeing to receive, or accepting anything of value as a reward for or as an inducement to act improperly in relation to the awarding of business by the Group

- Bribes can include money, gifts, hospitality, expenses, reciprocal favours, political or charitable contributions, or any direct or indirect benefit or consideration

Most countries have laws that prohibit bribery and corruption and there is international pressure for a strengthening of these laws across the globe.

We cannot do business with any Trading Partner who does not adhere to the same high standards. The ethos of the Group is about acting in a transparent and fair manner, which extends to all third parties through whom we do business – we cannot seek to avoid responsibility by asking others to act improperly on our behalf.

We must be especially careful in our dealings with Public Officials, who operate under stringent rules, a breach of which could result in severe consequences for the Sureserve Group and the offending employee or Business Partner.

Relevant Employees and Business Partners will periodically be asked to undertake appropriate bribery and corruption training and to confirm their understanding of the Group's bribery and corruption policies, together with the Code.



Facilitation payments and “kickbacks”

The Group does not make, and will not accept, facilitation payments or kickbacks of any kind, whatever the value. You must avoid at all times any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by the Group.

It is not acceptable for you (or someone on your behalf) to:

- Give, promise to give, or offer a payment, gift, or hospitality with the expectation or hope that, in exchange, that other party will improperly perform their functions for the benefit of the Group. In this regard, we must ensure we are familiar with and do not induce a Government Official to breach the rules of their organisation
- Give, promise to give, or offer a payment, gift, or hospitality to a Government Official
- Accept payment from a third party if you know or suspect it is offered with the expectation that it will obtain a business advantage for them or cause you to improperly perform your duties as a Group employee
- Accept a gift or hospitality from a third party if you know or suspect it is offered with the expectation that a business advantage will be obtained for them or cause you to improperly perform your duties as a Group employee
- Threaten or retaliate against another person who has refused to commit a bribery offence or has raised concerns about any illegal conduct in accordance with the Group's policies
- Engage in any activity that might lead to a breach of this Code of Conduct



**“WE EXPECT
BUSINESSES
TO REINFORCE
COMPLIANCE
WITH THE
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ETHICAL
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Gifts, entertainment and hospitality

The Group's policy is that no gifts should be given or accepted by an employee or Business Partner without prior approval. However, we recognise that where the giving and receiving of modest gifts is part of a cultural norm, we should not cause offence. As such, non-cash gifts with a value of less than £50 are considered to be sufficiently modest, subject to employees and Business Partners adhering to the Code. Any gift given or received in excess of this amount will require prior approval from a Senior Manager. The giving or receiving of cash or cash-equivalent items is never acceptable.

Entertainment and hospitality are part of business culture, where companies seek to build relationships, improve their image and present their goods and services to prospective partners. However, any hospitality given or received must be reasonable and proportionate and cannot be used to unduly influence a person to perform their role improperly. Any hospitality and entertainment offered must be in line with the rules of the recipient's employer and not place them in a difficult position. For many Public Officials this means no hospitality is possible at all. You must always enquire as to the recipient's rules prior to offering hospitality. In any case, a hospitality or entertainment event where the expenditure exceeds £100 per head must be subject to prior approval by a Senior Manager.

Relations with government

All information provided to government contacts must be transparent, accurate and appropriate for purpose. Where we are in partnership with Public Officials, we must ensure the relationship is in full compliance with the law and any gifts and hospitality, having checked the recipient's policy first, are employed purely in the interests of building and maintaining relationships, as opposed to being employed to directly secure a benefit for the Group.

Local approvals

We expect each Business Unit to employ comprehensive local approval procedures for all applicable processes, including those contemplated by the Code. A copy of these "Local Approvals" must be supplied annually to compliance@sureservegroup.co.uk. This will reinforce compliance with the Code and ensure the highest ethical standards are maintained.

10 B: Personal integrity

We must operate with the highest personal standards and ensure that transaction flows are earned through honest competition and endeavour.

Money laundering

Money laundering is a generic term for hiding the criminal origins of money in a legitimate enterprise, for example using “dirty” money to buy “clean” products and then selling them on for “clean” proceeds.

Money laundering is a widespread problem that catches numerous legitimate operations and we have a duty to identify suspicious activity, including:

- A transaction where we cannot verify the parties – for instance where a customer requests that payment or a supplier requests remittance be made through an unrelated party
- Transactions conducted through intermediaries, especially third party payment bureau service providers, who process financial transactions
- A new customer who is prepared to pay an unusually high price
- Transactions with unfamiliar banks
- Cash transactions
- Unusual requests – for example remittance of rebates in a series of small payments or payments through less traceable means, such as cash

In the event of any concerns, a Senior Manager should be consulted and always in the event of high value cash transactions.

Conflicts of interest

A conflict of interest will arise where personal interests conflict with those of the Group. Situations where there appears to be a conflict of interest should be avoided.

Conflicts of interest may arise through the following:

- Personal shareholdings, directorships and other financial interests
- A close relative or spouse working in an organisation that does business with or competes with the Group
- Close friendships with Business Partners in your private life
- Benefitting from the sale, loan or gift of any business property
- Failing to give the Group the opportunity to benefit from a legitimate business opportunity
- Deriving any direct or indirect benefit, such as commissions, from a contract entered into by the Group or a Business Unit

Employees and Business Partners are required to disclose on appointment, or when the conflict arises, any interest which may affect the Group's business.

Fraud

Any form of fraudulent behaviour by employees or Business Partners will be met in the harshest terms. Such behaviour includes:

- Deceiving the Group for financial gain and therefore causing financial loss to the Group
- Misappropriating company time / pay which is to the detriment of the Group
- Fraudulent completion of time sheets by inflating the number of hours worked
- Using the Group's assets for personal gain without the Group's consent
- Collusion / collaboration with third parties or other employees to defraud the Group
- Extortion of money from third parties, such as for contract awards
- Falsifying the Group's records, documents, or claims

Employees and Business Partners are required to report fraud of which they are aware or suspicious, in line with the procedures set out in section I in this Code of Conduct.

Employee share dealing

Trading is prohibited in Sureserve's shares for all employees when in a close period, ahead of its financial results, without prior approval for those not on the Group's "insider list". Generally, the Group enters its full year close period 60 days prior to the publication of its annual results (details of which can be found on the investors section of our website). The half year close period commences on 1 April and ends on the day of the announcement of the half year results.

A formal "insider list" is maintained by the Groups Company Secretary, containing those individuals with access to share price sensitive information and for whom there are more wide-reaching restrictions. This is readily available for scrutiny by the Financial Conduct Authority in the UK. Executive and Senior Management form part of the list, in addition to other Head Office personnel and professional advisors.

12 C: Our people

The Group is committed to equality and fair treatment of its entire workforce, which involves mutual respect for each other and the protection of our working environment.

Human Rights Policy

The Group is committed to upholding Human Rights of all our stakeholders including employees, local communities, customers, suppliers and governments.

Our policies extend to:

- Providing a safe working environment for all employees and contractors
- Respecting the rights of the individual with a zero tolerance to any form of discrimination, harassment or bullying
- Providing training and development programmes to our workforce
- Not employing underage or illegal labour
- Promoting good relationships with the communities in which we operate
- Operate in an environmentally aware manner
- Acting with honesty and integrity with all our business partners

Harassment

The Group's employees come from many different backgrounds and cultures. The Group values the diversity of its employees and respects their right to work in a safe environment of mutual respect, free from harassment and ensuring equal opportunity.

Harassment can take many forms and includes:

- Slurs, insults, name calling and ridicule
- Offensive or obscene comments, jokes and gestures
- Gender specific comments
- Bullying, public criticism and undervaluing effort
- Unwanted physical contact, assaults or threats and intimidation

Harassment in any form, especially sexual harassment, creates a hostile and abusive work environment and will not be tolerated.



Opportunity policy

The Group aims to ensure that no job applicant or employee receives less favourable treatment on the grounds of their Race, Ethnic Origin, Nationality, Age, Gender, Marital Status, Part-Time Status, Sexual Orientation, Religion, Belief or Disability.

This helps to ensure that no applicant or employee is placed at any disadvantage, which is not justifiable under UK Company law.

Drugs and alcohol

The Group is committed to ensuring that its employees, and where relevant, its Business and Trading Partners, are provided with a safe working environment. The consumption of alcohol (unless specifically approved by a Senior Manager and then only in moderation) or the use of controlled drugs on Group premises is incompatible with a safe working environment and with the proper performance of duties and as such, is prohibited. Employees must take care not to bring the Group into disrepute when on third party premises and will be subject to disciplinary action if they do.



“EACH BUSINESS UNIT MUST ESTABLISH AND ENFORCE EFFECTIVE COMPLIANCE PROCEDURES, WHERE NECESSARY THROUGH TAKING EXTERNAL ADVICE.”

D: Trade relationships

The Sureserve Group is committed to behaving with openness, transparency and integrity. This means that we will not act in collusion with our competitors and will be open and honest in our dealings in all markets, even where this is expensive or time consuming.

Compliance with laws and regulations

Sureserve is listed on the AIM market of the London Stock Exchange, subject to regulation by the UK Listing Authority and required to comply with UK Company and other laws. The Group and its Business Units also comply with the various regulatory and legislature environments in which they work.

Each Business Unit must establish and enforce effective compliance procedures, where necessary through taking external advice. Where differences arise between local customs, practices, laws or regulations and this Code, the individual is required to consult the Chief Compliance Officer.

Competition legislation

Competition Law protects free and open trading and applies to all companies. The penalties for breaching Competition Law are severe. Senior Managers are required to be familiar with competition and anti-trust legislation and

communicate this to relevant employees. Such familiarity is critical to ensure that we can avoid inappropriate behaviour within the Group and protect our interactions with Business Partners, Trading Partners and competitors.

There are a number of activities we need to be aware of and avoid:

- Agreements with competitors surrounding:
 - Bids and tenders
 - Market pricing
 - Service levels
 - Customers and/or suppliers that we will or will not deal with
 - Markets that we will or will not trade in
- Discussion of confidential data with competitors, such as contract pricing or customer lists
- Misrepresenting a competitor's capabilities

Group employees often meet competitors at industry meetings and if concerned about the direction of a conversation, they must either make our business ethics clear or walk away. In such cases, employees should report their concerns to the Chief Compliance Officer.

16 E: Doing business the right way

The Group's success is driven by its employees and all its external partners. Contracts, agreements and other arrangements with third parties should be transparent, fair and in line with market practices.

Company contracts

All employees must be diligent in selecting and monitoring Business Partners. The Group maintains policies and procedures on our intranet, which includes a set of due diligence procedures for use by Business Units to ensure that a third party is reputable, has the appropriate skills and qualifications to act and confirms compliance with tax law. Similarly, we only deal with Trading Partners who we know to be reputable, having made appropriate enquiries.

Business Partners should only be selected in the best interests of the Group and are required to understand the provisions of this Code. Business Partners will periodically be asked to confirm their understanding of the Group's bribery and corruption policies, together with the Code.

Payments to Business Partners

All payments made to Business Partners must be proportionate to the services they provide and in line with market practices.

Three particularly important arrangements are:

- Consultancy assignments, which are defined as advisory services bought from external parties in the furtherance of Group interests. These would include assignments associated with the securing of orders or contracts
- Commissions, which are defined as payments for services provided in the furtherance of Group interests and/or the potential securing of business for the Business Units. All commissions must be paid in the best interests of the Group and be in line with market practices
- Rebates, which are defined as payments for achieving a certain level of trading between the two partners

All payments made in such circumstances are required to be made in line with a formal written legal agreement, which makes clear the service provided, calculation of the payment and the performance obligations required in order to make a payment.

Taxation

Sureserve is a responsible taxpayer, outlined in our tax strategy, which can be found at <http://sureservegroup.co.uk/investors/shareholder-information/corporate-documents-policies>. We expect the same of our Business



Partners and it is critical that as part of our acceptance process we make sufficient enquiry over their tax affairs. This has become increasingly important with the introduction in September 2017 of new corporate criminal offences (“CCO”) legislation.

Based on the UK Bribery Act 2010, the aim of the legislation is to attribute criminal liability to corporates when its employees, contractors and other “associated persons” are seen to be facilitating tax evasion by a taxpayer who could include a customer of supplier. An associated person includes any person (individual or corporate) who provides services for or on behalf of a corporate. For example employees, contractors, agents or those that provide services for or on a corporate’s behalf.

Under this legislation it is the corporate that is subject to prosecution without the need for prosecution of any individual. CCO applies to all taxes, and is relevant to all businesses.

A successful prosecution could lead to:

- An unlimited fine
- Public record of the conviction
- Significant reputational damage and adverse publicity
- Severe regulatory impact

Similar to the Bribery Act 2010, there is a defence of having reasonable prevention procedures in place, which comprise six steps:

1. Risk assessment
2. Top level commitment
3. Due diligence on the third party
4. Proportionality of reasonable procedures
5. Communication and training
6. Monitoring and review

Donations policy

The Group does not make political donations. Any charitable donations may only be made to a registered charity, which cannot be connected with a Business or Trading Partner.



**“EMPLOYEES SHOULD
AT ALL TIMES PROTECT
AND MAINTAIN THE
CONFIDENTIALITY OF THE
GROUP’S INFORMATION.”**

F: Protecting the Group

The Group relies on the physical protection of its property, plant and equipment, along with its Intellectual Property. To this end, the exchange of information must be made responsibly, with due regard to confidentiality and appropriate records maintained.

External communications

Media enquiries about any Business Unit should be routed to a Senior Manager. No comment should ever be given to the media about Group matters and all enquiries directed to the Sureserve Chairman.

Records management

All company records must be maintained to a high standard, ready for scrutiny by internal Group functions or external regulators and auditors. Copies of all communications with regard to major contracts should be kept for a period of 10 years. All contracts must be held in a secure central location in each Business Unit.

Group assets

The Group's physical assets, including vans, must be handled with care to avoid loss, theft or damage and should only be used for business purposes. Limited personal use is permitted only at the discretion of Senior Management.

Confidentiality

The Group relies on certain information remaining confidential. This information includes, but is not limited to:

- Financial information
- Corporate information
- Project management and technical information

Employees may not disclose any confidential information that has come to their attention during the course of their employment. Employees should at all times protect and maintain the confidentiality of the Group's information and that of its Business and Trading Partners, and may only disclose such information as required by law or as is necessary during the course of their duties with the Group.

This obligation will continue at all times both during and after the termination of employment unless and until the information has come into the public domain. This obligation extends to confidential information held by any Group employee from previous employments.

G: Our Environment

The Group is committed to the highest standards of quality for all of its products and services and for the safety and protection of its employees.

Health, safety and accreditation

The Group is committed to achieving and maintaining the highest standards of safety for its employees and where relevant, Business Partners, Trading Partners and the public. The Group's goals are to have no accidents, cause no harm to others and have the highest regard for the environment and our footprint.

Each Business Unit must have in place a comprehensive health and safety programme led by the local SHEQ representative, together with a comprehensive risk register that extends to both Project and Business Unit level.

Each Business Unit is required to ensure all necessary accreditations to perform its activities have been obtained and are kept up to date. This extends to monitoring employee accreditations, where relevant. And up to date register must be maintained by every business in the Group.

The environment

The Group is committed to the protection of the environment by using renewable resources wherever

possible, which ensure that adverse effects on the environment are kept to a minimum.

The Group continually looks for opportunities and adopts practices that create a safer and cleaner environment. Environmental concerns must be taken into account in all planning and decision making processes. It is the responsibility of each Business Unit to have in place procedures to encourage the reduction of waste and emissions, and to take into account local environmental issues and the communities in which it operates.

We are required to maintain data on improvements made each year, which will be reported in the Group's annual accounts.

Data Protection

The Group needs to retain information about its employees for purposes connected with their employment and for as long a period as is necessary. The Group may also hold information about an employee's health for the purposes of compliance with health, safety and occupational health obligations.

These uses are consistent with our employment relationship and the principles of data protection legislation.

The Group will:

- Comply with the legislation impacting protection of personal data and ensure all employees are aware of their responsibilities in that regard.
- Allow all employees to access their personal data on request, subject to any local legislation. The Group will, however, determine reasonable limits when, where and under what supervision access will be granted.
- Release personal data to third parties only if:
 - required to do so by law or court order; or
 - with written consent of the employee; or
 - required for a valid business reason; or
 - permitted by law

General Data Protection Regulations ("GDPR")

To demonstrate our commitment to GDPR and ensure compliance, the Group employs a Data Security Officer to lead the Group's policy. This is a complex area and a separate GDPR policy exists. At a high level the principles of GDPR, relate to the compilation and maintenance of data as follows:

- Processed lawfully, fairly and in a transparent manner
- Collected for specified, explicit and legitimate purposes



- Adequate, relevant and limited to what is necessary
- Accurate and, where necessary, kept up to date
- Retained only for as long as necessary
- Processed in an appropriate manner to maintain security

GDPR is required to have Board oversight and carries significant penalties for non-compliance. Data subjects have been given increased rights and any breach must be reported within 72 hours. As such our GDPR policy focuses on processes, procedures and risk assessment in protecting third party data.

22 H: Information management

Employees who use the internet, email or any IT services provided by the Group must do so in a responsible manner, and not put the Group's reputation at risk. Individuals should bear in mind that any transfer of information via these channels can easily fall into the wrong hands. Failure to comply with the Group's IT policies may result in disciplinary action being taken and be regarded, in serious cases, as gross misconduct.

Email

All email systems and communications made on those systems remain the sole property of the Group and consequently should generally only be used for business related purposes. The Group reserves the right to inspect these systems at any time, subject to compliance with local laws.

Employees must not send, forward distribute or retain email messages that contain language that is abusive, aggressive or offensive. Occasional personal use of the Group's email systems is permitted. However, messages stored in these systems will be treated in the same manner as business related messages.

Employees must hold due regard for the Intellectual Property of the Group in all communications and holding proprietary company data for personal use is prohibited.

Internet

Responsible use of the internet is to be encouraged for all Group employees and includes the following guidelines:

- When accessing the internet from Group equipment, employees must ensure that they do not use the service in any way which may bring the Group or individuals into disrepute.
- Employees should remember that although one person does not find material offensive, another might
- Employees should not directly download and then run executable files. Where there is a genuine business benefit to download information, an employee must receive permission from their local IT department before downloading the information and run a virus check
- Publication of information about the Group or its employees will require approval from a Senior Manager, which will extend to the use of social networking tools. Potential publishers must comply with the Code in all communications and take care not to compromise the Group

The downloading of pornography or other offensive material is strictly prohibited.



Social Media

When engaging with Social Media, the following guidelines should be observed:

- Employees should not discuss things they do not know about, nor should they comment on things that are not their area of expertise.
- When engaging on social media in relation to company matters, employees should make it clear that they work for the Group. It is important that others participating in the discussion understand that they have a vested interest.
- Employees should be truthful whilst online. If an employee is in doubt regarding something they intend to publish, they should seek confirmation from their manager or refrain from publishing it.

- Employees should be ethical online. Any content that you publish must be appropriate and reflective of the Group's values at all times. The Group exercises a zero tolerance to any kind of bigotry, prejudice, misogyny, hatred or harassment.
- Employees should never discuss or post sensitive information, including financial information, employee details, project values or business matters.
- If an employee's employment details change, they should update these details on social media.

Software

No software should be loaded onto a computer unless it is for business purposes and has been agreed by the local IT department. All software must have an appropriate license for use.

Copyright

Rules governing the distribution of printed material are subject to the rules issued by the Copyright Licensing Agency and Newspaper Licensing Agency. Photocopying and internal distribution of all published materials is prohibited without prior permission of the publisher.

I: Consultation

The Code contains a number of policies, rules and procedures, which support and promote the principles of transparency, honesty and openness which define the Group. Every employee and Business Partner is obliged to consult if they have any doubt about actions taken that might infringe this Code.

If you are unsure

The Group's success is determined by the behaviour of its employees and Business Partners, but there may be occasions when individuals are unsure of what is right. The following questions should act as a starting point:

- Does this fit with the Group's Code of Conduct?
- Is this approach safe for my colleagues and me?
- Does this fit with my personal values and instincts?
- What would our stakeholders think if this matter was to appear in the media?
- Have I consulted a Senior Manager?

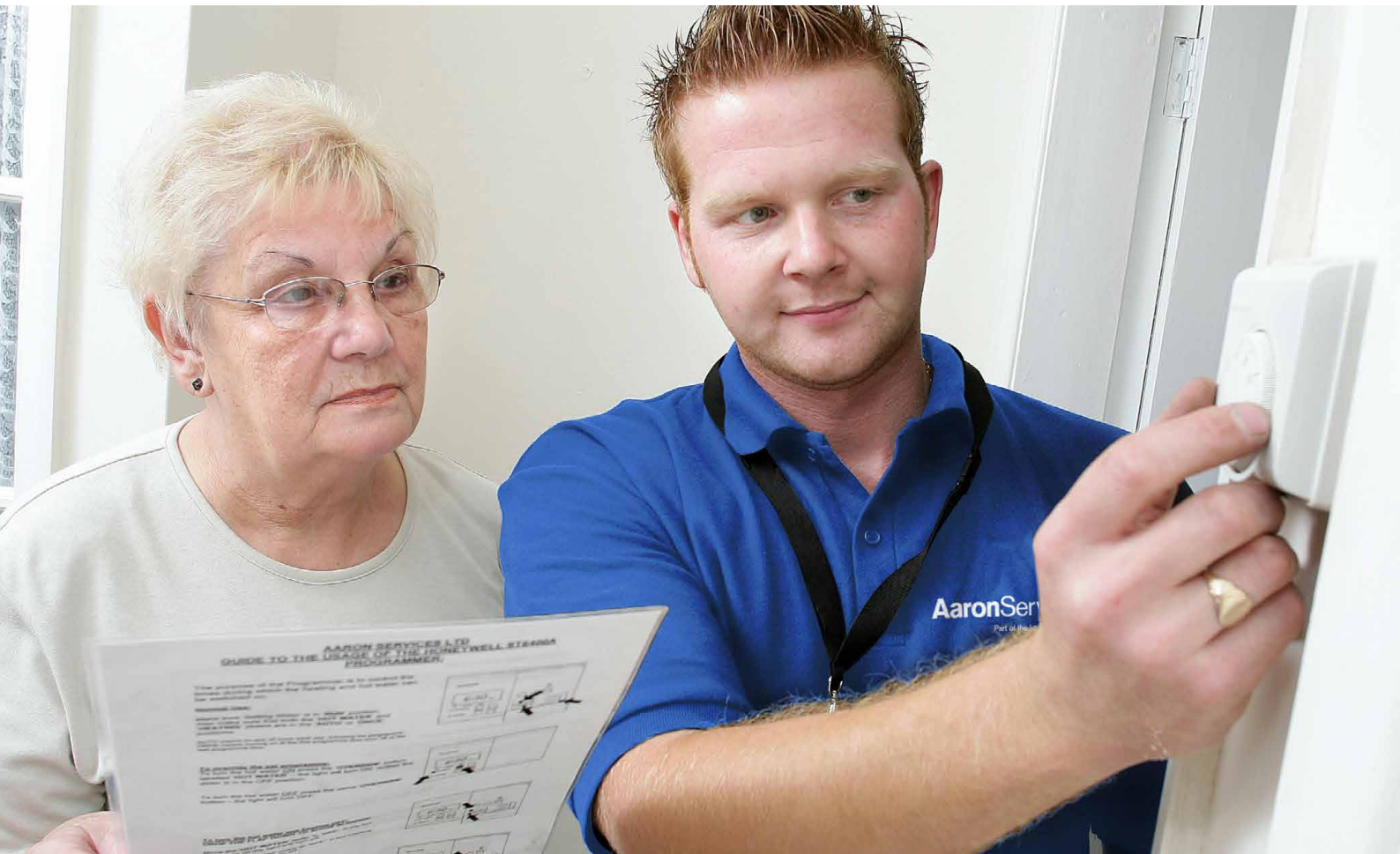
Contact information

If you become aware of any breaches of the Code, the Group has arrangements in place for all employees to raise, in confidence, any concerns they may have.

Telephone: 07966 533 074

Email: John.Charlton@sureservegroup.co.uk

Any employee who fails to report or provide further information about any improprieties will be in breach of the Code and may be subject to disciplinary action. Any employee who reports possible improprieties can do so with the guarantee of confidentiality.





SureserveGroup

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