



## **RPC GROUP – CODE OF BUSINESS CONDUCT**

Through our businesses in the UK, Mainland Europe and the USA, we aim to act responsibly and with integrity, respecting the laws and regulations of the countries within which we operate as well as internationally accepted standards of responsible business conduct. The RPC Group (the "Group") requires high standards of professional and ethical conduct from all employees, officers and directors. This code of business conduct (the "Code") sets out the basic ethical standards that are required across the Group and should be used alongside other Group policies and guidance documents. The Code is intended as a guide rather than an exhaustive description of the Group's ethics policies and standards. The Code may be reviewed or amended from time to time by the Board.

Each business within the Group should operate in accordance with policies and procedures which are consistent with the values and the standards set out in the Code. The following standards of conduct apply to all employees and other persons acting on behalf of the Group. In particular, the Group's senior management has a special responsibility to lead according to these standards.

Ron Marsh  
Chief Executive  
24 November 2009

### **1. All dealings**

- 1.1 Engage in honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- 1.2 Maintain effective procedures to prevent confidential information being misused or used for personal gain.
- 1.3 Diligently advance the legitimate interests of the Group, having regard to our values and standards, as set out in this Code.
- 1.4 Comply with all applicable laws, rules and regulations in every country in which we operate.

## **2. Dealings with customers**

- 2.1 Treat customers fairly, openly and honestly.
- 2.2 Provide high standards of service.
- 2.3 Operate effective complaints processes to deal with situations where these standards are challenged.

## **3. Dealings with employees**

- 3.1 Provide a clean, healthy and safe work environment, stressing the obligation on all employees to take every reasonable precaution to avoid injury to themselves, their colleagues and members of the public and to comply with the Group's Health and Safety Policy.
- 3.2 Maintain a working environment that provides appropriate remuneration, training and opportunities for personal development.
- 3.3 Be intolerant of discrimination, harassment or victimisation. Recognise diversity in recruitment and dealings with employees. Create a favourable employee relations environment in which the involvement of all employees is encouraged.
- 3.4 Support employees who become aware of and are willing to report business malpractice or who genuinely believe that malpractice is occurring, has occurred or is likely to occur within the business. Employees should raise the issue internally with local or cluster management or in accordance with the Group's Policy on Reporting Malpractice.
- 3.5 Prohibit the illegal use of drugs or alcohol on our premises and encourage any employee of the Group with an alcohol or drug dependency to seek help.
- 3.6 Prohibit the use of forced or child labour and other illegal or inhumane labour practices.
- 3.7 Respect employee privacy and only collect and retain personal information from employees that is required for the effective operation of the Group or as required by law. The Group will keep such information confidential and release it only to those who have a legitimate need to know.

## **4. Dealings with suppliers of goods and services**

- 4.1 Maintain high standards of integrity in business relationships with suppliers.
- 4.2 Encourage the use of those suppliers who operate with values and standards equivalent to ours.
- 4.3 Work together with suppliers and business partners to improve all aspects of performance and deal with those suppliers and business partners who aspire to achieve similar standards of business conduct.

- 4.4 Agree terms of payment when orders for goods are placed and seek to pay in accordance with those terms.

## **5. Dealings with communities**

- 5.1 Contribute to the social and economic well being of those communities where we are an employer and encourage employees to participate in projects and initiatives to strengthen those communities.
- 5.2 Work to minimise any adverse environmental impact of our business operations and to achieve compliance with the Group's Environmental Policy.
- 5.3 Ensure that we conduct our activities, so far as possible, in a manner sensitive to the cultural and social traditions of communities with which we come into contact.

## **6. Dealing with governments and regulators**

- 6.1 Comply with laws and regulations in all jurisdictions in which the Group conducts business.
- 6.2 Maintain a constructive and open relationship with governments and regulators to foster mutual trust, respect and understanding.

## **7. Anti bribery**

- 7.1 Prohibit offering, giving, solicitation or acceptance of any bribe, whether cash or other inducement to or from any person or company, or public official or body by any individual employee, agent or other person or body acting on the Group's behalf in order to gain any commercial, contractual or regulatory advantage for the Group in a way which is unethical.
- 7.2 Recognise that practice varies across the countries in which we do business and what is normal and acceptable in one place may not be in another.
- 7.3 The following practices are not prohibited providing they are customary in a particular market, are proportionate and are appropriately recorded:
- normal and appropriate hospitality in the ordinary course of business;
  - the giving or receiving of reasonable or modest gifts in circumstances which do not compromise the Group;
  - the use of any recognised fast-track process which is available to all on payment of a fee; or
  - the offer of resources to assist the person or body to make the decision more efficiently provided that they are supplied for that purpose only.
- 7.4 If anyone is in doubt as to whether a potential act constitutes bribery, the matter should be referred to the local senior manager or the cluster manager before proceeding.

- 7.5 The prevention, detection and reporting of bribery is the responsibility of all employees throughout the Group. Suitable channels of communication by which employees or others can report confidentially any suspicion of bribery will be maintained via local or cluster management or the Group's Policy on Reporting Malpractice.

## **8. Compliance with the Code**

- 8.1 The Code cannot cover every situation; if uncertainty remains about the ethics or legality of an issue, you are encouraged to seek additional guidance before proceeding.
- 8.2 Failure to comply with the Code may lead to disciplinary action being taken against individuals.